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Feb 18 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P29356

(3)

1. Corporation Name

OXBOW POWER CORPORATION

Principal Place of Business

1601 FORUM PLACE
WEST PALM BEACH FL 33401

Mailing Address

1601 FORUM PLACE
WEST PALM BEACH FL 33401-8101



3. Date Incorporated or Qualified

05/11/1990

3a. Date of Last Report

03/06/1996

2. Principal Place of Business

21

Suite, Apt. #, etc.

22

City & State

23

Zip

Country

24

25

2a. Mailing Address

26

Suite, Apt. #, etc.

27

City & State

28

Zip

Country

29

30

4. FEI Number

51-0296440

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

CALLAHAN, RICHARD P.
1601 FORUM PLACE
SUITE P-2
WEST PALM BEACH FL 33401

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent, and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	DCOP	<input type="checkbox"/> DELETE
NAME	CHERRY, BERNARD H.	
STREET ADDRESS	1601 FORUM PLACE P-2	
CITY-ST-ZIP	W. PALM BCH FL	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	POWELL, DOUGLAS R.	
STREET ADDRESS	22 TOWER 2 28 OLD PEAK ROAD	
CITY-ST-ZIP	KNOXVILLE TN	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	CALLAHAN, RICHARD P.	
STREET ADDRESS	1601 FORUM PLACE P-2	
CITY-ST-ZIP	W. PALM BEACH L 33401-8188	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	SHIPLEY, ZACHARY K.	
STREET ADDRESS	1601 FORUM PLACE P-2	
CITY-ST-ZIP	W. PALM BEACH FL 33401-8188	
TITLE	CCEO	<input type="checkbox"/> DELETE
NAME	KOCH, WILLIAM I.	
STREET ADDRESS	1601 FORUM PLACE P-2	
CITY-ST-ZIP	W. PALM BEACH FL	
TITLE	EVP	<input checked="" type="checkbox"/> DELETE
NAME	RUSH, BARNEY S.	
STREET ADDRESS	1601 FORUM PLACE P-2	
CITY-ST-ZIP	W. PALM BEACH FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Senior Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Rohit C. Chib	
1.3 STREET ADDRESS	1601 Forum Place, Suite P2	
1.4 CITY-ST-ZIP	West Palm Beach, FL 33401	
2.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS	5250 South Virginia, Suite 304	
2.4 CITY-ST-ZIP	Reno, NV 89502	
3.1 TITLE	Executive Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Vincent P. Zodiaco	
3.3 STREET ADDRESS	5250 South Virginia, Suite 304	
3.4 CITY-ST-ZIP	Reno, NV 89502	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/31/97 561-697-4300

CR2E034 (9/96)