



THE UNITED STATES
CORPORATION
COMPANY

F970000006544

ACCOUNT NO. : 072100000032

REFERENCE : 629187 4319256

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 10, 1997

ORDER TIME : 9:37 AM

ORDER NO. : 629187-010

CUSTOMER NO.: 4319256

CUSTOMER: Ms. Janice Patten
Oxbow Corporation
Suite 1400
1601 Forum Place
West Palm Beach, FL 33401

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-12/11/97--01020--005
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FOREIGN FILINGS

NAME: OXBOW MINING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 PM 12:24
12/11
RECEIVED
97 DEC 11 AM 10:49
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. OXBOW MINING, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 65-0777162

(FEI number, if applicable)

4. July 3, 1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. July 3, 1997

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1601 Forum Place, Suite P2

West Palm Beach, FL 33401

(Current mailing address)

8.

Mining and production of coal

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Gail Shells

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman:	<u>William I. Koch</u>	DIRECTOR <u>Zachary Shipley</u>
Address:	<u>1601 Forum Place, Suite P2</u>	<u>1601 Forum Place, St. P2</u>
	<u>West Palm Beach, FL 33401</u>	<u>West Palm Beach, FL 33401</u>

DIRECTOR

Vice Chairman:	<u>Brian L. Acton</u>
Address:	<u>1601 Forum Place, Suite P2</u>
	<u>West Palm Beach, FL 33401</u>

Director:	<u>Richard P. Callahan</u>
Address:	<u>1601 Forum Place, Suite P2</u>
	<u>West Palm Beach, FL 33401</u>

Director:	<u>Bernard H. Cherry</u>
Address:	<u>1601 Forum Place, Suite P2</u>
	<u>West Palm Beach, FL 33401</u>

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

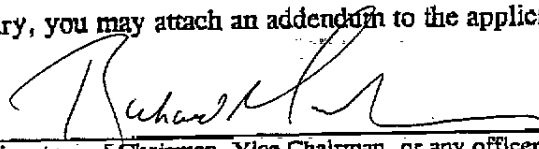
President:	<u>Brian L. Acton</u>
Address:	<u>1601 Forum Place, Suite P2</u>
	<u>West Palm Beach, FL 33401</u>

Executive Vice President:	<u>Paul S. Fritzler</u>	Vice President <u>Walter Wright</u>
Address:	<u>7901 Southpark Plaza, Suite 202</u>	<u>c/o Somerset Mining Company</u>
	<u>Littleton, CO 80120</u>	<u>Highway 133</u>

Secretary:	<u>Richard P. Callahan</u>	<u>Somerset, CO 81434</u>
Address:	<u>1601 Forum Place, Suite P2</u>	
	<u>West Palm Beach, FL 33401</u>	

Treasurer:	<u>Zachary Shipley</u>
Address:	<u>1601 Forum Place, Suite P2</u>
	<u>West Palm Beach, FL 33401</u>

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Richard P. Callahan, Secretary
(Typed or printed name and capacity of person signing application)

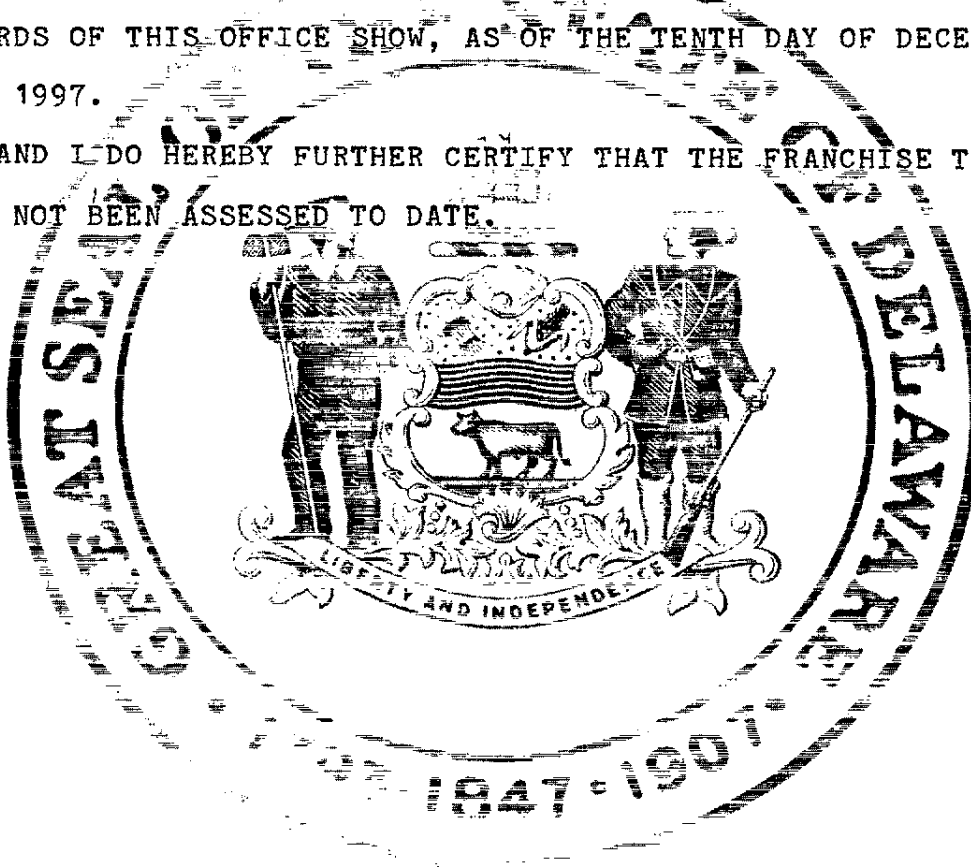
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OXBOW MINING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 PM 12:24



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8801648

DATE: 12-10-97