



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 PERSONS BY THESE PRESENTS:**

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

**PACIFICA, INC.**  
(Amending Article VII thereof.)

copy annexed, adopted on October 16, 2007 by majority vote of the Board of Directors and on November 23, 2007 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 10<sup>th</sup> day of December, Two Thousand Eight.



  
BENITO A. CATARAN  
Director

Company Registration and Monitoring Department





# COVER SHEET

0 1 3 0 3 9  
S.E.C. Registration Number

P A C I F I C A , I N C.  
  
  
  
(Company's Full Name)

c / o M a n i l a H a r b o u r C e n t r e  
R - 1 0 , V i t a s , T o n d o  
M a n i l a 1 0 1 3  
(Business Address: No. Street City / Town / Province)

Magna Lea Carilla  
Contact Person

636-1035  
Company Telephone Number

1 2      3 1  
Month      Day  
Fiscal Year

Amendment of AOI  
FORM TYPE

Month      Day  
Annual Meeting

Not Applicable  
Secondary License Type, If Applicable

Dept. Requiring this Doc.

ARTICLE VII  
Amended Articles Number/Section

Total No. of Stockholders

Domestic      Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

LCU: *[Signature]*  
12/08  
LCU  
Cashier

STAMPS

**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. 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.  
*(As amended on August 23, 2007)*

**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;

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, train ways, 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 Philippines 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.

**THIRD.** – That the place where the principal office of the corporation is to be established shall be in Manila.

**FOURTH.** – That the term for which said corporation is to exist is another Fifty (50) years from and after the expiry date of the original term of existence of the corporation which is September 2, 2007. *(As amended on August 23, 2007)*

**FIFTH.** – That the names and residences of the incorporators are hereinbelow itemized as follows:

<u>NAME</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 Fernandez 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 10 <sup>th</sup> 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

**SIXTH.** – That the number of directors of the said corporation shall be nine (9) and that the residences 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: *(As amended on June 17, 2004.)*

<u>NAME</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. Wilfrido C. Tecson	673 Lee St., Mandaluyong, Rizal

3587 Sining, Sta. Mesa, Manila  
7 Nebraska, Manila  
50 New York, Cubao, Q.C.

5. ...o
6. ...i. Lejano
- 7.

4. - That the capital stock of the Corporation is TWO HUNDRED PESOS (P200,000,000.00) Philippine Currency, divided into 40 billion (40 MILLION) unclassified common shares with a par value of ONE-HALF (P0.005), Philippine Currency, per share. (As amended by unanimous vote of stockholders on 23 November 2007 and board of directors on 16 October 2007.)

A. No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation. (As amended by unanimous vote of the stockholders on 23 November 2007 and board of directors on 16 October 2007.)

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. Acceptances of shares of stock of this corporation shall be a waiver of any such preemptive or preferential right to subscribed to any or all classes of shares of stock of this Corporation.

**EIGHT.** - That the amount of said capital stock which has been actually subscribed in ONE HUNDRED AND THIRTY THOUSAND PESOS (P 130,000.00) 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	P10,000.00
2.	Emma L. 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 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
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
		-----	-----
	TOTAL	130,000.00	₱130,000.00

**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	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
		-----
	TOTAL	₱65,000.00

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 16<sup>th</sup> 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.) WILFRIDO C. TECSON

(Sgd.) CARMELO SISON

(Sgd.) JOHN LITTON

(Sgd.) JUAN LIMJUCO

(Sgd.) ALBERTO P. JAVIER

(Sgd.) ANTONIO NIEVA

(Sgd.) ALFONSO YUCHANGCO

SIGNED IN THE PRESENCE OF:

(Sgd.) ILLEGIBLE

(Sgd.) ILLEGIBLE



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

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

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

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 16<sup>th</sup> day of August, 1957, in Manila, Philippines.

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

Doc. No. 84;  
Page No. 18;  
Book No. VII;  
Series of 1957.

**DIRECTORS' CERTIFICATE  
OF THE  
AMENDED ARTICLES OF INCORPORATION OF  
PACIFICA, INC.**



KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, majority of the members of the Board of Directors and Corporate Secretary of **PACIFICA, INC.** (hereinafter, the "Corporation"), do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on 23 November 2007 at the principal office of the corporation.

