



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. 59366

CERTIFICATE OF FILING

OF

AMENDED ARTICLES OF INCORPORATION


TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

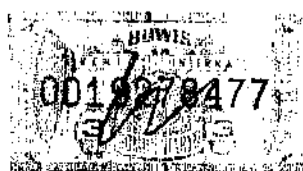
THIS IS TO CERTIFY that the amended articles of incorporation of the

TERRA GRANDE RESOURCES, INC.
(Formerly: Victoria Gold Mining Corporation)
(Amending Articles I and III of the original articles
of incorporation thereof)

copy annexed, adopted on September 23, 19 89 by a majority vote of the Board of Directors and the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by this Office on the 27th day of October nineteen hundred and eighty-nine, pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 27th day of October, in the year of our Lord nineteen hundred and eighty-nine


RODOLFO L. SAMARISTA
Associate Commissioner



AMENDED ARTICLES OF INCORPORATION
OF
TERRA GRANDE RESOURCES, INC.
(Formerly Victoria Gold Mining Corporation)

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, all of whom are of legal age and Filipino citizens and all of whom are residents of the Philippines, have this day, voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines:

AND WE HEREBY CERTIFY

FIRST. - That the name of the corporation shall be: "TERRA GRANDE RESOURCES, INC." (as amended on September 23, 1989) formerly: VICTORIA GOLD MINING CORPORATION.

SECOND. - That the purposes for which said corporation is formed are:

PRIMARY PURPOSE

To prospect, explore, discover, stake and locate record, exploit, dig and drill, extract, produce, purchase, leasing mining claims in the Philippines either in its name and for the benefit of others, and to purchase, lease, and otherwise acquire, or sell, dispose of leasehold rights and interests in, and the right to develop such mining claims and mining properties of whatever nature, and to engage in any other business of mining in general and to acquire, store, hold, transport, use, experiment with, market, distribute, exchange, sell and otherwise dispose of, import, export, handle, manufacture and smelt any metallic and non-metallic minerals and all kinds of coal, gold, silver, copper, nickel, lead, zinc, iron, titanium, vanadium, quicksilver, tin, asbestos, ores, precious stones and mineral substances of all grades, kinds, forms, descriptions and combinations and in general subsoil products and subsurface deposits of every nature and descriptions and the products and by-products which maybe derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances.

SECONDARY PURPOSES

(a) To prospect, explore, dig, and drill for, exploit, extract, produce, purchase, locate, lease, secure, concessions in its name and for its benefits, or in the name of and for the benefit of others, or otherwise, acquire, store, hold, transport, use, experiment with, market, distribute, exchange, sell, and otherwise dispose of, import, export and handle, trade and generally deal in, refine, treat, enrich, reduce, distill, manufacture and smelt any and all kinds of petroleum and petroleum products, oil, gas and other volatile substances;

(b) To acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interests and properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate in connection with incorporation, or of any other business in which the corporation may lawfully engage, and to own, hold, rent, operate, improve, develop, reorganize, manage, grant, lease, sell, exchange, or to otherwise dispose of the whole or any part thereof;

(c) To engage in agriculture, deep sea fishing, fish ponds, fishing and canning industries, saltmaking, hotel, moviewhouses, recreation centers, fertilizer manufacturing, real estate, and manufacturing such as copper products and its by-products and logging business;

(d) To enter into contracts with other corporations for them to engage in exploitation of mineral oils, petroleum in its natural state, rock or carbon oils, natural gas, and other volatile materials, chemical substances and salts, or to mine, dig for or otherwise obtain from the earth the same substances and to manufacture, refine, prepare for market, buy and sell and transport the same in crude and refined condition; and to engage, as maybe permitted by law, in the business of, and/or investing in, manufacturing, contracting and servicing in addition to oil exploration and development.

