

P29356

O X B O W C O R P O R A T I O N

1601 Forum Place, Suite 1400
West Palm Beach, FL 33401

February 23, 1998

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: OXBOW POWER CORPORATION

Dear Sir/Madam:

Please find enclosed Application by Foreign Corporation for Withdrawal for the above entity, along with our check in the amount of \$87.50 representing the filing fee and one certified copy. Please forward the certified copy to my attention at the following address:

Janice C. Patten
Oxbow Corporation
1601 Forum Place, Suite P2
West Palm Beach, FL 33401

800002440358--8
-02/25/98--01049--001
*****87.50 *****87.50

I am enclosing a self-addressed envelope for your convenience.

Sincerely,



Janice C. Patten, CLA

FILED
98 FEB 25 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

withdrawal

See 2/26

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

OXBOW POWER CORPORATION

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

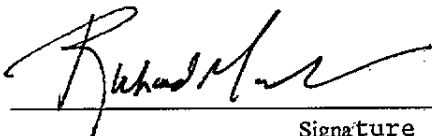
1601 Forum Place, Suite P2

(Mailing Address)

West Palm Beach, Florida 33401

(City/State)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Richard P. Callahan, Secretary

Secretary

Title

February 19, 1998

Typed or printed name

Date

FILED
FEB 25 AM 11:43
TALLAHASSEE
SECRETARY OF STATE
FLORIDA