



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 BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

OMICO CORPORATION

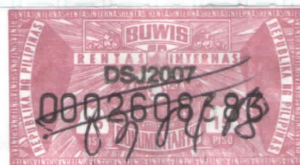
copy annexed, adopted on April 27, 2007 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

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 29th day of February, Two Thousand Eight.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

3 6 1 9 0

S.E.C. Registration Number

OMICO CORPORATION

(Company's Full Name)

SUITE 1109 PSECENTRE EXCHANGE
ROAD ORTIGASCENTER PASIGCITY

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

JUANA LOURDES M. BUYSON
Contact Person

637-6923 to 25
Company Telephone Number

1 2 3 1
Month Day
Fiscal Year

AMENDMENT OF BY-LAWS

FORM TYPE

Last Friday of May
0 5
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

NONE
Domestic

NONE
Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU
Cashier

Document I.D.

STAMPS

Remarks = pls. Use black ink for scanning purposes

AMENDED BY-LAWS
OF
OMICO CORPORATION

ARTICLE I
CAPITAL STOCK

Section 1. Subscription – Subscribers to the capital stock of the corporation shall pay to the corporation the subscription value or price of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificates – Each stockholder shall be entitled to one or more certificates for each fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificates, which must be issued in consecutive order, shall bear the signature of the Chairman or President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal. Such signatures can either be affixed manually or, subject to terms and conditions to be set by the Board of Directors, by machine imprint.

Section 3. Transfer of Shares – Subject to the restrictions, terms and conditions in the Articles of Incorporation, shares may be transferred, sold, ceded, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation, cancellation of the certificate surrendered to the Secretary, and issuance of a new certificate to the transferee.

No shares of stock against which the corporation holds any unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates – In case any certificate for the capital stock of the corporation is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Regular Meetings – The regular meetings of stockholders for the purpose of electing directors and for the transaction of such business as may properly come before the meeting shall be held on the last Friday of May of each year, but if this is a legal holiday, then on the day following. (As amended on April 27, 2007)

Section 2. Special Meetings – Special meetings of stockholders for any purpose or purposes may at any time be called by any of the following: (a) the Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock: (b) the President.

Section 3. Place of Meeting – Stockholders' meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. Notice of Meeting – Notices for any regular or special meeting of stockholders shall be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known post office address or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In special meetings, only matters stated in the notice can be the subject of motions or deliberations.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum – Unless otherwise provided by law, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

Section 6. Conduct of Meeting – Meetings of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary shall act as secretary of every meeting, but if he is not present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without notice other than as announced at the meeting.

Section 7. Manner of Voting – At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing, by the stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary.

All proxies must be in the hands of the secretary at least seven (7) working days, or as many days as the Board of Directors may determine, before the time set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by their personal presence at the meeting.

Section 8. Closing of Transfer Books or Fixing of Record Date – For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a stated period. If the stock and transfer books be closed for the purpose of determining stockholders entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least *twenty (20)* working days immediately preceding such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date which shall in no case be more than *thirty (30)* days prior to the date on which the particular action requiring such determination of stockholders is to be taken, except where applicable rules and regulations provide otherwise. (The amended portions are italicized) (As amended on June 27, 1997)

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers of the Board – Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers:

a) From time to time, to make and change rules and regulations not inconsistent with these By-Laws for the management of the corporation's business and affairs;

b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the corporation, any and all properties, rights, interests or privileges, including securities and bonds of other corporations, as the transaction of the business of the corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;

c) To invest the funds of the corporation in another corporation or business or for any purposes even other than those for which the corporation was organized, whenever in the judgment of the Board of Directors the interests of the corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;

d) To incur such indebtedness as the Board may deem necessary and, for such purpose, to make and issue evidences of such indebtedness including, without limitation, notes, deeds of trust, instruments, bonds, debentures, rights, warrants, options, or other securities of any kind, subject to such stockholder approval as may be required by law, and/or to pledge, mortgage, or otherwise encumber all or part of the properties and rights of the corporation;

e) To guarantee for and in behalf of the corporation obligations of other corporations or entities in which it has lawful interest;

d) To make provisions for the discharge of the obligations of the corporation as they mature, including payment for any property, in cash or in stocks, bonds, debentures, or other securities of the corporation lawfully issued for the purpose;

g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the corporation whenever in the Board's judgment the corporation's interests would thereby be promoted.