AND IN FURTHERANCE OF THE ABOVE PURPOSES, the Corporation shall have the following incidental powers:

(1) To acquire by lease such lands as are necessary to its business and to purchase,

acquire, hold, lease, sell and convey buildings, warehouses, machinery, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business;

(2) To borrow or raise money necessary to meet the financial requirements of its business by the issuance of promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation, or to issue pursuant to law shares of its capital stock, and other evidence of indebtedness in payment for properties acquired by the corporation for money borrowed in the prosecution of its lawful business;

(3) To invest and deal with the moneys and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests, and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept; and

(4) To enter into contracts with other corporations for them to acquire gas and oil lands, leaseholds and other interests, to construct and maintain conduits and lines, tubing and piping for general purposes as well as for the use of the said corporation; to transport such oil and gas by means of such pipes, tank cars or otherwise, and to sell and supply pipes, pipe lines and storage tanks to be used for the purposes of transporting and storing oil and gas, and to do a general pipe line and storage business;

(5) To enter into contracts with other corporations for them to construct and maintain gas wells, oil wells and refineries, and to buy, sell, and deal in gas, oil and salt; to construct and maintain all railways, transways; to acquire, construct, and maintain, buildings, dwellings, stores, warehouses, machineries, plants, boats, roads and bridges, sawmills and other effects whatsoever which the corporation may think proper to be acquired, constructed and/or operated for the pursuance of any of its purposes; to construct, maintain and operate telegraph and telephone lines, radio communications as maybe permitted by law, convenient for the prosecution of business and for the exclusive use of the corporation; to obtain and prepare for market such other valuable minerals and materials as

may be discovered in developing the lands of the corporation;

(6) To have one or more branch offices outside the Philippines and to conduct its business and exercise its powers in any part thereof or in any country; to purchase, hold, convey, sell, lease, rent, mortgage, encumber or otherwise deal in such real and personal properties in any part of the Philippines or elsewhere as the purpose for which this corporation is formed may permit, and as maybe reasonably and necessarily required for the transaction of the lawful business of the corporation;

(7) Without in particular limiting any of the objects or purposes or powers of the corporation, the business or purposes of the corporation shall be from time to time to do anyone or more or all of the acts and things therein set, and all such other acts, things and businesses in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its properties or rights as such corporation may lawfully do; and in carrying on its business, or for the purposes of attaining or furthering any of its objects to do any and all acts and to exercise any and all other powers which a corporation or individual person could do and exercise and which now and hereafter may be authorized by law, trustees, contractors, factors, lessors, lessees or otherwise either alone or in connection with others and in any part of the world and in addition to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law authorizing the formation of such corporation;

(8) As partial repetition of the above purposes and powers and where not covered by said purposes and powers in addition thereto, the corporation shall also have the following purposes and powers, it being expressly provided that the enumeration and specification or specific purposes and powers shall not be construed to limit or restrict in any manner the said purposes and powers of the corporation already mentioned.

The searching and prospecting for ores and minerals and the location, leasing and registering and patenting of mineral claims of all

sorts; the purchasing, leasing, or exchanging or otherwise acquiring or taking on option of mineral properties, claims, rights, concessions, licenses and grants; the securing from the government of the Philippines or from any other authority or individual, municipal or otherwise, of easements, timber or water rights, or privileges, licenses and concessions, and the performance and the fulfillment of the conditions thereof; the carrying on of the business of metallurgists, contractors, assayers, manufacturers, importers, exporters, merchants, factors, agents, commission merchants and general brokers, the carrying on and engaging in the business of milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying and selling, exchanging and otherwise producing and dealing in ores, minerals and metals;

The purchasing and otherwise acquiring, the holding, operating, selling, and otherwise dealing in so far as the law permits of the units, stocks, securities, properties and assets, business goodwill, rights, operating of petroleum, gas and oil well, both for the corporation and for others to the extent permitted by law.

(9) To enter into contract with other corporations for them to manufacture, buy and sell and otherwise deal in gas and oil, machinery and appliances; also lumber, stone, brick, steel, iron and other materials in connection with the building, erection, maintenance and repair of the properties herein enumerated both for this corporation and for others.

