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ACCOUNT NO. : 072100000032

REFERENCE : 036342 7139465

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 18, 1998

ORDER TIME : 1:31 PM

ORDER NO. : 036342-005

CUSTOMER NO: 7139465

CUSTOMER: Janice Patten, Secretary
Oxbow Mining, Inc.
Suite P2
1601 Forum Place
West Palm Beach, FL 33401

700002690727--2
-11/18/98--01052--011
*****78.75 *****78.75

FOREIGN FILINGS

NAME: OXBOW ENERGY & MINERALS, 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: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 PM 3:19

RECEIVED
98 NOV 18 PM 1:57
DIVISION OF CORPORATION

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

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

1. OXBOW ENERGY & MINERALS, 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. 65-0862334
(FEI number, if applicable)
4. August 7, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 7, 1998
(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. Ownership of energy-related businesses
(Purpose(s) of corporation authorized in home state or country to be carried out in 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, 33324
(Zip code)

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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.

Laura R. Dunlap
(Registered agent's signature)
Its' agent, Laura R. Dunlap

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Bernard H. Cherry

Address: 1601 Forum Place, Suite P2

West Palm Beach, FL 33401

Director: Zachary Shipley

Address: 1601 Forum Place, Suite P2

West Palm Beach, FL 33401

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

President: Bernard H. Cherry

Address: 1601 Forum Place, Suite P2

West Palm Beach, FL 33401

Vice President: _____

Address: _____

Secretary: Richard P. Callahan

Address: 1601 Forum Place, Suite P2

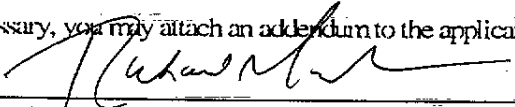
West Palm Beach, FL 33401

Treasurer: Zachary Shipley

Address: 1601 Forum Place, Suite P2

West Palm Beach, FL 33401

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

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OXBOW ENERGY & MINERALS, 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 NOVEMBER, A.D. 1998.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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9397025
11-10-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: