



Attn: Atty Carlo

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 13039

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

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

PACIFICA, INC.
(Amending Article VI thereof.)

copy annexed, adopted on June 17, 2004 by a majority vote of the Board of Directors and by 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 the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.


Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 10th day of January, Two Thousand Five.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department

EV/lea

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PAGE 1 OF 16 PAGES
VERIFIED BY: 

COVER SHEET

13039 Ms. Villegas 1/18

013309

S.E.C. Registration Number

PACIFICA, INC.

24TH FLR. OMM CITRA BLDG. SAN

MIGUEL AVE. ORTIGAS CENTER,

PASIG CITY

(Business Address : No. Street City / Town / Province)

ATTY. OWEN S. CARSI CRUZ
Contact Person

848-0114
Company Telephone Number

1 2 / 3 1
Month Day
Fiscal Year

AMENDED AOI & BY LAWS
FORM TYPE

Annual Meeting
Month Day

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Foreign

RECORDS
Domestic
LCU

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

Cashier

OK FOR PAYMENT
P # 1020
BY
DATE 1/19/05
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corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefore in money or by exchanging therefore, stocks, bonds, or other evidence of indebtedness or securities of this or any other corporation, stocks, bonds, debentures, contracts or obligations; to receive, collect and dispose of the interest, dividends and income arising from such property; to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned, provided that the corporation shall not engage in the business of a stockbroker or dealer in securities and provided, that it shall not engage in the business of any open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629)*.

(As amended by board resolution dated March 16, 1998 and ratified and approved by the stockholders on April 29, 1998.)

SECONDARY

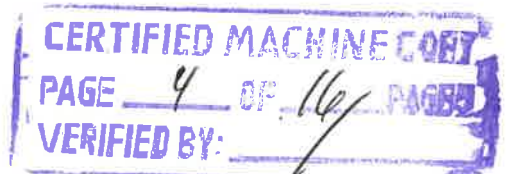
2. To import, export, acquire, dispose, manufacture and otherwise deal in mining equipment, machinery, spare parts and supplies;

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

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 of 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;

(Continued on next page)



AMENDED ARTICLES OF INCORPORATION

OF

PACIFICA, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, all Filipino, 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:

PRIMARY

"1. The general nature of the business of said corporation shall be to purchase or otherwise acquire, own, hold, use, manage and control, sell, assign, transfer, mortgage, pledge, exchange or dispose of personal and real property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligation of any corporation; or

(Continued on next page)



6. To construct and maintain gas wells, oil wells and refineries, and to buy, sell, and to deal in gas, oil and salt, to construct and maintain all railways, trainways, 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;

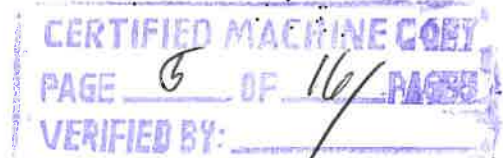
7. To invest its funds in other corporations, and in Philippine and foreign oil, mining properties and real estate;

8. To engage in fishing, agriculture, farming including but not limited to planting, cultivating and harvesting of palm oil trees, coconut trees, cacao, coffee, sugar cane, flowering plants and other agricultural products;

9. To engage in Petrochemical manufacturing and processing of related products;

10. To manufacture, buy, sell, export deal in, and to engage in, conduct and carry on the business of manufacturing garments such as but not limited to men's, women's and children's clothing and wearing apparel of every kind nature and description and kindred lines pertaining to the apparel industry.

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Amended Articles of Incorporation
of Pacifica, Inc.

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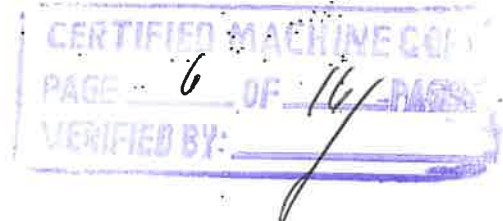
THIRD. - That the place where the principal office of the corporation is to be established shall be in ~~Manila~~ ^{Makati}.

