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SOUTHERN PERU COPPER CORP/
Form SC 13D
February 04, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

SOUTHERN PERU COPPER CORPORATION

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01

(Title of Class of Securities)

843611104

(CUSIP Number)

Armando Ortega Gomez
Assistant Secretary and General Counsel
Grupo Mexico, S.A. de C.V.
Baja California 200
Colonia Roma Sur
06760 Mexico City, Mexico
Tel. 011-525-574-2067

and

Armando Ortega Gomez
Secretary of the Board
Grupo Minero Mexico Internacional, S.A. de C.V.
Baja California 200
Colonia Roma Sur
06760 Mexico City, Mexico
Tel. 011-525-574-2067

and

Armando Ortega Gomez
Secretary
Americas Mining Corporation
2575 East Camelback Road, Suite 500
Phoenix, Arizona 85016
Tel. (602) 977-6500

and

Armando Ortega Gomez
Secretary
SPHC II Incorporated
2575 East Camelback Road, Suite 500
Phoenix, Arizona 85016
Tel. (602) 977-6500

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

copy to:
Michael L. Fitzgerald, Esq.
Sidley Austin Brown & Wood LLP
787 Seventh Avenue

New York, New York 10019
Tel. (212) 839-5300

February 3, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. /_/

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following pages)

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1 NAMES OF REPORTING PERSONS. Grupo Mexico, S.A. de C.V.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY). 13-1808503

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) /X/ (b) /_/

3 SEC USE ONLY

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| | | | |
|----|--|------------|--------------------------|
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) | | OO |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | | /_/_/ |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | | Mexico |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 0 | |
| | | 8 | SHARED VOTING POWER |
| | | 43,348,949 | |
| | | 9 | SOLE DISPOSITIVE POWER |
| | | 0 | |
| | | 10 | SHARED DISPOSITIVE POWER |
| | | 43,348,949 | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 43,348,949 | | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | | /_/_/ |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 54.2% of total Common Shares, (1) 65.8% of Class A Common Stock | | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) | | |
| | CO | | |

1 Assuming conversion of all outstanding shares of Class A Common Stock into Common Stock on a one-to-one basis.

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| | | | |
|---|---|--|---|
| 1 | NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY). | | Grupo Minero Mexico Internacional, S.A. de C. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) | | (a) /X/ |

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(b) /_/

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS) OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) /_/

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

| | | | |
|---|----|--------------------------|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | |
| | | 0 | |
| | 8 | SHARED VOTING POWER | |
| | | 17,247,579 | |
| | 9 | SOLE DISPOSITIVE POWER | |
| | | 0 | |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | 17,247,579 | |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,247,579

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) /_/

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.6% of total Common Shares, (1) 26.2% of Class A Common Stock

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 Assuming conversion of all outstanding shares of Class A Common Stock into Common Stock on a one-to-one basis.

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| | | |
|----|---|---|
| 1 | NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY). | Americas Mining Corporation 86-1010884 |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) | (a) /X/ (b) /_/ |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) | OO |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | /_/ |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | |
| 7 | SOLE VOTING POWER | 0 |
| 8 | SHARED VOTING POWER | 43,348,949 |
| 9 | SOLE DISPOSITIVE POWER | 0 |
| 10 | SHARED DISPOSITIVE POWER | 43,348,949 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 43,348,949 |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | /_/ |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 54.2% of total Common Shares, (1) 65.8% of Class A Common Stock |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) | CO |

1 Assuming conversion of all outstanding shares of Class A Common Stock into Common Stock on a one-to-one basis.

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| | | |
|--|---|--|
| 1 | NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY). | SPHC II Incorporated 13-3700414 |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) | (a) /X/ (b) /_/ |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) | 00 |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | /_/ |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 43,348,949 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 43,348,949 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 43,348,949 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | /_/ |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 54.2% of total Common Shares, (1) 65.8% of Class A Common Stock | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO | |

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1 Assuming conversion of all outstanding shares of Class A Common Stock into Common Stock on a one-to-one basis.

