



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

Company Reg. No. 36190

**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

**OMICO CORPORATION
(Amending Article VII thereof)**

copy annexed, adopted on June 27, 1997 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 25th day of September, Two Thousand Seven.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department





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

Company Reg. No. 36190

**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

OMICOR CORPORATION
 (Amending Article VII by decreasing the par value
 from P1.00 to P0.01 per share thereof.)

copy annexed, adopted on June 30, 2000 by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least 2/3 of the outstanding capital stock, and certified under oath by the Corporate 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.

Date: 16-8-2007 Time: 4:33:35 PM

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 16th day of September, Two Thousand Three.

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User Name: jovelitol

BENITO A. CATARAN VERIFIED, MACHINE
 Director

Company Registration and Monitoring Department

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ok for payment

*Ms. Petilla
9/1/20*

36190
S.E.C. Registration Number

OK FAD

OMIGOCORPORATION

8/18/03

*Mr. Villan
8/18/03*

(Company's Full Name)

SUITE 1109 EAST TOWER, P.S.E. CTR.
EXCHANGE RD., ORTIGAS, PASIG CITY

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

JUANA LOURDES M. BUYSO

Contact Person

6376923 to 25

Company Telephone Number

Amendment of Articles of Incorporation

Last Friday

1 2 31
Month Day
Fiscal Year

FORM TYPE

0 4
Month Day
Annual Meeting

Secondary License Type, If Applicable

[Signature]

Dept. Requiring this Doc.

ARTICLE SEVENTH

Amended Articles Number/Section

3,232 as of 3/24/03
Total No. of Stockholders

None

Total Amount of Borrowings

None

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

[Signature]
LCU

Document I.D.

Cashier

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AMENDED
AMENDED ARTICLES OF INCORPORATION
OF
OMICO CORPORATION

KNOW ALL MEN BY THESE PRESENTS

That we, all of whom are of legal age, Filipino citizens except one who is an American citizen, all residents of the Republic 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 said corporation shall be OMICO CORPORATION; (As Amended February 03, 1994)

SECOND. - That the term for such said Corporation is to exist is FIFTY (50) YEARS from the date of incorporation;

THIRD. - That the purposes for which such Corporation is formed are as follows:

Primary Purpose

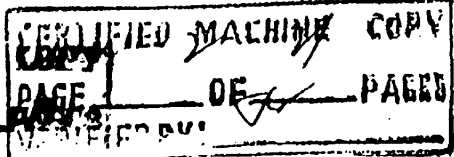
"1. To carry on the business, for itself and for others, of mining, lode and/or placer mining, developing, exploiting, extracting, milling, concentrating, converting, smelting, treating, refining, preparing for market, manufacturing, buying, selling, exchanging, shipping, transporting, and otherwise producing and dealing in gold, silver, copper, lead, zinc, brass, iron, steel, limestone, and all kinds of ores, metals and minerals, and the products and by-products thereof of every kind and description and by whatsoever process the same can be or may hereafter be produced, and generally and without limit as to amount, to buy, sell, locate, exchange, lease, acquire and deal in lands, mines, and mineral rights and claims, and to conduct all business appertaining thereto, to produce, locate, lease or otherwise acquire, mining claims, and rights, timber rights, water rights, concessions and mines, buildings, dwellings, plants, machinery, spare parts, tools and other properties whatsoever which this corporation may from time to time find to be to its advantage; to mine and market any mineral or other products that may be found in or on such lands, and to explore, work, exercise, develop, or turn to account the same, and to acquire, develop, and utilize water rights, in such manner as may be authorized or provided by law; to purchase, hire, make construct or otherwise inquire, provide, maintain, equip, alter, erect, improve, repair, manage, work and operate private roads, barges, vessels, aircraft and vehicles, private telegraph and telephone lines, and other communication media, as may be needed by the Corporation for its own purposes, and to purchase, import, construct, machine, fabricate or otherwise acquire, and maintain and operate bridges, piers, wharves, wells, reservoirs, plumes, water-courses, water-works, aqueducts, shafts, tunnels, furnaces, coke oven, crushing works, gas works, electric lights and power plants and compressed air plants, chemical works and of all kinds, concentrators, smelters, smelting plants, and refineries, matting plants, warehouses, workshops, factories, dwelling houses, stores, hotels, or other buildings, engines, machinery, spare parts, tools, implements and other works, conveniences and properties of any description in connection with or which may be directly or indirectly conducive to any of the objects of the Corporation, and to contribute to, subsidize or otherwise aid or take part in any such operation and in such manner as is or may be allowed by law to invest in, purchase, or otherwise acquire, own, hold, retain, lease, borrow, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of, and

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generally to deal in and with personal and real property of every kind and description, and to possess and exercise in respect thereof all rights, powers, and privileges of ownership thereof or interest therein; PROVIDED, that the Corporation shall not engage in the business of a stock brokerage or an investment company. (As Amended June 30, 1995)

