

841369

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

500002698825--8
-12/01/98--01050--022
*****35.00 *****35.00

500002698825--8
-12/01/98--01050--023
*****8.75 *****8.75

CORPORATION(S) NAME

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Phelps Dodge International Corporation

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
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Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Phelps Dodge International Corporation

1b. Date of incorporation December 20, 1966 Document number 841878

2. The name and address of the current registered agent and office:

United States Corporation Company

1201 Hayes Street, Suite 105, Tallahassee, FL 32301

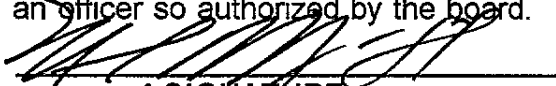
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation Florida 33324

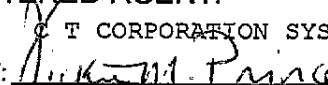
The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


SIGNATURE
11/13/98
DATE

MANUEL M. RODRIGUEZ-FIOL
(Type or printed name and title)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM
SIGNATURE BY: 
Vickie M. Prince (Registered Agent)
DATE 11/23/98

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

CR2E045 (7-91)

Filing Fee: \$35.00

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98 DEC 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA