



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

Company Reg. No. PW-02

**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

A. SORIANO CORPORATION
(Amending Article VII thereof.)

copy annexed, adopted on March 06, 2007 by majority vote of the Board of Directors and on April 16, 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 25th day of May, Two Thousand Seven.



BENITO A. CATARAN
Director

Company Registration and Monitoring Department



P

7

2

SEC Registration Number

A.	S	O	R	I	A	N	O	C	O	R	P	O	R	A	T	I	O	N
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(Company's Full Name)

7 / F	PACIFIC	STAR	BLDG.	MAKATI	AVE.
COR.	GIL J.	PUYAT	AVE.	MAKATI	CITY

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

ATTY. JOSHUA L. CASTRO

(Contact Person)

819-0251

(Company Telephone Number)

Amended Articles of Inc. and By-Laws

1	2
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Month Day
2(Fiscal Year)

3	1
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(Form Type)

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Month Day
(Annual Meeting)

Not Applicable

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

A. SORIANO CORPORATION

AMENDED ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age and residents 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:

I.

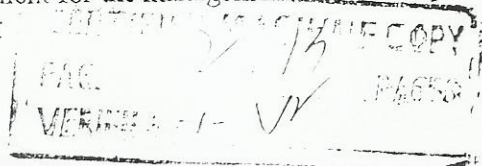
That the name of said Corporation shall be:

"A. SORIANO CORPORATION"

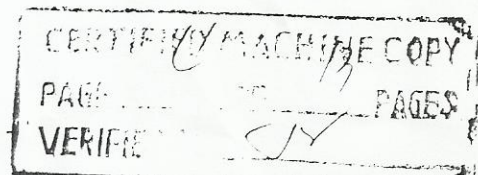
II.

That the purposes for which the Corporation is organized are as follows:

- a. To act as agents or representatives of corporations, partnerships or individuals whether residing in the Philippine Islands or abroad.
- b. To carry out all kinds of commercial transactions, as importers or exporters or as buyers or sellers at wholesale or retail of all kinds of articles or products whether domestic or foreign.
- c. To enter into all kinds of contracts, covenants or obligations in its own name or in representation of other persons or entities bearing in mind the objective of the corporation.
- d. To buy, retain, possess or in any other manner to acquire or negotiate shares of stock, franchises, patents, bonds, mortgages, obligations, debts or credits of any person or entity legally constituted within or outside the Philippine Islands and to issue shares of stocks, bonds or other obligations for the payment of articles or properties acquired by the corporation for other legal considerations.
- e. To buy or acquire all or part of the property, assets, business and clientele of any person, corporation or partnership, managing the properties or business so purchased or acquired and exercising all the powers necessary and convenient for the management and development of said properties or businesses:



- m. To engage in any other business or manufacturing enterprise or mercantile of whatever kind and nature and with this object, acquire, possess and dispose of any and all property, assets, shares, bonds and rights of any and all kinds.
- n. To construct, equip, buy, possess, sell, charter boats of all kinds and descriptions, including barges and any other water going vessels, whatever type may be the motor with which it is propelled, and to administer and to navigate them in all public and private waters in the world, in any enterprise or business, to transport the merchandise of the company as well as its towing and lightering; to act as agents, representatives or managers of other transport companies.
- o. To manage and direct the general business of contractors including the design, construction, expansion, repair, reconstruction, or to engage in any other manner in any work in buildings, roads, highways, bridges or industrial installations, and to negotiate in iron, steel, wood, bricks, concrete, rocks, cement, construction of gravel land masonry, to execute contracts or to receive transfers of contracts, to execute said works or relative to the same, and also to manufacture and supply the construction materials and supplies related with same.
- p. To engage in the purchase, sale and negotiation of notes, shares, bonds and other investments including the right to retain, buy, sell, lease, mortgage and in whatever manner to encumber, sell or dispose of movable or immovable goods of any kind.
- q. To negotiate the subscription of some or all of the shares of the capital stock, bonds, coupons, deeds of mortgage, deeds of conditional sale, titles or guaranty and other liabilities of any corporation or legal trust which exist or which may exist in the future, and to buy or otherwise acquire, retain for investment, sell, transfer, mortgage, pledge or exchange or otherwise dispose of said shares of the capital stock, bonds or other goods and to exercise all the rights, powers and privileges of property of all kinds and descriptions.
- r. To endorse, guarantee and assure the payment and satisfaction of bonds, coupons, mortgages, deeds of assignment, promissory notes, guarantees and obligations and certificate of indebtedness, and also to assure and guarantee the payment or satisfaction of interests on obligations and of dividends in shares of the capital stock of other corporations; also to assume the parts or all of the existing future obligations of the business of any person, corporation or partnerships of any kind and to assist in any manner, persons or corporations with whom commercial relations are maintained and whose shares, bonds and other obligations are retained or in any manner guaranteed by the corporation and to execute any kind of act and measure for the conservation, protection, improvement and