Secondary Purpose

1. To invest in, acquire by purchase, lease, donation or otherwise, to own, hold, use, improve, subdivide, manage, administer, sell, assign, transfer, cede, mortgage, pledge, exchange, rent, lease, develop, construct, and otherwise, deal in or dispose of real property of all kinds, classes, description and purpose, and or any improvements thereon and/or any interest and right therein, whether as principal, agent, or broker, and/or to manage, operate, administer, equip, furnish, alter and otherwise deal in or dispose of land, buildings, houses, apartments, hotels, inns, lodging houses, resorts, sports facilities, places of amusement, leisure, recreation, and entertainment of all kinds, and other structures and immovables of whatever kind, class, description or purpose, together with the appurtenances, furnishings, adjuncts and accessories thereto, whether as principal, agent or broker. (As Amended June 30, 1995)

2. To engage in the business of general construction and building and to act as a general construction contractor, whether for itself or for others, in the construction, development and or building of, but not limited to, subdivisions, houses, buildings and structures of whatsoever kind and character, roads, bridges, piers, ports and wharves, air, sea and land terminals, hotels including dredging operations and land reclamation. (As Amended on June 27, 1997)

~~AMENDED BY CORPORATION, 1997~~

3. To carry on the business of buying and selling goods, wares and merchandise; and to do and transact all business connected with or incidental to any or all of said objects. (As Amended February 3, 1994 and Further Amended June 30, 1995)

4. To purchase, hold, operate, use, convey, lease, rent, charter, mortgage, encumber, or otherwise acquire and deal in such real and personal property rights, franchise, certificates, registers, permits and licenses, in any part of the Philippines, or elsewhere as the purposes for which the Corporation is formed may permit and as may be convenient or necessary for the transaction of the lawful business of the Corporation. (As Amended June 30, 1995)

5. To purchase, apply for, register or otherwise acquire and to hold, use, manufacture under, or in any manner dispose of and in any manner deal with and contract with reference to letters, patent, patent rights, patented processes, designs, copy-rights, trade names, labels, brands and similar rights, privileges, or any interest therein, granted or recognized by, or existing under the laws of the Republic of the Philippines or of foreign country. (As Amended June 30, 1995)

6. ~~To enter into, make, perform and carry out contracts of every description with any person, partnership, firm, association, corporation, private, partnership, firm association, corporation, private, partnership, firm association, corporation, private, public or municipal, or body politic, and with government of the Republic of the Philippines, or with any foreign government.~~ (As Amended June 30, 1995)

www.sec.gov To conduct its business in the Philippines, and in foreign countries, to have one or more branch offices, hold directors' and stockholders' meeting and keep the books of the Corporation outside of the Philippines as may be permitted by law. (As Amended June 30, 1995)

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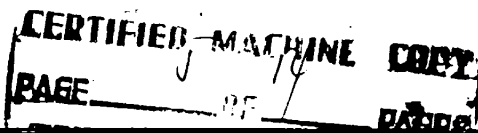
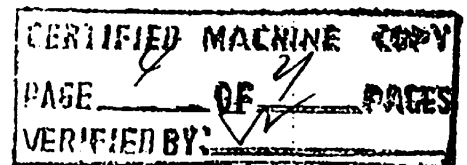
8. To the extent permitted by law, to acquire by purchase, subscription (regardless of the percentage of the authorized capital to subscribed to) under writings, contract or otherwise, to hold for investments or otherwise, to sell, exchange, mortgage, pledge or otherwise dispose, of, and generally to deal in and with any and all kinds of securities issued or created in any part of the world by corporations (including itself, to the extent allowed by law), associations, partnerships, firms, trustees, syndicates, individuals, governmental divisions or subdivisions, or by any organizations or entities whatsoever, and to pay for the same by issuing its own securities in exchange therefor, or by any other lawful means of payment; to exercise any and all rights, powers, and privileges of individual ownership or interest in respect to such securities, including the right to vote thereon; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of such securities, and to aid by loan, subsidy, guaranty or otherwise, those issuing, creating, or responsible for any such securities or evidence of an interest therein. The term "securities" shall, without limitation of the generality thereof, be deemed to include all stocks, shares, certificates or participations, bonds, debentures, notes, mortgages, or other evidences of obligations, and any certificates, receipts or other instruments representing rights or options to purchase, sell, receive, or deliver any security or property, or representing any other rights or options or any other interest therein or in any property or assets, including but not limited to put and/or call options, futures and/or forward contracts, swaps, and other derivatives and hybrid securities. (As Amended February 3, 1994 and Further Amended June 30, 1995)

9. To purchase, hold, sell, exchange or transfer or otherwise deal in shares of its own capital stocks, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its board of directors shall determine; Provided, that the Corporation shall not use any of its funds or property for the purchase of its own shares of capital stocks when such use would cause any impairment of the capital of the corporation and provided, further, that shares of its own capital stock belonging to the Corporation shall not be noted directly or indirectly. (As Amended June 30, 1995)