(10) To purchase, exchange, appropriate or otherwise acquire, take hold and own and sell, mortgage, lease or otherwise dispose of water rights and water supplies, together with the necessary pipe lines, reservoirs, dams, ditches and appurtenances useful or necessary, for its own business, and to manage, operate, maintain, improve, extend or develop such water supplies.

(11) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account or deal with all or any part of the property of the corporation and from time to time and subject to existing laws, to vary and investment or employment of capital of the corporation;

(12) To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trade marks, trade names, brands, labels, patent rights, letters patent of the Philippines or of any other country, or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise.

(13) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals and to do away other act or acts, thing or things incidental or appertenance to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

(14) Insofar as maybe permitted by law, to acquire by purchase or otherwise, and to hold for investments or otherwise and to use, sell, assign, transfer, mortgage, pledge, or otherwise, deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as maybe permitted by law; to aid in any manner any corporation, or in which this corporation is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stocks, bonds, or other obligations to exercise all the rights, powers and privileges or ownership thereof, and to exercise any and all voting powers thereon.

(15) To purchase, become interested in, receive, own, hold invest and reinvest in, sell, negotiate, exchange, transfer, assign, mortgage, franchises, contracts and the assuming of liabilities and obligations of any person or persons, firm, association or corporation or organization;

The borrowing of money with or without security; the issuing of warrants, bonds, debentures, and other negotiable and transferable instruments, secured or unsecured for such amounts or in exchange of or such properties as maybe found advisable.

(16) To enter into contracts with other corporations for them to carry on the business of exploring for mining, producing, acquiring, developing, manufacturing, storing, extracting, separating, refining, purifying, drilling, combining, mixing, marketing, distributing, buying and selling, and otherwise dealing in and turning to account, oil of all kinds of grades, petroleum, gas, gasoline, carbon and hydro-carbon products of all kinds, minerals ores, and the elements, constituents, products and by-products thereof.

(17) To enter into contracts with other corporations for them to purchase, take, hold, own, lease, exchange or otherwise acquire and develop, sell, mortgage, let and deal in oil-bearing, wells, and rights, and any and all interest whatsoever therein or thereto.

(18) To buy, exchange, contract for, lease, and in any and all other ways, acquire, take, hold and own, and to deal in, sell, mortgage, lease or otherwise dispose of lands, mining claims, mineral rights, and other real property, and mining claims, mineral rights, and other real property, and rights and interest in and to real property, and to manage, operate, maintain, improve, and develop the said properties, and each and all of them.

(19) To enter into contract with other corporations for them to refine and manufacture petroleum oil into the several products, and to transport, market, sell and dispose of the same. And to that end, to build, construct, buy, lease or otherwise acquire refineries with all necessary stills, storage tanks, pipe lines and all necessary transportation facilities, appliances, fitting and fixtures, and to hold, own, operate and maintain and to buy, lease or otherwise acquire and to hold and own lands and lease holds for the erection thereon of the said refineries.

(20) To enter into contract with other corporations for them to carry, pipe, transport, store and market oil, gasoline, naphtha, hydrocarbons and natural gas by pipe lines, steam and sailing vessels, boats, barges, or any other means or method of transporting or transportation not known or hereafter discovered. And to that end to lay, build, construct, buy, lease or otherwise acquire pipe lines or any and other size and character, with all pumping or compressor stations, storage tanks, machinery, appliances, reservoirs, chutes, together with all kinds of terminal and transfer facilities for railways and water transportation necessary or convenient

to the handling of the corporation's oil, gasoline, naphtha, hydro-carbons, petroleum and their products and by-products to erect laboratories, workshops, mills warehouses, dwelling for workmen and other offices and eating houses, and to handle, buy and sell, exchange, deal in or otherwise acquire all necessary machinery, equipment, lighting and heating facilities, or any other factor necessary or convenient for the operation of the same.