The amended provision of the attached Amended Articles of Incorporation refers to Article VII which pertains to the authorized capital stock of the corporation. The amended provision reads:

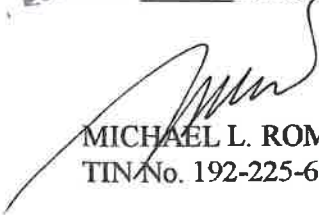
**SEVENTH.** - That the capital stock of the Corporation is TWO HUNDRED MILLION PESOS (P200,000,000.00) Philippine Currency, divided into 40 billion (40,000,000,000) unclassified common shares with a par value of ONE-HALF CENTAVO (P0.005), Philippine Currency, per share. *(As amended by the board of directors on 16 October 2007 and ratified by the unanimous vote of the stockholders on 23 November 2007.)*

A. No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation. *(As amended by the board of directors on 16 October 2007 and ratified by the unanimous vote of the stockholders on 23 November 2007.)*

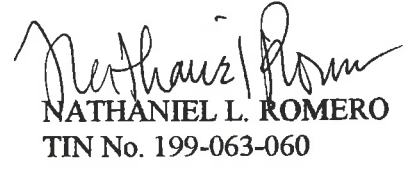
B. That no stockholder of this Corporation shall have any pre-emptive or preferential right of subscription to any class of shares of stock of this Corporation or to any obligation convertible into shares of stock issued or sold by the Corporation. Acceptances of shares of stock of this corporation shall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

subscribed to any or all classes of shares of stock of this Corporation.

~~AUG~~ this ~~2~~ ~~2008~~ IN WITNESS WHEREOF, we have hereunto signed this Certificate 2008 at the Makati City, Philippines.



MICHAEL L. ROMERO  
TIN No. 192-225-690



NATHANIEL L. ROMERO  
TIN No. 199-063-060

ANTHONY K. QUIAMBAO  
TIN No. 906-166-953

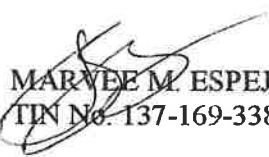


DESIDERIO L. LAPERAL  
TIN No. 106-180-996

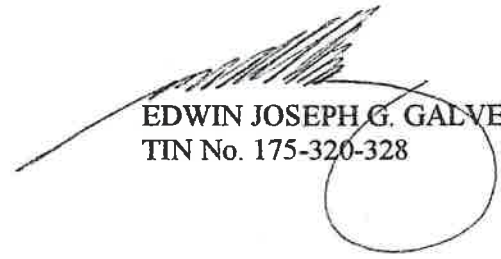
JULIUS K. QUIAMBAO  
TIN No. 202-823-914



PHILIP ELLA JUICO  
TIN No. 123-105-008

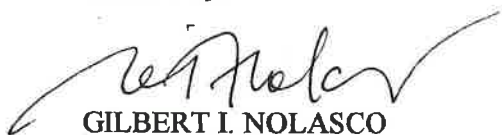


MARVEE M. ESPEJO  
TIN No. 137-169-338



EDWIN JOSEPH G. GALVEZ  
TIN No. 175-320-328

Attested by:



GILBERT I. NOLASCO  
Director and Corporate Secretary  
TIN No. 201-630-309

SUBSCRIBED AND SWORN to before me this AUG 12 2008  
 2008, affiants exhibiting to me their respective Community Tax Certificate  
 Numbers described as follows:

<u>Name</u>	<u>Community Tax Certificate No.</u>	<u>Issue Date/Place</u>
MICHAEL L. ROMERO	TT 0706303	August 12, 2010
NATHANIEL L. ROMERO	ZZ 222643	March 15, 2012
ANTHONY K. QUIAMBAO		
JULIUS K. QUIAMBAO		
DESIDERIO L. LAPERAL	PP 06889118	January 14, 2010
PHILIP ELLA JUICO	QQ 0105563	March 29, 2010
MARVEE M. ESPEJO	N0390099971	October 28, 2008
EDWIN JOSEPH G. GALVEZ	N0283035946	December 23, 2008
GILBERT I. NOLASCO	RR 0274319	October 21, 2010

*Ma. Cristina P. Salvatierra*

MA. CRISTINA P. SALVATIERRA

Notary Public for Makati City

Until Dec. 31, 2009

12<sup>th</sup> Floor NDC Bldg.

116 Tordesillas St. Makati City

Roll No. 52432

PTR No. 0997749; 1/10/08; Makati City

IBP No. 735599; 1/9/08; Quezon City

Doc. No. 99;

Page No. 21;

Book No. I;

Series of 2008.

### SECRETARY'S CERTIFICATE

I, **GILBERT I. NOLASCO**, Filipino and of legal age, with office address at Manila Harbour Centre, R-10, Vitas Tondo, Manila 1013, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly appointed and incumbent Corporate Secretary of Pacifica, Inc. (hereinafter, the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with offices at Manila Harbour Centre, R-10, Vitas Tondo, Manila 1013.