10. To purchase or otherwise acquire the whole or any part of the property, assets, business, franchise, goodwill and rights and to undertake or assume the whole or any part of the bonds, mortgages, liabilities, issues, contracts, indebtedness, guarantees, liabilities, and obligations of any person, business, firm, association, corporation or organization, and to pay for the same or any part or combination thereof in cash, property, shares of stocks, bonds, debentures, notes and other obligations of this Corporation, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired or purchased and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business. (As Amended February 3, 1994 and Further Amended June 30, 1995)

In so far as the same may now or hereafter be permitted by law, to amalgamate or unite with, to merge, or combine with, and to manage any other corporation, association or business, whenever formed, for objects similar, analogous, or subsidiary to any of the objects or purposes of the Corporation, or for carrying on any business capable of being conducted so as directly or indirectly to benefit this Corporation, and to promote the formation or establishment of any such corporation or association, and to acquire, hold and deal in shares of stock or any other interest therein. (As Amended February 03, 1994)

www.sec.gov In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, as for any other object or purpose in or about its business or affairs to borrow and



secure the payment of money in any lawful manner, including the issue and sale or other disposition of promissory notes, bonds, warrants, debentures, and or any other instruments of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise. (As Amended February 03, 1994)

11. To buy, purchase, hold, convey, invest in, sell, mortgage or otherwise encumber shares of stock, bonds, debentures and securities of the Republic of the Philippines or any agency or political subdivision thereof, or any corporation or partnership engaged in business, production or exploitation of actual resources in the Philippines, in so far as same may now or hereafter be permitted by law.

In furtherance of the objects or purposes of the Corporation, to guarantee the obligations of this or any other corporation, individual, partnership, association, or combination whatsoever, and the payment of dividends or interest of any shares of stocks, bonds, debentures or other securities or obligations of this or any other individual, partnership, association, or corporation or combination whatsoever, whenever in the judgment of the Board of Directors, it is proper or necessary for the business of the Corporation. (As Amended June 30, 1995)

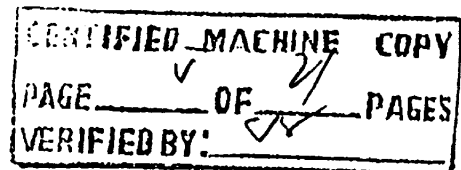
12. To do in the Philippines, and in any other country, state or locality, either as principal or agent and either alone or in connection with other corporation, firms or individuals all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or attainment of any one or more of the objects herein enumerated or incidental to the powers herein specified or which shall at any time appear conducive to or expedient for the accomplishment or attainment of any of the objects or purposes hereinabove enumerated not inconsistent with the laws of the Republic of the Philippines, and to execute from time to time such general or special powers of attorney to such person all persons, either in the Philippines, or in any other country, state or locality which the Board of Directors may deem proper, and to revoke such powers of attorney whenever the Board of Directors may deem proper. (As Amended June 30, 1995)

It is the intention that the foregoing clauses shall be construed as powers as well as objects and purposes, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation, and generally, the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges now or hereafter granted by the laws of the Republic of the Philippines, or of any country, state or territory in which it does business or owns property, to corporation of the character of this corporation; provided however, that the corporations shall not in any state, territory, or country, carry on, any business, or exercise any powers, which a corporation organized under the laws of said state, territory or country could not carry on or exercise, except to the extent permitted or authorized by the laws of such state, territory or country.

Common to Primary and Secondary Purposes

1. To purchase, hold, convey, sell, lease, rent, mortgage, encumber or otherwise deal in such real and personal property in part of the Philippines or elsewhere as the purposes for which this corporation is formed may permit and as may be reasonably and necessarily required for the transaction of the lawful business of the Corporation. (As Amended February 03, 1994)

2. Without in any particular way limiting the powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have power to make and perform contracts of any and all kinds and descriptions with any persons, firm or corporation, whether



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public or private, without limit as to amount, and particularly, but not in any way of limitation, to make and perform contracts creating rights, easements and other privileges respecting any of the property, real or personal of any kind owned by the Corporation (As Amended February 03, 1994)

3. To invest and deal with the moneys of the Corporation not immediately required for its business as above specified in such manner and for such purposes as from time to time may be determined.

4. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be consulted directly or indirectly to enhance the value of or render profitable any business or property of the Corporation, always provide that nothing shall be done in connection with any of the above objects which is prohibited by any laws of the Republic of the Philippines now or hereafter existing.