h) To establish pension, retirement, bonus, profit-sharing, or other types of incentives, benefits or compensation plans for the employees, including the officers and directors, of the corporation and to determine the persons to participate in any such plans and the amount, terms and conditions of their respective participations;

i) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation, and likewise to grant installments for the payment or settlement of whatsoever debts are due to the corporation;

j) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the corporation to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the corporation with such powers (including the power to sub-delegate) and upon such terms as may be deemed fit;

k) To implement these By-Laws and to act on any matter not covered by these By-Laws, provided such matter does not require the approval or consent of the stockholders under existing laws, rules or regulations.

Section 2. Election and Term – The Board of Directors shall be elected during each regular meeting of the stockholders and shall hold office for one (1) year and until their successors are elected and qualified. As a corporation publicly listed in the Philippine Stock Exchange (PSE), the corporation shall conform with the requirement to have an independent director or such number of independent directors as may be required by law and follow the prescribed procedures on the nomination and election of such independent directors. (As amended on April 30, 2004)

Section 3. Vacancies – Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting, of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these By-Laws.

Section 4. Meetings – Regular meetings of the Board of Directors shall be held as frequently as and on such dates and at such times and places as the Chairman of the Board, or in his absence, the President, or the request of a majority of the directors may determine, but no less frequently than once every quarter of each year.

Section 5. Notice – Notice of any regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally or by telephone, fax, telex, telegram, or by written or oral message. A director may waive this requirement, either expressly or impliedly.

Section 6. Quorum – A majority of the number of directors as fixed in the Articles of Corporation shall constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

Section 7. Conduct of the Meetings – Meetings of the Board of Directors shall be presided by the Chairman of the Board, or in his absence, by the President or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, or, in the absence of the Secretary, the chairman of the meeting shall appoint a secretary of the meeting.

Section 8. Compensation – By resolution of the Board, each director shall receive a reasonable *per diem* allowance for his attendance at each meeting of the Board. As compensation, the Board may receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

ARTICLE III-A
NOMINATION AND ELECTION OF
INDEPENDENT DIRECTOR/S
(As amended on April 27, 2007)

In the nomination and election of independent directors, the following rules shall apply:

1. The Nomination Committee shall have at least three (3) members, one of whom is an independent director. It shall promulgate the guidelines or criteria to govern the conduct of the nomination. The same shall be properly disclosed in the company's information or proxy statement or such other reports required to be submitted to the Commission.
2. Nomination of independent director/s shall be conducted by the Committee prior to the stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would be nominees.
3. The Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent director/s.
4. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, which list, shall be properly disclosed in the company's information statement or in such other reports the company is required to submit to the Commission. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.
5. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as independent director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting.
6. Election of Independent Director/s.
 - a. Subject to pertinent existing laws, rules and regulations of the Commission, the conduct of the election of independent director/s shall be made in accordance with the standard election procedures of the company or these By-Laws.

- b. It shall be responsibility of the Chairman of the Meeting to Inform all stockholders in attendance of the mandatory requirement of election of independent director/s. He shall ensure that an independent director/s is/are elected during the stockholders' meeting.
- c. Specific slot/s for independent director/s shall not be filled up by unqualified nominees.
- d. In case of failure of election for independent director/s, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy.

ARTICLE III-B
NOMINATION AND ELECTION OF
REGULAR DIRECTOR/S
(As amended on April 27, 2007)

- 1. In the nomination of regular directors, Section 1 to 5 of Article III-A on the Nomination and Election of Independent Directors shall similarly apply.
- 2. Subject to pertinent existing laws, rules and regulations of the Commission, the conduct of the election of regular director/s shall be made in accordance with the standard election procedures of the Company or these By-Laws.

ARTICLE IV

OFFICERS

Section 1. Election/Appointment – Immediately after their election, the Board of Directors shall formally organize the management of the corporation by among others, electing the Chairman, the President, one or more Vice-Presidents, the Treasurer, and the Secretary, at said meeting.