valuation of the values of such shares, bonds and other obligations, but without any way exercising the functions and faculties of a Bonding Company.

- s. To act as transfer agents, registrars, paying agents and in general, fiscal agents in respect of any obligation guaranteed as specified above, or in respect of the guarantees of any corporation affiliated or of any other corporation, fideicomiso, association, consortium or individual, provided the directors deem such act beneficial for the promotion of the objectives of the Corporation.
- t. To buy or otherwise acquire letter-patent, concessions, inventions, rights and privileges subject to payment of real or other rights, whether exclusive or not exclusive or limited, or any part interest in such letters-patent, concessions, inventions, rights and privileges whether in the Philippines or abroad.
- u. To sell, cede, or grant any patent rights, concessions, licenses, inventions, rights and privileges of which the corporation may be in possession or may acquire any interest thereon.
- v. To register patent of any invention. To obtain exclusive or any kind of privileges in respect thereto in any part of the world and to solicit, exercise, utilize or negotiate in any manner and obtain the maximum advantage of other rights and privileges of patent in the Philippines or abroad.

III.

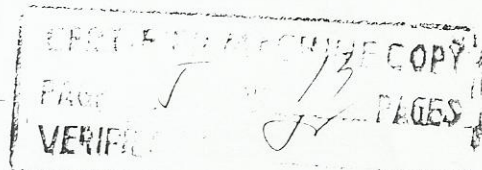
The purposes specified in the preceding clauses or any amendment or modification thereof in the future, shall not be construed as limiting in any form the general powers of the corporation nor shall it be interpreted in the sense of authorizing the corporation to exercise any power which is not legal under the laws of the Philippines.

IV.

That the place where the principal office of the corporation is to be established is in Metro Manila, and it may establish and maintain branch offices anywhere in the Philippines or abroad.

V.

That the term for which said corporation is to exist is FIFTY (50) YEARS, from and after the 13th day of February, 1980, the expiry date of its original term.



VI

That the names and residences of the incorporators are as follows:

<u>Names</u>	<u>Residences</u>
ANDRES SORIANO	201 Roberts, Pasay City
MARGARITA ROXAS VDA. DE SORIANO	Madrid, Spain
FRANCISCO ORTIGAS	120 Legarda, Manila
JOHN R. SCHULTZ	Calauan, Laguna
BENITO RAZON	11402 Leveriza, Manila
MODESTO DE CORTABITARTE	Bamban, Tarlac
CARLOS A. SOBRAL	1165 Carolina, Manila

VII

That the number of Directors of the corporation shall be **SEVEN (7)**. (AS AMENDED BY THE BOARD OF DIRECTORS ON MARCH 6, 2007 and BY THE STOCKHOLDERS ON APRIL 16, 2007).

VIII

That the names and residences of the Directors of the Corporation who to serve until their successors are duly elected and qualified as provided by the By-Laws are as follows:

<u>Names</u>	<u>Residences</u>
ANDRES SORIANO	201 Roberts, Pasay City
FRANCISCO ORTIGAS	120 Legarda, Manila
JOHN R. SCHULTZ	Calauan, Laguna
MODESTO DE CORTABITARTE	Bamban, Tarlac
BENITO RAZON	11402 Leveriza, Manila

IX

The authorized capital stock of the Corporation is **THREE BILLION FOUR HUNDRED SIXTY FOUR MILLION THREE HUNDRED TEN THOUSAND NINE HUNDRED FIFTY EIGHT (P3,464,310,958) PESOS**, Philippine Currency, and said capital stock is divided into **THREE BILLION FOUR HUNDRED SIXTY FOUR MILLION THREE HUNDRED TEN THOUSAND NINE HUNDRED FIFTY EIGHT (3,464,310,958) COMMON SHARES**, with a par value of **ONE (P1.00) PESO** per share.