FOURTH. - That the PRINCIPAL office of the Corporation shall be at such place in Metro Manila, Philippines, as the Board of Directors from time to time select. (As Amended February 03, 1994)

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

<u>Names</u>	<u>Nationality</u>	<u>Residences</u>
CONRADO BENITEZ	Filipino	Manila Compound #26 Mariposa Ave., Quezon City
VICTORIA L. MARCOS	Filipino	82 J. Basa St., San Juan, Rizal
EUGENIO MOORE	Filipino	#3 Vigan Road, Philam Life Homes, Quezon City
ALFREDO R. INFANTE, SR.	Filipino	San Martin Building 1564 A. Mabini St., Malate, Manila
GEMINIANO PINEDA	Filipino	#2 Ostatio Street, Quezon City
JACK D.F. WEBBER	Filipino	Omico Compound, #26 Avelino St., Quezon Hill, Baguio City
ANTONIO Y. AQUINO	Filipino	Princeton Street, Mandaluyong, Rizal

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FREDERICK G. WEBBER ✓	Filipino	1554 San Martin Building, 1564 A, Mabini Street, Manila
EDMUND C. BAHL ✓	American	St. Colombans, Singalong, Paco, Manila
ROSARIO T. MINIOSA ✓	Filipino	1017 Teresa Street, Makati, Rizal
FLORENCIO C. PERRERA ✓	Filipino	Artacho, Sison, Pangasinan
R. JOHN R. WEBBER ✓	Filipino	38 Quezon Hill Rd., Baguio City
RUPERTO KAPUNAN, JR. ✓	Filipino	Jacinto St., Little Baguio San Juan, MM
ELIGIO O.L. TOLENTINO ✓	Filipino	7 Dizon Subdivision Bukawkan Road, Baguio City
ERNESTO L.R. ABELLERA ✓	Filipino	11 Session Road, Baguio City

SIXTH. - That the number of directors of said corporation shall be eleven (11) and that the name and residences of the directors of the Corporation who are to serve until their successors are ELECTED and QUALIFIED, as APPROVED by the By-Laws are as follows:

<u>Names</u>	<u>Residences</u>
EUSEBIO B. MOORE ✓	43 VIGAN RD., PHILAM LIFE, Q. C.
FREDERICK C. WEBBER ✓	1554 SAN MARTIN BUILDING, 1564 A. MABINI ST., ERMITA, MANILA
CONRADO BENITEZ ✓	MIRANILA COMPOUND, 26 MARIPOSA AVE., Q. C.
ALFREDO R. INFANTE, SR. ✓	SAN MARTIN BLDG., 1564 A. MABINI ST., ERMITA, MLA.

www.sea.gov.ph GERMINIANO BINEDA ✓

2 CATATIO ST. QUEZON CITY, L.I. Lob

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JACK D.F. WEBBER

OMICO COMPOUND,25
AVELINO ST.,QUEZON HILL,
BAGUIO CITY

RUPERTO KAPUNAN,SR.

JACINTO ST., LITTLE BAGUIO,
QUEZON CITY

R. JOHN R. WEBBER

38 QUEZON HILL ROAD,
BAGUIO CITY

ANTONIO AQUINO

PRICETON ST.,
MANDALUYONG, RIZAL

ROSARIO T. MINIOSA

1017 TERESA ST., MAKATI
RIZAL

FLORENCIO C. PERRAL

ARTACHO SISON, PANGASINAN

(As Amended April 11, 1987, and further amended on August 14, 1995)

SEVENTH - That the capital stock of the said Corporation is TWO BILLION (P2,000,000,000.00) PESOS Philippine Currency, divided into TWO HUNDRED BILLION (200,000,000,000) SHARES with a par value of ONE CENTAVO (P0.01) per share and shall be listed in the foreign exchanges, if necessary. (As amended April 11, 1987, August 14, 1995, April 26, 1996, June 27, 1997 and June 30, 2000).

PROVIDED FINALLY, that the Corporate Secretary shall be, as he is hereby, authorized and directed to file these amendments to the Securities and Exchange Commission.

EIGHT. - That the amount of said Capital Stock which has been actually subscribed is PESOS TWO MILLION FIVE HUNDRED EIGHT THOUSAND (P2,580,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Name	No. of shares Subscribed	Amount Subscribed (Pesos)
CONRADO BENITEZ	4,000,000 (200,000)	200,000.00
VICTORIA MARCOS	4,000,000 (200,000)	200,000.00
EUSEBIO B. MOORE	1,200,000 (60,000)	60,000.00
ALFREDO INFANTE,SR.	4,000,000 (200,000)	200,000.00
GEMINIANO PINEDA	1,000,000 (50,000)	50,000.00
JACK D.F. WEBBER	5,000,000 (260,000)	260,000.00
ANTONIO Y. AQUINO	1,000,000 (50,000)	50,000.00
FREDERICK G. WEBBER	10,000,000 (500,000)	500,000.00
EDMOND C. BAHL	5,000,000 (250,000)	250,000.00
ROSARIO R. MINIOZA	5,000,000 (250,000)	250,000.00
FLORENCIO C. PERRAL	2,000,000 (100,000)	200,000.00
R. JOHN R. WEBBER	5,200,000 (260,000)	260,000.00

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RUPERTO KAPUNAN, JR.	1,600,000	(80,000)	80,000.00
ELIGIO G.L. TOLENTINO	800,000	(40,000)	40,000.00
ERNESTO L.M. ABELLERA	800,000	(40,000)	40,000.00
	-----	-----	-----
TOTAL	5,600,000	2,580,000	P2,580,000.00
	-----	-----	-----

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

<u>Subscriber</u>	<u>Amount Paid On Subscription</u>
CONRADO BENITEZ	P 50,000.00
VICTORIA L. MARCOS	50,000.00
EUSEBIO B. MOORE	15,000.00
ALFREDO R. INFANTE, SR.	50,000.00
GEMINIANO PINEDA	50,000.00
JACK D.F. WEBBER	65,000.00
ANTONIO Y. AQUINO	25,000.00
FREDERICK G. WEBBER	125,000.00
EDMOND BAHL	250,000.00
ROSARIO T. MINIOZA	290,000.00
FLORENCIO C. PERAL	25,000.00
R. JOHN R. WEBBER	65,000.00
RUPERTO KAPUNAN, JR.	20,000.00
ELIGIO G.L. TOLENTINO	10,000.00
ERNESTO L.M. ABELLERA	10,000.00

TOTAL -	P1,100,000.00

TENTH - That GEMINIANO PINEDA has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-laws, and aush Treasurer, he has been authorized to receive for the Corporation and to receipt in the name for all subscriptions paid in by said subscribers.

ELEVENTH - That no transfer of stock which will reduce the ownership of Filipino citizen to less than the required percentage of the capital stock, shall be allowed or permitted to be recorded in the proper books of the Corporation, and this restriction shall also be indicated in all its stock certificates.

TWELVETH - No holder of any class of shares of the Corporation shall have, as such holder, any pre-emptive right to acquire, purchase, or subscribe to any share of the capital stock of any class of the Corporation which it may issue or sell whether out of the number of shares authorized by these articles of incorporation as originally filed, or by any amendment thereof, or out of shares of the capital stock of any class of the Corporation acquired by it after the issue thereof, nor shall any holder of any class of shares of the Corporation have, as such shareholder,

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any pre-emptive right to acquire purchase, or subscribe to any obligation which the Corporation may issue or sell that shall be convertible into or exchangeable for any shares of the capital stock of any class of the Corporation or to which shall be attached or appertain any warrant or instrument that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe to, or to acquire or purchase from the Corporation, any share of its capital stock of any class. (As Amended June 10, 1995)

IN WITNESS WHEREOF, we have hereunto set our hands on this 15th day of August, 1968, in the City of Manila, Republic of the Philippines.

(Sgd) CONRADO BENITEZ	(Sgd) VICTORIA L. MARCOS
(Sgd) EUSEBIO B. MOORE	(Sgd) ALFREDO B. INFANTE, SR.
(Sgd) GEMINIANO PINEDA	(Sgd) JACK D.F. WEBBER
(Sgd) ANTONIO Y. AQUINO	(Sgd) FREDERICK G. WEBBER
(Sgd) EDMOND G. BAHL	(Sgd) ROSARIO T. MINIOZA
(Sgd) FLORENCIO C. PERRAL	(Sgd) R. JOHN R. WEBBER
(Sgd) RUPERTO KAPUNAN, JR.	(Sgd) ELIGIO O.L. TOLENTINO
(Sgd) ERNESTO L.M. ABELLERA	

SIGNED IN THE PRESENCE OF:

(Sgd) A.M. VALDEZ	(Sgd) H.M. JANUSZKIEWICS
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CERTIFICATE OF ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public in and for the City of Manila, Philippines, this 15th day of August, 1968, personally appeared the following persons who executed to me their respective residence certificates, to wit:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Place of Issue</u>	<u>Date</u>
CONRADO BENITEZ	A-102285	-Manila	Jan.3/68
VICTORIA L. MARCOS	A-281869	-San Juan	Jan.15/68
EUSEBIO B. MOORE	A-99705	-Manila	Jan.4/68
ALFREDO R. INFANTE, SR.	A-140288	-Manila	Jan.5/68
GEMINIANO PINEDA	A-246730	-Manila	Jan.16/68
JACK D.F. WEBBER	A-310044	-Baguio City	Apr.15/68
ANTONIO Y. AQUINO	A-3851336	-Mand.	Jan. 15/68
FREDERICK G. WEBBER	A-476593	-Manila	Apr.5/68
EDMOND G. BAHL	A-419381	-Manila	Feb.8/68
ROSARIO T. MINIOZA	A-573205	-Mkt Rizal	May 14/68
FLORENCIO C. PERRAL	A-310757	-Baguio City	Jul. 29/68
RUPERTO KAPUNAN, JR.	A-7019	-Manila	Jan.4/68
ELIGIO O.L. TOLENTINO	A-4149052	-Baguio City	Jan.15/68
ERNESTO L.M. ABELLERA	A-3093927	-Baguio City	Feb.29/68

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PAGE 10 OF 21 PAGES
VERIFIED BY: [Signature]

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation of the OMICO MINING AND INDUSTRIAL CORPORATION, consisting of Eleven (11) pages, including this page on which this Certificate of Acknowledgment is written, signs by the parties and their instrumental witnesses on Page Ten hereof and they acknowledged to me that the same is of their own free will and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first hereinabove written.