(21) To enter into contract with other corporations for them to do and engage in the construction, improvement, extension, maintenance and repair of oil or gas plants, including pipe lines, tanks and other appliances; also lumber, stone, brick, steel, iron and other materials appertaining thereto; also, in the opening, developing and pledge, turn to account, realize upon, and otherwise acquire and dispose of securities of every kind, character and description, issued or created by, or secured upon the property, income or revenues of individuals, associations, public and private corporations, the Philippines, its agencies and instrumentalities, or any territory, state, country, city, town, district or other political subdivision; and to acquire or become interested in any such securities by subscription, purchase, exchange, or otherwise. The term "securities" whenever used herein, shall consistent with the context and without limiting the generality of the foregoing, include shares of stock (preferred, common and debentures), scrip, purchase or subscription warrants, option or other rights, voting trust certificates, certificates of interest or participation in any profit sharing agreements or pre-organization certificates, fractional or undivided interest in other mineral rights, investment contracts, evidences of interest, ownership, or indebtedness, call or time loans, notes, acceptances, bill of exchange, commercial paper, choses in action, debentures, mortgages, collateral trust certificates, and in general, any interest instrument known as securities, or any certificate for, or receipt for, any of the foregoing, and any security, negotiable, secured or unsecured, and however described.

To buy, sell, mortgage, encumber, hold, own, exchange, rent or otherwise acquire and dispose of, and to develop, improve, manage, subdivide and generally, to deal and trade in real properties, improved and unimproved, wheresoever situated; and to build, erect, construct, alter and maintain buildings, structure and other improvements on real property.

To borrow and raise money for any of the purposes of the corporation, and from time to time with limit as to amount, to draw, make, accept, endorse, execute and issue bonds, debentures, notes, drafts, acceptances, bill of exchanges, warrants and other negotiable or non-negotiable instruments and evidences of indebtedness and other securities; and to secure the payment thereof and of the interest therein by mortgage upon or pledge of, conveyance or assignment in trust of, the whole or any part of the property and franchises for the corporation, real, personal or mixed, tangible, and wheresoever situated, whether at the time owned or thereafter acquired; and to issue, sell, negotiate, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To acquire all or any part of the goodwill, rights, property and business of any individual, association or corporation; to pay for the same in cash or in shares of stock, bonds, notes or other obligations of the corporation, or otherwise, to hold, utilize, operate, reorganize, liquidate, and in any manner dispose of the whole or any part of the goodwill, rights, property and business so acquired, to assume in connection therewith the whole or any part of the liabilities and obligations of any such persons, association or corporation; and to conduct in any lawful manner the whole or any part of the business thus acquired.

The foregoing clauses shall each be construed as purposes, objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the corporation, and that they are in furtherance of, and in addition to, and not in limitation of the general powers conferred upon the corporation by laws of the Philippines or otherwise; nor shall the enumeration of one thing be deemed to exclude another, although it be of like nature, not expressed.

THIRD. - That the place where the principal office of the corporation is to be established or located shall be in Metoo Manila, Philippines. (As amended on September 23, 1989);

FOURTH. - That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation;

FIFTH. - That the names and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
Erlinda V. Gonzalez	Filipino	27 Sunrise Hill, Quezon City
Jose H. Rodriguez	"	43 Sunrise Hill, Quezon City
Marylin R. Ilagan	"	41 Sunrise Hill, Quezon City
Arturo Ilagan, Jr.	"	2972 R. Magsaysay Blvd. Sta. Mesa, Manila
Benigno Ignacio	"	1639 Saturno, Paco, Manila
Antonio M. Umali	"	1616 8th St., Paco, Manila
Nemesio P. Sarmiento	"	Gen. Atienza St., Pasig, Rizal
Romeo G. Rodriguez	"	9th Flr., Prudential Bank Bldg Ayala Avenue, Makati, Rizal
Reynaldo G. Rodriguez	"	6221 Masalac St., Makati, Rizal
Rose Marie G. Rodriguez	"	10th Floor Manila Bank Bldg. Ayala Avenue, Makati, Rizal
Eugenio G. Rodriguez	"	43 Sunrise Hill, Quezon City

SIXTH. - That the number of directors of said corporation shall be nine (9) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows, to wit:

<u>Name</u>	<u>Residences</u>
Jose H. Rodriguez	43 Sunrise Hill, Quezon City
Arturo Ilagan, Jr.	41 Sunrise Hill, Quezon City
Benigno Ignacio	1639 Saturno, Paco, Manila
Romeo G. Rodriguez	27 Sunrise Hill, Quezon City
Antonio M. Umali	1616 8th St., Paco, Manila
Nemesio P. Sarmiento	Gen. Atienza St., Pasig, Rizal
Erlinda V. Gonzalez	27 Sunrise Hill, Quezon City
Reynaldo G. Rodriguez	6221 Masalac St., Makati, Rizal
Marylin R. Ilagan	41 Sunrise Hill, Quezon City

SEVENTH. - That the capital stock of the corporation is TWENTY-FIVE MILLION (P25,000,000.00) PESOS, Philippine Currency, and said capital stock is divided into TWO AND ONE-HALF BILLION (2,500,000,000) shares of the par value of one (P0.01) centavo each.

EIGHTH. - That the amount of said capital stock which has been actually subscribed is FIVE MILLION (P5,000,000.00) PESOS, Philippine Currency, consisting of FIVE HUNDRED MILLION shares and the following persons for the number of shares and amount of capital stock set out after their respective names:

<u>Names</u>	<u>Residences</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
Brinda V. Gonzalez	27 Sunrise Hill, Q.C.	50,000,000	₱ 500,000.00
Jose H. Rodriguez	43 Sunrise Hill, Q.C.	50,000,000	500,000.00
Marylin R. Ilagan	41 Sunrise Hill, Q. C.	25,000,000	250,000.00
Arturo Ilagan, Sr.	41 Sunrise Hill, Q. C.	25,000,000	250,000.00
Benigno Ignacio	1639 Saturno Paco, Manila	50,000,000	500,000.00
Antonio Umali	1616 8th St., Paco	50,000,000	500,000.00
Nemesio P. Sarmiento	Gen. A. Tienza, Pasig, Rizal	50,000,000	500,000.00
Romeo G. Rodriguez	27 Sunrise Hill, Q.C.	50,000,000	500,000.00
Reynaldo G. Rodriguez	6221 Malabac, Makati, Rizal	50,000,000	500,000.00
Rose Marie G. Rodriguez	43 Sunrise Hill, Q. C.	50,000,000	500,000.00
Eugenio G. Rodriguez	43 Sunrise Hill, Q.C.	50,000,000	500,000.00
TOTAL		<u>500,000,000</u> VVVVVVVVVVVV	<u>₱5,000,000.00</u> VVVVVVVVVVVVVVVV

That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be indicated in all stock certificates:

NINTH. - That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set forth after their respective names:

<u>Names</u>	<u>Residences</u>	<u>Amount Paid On Subscription</u>
Erlinda V. Gonzalez	27 Sunrise Hill, Q.C.	₱ 125,000.00
Jose H. Rodriguez	43 Sunrise Hill, Q. C.	125,000.00
Marylin R. Ilagan	41 Sunrise Hill, Q.C.	62,500.00
Arturo Ilagan, Jr.	41 Sunrise Hill, Q.C.	62,500.00
Benigno Ignacio	1639 Saturno, Paco, Mla.	125,000.00
Antonio M. Umali	1616 8th St., Paco, Mla.	125,000.00
Nemesio P. Sarmiento	Gen. Atienza St., Pasig, Rizal	125,000.00
Romeo G. Rodriguez	27 Sunrise Hill, Q.C.	125,000.00
Reynaldo G. Rodriguez	6221 Magalac Street Makati, Rizal	125,000.00
Rose Marie G. Rodriguez	43 Sunrise Hill, Q.C.	125,000.00
Eugenio G. Rodriguez	43 Sunrise Hill, Q.C.	125,000.00
T O T A L -----		<u>₱1,250,000.00</u> VVVVVVVVVVVVVV

TENTH. - That ANTONIO M. UMALI has been elected by the subscribers as treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws, and that as such treasurer, she has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

ELEVENTH. - All officers of said corporation shall receive such compensations as the Board of Directors may provide.