The Board may from time to time appoint such other officers as it may determine to be necessary or proper.

Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Chairman of the Board – The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. President- The President, who shall be a director, shall be the Chief Executive Officer of the corporation and shall also have administration and direction of the long-term as well as the day-to-day business affairs of the corporation. He shall exercise the following functions:

- a) To preside at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman of the Board of Directors;
- b) To initiate and develop corporate objectives and policies and formulate long range strategies, projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- c) To have general supervision and management of the business affairs and property of the corporation;
- d) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;
- e) Subject to guidelines prescribed by law to appoint, remove, suspend or discipline employees of the corporation, prescribe their duties and determine their salaries;
- f) To oversee the preparation of the budgets and the statements of accounts of the corporation;
- g) To prepare such statements and reports of the corporation as may be required of him by law;
- h) To represent the corporation at all functions and proceedings;
- i) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;
- j) To make reports to the Board of Directors and stockholders;
- k) To sign certificates of stock;

- l) To perform such other duties as are incident to his office or are delegated or entrusted to him by the Board of Directors.

The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s), subject always to his supervision and control.

Section 4. Vice-President(s) – If one or more Vice-Presidents are appointed, he/they shall have such powers and shall perform such duties as may from time to time be assigned to him/them by the Board of Directors or by the President.

Section 5. Secretary – The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and records and shall be recorder of the corporation's formal actions and transactions. He shall have the following specific powers and duties:

- a) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;
- b) To keep or cause to be kept record book, showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;
- c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
- d) To attend to the giving and serving of all notices of the corporation required by law or these By-Laws to be given;
- e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;
- f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper in the conduct of the election or vote.

- g) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and control.

Section 6. Treasurer – The Treasurer of the corporation shall be its chief fiscal officer and the custodian of its funds, securities and property. The Treasurer shall have the following duties:

- a) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b) To have custody of, and be responsible for all the funds, securities and bonds of the corporation;
- c) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control;
- d) To render an annual statement showing the financial condition of the corporation and such other financial reports as the Board of Directors, the Chairman, or the President may from time to time require;
- e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by the government rules and regulations and to submit the same to the proper government agencies;
- f) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 7. Term of Office – The term of office of all officers shall be for a period of one (1) year and until their successors are duly elected and qualified. Such officers may however be sooner removed for cause.

Section 8. Vacancies - If any position of the officers becomes vacant by reason of death, resignation, or disqualification or for any other cause, the Board of Directors by majority vote may elect a successor who shall hold office for the unexpired term.

Section 9. Compensation – The officers of the corporation shall receive such remuneration as the Board of Directors may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE V

OFFICES

Section 1. Principal Office – The principal office of the corporation shall be located at the place stated in the Articles of incorporation. The corporation may have such other branch or representative offices or agencies, either within or outside the Philippines as the Board of Directors may designate or as the business of the corporation may, from time to time, require.

ARTICLE VI

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditors - At the regular stockholders' meeting, the external auditor or auditors of the corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify and report on the earnings and expenses of the corporation and shall certify the remuneration of the external auditor or auditors as determined by the Board of Directors.

Section 2. Fiscal Year – The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Dividends – Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law and applicable rules and regulations.

ARTICLE VII

AMENDMENTS

Section 1. These By-Laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend,

modify, repeal or adopt new By-Laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new By-Laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

ARTICLE VIII

SEAL

Section 1. Form and Inscriptions – The corporate seal shall be determined by the Board of Directors.

The foregoing By-Laws were adopted by the consent of the stockholders owning at least a majority of the subscribed capital stock of the Company in its regular meeting held on the 14th day of September 1968.

IN WITNESS WHEREOF, we the undersigned stockholders representing the majority of the subscribed capital stock, present at the meeting and voting in favor of adopting the said By-Laws of the corporation have hereto subscribed our names and, we, the Chairman of the meeting and the Secretary of the same, do likewise, with our signature attest.

(SGD) CONRADO BENITEZ

(SGD) VICTORIA L. MARCOS

(SGD) ALFREDO INFANTE, SR.