(Sgd) EPIFANIO P. REGANA
Notary Public
Until December 31, 1968

Doc. No. 122
Page No. 65
Book No. 2
Series of 1968.

b omico articles (amendart.doc) 1

Date: 16-8-2007 Time: 11:49 PM

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Jose L. Lopez

CERTIFIED MACHINE COPY
PAGE 11 OF 11 PAGES
VERIFIED BY: *[Signature]*
CERTIFIED MACHINE COPY
PAGE 11 OF 11 PAGES
VERIFIED BY: *[Signature]*

SUBSCRIBED AND SWORN to before me this 27th day of February, 2002 in QUEZON CITY by the above-named persons who exhibited to me their Community Tax Certificates as follows:

NAME	COM. TAX CERT. NO.	DATE/PLACE ISSUED
1. Atty. Fernando T. Chua	1188-3943	1/25/02 - Makati City
2. Tommy Kin Hing Tia	09599928	2/2/01 - Manila
3. Atty. Philip B. King	16918868	2/03/02 - Quezon City
4. Felicisimo A. Feria	11979368	3/20/01 - Quezon City
5. Antonio B. Evangelista	044-35923	9/17/61 - Pasig City
6. Reynaldo S. Guevara	077-55331	2/9/02 - Mandaluyong City
7. Atty. Hermenegildo S. Capuchino	90-424680	4/10/01 - Quezon City
8. Atty. Lincoln L. Tan, Jr.	00064771	01/17/02 - Quezon City
9. Atty. Wilfredo E. Sanchez	158-44455	01/26/02 - Quezon City
10. Nelson K. Co	17039108	2/19/02 - Manila
11. Juana Lourdes Buyson	12766967	04/17/01/Caloocan City
12. Atty. James Noel O. De Leon	09441345	1/7/02 Manila

NOTARY PUBLIC
Until December 31, 2002

ATTY. RODELLO B. PUNZALAN
L.N.N. - 02787
P.R. NO. A-280113
ISSUED ON JANUARY 4, 2002
SUED AT QUEZON CITY, M.M.

Doc. No. 17 ;
Page No. 08 ;
Book No. X0111 ;
Series of 2002.



Date: _____

www.sec.gov.ph

User Name: joselitob

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PAGE _____ OF _____
VERIFIED BY _____

For not. P. de L.

Jin

[Handwritten signature]

Pun

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

8/16/07

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 1 PAGE(S).

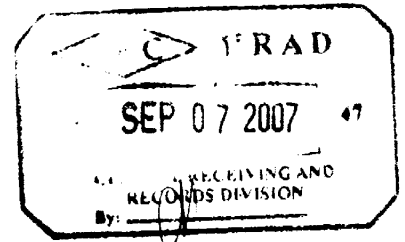
Omico Corporation

VERIFIED BY: [Signature] DATE: 8/16/07

OFFICE NO. 88410 DATE: 8/16/07



[Signature]
ISMA C. GONZALES
ASSISTANT DIRECTOR
CENTRAL RECEIVING AND RECORDS DIVISION



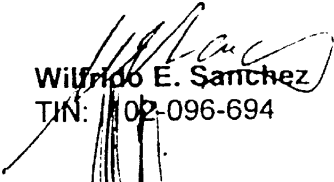
DIRECTORS' CERTIFICATE

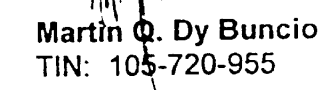
KNOW ALL MEN BY THESE PRESENTS:

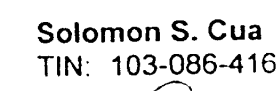
We, the undersigned majority members of the Board of Directors and the Corporate Secretary, hereby certify that the Articles of Incorporation of OMICO CORPORATION was amended by an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held for that purpose at the principal office of the Corporation on June 27, 1997 and approved likewise by the majority of the directors on June 27, 1997.

