

Republic of the Philippines
Department of Commerce and Industry
SECURITIES AND EXCHANGE COMMISSION
Manila

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

PACIFICA, INC.
(Amending Article VII of the amended
articles of incorporation)

copy annexed, adopted on January 18, 19 62,
by the stockholders owning or representing at least two-
thirds of the subscribed capital stock, and certified to
by the President, the Secretary and a majority of the
Board of Directors of the corporation, was filed in this
Office on the 3rd day of May, nineteen
hundred and sixty-two, pursuant to the provisions
of Section 18 of the Corporation Law, Act 1459, as amended,
and attached to the other papers pertaining to said corpo-
ration.

IN WITNESS WHEREOF, I have hereunto set my hand and
caused the seal of this Commission to be affixed at Manila,
Philippines, this 3rd day of May, in the
year of our Lord nineteen hundred and sixty-two, and of
the Independence of the Philippines, the Sixteenth.

MARIANO G. PINEDA
Securities and Exchange Commissioner

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF PACIFICA, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the President, the Secretary and a majority of the members of the Board of Directors of PACIFICA, INC., do hereby certify:

That at a special meeting of the Board of Directors, held and regularly convened on January 3, 1962, at which a quorum was present, and duly approved, confirmed and ratified by the stockholders of the Company owning more than two-thirds (2/3) of the subscribed capital stock of the corporation at a special meeting held on January 18, 1962, Article VII of the Articles of Incorporation was amended to read as follows:

SEVENTH - That the capital stock of the corporation shall be TWO MILLION FIVE HUNDRED THOUSAND PESOS (P2,500,000.00), Philippine Currency, divided into FIVE HUNDRED MILLION (500,000,000) shares with a par value of 50.005 per share.

Ownership of shares of the corporation shall be evidenced by either Ordinary Share Certificates or by Unit Share Certificates. Any stockholder holding an Ordinary Share Certificate or Certificates covering two hundred (200) or more shares of said capital stock shall be entitled at any time to convert his Ordinary Share Certificate or Certificates or any part thereof covering two hundred (200) shares or multiples thereof into a Unit Share Certificate or Certificates representing a corresponding number of shares in units of two hundred (200) shares, upon surrender for cancellation of the Ordinary Share Certificate or Certificates covering the shares so converted. The Unit Share Certificates so issued shall be distinguished from the Ordinary Share Certificate or Certificates by the designation "Unit Share Certificate", which Unit Share Certificate shall be reconvertible into Ordinary Share Certificates at any time. The holders of Unit Share Certificates shall have the same rights and privileges as the holders of Ordinary Share Certificates in the same amount and their voting and other rights shall be determined by the number of shares represented by their respective certificates. Transfer of Unit Share Certificates shall be accomplished in the same manner as the transfer of Ordinary Share Certificates.

That the attached is a true and correct copy of the Articles of Incorporation, as amended, of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and the President and the Secretary of the corporation have countersigned the same in the City of Manila, Philippines, this 22nd day of January, 1962.

Oliverio Laperal
OLIVERIO LAPERAL

Rodolfo Lejano
RODOLFO LEJANO

Martin Tanhuango
MARTIN TANHUANGO

Gerardo Yuchengco
GERARDO YUCHENGGCO

Juan Limjoco
JUAN LIMJOCO

Gerardo Battung, Jr.
GERARDO BATTUNG, JR.

COUNTERSIGNED:

Oliverio Laperal
OLIVERIO LAPERAL

AMENDED ARTICLES OF INCORPORATION OF
PACIFICA, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, all Filipinos, and residents of the Philippines, on this date have 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 "PACIFICA, INC."

SECOND - That the purpose or purposes for which said corporation is made are:

P E R M I T T E D

1. To engage in the discovery, exploration, development and exploitation of mineral oils and gaseous substances, gold, silver, copper, iron and other metals or metal ores, and other mineral substances;

S E C O N D A R Y

2. To import, export, acquire, dispose, manufacture and otherwise deal in mining equipment, machinery, spare parts and supplies;

3. To borrow and lend money upon security of bonds, debentures and shares of stock and other securities issued by corporation in general other than mining corporations;

4. To render technical services to persons or entities interested in engaging in the exploration, development and exploitation of mineral oils, gaseous substances, metals and other minerals in general;

5. 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 purpose of transporting and storing oil and gas, and to do a general pipe line and storage business;

6. 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, tramways; to acquire, construct, and maintain buildings, dwellings, stores, warehouses, machineries, plants, boats, roads and bridges, mills, works and workshops, laboratories, power plants, derricks, drills, sawmills, and other effects whatsoever which the corporation may think proper to be acquired, constructed and/or operated for the pursuit of any of its purposes; to construct, maintain and operate telegraph and telephone lines convenient for the prosecution of its business; to obtain and prepare for market such other

valuable minerals or materials as may be discovered in developing the lands of the company;

THIRD - That the place where the principal office of the corporation is to be established shall be at 944 Rizal Avenue, Manila.