(SGD) GEMINIANO R. PINEDA

(SGD) ANTONIO Y. AQUINO

(SGD) FREDERICK G. WEBBER

(SGD) ROSARIO T. MINIOZA

(SGD) R. JOHN R. WEBBER

(SGD) RUPERTO KAPUNAN, JR.

(SGD) EUSEBIO B. MOORE

COUNTERSIGNED:

(SGD) FREDERICK G. WEBBER
Chairman

(SGD) MOISES ZABALA
Secretary

DIRECTORS' CERTIFICATE

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 By-Laws 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 of the company at a meeting held on 27 April 2007 at the Makati Sports Club, L. P. Leviste corner Gallardo Sts., Makati City, as follows:

AMENDMENTS TO BY-LAWS

ARTICLE II

Section 1. Regular Meetings – The regular meetings of stockholders for the purpose of electing directors and for the transaction of such business as may properly come before the meeting shall be held on the last Friday of May of each year, but if this is a legal holiday, then on the day following.

ARTICLE III-A
NOMINATION AND ELECTION OF
INDEPENDENT DIRECTOR/S

In the nomination and election of independent directors, the following rules shall apply:

1. The Nomination Committee shall have at least three (3) members, one of whom is an independent director. It shall promulgate the guidelines or criteria to govern the conduct of the nomination. The same shall be properly disclosed in the company's information or proxy statement or such other reports required to be submitted to the Commission.
2. Nomination of independent director/s shall be conducted by the Committee prior to the stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would be nominees.
3. The Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualification of the nominees for independent director/s.
4. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, which list, shall be properly disclosed in the company's information statement or in such other reports the company is required to submit to the Commission. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.
5. Only nominees whose names appear on the Final List of Candidates shall be


eligible for election as independent Director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting.


6. Election of Independent Director/s.
 - a. Subject to pertinent existing laws, rules and regulations of the Commission, the conduct of the election of independent director/s shall be made in accordance with the standard election procedures of the company or this by-laws.
 - b. It shall be responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of election independent director/s. He shall ensure that an independent director/s is/are elected during the stockholders' meeting.
 - c. Specific slot/s for independent director/s shall not be filled up by unqualified nominees.
 - d. In Case of failure of election for independent director/s, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy.

ARTICLE III-B
NOMINATION AND ELECTION OF
REGULAR DIRECTOR/S

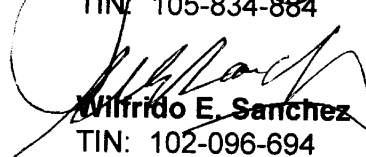
1. In the nomination of regular directors, Section 1 to 5 of Article III-A on the Nomination and Election of Independent Directors shall similarly apply.
2. Subject to pertinent existing laws, rules and regulations of the Commission, the conduct of the election of regular director/s shall be made in accordance with the standard election procedures of the Company or this by-laws.

In witness, we have hereunto signed this certificate this 14th day of Sept 2007
at DC


Antonio A. Lopa
TIN: 101-748-676

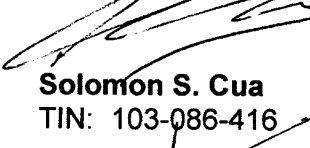

Martin Q. Dy Buncio
TIN: 105-720-955


Tommy Kin Hing Tia
TIN: 105-834-884

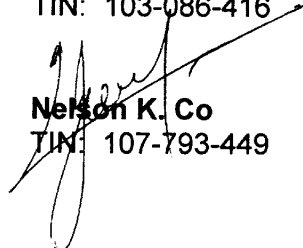

Wilfrido E. Sanchez
TIN: 102-096-694



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


David L. Kho
TIN: 183-459-845


Solomon S. Cua
TIN: 103-086-416

Juan Jose Rodom Fetiza
TIN: 147-768-821


Nelson K. Co
TIN: 107-793-449





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

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

NAME	COM. TAX CERT.	DATE/PLACE ISSUED
Antonio A. Lopa	17685573	02/06/07, Makati City
Martin Q. Dy Buncio	05860753	01/25/07, Mandaluyong City
Tommy Kin Hing Tia	06560856	01/09/07, Manila
Wilfrido E. Sanchez	07532233	01/12/07, Quezon City
Anna Mei Nga Ko Tia	06560853	01/09/07, Manila
David L. Kho	21411644	02/18/07, Quezon City
Solomon S. Cua	00012479	04/16/07, Manila
Juan Jose Rodom T. Fetiza	00012478	04/16/07, Manila
Nelson K. Co	21562671	02/22/07, Manila
Emilio S. Teng	17679855	02/01/07, Makati City


ATY. DELFIN R. ARCAÑO, JR.
NOTARY PUBLIC

Until December 31, 200_




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Series of 2007.