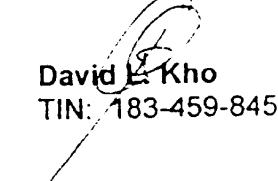
The amended provisions of the attached Amended Articles of Incorporation refer to SEVENTH ARTICLE – That the capital stock of the said Corporation is TWO BILLION (P2,000,000,000.00) PESOS Philippine currency, divided into TWO HUNDRED BILLION (200,000,000,000) SHARES with a par value of ONE CENTAVO (P0.01) per share and shall be listed in the foreign exchanges, if necessary.

In witness, we have hereunto signed this certificate this _____ day of _____ at _____

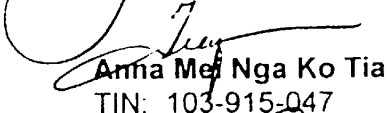

Wilfrido E. Sanchez
TIN: 102-096-694

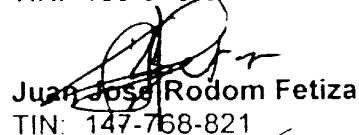

Martin Q. Dy Buncio
TIN: 105-720-955

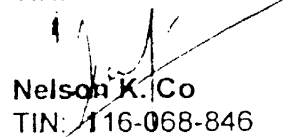

Solomon S. Cua
TIN: 103-086-416

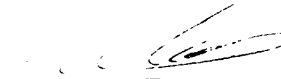

David L. Kho
TIN: 183-459-845


Tommy Kin Hing Tia
TIN: 105-834-884


Anna Mei Nga Ko Tia
TIN: 103-915-047


Juan Jose Rodom Fetiza
TIN: 147-768-821


Nelson K. Co
TIN: 116-068-846


Emilio S. Teng
Corporate Secretary
TIN: 113-933-416

DIRECTORS' CERTIFICATE

SEC. CENTRAL RECEIVING UNIT
Recd. by: _____


2003 AUG 18 PM 3 09

KNOW ALL MEN BY THESE PRESENTS:

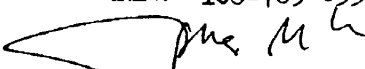
We, the undersigned majority of the directors and the Corporate Secretary of Omico Corporation, do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on 30 June 2000 at the West Lounge, Manila Polo Club, Mckinley Road, Makati City.

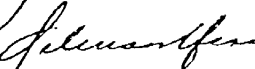
The amended provisions of the attached Amended Articles of Incorporation refer to SEVENTH ARTICLE - That the capital stock of the said Corporation is ONE BILLION (P1,000,000,000.00) PESOS Philippine Currency, divided into ONE HUNDRED BILLION (100,000,000,000) SHARES with a par value of ONE CENTAVO (P.01) per share and shall be listed in the foreign exchanges, if necessary.

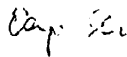
In witness, we have hereunto signed this certificate this 22nd day of February 2002 at Pasig City.



Atty. Fernando T. Chua
TIN: 108-789-033



Tommy Kin Hing Tia
TIN: 105-834-884

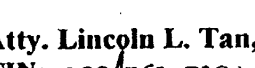

Atty. Philip B. King
TIN: 100-561-218



Felicisimo A. Feria
TIN: 101-737-877

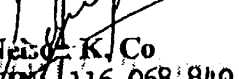

Antonio B. Evangelista
TIN: 120-915-247



Reynaldo S. Guevara
TIN: 102-051-545



Atty. Hermenegildo S. Capuchino
TIN: 100-561-301


Atty. Lincoln L. Tan, Jr.
TIN: 100-561-319


Atty. Wilfredo E. Sanchez
TIN: 102-098-694


Nelson K. Co
TIN: 116-068-840


Juana Lourdes M. Buysón
TIN: 131-482-310


Atty. James Noel O. de Leon
TIN: 209-011-083

www.sec.gov.ph

User Name: joselitob
Corporate Secretary

CERTIFIED MACHINE COPY
PAGE 13 OF 14 PAGES
CERTIFIED BY: _____

SUBSCRIBED AND SWORN to before me this 03 AUG 2007 day of _____ 2007, affiants exhibited to me their respective Community Tax Certificate Nos., to wit:

NAME	COM. TAX CERT.	DATE/PLACE ISSUED
Atty. Wilfrido E. Sanchez	07532233	01/12/07, Quezon City
Martin Q. Dy Buncio	05860753	01/25/07, Mandaluyong City
Tommy Kin Hing Tia	06560856	01/09/07, Manila
Anna Mei Nga Ko Tia	06560853	01/09/07, Manila
Solomon S. Cua	00012479	04/16/07, Manila
Juan Jose Rodom T. Fetiza	00012478	04/16/07, Manila
David L. Kho	21411644	02/18/07, Quezon City
Nelson K. Co	21562671	02/22/07, Manila
Emilio S. Teng	17679855	02/01/07, Makati City

NOTARY PUBLIC
Until December 31, 200_

Doc. No. 29
Page No. 6
Book No. CXIII
Series of 2007.