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 are hereinbelow itemised as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
1. Oliverio Laperal	Karubatan, Polo, Bulacan
2. Emma L. de Laperal	-do-
3. Co Pailian	270 Juan Luna, Manila
4. Rodolfo M. Lejano	50 New York, Cubao, Quezon City
5. Alicia Gamero	2406 Karapatan, Manila
6. Gerason Mendosa	1713 Cavite, Manila
7. George Fernandez Lee	3587 Sining, Sta. Mesa, Manila
8. Bernardo Laperal	869 Rizal Avenue, Manila
9. Wilfrido C. Tecson	825 Lee St., Mandaluyong, Rizal
10. Carmelo Sison	43 South 10th St., Quezon City
11. John Litton	610 Juan Luna, Manila
12. Juan Limjuco	7 Hebracka, Manila
13. Alberto P. Javier	45 Cresta, Sta. Mesa Heights, Q.C.
14. Antonio Dieva	8 Banaba Circle, Forbes Park, Rizal
15. Alfonso Tachengco	Tachengco Bldg., Rosario, Manila

SIXTH - That the number of directors of the said corporation shall be seven and that the residence of the directors of said corporation who are to serve until their successors are elected and qualified as provided for by the By-Laws of the corporation are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
1. Oliverio Laperal	Karubatan, Polo, Bulacan
2. Emma L. de Laperal	-do-
3. Co Pailian	270 Juan Luna, Manila
4. Wilfrido C. Tecson	875 Lee St., Mandaluyong, Rizal
5. George F. Lee	3587 Sining, Sta. Mesa, Manila
6. Juan Limjuco	7 Hebracka, Manila
7. Rodolfo M. Lejano	50 New York, Cubao, Q.C.

SEVENTH - That the capital of said corporation is TWO MILLION FIVE HUNDRED THOUSAND PESOS (P2,500,000.00), Philippine Currency, divided into FIVE HUNDRED MILLION (500,000,000) shares at the par value of P0.005 per share.

Ownership of the shares of the corporation shall be evidenced by either Ordinary Share Certificates or by Unit Share Certificates. Any stockholder holding an Ordinary Share Certificate or Certificates covering two hundred (200) or more shares of said capital stock shall be entitled at any time to convert his Ordinary Share Certificate or Certificates or any part thereof covering two hundred (200) shares or multiples thereof into a Unit Share Certificate or Certificates representing a corresponding number of shares in units of two hundred

Ordinary Share Certificates by the designation "Unit Share Certificate", which Unit Share Certificate shall be reconvertible into Ordinary Share Certificates at any time. The holders of Unit Share Certificates shall have the same rights and privileges as the holders of Ordinary Share Certificates in the same amount and their voting and other rights shall be determined by the number of shares represented by their respective certificates. Transfer of Unit Share Certificates shall be accomplished in the same manner as the transfer of Ordinary Share Certificates. (As amended at the meeting of the Board of Directors held on January 3, 1962, and duly approved and ratified by the stockholders during a special stockholders' meeting held on January 18, 1962.)

*Subs. based on the
of Auth. Capital
1962, 100-171*

EIGHTH - That the amount of said capital stock which has been actually subscribed is ONE HUNDRED AND THIRTY THOUSAND PESOS (P130,000.00) and the following persons have subscribed for the number of shares and amount of the capital stock set forth after their respective names, to wit:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
1. Oliverio Laperal	10,000	P 10,000.00
2. Emma L. de Laperal	5,000	5,000.00
3. Go Pailian	10,000	10,000.00
4. Rodolfo M. Lejano	10,000	10,000.00
5. Alicia Gamara	10,000	10,000.00
6. Corason Mendosa	10,000	10,000.00
7. Bernardo Laperal	5,000	5,000.00
8. George F. Lee	5,000	5,000.00
9. Wilfrido C. Tecson	5,000	5,000.00
10. Alfonso Yuchengco	5,000	5,000.00
11. Julieta Cañense	10,000	10,000.00
12. Carmelo Sison	10,000	10,000.00
13. John Litton	5,000	5,000.00
14. Juan Limjuss	10,000	10,000.00
15. Alberto P. Javier	10,000	10,000.00
16. Antonio Nieva	10,000	10,000.00
Total	130,000	P130,000.00

TENTH - That EMMA LITTON LAPERAL has been elected as Treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws of the corporation and that said Treasurer has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by the said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of August, 1957, in the City of Manila, Philippines

(SGD) OLIVERIO LAPERAL

(SGD) EMMA L. DE LAPERAL

(SGD) GO PAILIAN

(SGD) RODOLFO M. LEJANO

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

TREASURER'S AFFIDAVIT

I, EMMA LITTON LATERAL, Treasurer of the "PACIFICA, INC.",
hereby certify:

That on the 20th day of August, 1957, I was duly elected
by the subscribers of the said corporation, to act as Treasurer
until my successor has been duly elected and qualified in
accordance with the By-Laws of the corporation and that as such
Treasurer, I have been duly authorized by the subscribers to
receive for the corporation all subscriptions paid in by the
subscribers for the capital stock; and that of said capital
stock of the corporation, ONE HUNDRED THIRTY THOUSAND PESOS
(P130,000.00), has been actually subscribed and that of said
subscription, SIXTY FIVE THOUSAND PESOS (P65,000.00) in cash,
has been actually paid to me in trust and received by me for
the benefit and in 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 (25%) of the subscription has been actually paid to me in
trust and received by me for the benefit and to the credit of
the corporation.

Manila, Philippines
August 20, 1957.

(Sgd) EMMA LITTON LATERAL
EMMA LITTON LATERAL

SUBSCRIBED AND SWORN to before me this 20th day of August,
1957, in the City of Manila, Philippines, affiant exhibiting to
me her Residence Certificate No. A-0069949, issued at Manila,
on January 3, 1957.

(Sgd) CARLOS S. GAMBALINDA
Notary Public
Until December 31, 1958

Doc. No. 101
Page No. 22
Book No. VII
Series of 1957.

Handwritten marks and signatures in the bottom left corner.