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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Oxbow Holdings, Inc.

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ARTICLES OF INCORPORATION

OF

OXBOW HOLDINGS INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST. The name of the corporation (hereinafter called the "corporation") is Oxbow Holdings Inc.

SECOND. The street address and mailing address of the initial principal office of the corporation is 1090 West Georgia Street, Suite 1305, Vancouver, British Columbia V6E 3V7.

THIRD. The purpose of the corporation is to engage in any lawful business, act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH. The total number of shares that the corporation is authorized to issue is One Thousand (1,000) shares of Common Stock, \$.01 par value per share.

FIFTH. The street address of the initial registered office of the corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the corporation at said registered office is Corporation Service Company.

The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

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SIXTH. The name and the address of the incorporator is Mark D. Snider at 4800 N. Federal Highway, Suite 200E, Boca Raton, Florida 33431.

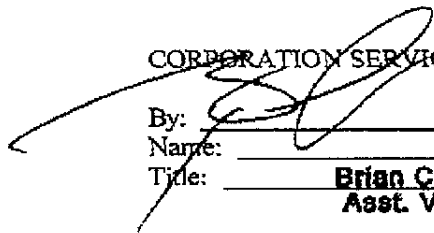
Signed on this 8th day of April, 2005


Mark D. Snider, Incorporator

THE UNDERSIGNED, named as the registered agent in the Fifth Article of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT

CORPORATION SERVICE COMPANY


By: _____
Name: _____
Title: **Brian Courtney**
Asst. V. Pres.

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