


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

FILED
Feb 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P28688** (0)
1. Corporation Name
BHP MINERALS INTERNATIONAL EXPLORATION INC.



Principal Place of Business 550 CALIFORNIA ST SAN FRANCISCO CA 94104	Mailing Address 550 CALIFORNIA ST SAN FRANCISCO CA 94104
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
03/23/1990

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	4. FEI Number 94-2351771 Applied For Not Applicable	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input 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
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.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when resigning)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUMMETT, H T	1.2 NAME	
STREET ADDRESS	550 CALIFORNIA ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO FL 94104	1.4 CITY-ST-ZIP	
TITLE	VPD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PLYE, THOMAS	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	VP <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLAIN, C F	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	VPSD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HEATH, G J	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	AS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HUMPHREYS, D L	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	AS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MECIA, J A	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 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

[Signature]

2/19/98

415 774 3083

CR2E034 (10/97)