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TO: SECRETARY OF STATE

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-11/10/99--01036--022
*****43.75 *****43.75

PLEASE SEND CERTIFICATE OF AMENDMENT TO MY ATTENTION AT THE
FOLLOWING ADDRESS:

JANICE PATTEN
C/O OXBOW CORPORATION
1601 FORUM PLACE, SUITE P-2
WEST PALM BEACH, FL 33401

THANK YOU.

NC
11-18-99
BKS

FILED
99 NOV 10 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

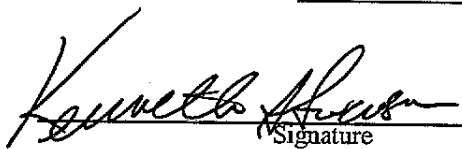
PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. OXBOW REALTY MANAGEMENT, INC.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 3/02/95
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 9/14/99
5. Oxbow Realty Services, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A
New Jurisdiction


Signature

 10/29/99
Date

 Kenneth A. Swanson
Typed or printed name

 President
Title

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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 REALTY MANAGEMENT, INC.", CHANGING ITS NAME FROM "OXBOW REALTY MANAGEMENT, INC." TO "OXBOW REALTY SERVICES, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2489474 8100

991418302

AUTHENTICATION: 0008076

DATE: 10-04-99

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

OXBOW REALTY MANAGEMENT, INC.

Oxbow Realty Management, Inc., ("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 September 2, 1999, 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 REALTY SERVICES, INC."

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 Kenneth A. Swanson, its President and by Richard P. Callahan, its Secretary, this 2nd day of September, 1999.

OXBOW REALTY MANAGEMENT, INC.

By: 

Kenneth A. Swanson, President

Attest: 

Richard P. Callahan, Secretary