

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED  
May 14 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 # 841369 (2)  
1. Corporation Name  
PHELPS DODGE INTERNATIONAL CORPORATION



Principal Place of Business  
2600 N CENTRAL AVE  
ATTN: TAX DEPT  
PHOENIX AZ 85004-0014

Mailing Address  
2600 N CENTRAL AVE  
ATTN: TAX DEPT  
PHOENIX AZ 85004-3050

3. Date Incorporated or Qualified 08/29/1978  
3a. Date of Last Report 05/01/1996

2. Principal Place of Business 2a. Mailing Address

4. FEI Number 13-2575366  
Applied For Not Applicable

21 Suite, Apt #, etc. 26 Suite, Apt #, etc.

5. Certificate of Status Desired  \$8.75 Additional Fee Required

22 City & State 27 City & State

6. Election Campaign Financing Trust Fund Contribution  \$5.00 May Be Added to Fees

23 Zip Country 28 Zip Country

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes  Yes  No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

UNITED STATES CORPORATION COMPANY  
1201 HAYES STREET  
STE 105  
TALLAHASSEE FL 32301

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.

A. D. LUECHTEFELD, VICE PRESIDENT - TAXES

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE D DELETED  
NAME WHISLER, J STEVEN  
STREET ADDRESS 2600 N. CENTRAL AVE  
CITY-ST-ZIP PHOENIX AZ

TITLE CD DELETED  
NAME IRAOLA, MANUEL J  
STREET ADDRESS 2121 PONCE DE LEON BLVD.  
CITY-ST-ZIP CORAL GABLES FL

TITLE D DELETED  
NAME YEARLEY, DOUGLAS  
STREET ADDRESS 2600 N. CENTRAL AVE  
CITY-ST-ZIP PHOENIX AZ

TITLE DELETED  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

TITLE DELETED  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

1.1 TITLE  Change  Addition  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY-ST-ZIP

2.1 TITLE  Change  Addition  
2.2 NAME  
2.3 STREET ADDRESS  
2.4 CITY-ST-ZIP

3.1 TITLE  Change  Addition  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY-ST-ZIP

4.1 TITLE  Change  Addition  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY-ST-ZIP

5.1 TITLE  Change  Addition  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY-ST-ZIP

6.1 TITLE  Change  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)(l), 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] REQUIRED  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-29-97 Date 602 234-8100 Daytime Phone #

CP2E034 (9/96)

**PHELPS DODGE INTERNATIONAL CORPORATION**

**OFFICERS**

<b><u>OFFICE</u></b>	<b><u>NAME</u></b>	<b><u>BUSINESS ADDRESS</u></b>
Chairman	Manuel J. Iraola	2121 Ponce de Leon Blvd Coral Gables, FL 33134
Vice President-Marketing	John A. de Armas	2121 Ponce de Leon Blvd Coral Gables, FL 33134
Vice President - Taxes	A. D. Luechtefeld	2600 North Central Avenue Phoenix, Arizona 85004-3014
Vice President	Allen E. Perez	2121 Ponce de Leon Blvd Coral Gables, FL 33134
Vice President/Controller	Charles B. Phelps	2121 Ponce de Leon Blvd Coral Gables, FL 33134
Vice President/CFO	Stanton K. Rideout	2121 Ponce de Leon Blvd Coral Gables, FL 33134
Vice President - Business Development	Edward G. Peters	2121 Ponce de Leon Blvd Coral Gables, FL 33134
Vice President - Mercosur Region	Miguel A. Riqueime	2121 Ponce de Leon Blvd Coral Gables, FL 33134
Vice President - Legal Counsel and Secretary	Manuel Rodriguez-Fiol	2121 Ponce de Leon Blvd Coral Gables, FL 33134
Vice President - Far East Region	Salvador A. Sanlley	2121 Ponce de Leon Blvd Coral Gables, FL 33134
Vice President - Quality & Technology	Randy G. Schneider	2121 Ponce de Leon Blvd Coral Gables, FL 33134
Vice President - Energy Business Segment	Jose A. Sierra	2121 Ponce de Leon Blvd Coral Gables, FL 33134
Vice President - Strategic Programs	Ramon Trujillo	2121 Ponce de Leon Blvd Coral Gables, FL 33134
Vice President - Human Resources	Nassry G. Zamora	2121 Ponce de Leon Blvd Coral Gables, FL 33134

**PHELPS DODGE INTERNATIONAL CORPORATION**

**DIRECTORS**

Manuel J. Iraola	Phelps Dodge Corporation 2600 North Central Ave Phoenix, Arizona 85004-3014
Manuel M. Rodriguez-Fiol	Phelps Dodge Corporation 2600 North Central Ave Phoenix, Arizona 85004-3014
Thomas M. St. Clair	Phelps Dodge Corporation 2600 North Central Ave Phoenix, Arizona 85004-3014
J. Steven Whisler	Phelps Dodge Corporation 2600 North Central Ave Phoenix, Arizona 85004-3014
Douglas C. Yearley	Phelps Dodge Corporation 2600 North Central Ave Phoenix, Arizona 85004-3014