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 itemized as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
1. Oliverio Laperal	Karuhatan, Polo, Bulacan
2. Emma L. Laperal	Karuhatan, Polo, Bulacan
3. Go Pailian	270 Juan Luna, Manila
4. Rodolfo M. Lejano	50 New York, Cubao; Quezon City
5. Alicia Camaro	8406 Karapatan, Manila
6. Corazon Mendoza	1713 Cavite, Manila
7. George Fernandes Lee	3387 Sining St., Sta. Mesa, Manila
8. Bernardo Laperal	869 Rizal Avenue, Manila
9. Wilfrido C. Tecson	885 Lee St., Mandaluyong, Rizal
10. Carmelo Sison	43 South 10th Street, Quezon City
11. John Litton	610 Juan Luna, Manila
12. Juan Limjuco	7 Nebraska, Manila
13. Alberto P. Javier	43 Cresta, Sta. Mesa Heights, Q. C.
14. Antonio Nieva	8 Banaba Circle, Forbes Park, Rizal
15. Alfonso Yuchangco	Yuchangco Bldg., Rosario, Manila

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Amended Articles of Incorporation
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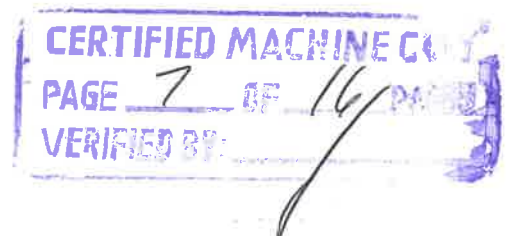
SIXTH. – That the ~~number~~ number of directors of the said corporation shall be nine (9) and that the residences of the directors of said corporation who are serve until their successors are elected and qualified as provided for by the By-Laws of the corporation are as follows: (As amended on June 17, 2004)

	<u>NAMES</u>	<u>RESIDENCES</u>
1.	Oliverio Laperal	Karuhahan, Polo, Bulacan
2.	Emma L. Laperal	Karuhahan, Polo, Bulacan
3.	Go Pailian	270 Juan Luna, Manila
4.	Wilfrido C. Tecson	673 Lee St., Mandaluyong
5.	George F. Lee	3587 Sining, Sta. Mesa, Manila
6.	Juan Limjuco	7 Nebraska, Manila
7.	Rodolfo M. Lejano	50 New York, Cubao, Q.C.

SEVENTH. – That the capital stock of the corporation is TWO HUNDRED MILLION PESOS (₱ 200,000,000.00) Philippine Currency, divided into ONE HUNDRED SIXTY MILLION (160,000,000) Common Class "A" shares with a par value of ONE PESO (₱ 1.00). Philippine Currency; per share, and FORTY MILLION (40,000,000) Common Class "B" shares with a par value of ONE PESO (₱ 1.00) Philippine Currency per share.

(As amended by board resolution dated September 3, 1996 and ratified and approved by the stockholders on June 30, 1997.)

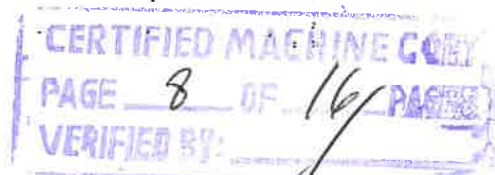
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A. That the Common Class "A" shares and Common Class "B" shares shall have the same rights and privileges, except that the Common Class "A" shares shall be issued and/or sold only to citizens of the Philippines or to corporation at least sixty per cent (60%) of the capital of which is owned by citizens of the Philippines, while the Common Class "B" shares shall be issued or sold to any person or corporation irrespective of citizenship; Provided that a stockholder who is a Filipino citizen holding Common Class "B" shares is entitled at any time to convert his Common Class "B" shares to Common Class "A" shares in the manner provided for in the by-laws.

Any issuance or sale or transfer of Common Class "A" shares, whether voluntary or by operation of law, to persons or corporations not qualified to acquire such shares shall be null and void and shall not be registerable in the books of the Corporation. In the event that the corporation finds that a holder of Common Class "A" shares is not qualified or has, in any manner, lost his/its qualification to own such shares of stock, then the corporation shall either (a) require the holder thereof of Common Class "A" to convert to Common Class "B" shares or designate other person who is qualified to purchase the same at the prevailing market value of such shares in the Manila or Makati Stock Exchanges at the closing or trading day immediately preceding the date of purchase.

(Continued on next page)



B. That no stockholder of this Corporation shall have any pre-emptive or preferential right of subscription to any class of shares of stock of this Corporation or to any obligation convertible into shares of stock issued or sold by the Corporation. Acceptance of shares of stock of this corporation shall be a waiver of any such pre-emptive or preferential right to subscribe to any or all classes of shares of stock of this Corporation.

The foregoing conditions shall be printed on the stock certificate to be issued by the Corporation.

EIGHT. - That the amount of said capital stock which has been actually subscribed in 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>NAMES</u>	<u>NO. OF SHARES</u>		<u>AMOUNT</u>
1. Oliverio Laperal	10,000	P	10,000.00
2. Emma L. Laperal	5,000		5,000.00
3. Ge Pailian	10,000		10,000.00
4. Rodoifo M. Lejano	10,000		10,000.00
5. Alicia Camaro	10,000		10,000.00
6. Corazon Mendoza	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

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Amended Articles of Incorporation
of Pacifica, Inc.