Atty. Wilfrido E. Sanchez
ATTEST
I, _____
Notary Public
in and for the State of _____
My Commission Expires _____

[Handwritten signatures and initials]

**COMPANY DATA MAINTENANCE FORM
CHANGES IN CAPITAL STRUCTURE
(FOR DOMESTIC STOCK CORPORATION ONLY)**

SEC NUMBER: 36190 FOR SEC TO PROVIDE: MAINTENANCE NO.: _____ TRANSACTION DATE: _____ PAGE OF _____

FILL-UP INSTRUCTIONS: Type or print legibly. Light shaded boxes are to be filled up the SEC. Check appropriate boxes, where applicable.
 For the FIN, F/N and With Paid-in Surplus columns, select the appropriate code -
 PAR / NO PAR VALUE INDICATOR (FIN) : P - PAR N - NO PAR
 FILIPINO / FOREIGN-OWNED INDICATOR (F/N) : F - FILIPINO N - FOREIGN-OWNED
 WITH PAID-IN SURPLUS? : Y - YES N - NO

COMPANY NAME: **OMICO CORPORATION**

COMPANY TIN: **147-000-483-136**

AMENDMENT IN AUTHORIZED CAPITAL STOCK DIVIDENDS MERGER EQUITY RESTRUCTURING STOCK RETIREMENT

TYPE OF SHARE	CODE	P/ N	INCREASE (DECREASE) IN PAR VALUE / PAR VALUE (ADJUSTED)	PRESENT NUMBER OF SHARES / INCREASE (DECREASE) IN NUMBER OF SHARES	PRESENT BALANCE	INCREASE (DECREASE) IN AMOUNT	BALANCE INCREASED (DECREASED)

Common	"OM"	P	100,000,000.00 / 100,000,000.000	P 1,000,000,000.00 /	P 1,000,000,000.00	P 1,000,000,000.00	P 2,000,000,000.00
SUBSCRIBED CAPITAL							
(SUB TOTAL)			200,000,000.000	P 1,000,000,000.00	P 1,000,000,000.00	P 1,000,000,000.00	P 2,000,000,000.00
PAID-UP CAPITAL							

TYPE OF SHARE	CODE	F/ N	INCREASE (DECREASE) IN NUMBER OF SHARES	PRESENT SUBSCRIBED BALANCE	INCREASE (DECREASE) IN AMOUNT	SUBSCRIBED BALANCE AS INCREASED (DECREASED)	INCREASE (DECREASE) IN AMOUNT	WITH PAID- UP?
			26,261,041.833	P 787,831,255.00	P 262,610,418.33	P 1,050,441,673.33	P 262,610,418.33	1
BALANCE FORWARDED								
(SUB) TOTAL			26,261,041.833	P 787,831,255.00	P 262,610,418.33	P 1,050,441,673.33	P 262,610,418.33	6

COMPANY DATA MAINTENANCE FORM
 CHANGES IN CAPITAL STRUCTURE
 (FOR DOMESTIC STOCK CORPORATION ONLY)

SEC NUMBER: 3161990

FOR SEC TO PROVIDE: MAINTENANCE NO.:

TRANSACTION DATE:

PAGE OF

FILL-UP INSTRUCTIONS: Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Refer to the back of this page for additional instructions.

COMPANY NAME

COMPANY TIN

CHANGE IN PAID-UP CAPITAL BY ASSET TYPE

ASSET TYPE	C. CASH	P. PROPERTY	L. OFFSET OF LIABILITY	S. STOCK OF DIVIDEND	M. MERGER	O. OTHERS	TOTAL
PREVIOUS BALANCE	P	P	P	P	P	P	P
INCREASE (DECREASE)	787,831,255.00						
CURRENT BALANCE	P	P	P	P	P	P	P
INCREASE (DECREASE) IN FOREIGN EQUITY BREAKDOWN (Summarize by nationality the capital subscribed and paid for by foreign stockholders - i.e., grouped by individuals and companies.)	1,050,441,673.33						

NATIONALITY CODE

NATIONALITY DESCRIPTION

SUBSCRIBED CAPITAL

PREVIOUS BALANCE

INCREASE (DECREASE) OF -

INDIVIDUALS

COMPANY (IES)

TOTAL INCREASE (DECREASE)

NEW BALANCE

PAID-UP CAPITAL OF -

PREVIOUS BALANCE

INCREASE (DECREASE) OF -

INDIVIDUALS

COMPANY (IES)

TOTAL INCREASE (DECREASE)

NEW BALANCE

PERCENTAGE OF FOREIGN EQUITY:

CERTIFIED CORRECT: JUANA LOURDES M. BUYSSON

(Signature over printed name)

POSITION: Comptroller

DATE:

PROCESSING ATTORNEY:

PROCESSING EXAMINER:

DATA CONTROL CLERK:

DATA ENCODER:

DATE REVIEWED:

DATE REVIEWED:

DATE REVIEWED:

DATE ENCODED: