

F97000005763

JONES, WALKER
WAECHTER, POTTEVENT
CARRÈRE & DENÈGRE, L.L.P.

JAMIE WONG
Legal Assistant
504-582-8546
Fax 504-582-8708
jwong@jwlaw.com

201 ST. CHARLES AVENUE
NEW ORLEANS, LOUISIANA 70170-5100

October 9, 1997

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

500002318705--2
-10/13/97--01079--016
*****78.75 *****78.75

RE: Freeport Sulphur Company *McMORAN SULPHUR INC*
Our file: 11887/70097-00

Dear Sir or Madam:

W97-23423 LA 10/31

Please file the enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida. I would like to request a certificate of status along with a letter of acknowledgement. Attached is a copy of the application, a certificate of good standing from the state in which the company was incorporated, and a check for \$78.75 to cover the cost of the filing and the certificate of status.

If there are any questions regarding this matter, please call me at (504) 582-8708. Thank you.

Very truly yours,

Jamie Wong
Jamie Wong
Legal Assistant

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 AM 11:51



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 14, 1997

JAMIE WONG
JONES, WALKER, WAECHTER ET AL.
201 ST. CHARLES AVENUE
NEW ORLEANS, LA 70170-510

SUBJECT: FREEPORT SULPHUR COMPANY
Ref. Number: W97000023423

We have received your document for FREEPORT SULPHUR COMPANY and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Please refer to the attached printout, which shows a corporation with the same name, also from Delaware, and with the same address. Because this corporation is on file here, we cannot file this second corporation with the same name. You may use the attached "resolution" form to adopt a different name under which to do business in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 497A00050197

*Ms. Jamie Wong called 10/23 -
will send new, different application,
for which we'll use this \$.
Then, we'll discard this
application. - LR*

JONES, WALKER
WAECHTER, POITEVENT
CARRÈRE & DENÈGRE, L.L.P.

JAMIE WONG
Legal Assistant
504-582-8546
Fax 504-582-8708
jwong@jwlaw.com

201 ST. CHARLES AVENUE
NEW ORLEANS, LOUISIANA 70170-5100

October 30, 1997

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

RE: Freeport-McMoRan Sulphur Inc.
Our file: 11887/70097-00

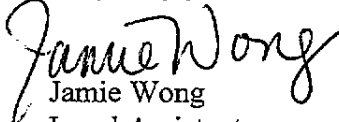
Dear Mr. Rivers:

Please file the enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida for Freeport-McMoRan Sulphur Inc. I would like to request a certificate of status along with a letter of acknowledgment. Attached is a copy of the application and a certificate of good standing from the state in which the company was incorporated.

As we discussed during our phone conversation on October 23, 1997, the Application by Foreign Corporation for Authorization to Transact Business in Florida submitted for Freeport Sulphur Company should be abandoned. The check in the amount of \$78.75 that was originally submitted with the application for Freeport Sulphur Company should be used to cover the costs of filing the Application by Foreign Corporation for Authorization to Transact Business for Freeport-McMoRan Sulphur Inc. As you requested, I have enclosed your letter regarding Freeport Sulphur Company.

If there are any questions regarding this matter, please call me at (504) 582-8708. Thank you.

Very truly yours,


Jamie Wong
Legal Assistant

Enclosure

BATON ROUGE OFFICE: FOUR UNITED PLAZA • 5555 UNITED PLAZA BOULEVARD • BATON ROUGE, LOUISIANA 70809-7000 • 504-231-2000 • FAX 504-231-2010
WASHINGTON, D.C. OFFICE: SUITE 245, REPUBLIC PLACE • 1776 EYE STREET, N.W. • WASHINGTON, D. C. 20006 • 202-828-8363 • FAX 202-828-6907
LAFAYETTE OFFICE: SUITE 210 • 201 RUE IBERVILLE • LAFAYETTE, LOUISIANA 70508 • 318-232-5353 • FAX 318-232-5415

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Freeport-McMoRan Sulphur Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 72-1392855
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 26, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Projected date is 12/97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1615 Poydras Street
New Orleans, Louisiana 70112
(Current mailing address)

8. To engage in any lawful act or activity for which corporations
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
may be organized under the Delaware General Corporation Law.

9. **Name and street address of Florida registered agent:**

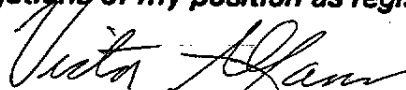
Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.



(Registered agent's signature)

Victor Alfano, Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert M. Wohleber
Address: 1615 Poydras Street
New Orleans, LA 70112
Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS

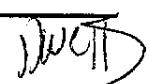
President: Robert M. Wohleber
Address: 1615 Poydras Street
New Orleans, LA 70112
Vice President: Michael J. Arnold
Address: 1615 Poydras Street
New Orleans, LA 70112
Secretary: Michael C. Kilanowski, Jr.
Address: 1615 Poydras Street
New Orleans, LA 70112
Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael C. Kilanowski, Jr./Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 AM 11:51



State of Delaware
Office of the Secretary of State

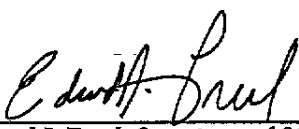
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FREEPORT-MCMORAN SULPHUR INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1997.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 AM 11:51





Edward J. Freel, Secretary of State

AUTHENTICATION:

2789050 8300

DATE: 8714531

971355517

10-21-97