2. On 23 November 2007, the shareholders of the Corporation approved the amendment of the Articles of Incorporation of the corporation, declassifying its THIRTY TWO BILLION (32,000,000,000) Common Class "A" shares with a par value of one-half centavo (P0.005), Philippine Currency, per share, with a total par value of ONE HUNDRED SIXTY MILLION PESOS (P160,000,000.00) Philippine Currency, and EIGHT BILLION (8,000,000,000) Common Class "B" shares with a par value of one-half centavo (P0.005), Philippine currency, per share, with a total par value of FORTY MILLION PESOS (P40,000,000.00) Philippine Currency to FORTY BILLION (40,000,000,000) unclassified common shares, with a par value of one-half-centavo (P0.005), per share, and an aggregate par value of TWO HUNDRED MILLION PESOS (P200,000,000.00), Philippine Currency.

3. The stockholdings of the shareholders of record as of the date of the approval of the said amendment were not impaired or prejudiced by the declassification of shares stated above.

4. As of the date of the meeting stated above, the authorized capital stock, the total number of shares subscribed, amount paid by the stockholders of record of the Corporation are as follows:

STOCKHOLDER	AUTHORIZED CAPITAL STOCK @P0.005/SHARE	SUBSCRIBED			AMOUNT	SUBSCRIPTION RECEIVABLE
		SHARES	PERCENT	AMOUNT	PAID-UP	
CLASS "A"	32,000,000,000					
STRADEC		13,332,000,000	33.33%	66,660,000.00	4,535,997.45	62,124,002.55
MIKRO-TECH		13,443,007,558	33.61%	67,215,037.79	12,880,218.55	54,334,819.24
PUBLIC		5,224,992,442	13.06%	26,124,962.21	23,799,769.36	2,325,192.85
CLASS "B"	8,000,000,000					
PUBLIC		8,000,000,000	20.00%	40,000,000.00	31,806,921.64	8,193,078.37
TOTALS	40,000,000,000	40,000,000,000	100.00%	200,000,000.00	73,022,907.00	126,977,093.01




3. After the approval of the declassification of shares, the authorized capital stock, the total number of shares subscribed, amount subscribed, amount paid by the stockholders of record of the corporation are as follows:

AUTHORIZED CAPITAL STOCK=P200 M @P0.005/SHARE	AFTER THE DECLASSIFICATION OF SHARES				
	STOCKHOLDER	SUBSCRIBED			AMOUNT PAID-UP
SHARES		PERCENT	AMOUNT		
STRADEC	13,332,000,000	33.33%	66,660,000.00	4,535,997.45	62,124,002.55
MIKRO-TECH	13,443,007,558	33.61%	67,215,037.79	12,880,218.55	54,334,819.24
PUBLIC	13,224,992,442	33.06%	66,124,962.21	55,606,691.00	10,518,271.22
TOTALS	40,000,000,000	100.00%	200,000,000.00	73,022,907.00	126,977,093.01

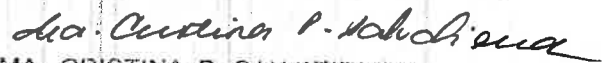
4. The foregoing is in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have hereunto set my hand this AUG 12 2008 at the MAKATI CITY

  
**GILBERT I. NOLASCO**  
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this AUG 12 2008 at MAKATI CITY, affiant exhibited to me his PASSPORT NO. RR0274319 ISSUED AT MANILA ON 21 OCTOBER 2005

Doc. No. 100;  
 Page No. 21;  
 Book No. 2;  
 Series of 2008.

  
**MA. CRISTINA P. SALVATIERRA**  
 Notary Public for Makati City  
 Until Dec. 31, 2009  
 12<sup>th</sup> Floor NDC Bldg.  
 116 Tordesillas St. Makati City  
 Roll No. 52322  
 PTR No. 0997749; 1/10/08; Makati City/  
 IBP No. 735599; 1/9/08; Quezon City

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

### Secretary's Certificate

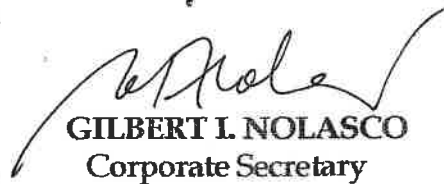
I, GILBERT I. NOLASCO, of legal age, Filipino and with office address at Manila Harbour Centre, R-10, Vitas, Tondo, Manila 1013, under oath state:

1. I am the Corporate Secretary of PACIFICA INC., ("the Corporation"), a corporation duly organized and existing under Philippine laws, with principal address at c/o Manila Harbour Centre, R-10, Vitas, Tondo, Manila 1013;

2. I hereby certify that as of 15 October 2008 internal audit, the Company has no over-issuance of shares of stocks;

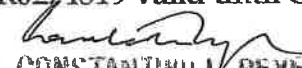
3. I am executing this Certificate to attest the truth of the foregoing facts for the compliance with the requirements in various government agencies and for whatever legal purposes it may serve.