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<u>NAMES</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
10. Alfonso Yuchangco	5,000	5,000.00
11. Julieta Cañonca	10,000	10,000.00
12. Carmelo Sison	10,000	10,000.00
13. John Litton	5,000	5,000.00
14. Juan Limjuco	10,000	10,000.00
15. Alberto P. Javier	10,000	10,000.00
16. Antonio Nieva	10,000	10,000.00
	<hr/>	<hr/>
	130,000	P 130,000.00

(Based on original Articles of Incorporation)

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

<u>NAMES</u>	<u>AMOUNT</u>
1. Oliverio Laperal	P 5,000.00
2. Emma L. Laperal	2,500.00
3. Go Pailian	5,000.00
4. Rodolfo M. Lejano	5,000.00
5. Alicia Camaro	5,000.00
6. Corazon Mendoza	5,000.00
7. Bernardo Laperal	2,500.00
8. George F. Lee	2,500.00
9. Wilfrido C. Tecson	2,500.00
10. Alfonso Yuchangco	2,500.00
11. Julieta Cañonca	5,000.00
12. Carmelo Sison	5,000.00
13. John Litton	2,500.00
14. Juan Limjuco	5,000.00
15. Alberto P. Javier	5,000.00
16. Antonio Nieva	5,000.00
	<hr/>
TOTAL	P 65,000.00

(Based on the original Articles of Incorporation)

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TENTH. - That EMMA L. 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. LAPERAL

(Sgd.) GO PAILIAN

(Sgd.) RODOLFO M. LEJANO

(Sgd.) ALICIA CAMARO

(Sgd.) CORAZON MENDOZA

(Sgd.) GEORGE F. LEE

(Sgd.) BERNARDO LAPERAL

(Sgd.) WILDRIDO C. TECSON

(Sgd.) CARMELO SISON

(Sgd.) JOHN LITTON

(Sgd.) JUAN LIMJUCO

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Amended Articles of Incorporation
of Pacifica, Inc.

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(Sgd.) ALBERTO P. JAVIER

(Sgd.) ANTONIO NIEVA

(Sgd.) ALFONSO YUCHENGGCO

SIGNED IN THE PRESENCE OF:

(Sgd.) ILLEGIBLE

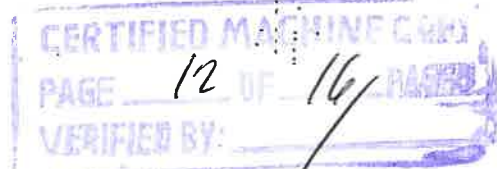
(Sgd.) ILLEGIBLE

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

BEFORE ME, the undersigned Notary Public in and for the City of
Manila, Philippines, personally appeared:

NAME	RESIDENCE CERTIFICATE		
	NUMBER	DATE	PLACE
1. Oliverio Laperal	A-0069988	1/5/57	Manila
2. Emma L. Laperal	A-0069989	1/5/57	Manila
3. Go Pailian	A-0119119	1/9/57	Manila
4. Rodolfo M. Lejano	A-4641589	1/14/57	Quezon City
5. Alicia Camaro	A-0315052	2/20/57	Manila
6. Corazon Mendoza	A-0089217	7/24/57	Manila
7. George F. Lee	A-0071587	2/2/57	Manila
8. Bernardo Laperal	A-8069986	1/5/57	Manila
9. Wilfrido C. Tecson	A-0011411	1/7/57	Manila
10. Carmelo Sison	A-4627393	1/2/57	Manila
11. John Litton	A-4611080	2/6/57	Mandaluyong, Rizal
12. Juan Limjuco	A-0134804	1/11/57	Manila
13. Alberto P. Javier	A-0001072	1/2/57	Manila
14. Antonio Nieva	A-4714963	2/19/57	Pasay City
15. Alfonso Yuchengco	A-0255374	2/12/57	Manila

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Amended Articles of Incorporation
of Pacifica, Inc.

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all known to me and to me known to be the very same persons whose names appear as among the incorporators of the foregoing Articles of Incorporation and all of them have individually acknowledged to me that the same is their free voluntary act and deed.

WITNESS MY HAND AND official seal this 16th day of August, 1957,
in Manila, Philippines.

(Sgd.) CARLOS S. CANALINDA
Notary Public
Until December 31, 1957

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Page No. 18
Book No. VII
Series of 1957.

