

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

**FILED**  
**May 12 1998 8:00am**  
**Secretary of State**

**PROFIT CORPORATION ANNUAL REPORT 1998**  
  
 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      Mailing Address

**2800 N CENTRAL AVE  
 ATTN: TAX DEPT  
 PHOENIX AZ 85004-0014**

**2800 N CENTRAL AVE  
 ATTN: TAX DEPT  
 PHOENIX AZ 85004-0014**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		08/29/1978	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		13-2575366	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip	Country	Zip	Country	7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
24	25	29	30	8.	

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 85 Zip Code			
				FL			

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHISLER, J STEVEN	1.2 NAME	
STREET ADDRESS	2600 N. CENTRAL AVE	1.3 STREET ADDRESS	
CITY - ST - ZIP	PHOENIX AZ	1.4 CITY - ST - ZIP	
TITLE	CO <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	IRAOLA, MANUEL J	2.2 NAME	
STREET ADDRESS	2121 PONCE DE LEON BLVD.	2.3 STREET ADDRESS	
CITY - ST - ZIP	CORAL GABLES FL	2.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	YEARLEY, DOUGLAS	3.2 NAME	
STREET ADDRESS	2600 N. CENTRAL AVE	3.3 STREET ADDRESS	
CITY - ST - ZIP	PHOENIX AZ	3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 CITY - ST - ZIP	

14. I 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:  A. D. LUECHTEFELD VICE PRESIDENT- TAXES 4/30/98 602 234-8100

CR2E034 (10/97)

**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**