IN WITNESS WHEREOF, I have hereunto signed this Certificate this 8<sup>th</sup> day of December 2008 at the City of Manila.

  
GILBERT I. NOLASCO  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 08 DEC 2008 day of December 2008, affiant exhibiting to me his Passport Number RR0274319 valid until October 21, 2010 and issued at the City of Manila.

Doc. No. 2  
Page No. 1  
Book No. IX  
Series of 2008.

  
NOTARY PUBLIC  
CITY. CONSTANTINO V. REYE.  
UNTIL DECEMBER 31, 2008  
PTR No. 9758538  
ISSUED ON 1-02-08  
ISSUED AT Q.C.  
IBP LIFETIME No. 00747  
ROLL No. 40682



Republic of the Philippines  
Department of Finance  
**Securities and Exchange Commission**  
SEC Bldg. EDSA, Greenhills, Mandaluyong City



MARKET REGULATION DEPARTMENT

**MEMORANDUM**

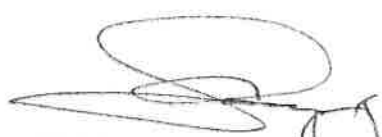
FOR : **COMPANY REGISTRATION AND MONITORING DEPARTMENT**  
FROM : **MARKET REGULATION DEPARTMENT**  
SUBJECT : **PACIFICA, INC.**  
DATE : **8 SEPTEMBER 2008**

Respectfully returned to your Department is the attached Amended Articles of Incorporation of the above-named corporation with the information that we do not interpose any objection thereto considering that the said corporation is not directly regulated by this Department. However, we deemed it necessary to inform you of the following circumstances for your consideration in the evaluation of the subject company's Amended Articles of Incorporation.

This Department received a complaint concerning old certificates of Pacifica shares which were not recognized by the company's current stock transfer agent considering that the said certificates were not included in the stock and transfer book (STB) of the company when the said STB was endorsed by the old stock transfer agent. However, the subject company failed to show proof that the said certificates were already cancelled or admit its existence. Absent any showing that the subject certificates were already canceled, the same may be treated as issued and outstanding, hence, the subject company maybe deemed responsible for possible over-issuance of shares of stock in excess of outstanding shares as recognized in its records.

Considering the above observations and the fact that the subject corporation's shares of stock are registered for public sale with the Commission, we recommend that your department refer the same to the Corporation Finance Department (CFD) for comments and/or recommendations. Furthermore, kindly advise the subject corporation that as a PSE-listed company, it must comply with the disclosure and other requirements under the SRC and its IRR as well as the rules of the PSE.

This comment/recommendation is without prejudice to the prerogative of this Department to act on any matter, such as but not limited to engaging in regulated activities that require prior registration/authority from the Commission, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

  
**V. GRACIANO P. FELIZMENIO, JR.**  
Officer-in-Charge



Republic of the Philippines  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila

**CORPORATION FINANCE DEPARTMENT**




## CLEARANCE

Company	<i>Pacifica, Inc.</i>	SEC Registration No. 013039
Purpose	Amendment of Articles of Incorporation (Declassification of Authorized Capital Stock)	
Department	Corporation Finance Department	
Date Received:	Date Released:	Processed By:
August 22, 2008	September 1, 2008	Cita Z. Correa

### REMARKS:

We interpose no objection to the processing of the Amended Articles of Incorporation of the Company.

  
**JUSTINA F. CALLANGAN**  
Director

- |    |                   |                                |
|----|-------------------|--------------------------------|
| 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 (P200,000,000.00) Philippine Currency, divided into 40 billion (40,000,000,000) unclassified common shares with a par value of ONE-HALF CENTAVO (P0.005), Philippine Currency, per share. *(As amended by unanimous vote of the stockholders on 23 November 2007 and board of directors on 16 October 2007.)*

A. No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation. *(As amended by unanimous vote of the stockholders on 23 November 2007 and board of directors on 16 October 2007.)*

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. Acceptances of shares of stock of this corporation shall be a waiver of any such preemptive or preferential right to subscribed to any or all classes of shares of stock of this Corporation.

**EIGHT.** – That the amount of said capital stock which has been actually subscribed in ONE HUNDRED AND THIRTY THOUSAND PESOS (P 130,000.00) 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	P10,000.00
2.	Emma L. Laperal	5,000	5,000.00
3.	Go Pailian	10,000	10,000.00
4.	Rodolfo M. Lejano	10,000	10,000.00