

F94000003517

O X B O W C O R P O R A T I O N

1601 Forum Place, Suite 1400
West Palm Beach, FL 33401

March 12, 1998

FILED
98 APR -6 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: OXBOW INTERNATIONAL POWER CORPORATION

Dear Sir/Madam:

Please find enclosed Amendment to change name of the above Delaware corporation, qualified in Florida, to Oxbow Power Corporation. Also enclosed is our check in the amount of \$87.50 representing the filing fee and one certified copy.

Please forward the certified copy to my attention at the following address:

Janice C. Patten
Oxbow Corporation
1601 Forum Place, Suite P2
West Palm Beach, FL 33401

700002457857--0
-03/16/98--01048--007
*****87.50 *****87.50

I am enclosing a self-addressed envelope for your convenience.

Sincerely,



Janice C. Patten, CLA

~~4298-6098~~

N/C

VS APR 13 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1998

JANICE C. PATTEN
OXBOW CORPORATION
1601 FORUM PLACE, SUITE P2
WEST PALM BEACH, FL 33401

SUBJECT: OXBOW INTERNATIONAL POWER CORPORATION
Ref. Number: F94000003517

We have received your document for OXBOW INTERNATIONAL POWER CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 498A00014880

RECEIVED
APR 6 - 9 11:57
DIVISION OF CORPORATIONS

(Pursuant to s. 607.1504, F.S.)

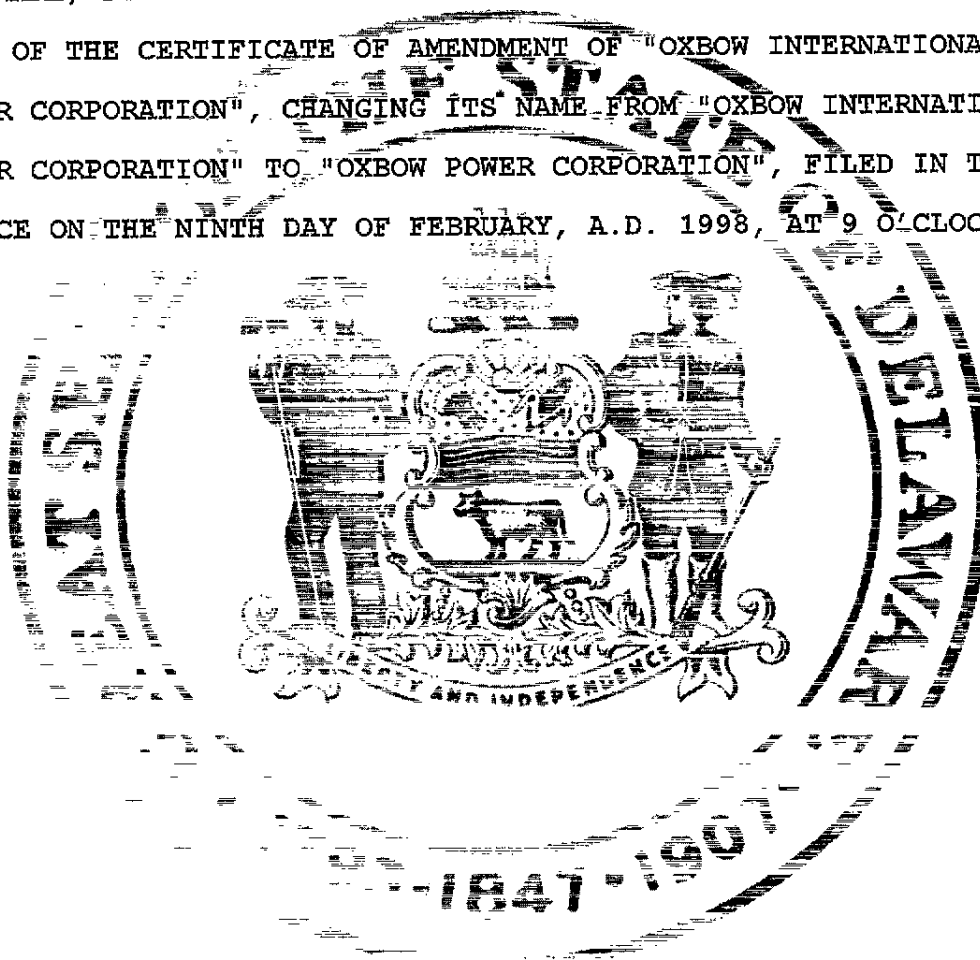
98 APR -6 AM 8:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. 7/05/1994
Date authorized to do business in Florida

SECRETARY	Title
-----------	-------

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "OXBOW INTERNATIONAL POWER CORPORATION", CHANGING ITS NAME FROM "OXBOW INTERNATIONAL POWER CORPORATION" TO "OXBOW POWER CORPORATION", FILED IN THIS OFFICE ON THE NINTH DAY OF FEBRUARY, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2413819 8100

981110436

AUTHENTICATION: 8987632

DATE: 03-23-98

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

OXBOW INTERNATIONAL POWER CORPORATION

Oxbow International Power Corporation ("the Corporation") organized and existing under and by virtue of the laws of the State of Delaware DOES HEREBY CERTIFY:

FIRST: That by unanimous consent of the Stockholders and the Board of Directors of the Corporation, dated and effective January 8, 1998, a resolution was duly considered and adopted setting forth a proposed amendment to the Certificate of Incorporation of said Corporation as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall read as follows:

"FIRST: The name of the Corporation is **OXBOW POWER CORPORATION.**"

SECOND: That amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: That the capital of said Corporation shall not be reduced under or by reason of the above amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Bernard H. Cherry, its President and by Richard P. Callahan, its Secretary, this 8th day of January, 1998.

OXBOW INTERNATIONAL POWER CORPORATION.

By:


Bernard H. Cherry, President

Attest:


Richard P. Callahan, Secretary