

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P28688 (0)

1. Corporation Name

BHP MINERALS INTERNATIONAL EXPLORATION INC.

Principal Place of Business

550 CALIFORNIA ST
SAN FRANCISCO CA 94104

Mailing Address

C/O THE CORPORATION TRUST COMPANY
1209 ORANGE ST
WILMINGTON DE 19801



2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Zip
25	Country	30	Country

3. Date Incorporated or Qualified	3a. Date of Last Report
03/23/1990	05/10/1995
4. FEI Number	Applied For
94-2351771	Not Applicable
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input type="checkbox"/>	
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
<input type="checkbox"/>	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

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

Signature, typed or printed name of registered agent and date of appointment

(NOTE: Registered Agent signature required when registering)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HICKMAN, R N	1.2 NAME	
STREET ADDRESS	550 CALIFORNIA ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA 94104	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GIORGINI, S	2.2 NAME	
STREET ADDRESS	550 CALIFORNIA ST	2.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA 94104	2.4 CITY-ST-ZIP	
TITLE	VD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WARIN, O N	3.2 NAME	
STREET ADDRESS	550 CALIFORNIA ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA 94104	3.4 CITY-ST-ZIP	
TITLE	VSD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DANKMEYER, T R	4.2 NAME	
STREET ADDRESS	550 CALIFORNIA ST	4.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA 94104	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ANDREWS, G F	5.2 NAME	
STREET ADDRESS	550 CALIFORNIA ST	5.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA 94104	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUMMETT, H T	6.2 NAME	
STREET ADDRESS	550 CALIFORNIA ST	6.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA 94104	6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (12/95)