IN WITNESS WHEREOF, we have hereunto set our hands this 10th day of December, 1974 in the City of Manila, Philippines.

JOSE H. RODRIGUEZ (sgd.) BENIGNO IGNACIO (sgd.)
 ANTONIO M. UMALI (sgd.) ARTURO ILAGAN, JR. (sgd.)
 ROMEO G. RODRIGUEZ (sgd.) ERLINDA V. GONZALEZ (sgd.)
 NEMESIO P. SARMIFNTO (sgd.) MARYLIN R. ILAGAN (sgd.)
 REYNALDO G. RODRIGUEZ (sgd.)

SIGNED IN THE PRESENCE OF:

ANNETTE DE. GUZMAN (sgd.) _____ (Ill. sgd.)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) s.s.

BEFORE ME, the undersigned Notary Public in and for the City of Manila, Philippines, on this 10th day of December, 1974, personally appeared:

<u>Name</u>	<u>R/C No.</u>	<u>Issued at</u>	<u>On</u>	<u>TAN</u>
Jose H. Rodriguez	A-2382331	Bacolor, Pampanga	1-18-74	1494-833-5
Benigno Ignacio	A-5229277	Makati, Rizal	1-10-74	3098-569-1
Antonio Umali	A-3619	Manila	1-7-74	1588-033-9
Nemesio P. Sarmiento	7937256	Pasig, Rizal	3-1-74	1529-593-4
Romeo G. Rodriguez	A-6428876	Makati, Rizal	1-31-74	4574-495-0
Arturo Ilagan, Jr.	A-502739	Manila	1-18-74	2433-359-3
Erlinda Gonzalez	A-7851388	Bacolor Pampanga	5-10-74	1494-833-5
Reynaldo G. Rodriguez	A-1065338	Makati Rizal	1-3-74	4484-660-8
Marylin R. Ilagan	A-502740	Manila	1-18-74	2433-359-3
Rose Marie G. Rodriguez	A-5220832	Makati	1-10-74	1752-416-P
Eugenio G. Rodriguez	A-7851056	Bacolor, Pampanga	4-18-74	8236-415-9

all of whom are known to me and to me known to be the same persons whose names are subscribed to and who executed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same as an act of their free will and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal at Manila, Philippines on the 10th day of December, 1974.

SALVADOR ALIGAEM (sgd.)
NOTARY PUBLIC
Until Dec. 31, 1975
PTR No. 077925-Manila
1-17-74

Doc. No. 5886;
Page No. 93;
Book No. 67;
Series of 1974.

TREASURER'S AFFIDAVIT

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) s.c.

ANTONIO M. UMALI, being first duly sworn, deposes and says:

That he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the Corporation to act as such until his successor has been elected and qualified in accordance with the By-Laws of the Corporation, and that as such Treasurer he has been authorized by the subscribers to receive for the Corporation all subscriptions paid in by subscribers for the capital stock; that FIVE HUNDRED MILLION (500,000,000) shares of stock FIVE MILLION (P5,000,000.00) PESOS worth of shares had been actually subscribed, and that of said subscription, ONE MILLION TWO HUNDRED FIFTY THOUSAND (P1,250,000.00) PESOS has been actually transferred to him in trust and received by him in cash for the benefit and to the credit of the corporation, and that at least twenty percentum (20%) of the entire number of authorized shares of capital stock has been subscribed and at least twenty five percentum (25%) of the subscriptions has been actually transferred to him, as aforesaid, in trust and received by him in cash for the benefit and to the credit of the Corporation.

ANTONIO M. UMALI (sgd.)
Affiant

SUBSCRIBED AND SWORN to before me this 10th day of December, 1974; affiant exhibiting to me his Res. C r . No. A-3619 issued at Manila on January 7, 1974.

SALVADOR ALIGARM (sgd.)
NOTARY PUBLIC
Until Dec. 31, 1975
PTR No. 077925-Manila
1-17-74

Doc.No. 5888;
Page No. 93;
Book No. 67;
Series of 1974.