COMPANY DATA MAINTENANCE FORM
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION
(FOR DOMESTIC COMPANIES ONLY)

SEC NUMBER / 36190 FOR SEC TO PROVIDE: MAINTENANCE NO. : _____ TRANSACTION DATE / _____
FILL-UP INSTRUCTIONS - Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes.
FILL UP ONLY THOSE ITEMS FOR WHICH AMENDMENTS OR CHANGES ARE TO BE MADE. Refer to the back of this page for additional instructions.
CURRENT COMPANY NAME (This must always be provided): OMICO CORPORATION RESTRICT USED BY OTHERS? YES NO

RESERVATION NUMBER _____ NEW COMPANY NAME _____
GENERAL INFORMATION

COMPANY TYPE DS - DOMESTIC STOCK DN - DOMESTIC NON-STOCK DP - DOMESTIC PARTNERSHIP CHANGES FROM STOCK TO NON-STOCK? YES NO
PRINCIPAL OFFICE ADDRESS CHANGE IN PRIMARY PURPOSE YES NO

AREA CODE 44 / 1605 POSTAL CODE 1605 TEL. NO. 6376923 to 25 FAX NO 6376920
BUSINESS OFFICE ADDRESS Suite 1109 East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City

AREA CODE _____ POSTAL CODE _____ TEL. NO. _____ FAX NO _____
BUSINESS INFORMATION

PARTNERSHIP TYPE L - LIMITED N - NO SPECIAL REGISTRATION H - FIA HOLDING F - FINANCIAL INSTITUTION
 G - GENERAL E - FIA EXPORT D - FIA DOMESTIC R - FIA REPRESENTATIVE OFF Z - EPZA-REGISTERED
 S - SUBIC REGISTERED B - BOH-REGISTERED
INDUSTRY CODE _____ TERM OF EXISTENCE 50 YEARS END DATE OF EXISTENCE 08/30/18 FISCAL YEAR END (MM/DD) 12/31 ANNUAL MEETING (for domestic companies only) 1st - Fixed (MMDD) / / / 1st - Variable Last Friday of May of each year

NUMBER OF DIRECTORS (if stock co.) Eleven(11) TRUSTEES (if non-stock co.) _____ PARTNERS (if partnership) _____ STOCKHOLDERS (if stock co.) 2,950
TOTAL CONTRIBUTION (or non-stock companies) _____ % OF FOREIGN MEMBERSHIP (or non-stock companies) _____
TOTAL CONTRIBUTION (or domestic partnerships) _____
Filipino: _____ Foreign: _____

COMPANY RELATIONSHIP - List all companies related to registrant. (Use additional sheets, if necessary.)
RELATIONSHIP TYPE M - DISSOLVED COMPANY (if due to merger) S - PARENT COMPANY (if registrant is a subsidiary) O - OTHERS
(RELN TYPE) V - DISSOLVED COMPANY (if change in company type) A - AFFILIATE (of registrant)

RELN TYPE _____ SEC NUMBER _____ COMPANY NAME _____ START DATE _____ END DATE _____
MAIN IND _____ TYPE _____

MAIN IND - A (NEW), E (UPDATE EXISTING), OR D (DELETE RELATIONSHIP)
CERTIFIED CORRECT: Juana Torres M. Buysan POSITION: Comptroller INDICATE START (if NEW) OR END DATE OF RELATIONSHIP
DATE REVIEWED: _____ DATE ENCODED: _____
DATE REVIEWED: _____ DATE ENCODED: _____
DATA CONTROL CLERK: _____
DATE REVIEWED: _____ DATE ENCODED: _____