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Grupo Mexico, S.A. de C.V. ("GMEXICO"), Grupo Minero Mexico International, S.A. de C.V. ("GMMI"), Americas Mining Corporation ("AMC") and SPHC II Incorporated ("SPHC II") (collectively, Grupo Mexico, GMMI, AMC and SPHC II, the "Reporting Persons") hereby amend the report on Schedule 13D regarding shares of Southern Peru Copper Corporation (the "Company"), originally filed on January 12, 1996, as further amended on March 6, 1996, on November 19, 1999, on October 13, 2000, on May 17, 2001, on July 16, 2001, on February 11, 2003 and on April 2, 2003 (collectively with this Amendment No. 8, the "Schedule 13D"). Unless otherwise indicated, capitalized terms used but not defined herein shall have the same meanings assigned to them in Schedule 13D.

Item 1. Security and Issuer.

This Schedule 13D relates to Common Stock of the Company, \$0.01 par value per share ("Common Stock"), and Class A Common Stock of the Company, \$0.01 par value per share ("Class A Common Stock", together with the Common Stock, the "Common Shares").

Item 2. Identity and Background.

Item 2 is hereby amended and supplemented by adding the following:

Annex I hereto sets forth the name, business address, present principal occupation or employment and citizenship of each director and executive officer of Grupo Mexico. The information set forth in Annex I hereto is incorporated herein by reference.

Annex II hereto sets forth the name, business address, present principal occupation or employment and citizenship of each director and executive officer of GMMI. The information set forth in Annex II hereto is incorporated herein by reference.

Annex III hereto sets forth the name, business address, present principal occupation or employment and citizenship of each director and executive officer of AMC. The information set forth in Annex III hereto is incorporated herein by reference.

Annex IV hereto sets forth the name, business address, present principal occupation or employment and citizenship of each director and executive officer of SPHC II. The information set forth in Annex IV hereto is incorporated herein by reference.

During the past five years, the Reporting Persons have not, and, to the best of their knowledge, no person listed in the Annexes hereto have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to any civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws, or finding any violation with respect to such laws.

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Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented by adding the following:

On February 3, 2004, GMEXICO, the largest stockholder of the Company, presented a proposal regarding the possible sale to the Company of all the shares of GMEXICO's subsidiary, Minera Mexico, S.A. de C.V. ("MM"), representing 99% of MM outstanding shares, in return for the issuance to it of additional shares of the Company.

The Reporting Persons understand that the Company has formed a Special Committee of Disinterested Directors, comprised of members of its Board to evaluate whether the proposal is in the best interests of the stockholders of the Company. There can be no assurances as to whether any agreement will be reached with regard

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to such transaction. Consequently the Reporting Persons made this proposal reserving the right to change their intentions and plans at any time with regard to such transaction.

The Reporting Persons may also from time to time acquire, purchase or sell shares of Common Stock in the open market, in privately negotiated transactions or otherwise, hold such shares or propose changes in the membership of the Board of Directors, propose asset transfers involving the Company or engage in other business transactions involving the Company, as the Reporting Persons may determine at any such time based upon their evaluations of the Company's businesses and prospects and other factors deemed relevant.

Except as set forth in this Item 4 and in furtherance of the proposed transaction, the Reporting Persons presently have no plans or proposal that would result in any of the actions set forth in subparagraphs (a) through (j) of Item 4 of Schedule 13 D.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and supplemented by adding the following:

The following table sets forth all purchases with respect to the Common Stock effected during the past sixty (60) days by the Reporting Persons. Each transaction set forth below represents a sale in the open market.

| Reporting Person | Trade Date | Shares Sold | Pr |
|------------------|------------|-------------|----|
| GMEXICO | 12/04/2003 | 10,300 | |
| GMEXICO | 12/05/2003 | 7,100 | |
| GMEXICO | 12/08/2003 | 10,300 | |

Effective January 1, 2004, Controladora Minera Mexico, S.A. de C.V. was merged with and into GMMI and ceased to be the beneficial owner of

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more than five percent of the Common Shares.

Item 7. Material to be Filed as Exhibits.

Joint Filing Agreement dated February 4, 2004.

[SIGNATURE PAGE FOLLOWS]

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

GRUPO MEXICO, S.A. de C.V.
February 4, 2004

Date

/s/ Armando Ortega Gomez

Signature
Armando Ortega Gomez, Assistant Secretary and General Counsel

Name/Title

GRUPO MINERO MEXICO INTERNACIONAL, S.A. de C.V.
February 4, 2004

Date

/s/ Armando Ortega Gomez

Signature
Armando Ortega Gomez, Secretary of the Board

Name/Title

AMERICAS MINING CORPORATION
February 4, 2004

Date

/s/ Armando Ortega Gomez

Signature
Armando Ortega Gomez, Secretary

Name/Title

SPHC II INCORPORATED
February 4, 2004

Date

/s/ Armando Ortega Gomez

Signature

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Armando Ortega Gomez, Secretary

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

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ANNEX I

GRUPO MEXICO

Directors and Executive Officers

1. DIRECTORS AND EXECUTIVE OFFICERS OF GRUPO MEXICO. The following table sets forth the name, principal business address, title and present principal occupation or employment of each director and executive officer of Grupo Mexico. Each such person is a citizen of Mexico.

| NAME | PRINCIPAL BUSINESS ADDRESS | TITLE | PRIN |
|----------------------------|---|---|--|
| German Larrea Mota-Velasco | Baja California 200 06760 Mexico City | Chairman of the Board and Chief Executive Officer | Chairma Chief E Grupo M |
| Genaro Larrea Mota-Velasco | 2575 East Camelback Road Suite 500 Phoenix, Arizona 85016 | Director | Private |
| Juan I. Gallardo Thurlow | Monte Caucaso 915, Fl. 4 11000 Mexico City | Director | Preside the Boa Azucare de C.V. |
| Juan Sanchez Navarro Peon | Campos Eliseos 400, Fl. 19 11000 Mexico City | Director | Vice Pr Modelo, |
| Romulo O'Farril Jr. | Avenue San Jeronimo 790-A 11000 Mexico City | Director | Preside Directo Acapulc |
| Claudio X. Gonzalez | Jose Luis LaGrange 103, Fl. 3 11510 Mexico City | Director | Chairma General |

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| | | | |
|--------------------------|---|----------|--|
| Jose Mendoza Fernandez | Privada Juarez 43 04000 Mexico City | Director | Chairman Desarrollo Inmobiliaria |
| Prudencio Lopez Martinez | Vasco de Quiroga 2121, Fl. 2 01210 Mexico City | Director | Presidente de C.V. |
| Carlos Giron Peltier | Lamartine 730 11560 Mexico City | Director | Retired |
| Antonio Madero Bracho | Monte Pelvoux 220, Fl. 8 11000 Mexico City | Director | Executive Luis Cordero C.V. |

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| NAME | PRINCIPAL BUSINESS ADDRESS | TITLE | POSITION |
|------------------------------------|---|--|----------------------------------|
| Luis Tellez Kuenzler | Paseo de Los Tamarindos 400, Torre B, Fl. 32 05120 Mexico City | Director | Executive of Grupo |
| Emilio Carrillo Gamboa | Plaza ScotiaBank, Blvd. Manuel Avila Camacho 1- 609, 11009, Mexico City | Director | Partner Carrillo |
| Agustin Santamarina V. | Campos Eliseos 345 11560 Mexico City | Director and Secretary of the Board | Partner Steta, |
| Daniel Tellechea Salido | 2575 East Camelback Suite 500 Phoenix, Arizona 85016 | Director | Presidente |
| Juan Rebolledo Gout | Baja California 200 06760 Mexico City | Vice President, International Relations | Vice Pr Intern Grupo M |
| Hector Garcia de Quevedo Topete | Baja California 200 06760 Mexico City | Director and General Director of Special Assignments | General Special Grupo M |
| Xavier Garcia de Quevedo Topete | Baja California 200 06760 Mexico City | Director | Presidente Mexico, |
| Oscar Gonzalez Rocha | Av. Caminos del Inca 171 Lima, Peru | Director | Presidente Copper |
| Alfredo Casar Perez | Bosque de Ciruelos 99 11700 Mexico City | Director | Presidente Directo Mexican |

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| | | | |
|------------------------|--|--|--------------------|
| Armando Ortega Gomez | Baja California 200 06760 Mexico City | Assistant Secretary and General Counsel | General Mexico |
| Gabino Paez Gonzalez | Baja California 200 06760 Mexico City | General Director, Human Resources | General Resourc |
| Ernesto Duran Trinidad | Baja California 200 06760 Mexico City | Corporate Comptroller | Corpora Grupo M |

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ANNEX II

GMMI

Directors and Executive Officers

2. DIRECTORS AND EXECUTIVE OFFICERS OF GMMI. The following table sets forth the name, principal business address, title and present principal occupation or employment of each director and executive officer of GMMI. Each such person is a citizen of Mexico.

| NAME | PRINCIPAL BUSINESS ADDRESS | TITLE | PRIN |
|-------------------------------|---|--|--|
| German Larrea Mota-Velasco | Baja California 200 06760 Mexico City | President, Chairman of the Board and Chief Executive Officer | Chairma Chief E Grupo M |
| Juan Sanchez Navarro Peon | Campos Eliseos 400, Fl. 19 11000 Mexico City | Director | Vice Pr Modelo, |
| Prudencio Lopez Martinez | Vasco de Quiroga 2121, Fl. 2 01210 Mexico City | Director | Preside de C.V. |
| Juan I. Gallardo Thurlow | Monte Caucasos 915, Fl. 4 11000 Mexico City | Director | Preside the Boa Azucare de C.V. |
| Carlos Giron Peltier | Lamartine 730 11560 Mexico City | Director | Retired |
| Genaro Larrea Mota-Velasco | 2575 East Camelback Road Suite 500 Phoenix, Arizona 85016 | Director | Private |
| Agustin Santamarina V. | Campos Eliseos 400, Fl. 19 11000 Mexico City | Director | Partner Steta, |
| Armando Ortega Gomez | Baja California 200 06760 Mexico City | Secretary of the Board | General Mexico |

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ANNEX III

AMC

Directors and Executive Officers

1. DIRECTORS AND EXECUTIVE OFFICERS OF AMC. The following table sets forth the name, principal business address, title and present principal occupation or employment of each director and executive officer of AMC. Each such person is a citizen of Mexico.

| NAME | PRINCIPAL BUSINESS ADDRESS | TITLE | PRIN |
|---------------------------------|--|---|--------------------------------|
| German Larrea Mota-Velasco | Baja California 200 06760 Mexico City | Chairman of the Board and Chief Executive Officer | Chairman Chief E Grupo M |
| Oscar Gonzalez Rocha | Av. Caminos Del Inca 171 Lima, Peru | Director | Preside Copper |
| Xavier Garcia de Quevedo Topete | Baja California 200 06760 Mexico City | Director, Vice President and Chief Operating Officer | Preside Mexico, |
| Ernesto Duran Trinidad | Baja California 200 06760 Mexico City | Controller and Assistant Secretary | Corpora Grupo M |
| Hector Nieto Castilla | Baja California 200 06760 Mexico City | President and Chief Financial Officer | Preside Financi |
| Armando Ortega Gomez | Baja California 200 06760 Mexico City | Secretary | General Mexico |

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ANNEX IV

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SPHC II

Directors and Executive Officers

2. DIRECTORS AND EXECUTIVE OFFICERS OF SPHC II. The following table sets forth the name, principal business address, title and present principal occupation or employment of each director and executive officer of SPHC II. Each such person is a citizen of Mexico.

| NAME | PRINCIPAL BUSINESS ADDRESS | TITLE | PRIN |
|----------------------------|---|------------------------------------|--------------------------|
| German Larrea Mota-Velasco | Baja California 200 06760 Mexico City | Chairman of the Board of Directors | Director Board a Officer |
| Genaro Larrea Mota-Velasco | 2575 East Camelback Road Suite 500 Phoenix, Arizona 85016 | Director and President | Private |
| Daniel Tellechea Salido | Baja California 200 06760 Mexico City | Director and Vice President | Adminis Preside |
| Ernesto Duran Trinidad | Baja California 200 06760 Mexico City | Controller | Corpora Grupo M |
| Armando F. Ortega Gomez | Baja California 200 06760 Mexico, D.F. | Director and Secretary | General Mexico |
| Hector Garcia de Quevedo | Baja California 200 06760 Mexico, D.F. | Treasurer | General Special Mexico |

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Exhibit Index

1. Joint Filing Agreement dated as of February 4, 2004.

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Exhibit 1

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning

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the others, except to the extent that it knows or has reason to believe that such information is inaccurate.

This Agreement may be executed in counterparts and each of such counterparts taken together shall constitute one and the same instrument.

Dated: February 4, 2004 GRUPO MINERO MEXICO INTERNACIONAL, S.A. de C.V.

By: /s/ Armando Ortega, Gomez

Armando Ortega Gomez,
Secretary of the Board

Dated: February 4, 2004 AMERICAS MINING CORPORATION

By: /s/ Armando Ortega, Gomez

Armando Ortega Gomez,
Assistant Secretary

Dated: February 4, 2004 SPHC II INCORPORATED

By: /s/ Armando Ortega, Gomez

Armando Ortega Gomez,
Secretary