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DIRECTORS' CERTIFICATE

We the undersigned members of the Board of Directors and Corporate Secretary of **PACIFICA, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at 24th Floor OMM Citra Building San Miguel Avenue, Ortigas Center Pasig City, after having been duly sworn in accordance with law, hereby certify that:

At the Annual Meeting of the Stockholders and the Organizational Meeting of the Board of Directors held on June 17, 2004, at which meetings at least a majority of the members of the Board of Directors were present and acting throughout, and stockholders owning at least two-thirds (2/3) of the issued and outstanding capital stock were present, the following resolutions were unanimously approved and adopted:

"RESOLVED, That Article Sixth of the Corporation's Articles of Incorporation be amended to read as follows:

'SIXTH. -- That the number of directors of the said corporation shall be nine (9).'

"RESOLVED FURTHER, That Article III Section 1 of the Corporation's by-laws be amended to read as follows:

'Section 1 - The business and property of the Company shall be managed by a Board of nine (9) directors who shall be stockholders and who shall be elected annually by the stockholders for the term of one year and shall serve until the election and acceptance of the duly qualified successors.'

"RESOLVED FINALLY, That an additional sentence be added to Article III Section 1 of the Corporation's by-laws as follows:

'Section 1 - The business and property of the Company shall be managed by a Board of nine (9) directors who shall be stockholders and who shall be elected annually by the stockholders for the term of one year and shall serve until the election and acceptance of the duly qualified successors. Of the nine (9) directors, there shall be at least two (2) independent directors who will be nominated in accordance with the procedure set forth in the Corporation's Manual on Corporate Governance as the same may be amended from time to time upon a vote of at least a majority of the Board of Directors.'

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IN WITNESS WHEREOF, this Certificate has been signed this 29 day of OCT 29 2004 at Makati City.

[Signature]
CESAR T. QUIAMBAO
President
TIN No. 150-146-6000

[Signature]
BUDI KURNIADI
Treasurer
191-567-348

[Signature]
DESIDERIO L. LAPERAL
106-180-996

[Signature]
ADERITO L. YUJUICO
113-364-571

[Signature]
BONIFACIO C. SUMBILLA
Secretary
150-146-618

[Signature]
OLIVERIO G. LAPERAL
104-112-452

[Signature]
BOEDIHARTO HARDJOMARSONO
191-567-356

6/7

[Signature]
OWEN S. CARSI CRUZ
Corporate Secretary

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VERIFIED BY: *[Signature]*

Quezon

SUBSCRIBED AND SWORN to before me this 29 day of Oct., 2004 at Manila City.
Affiant exhibiting to me their Community Tax Certificate, to wit:

<u>NAME</u>	<u>CTC/PASSPORT NO.</u>	<u>DATE/PLACE ISSUED</u>
CESAR T. QUIAMBAO	21944169	Feb. 19, 2004/Bayambang, Pangasinan
BUDI KURNIADI	K-057396	Mar. 27, 2006/Indonesian Embassy, Phils.
ADERITO Z. YUJICO	11995612	Jan. 5, 2004/Sta. Rosa, Laguna
BONIFACIO C. SUMBILLA	000232482	Jan. 19, 2004/Cainta, Rizal
DESIDERIO L. LAPERAL	21151692	Jan. 19, 2004/Pasay City
OLIVERIO G. LAPERAL	00055024	Jan. 20, 2004/San Pedro, Laguna
BOEDIHARTO HARDJOMARSONO	K-057289	Nov. 29, 2005/Manila, Philippines
OWEN S. CARSI CRUZ	23317644	Mar. 4, 2004/Quezon City

Doc. No. 769 ;
Page No. 45 ;
Book No. 11 ;
Series 2004.



C. Carlos
ATTY. CRISPIN C. CARLOS
Notary Public
Until December 31, 2005
PTR No. 5026200 L-5-04



MANILA
GENERAL INVESTIGATION DIVISION

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VERIFIED BY: *[Signature]*

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
EDSA, MANDALUYONG, METRO MANILA

3-22-2007

I HEREBY CERTIFY THAT THE FOREGOING IS A TRUE
AND CORRECT MACHINE REPRODUCTION OF THE OFFICIAL FILE (S)
THEREOF IN THE CUSTODY OF THIS COMMISSION CONSISTING
OF SIXTYEEN (16) PAGE (S).

PACIFICA, INC.

VERIFIED BY: [Signature] FEES: P 150 PAID UNDER
O. R. No. 0089160 DATE: 3-22-2007



[Signature]
MA. LORELEI M. LIWANAG
RECORDS SPECIALIST III
CENTRAL RECEIVING AND RECORDS DIVISION

SECURITIES AND EXCHANGE COMMISSION