Stockholders shall have no preemptive rights in shares of stock which are issued by the corporation: a) to satisfy the conversion rights of convertible promissory notes, bonds, or other securities which may be issued by the corporation with express right of conversion into shares of stock, or b) to raise funds to redeem or pay such convertible promissory notes, bonds or other securities of the corporation.

X.

That the amount of the capital stock which has been actually subscribed is TWENTY THOUSAND PESOS (P20,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Names</u>	<u>Residences</u>	<u>No. of Shares</u>	<u>Amount</u>
Andres Soriano	201 Roberts, Pasay Rizal	185	P18,500
Margarita Roxas	Madrid, Spain	10	10,000
Francisco Ortigas	120 Legarda, Manila	1	100
John R. Schultz	Calauan, Laguna	1	100
Modesto de Cortabitarte	Bamban, Tarlac	1	100
Benito Razon	1402 Leveriza, Manila	1	100
Carlos Sobral	1165 Carolina, Manila	1	100
		200	P 20,000

XI.

That the following persons have paid on the shares of the capital stock which they have subscribed the amount set out after their respective names:

<u>Names</u>	<u>Residences</u>	<u>Amounts</u>
Andres Soriano	201 Roberts, Pasay Rizal	P 9,250.00
Margarita Roxas vda. De Soriano	Madrid, Spain	500.00
Francisco Ortigas	120 Legarda, Manila	50.00
John R. Schultz	Calauan, Laguna	50.00
Modesto de Cortabitarte	Bamban, Tarlac	50.00
Carlos A. Sobral	1165 Carolina, Manila	50.00
Benito Razon	1402 Leveriza, Manila	50.00
		P 10,000

RECEIVED
 VERIFIED BY: *[Signature]*
 PAGES: *12*

XII.

Every contract, transaction or act of the Corporation or of its Board of Directors or anyone of its committees which have been ratified by a majority of the stockholders gathered in a general or special meeting called for such purpose, shall be binding and obligatory to all the stockholders as if all of them were present when said contract, act or transaction is ratified.

XIII.

The Corporation reserves the right to amend, alter, substitute or revoke all or any of the clauses or provisions established in these Articles of Incorporation in the form and manner authorized by the existing laws or

its amendments in the future, provided and whenever the stockholders representing two-thirds (2/3) of the Common Shares so agree, and all the rights and powers granted to the stockholders, directors, offices and agents of the Corporation are subject to the same reservation.

That Don Andres Soriano has been elected by the subscribers as the Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws and as such Treasurer he has been authorized to receive for the Corporation and to receipt in its name for all the subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of January 1930 in the City of Manila, Philippines.

(SGD.) ANDRES SORIANO

(SGD.) MARGARITA ROXAS VDA. DE SORIANO

(SGD.) JOHN R. SCHULTZ

By: (SGD.) ANDRES SORIANO
Attorney-in-Fact

(SGD.) FRANCISCO ORTIGAS

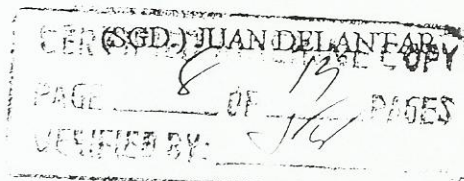
(SGD.) MODESTO DE CORTABITARTE

(SGD.) C. A. SOBRAL

(SGD.) BENITO RAZON

SIGNED IN THE PRESENCE OF:

(SGD.) Illegible



UNITED STATES OF AMERICA)
PHILIPPINE ISLANDS) S.S
CITY OF MANILA)

BEFORE ME, Notary Public in and for the City of Manila, P.I., personally
appeared the following:

<u>Name</u>	<u>Official Document</u>	<u>Date & Place Issued</u>
Andres Soriano	F-6311	Jan. 2/30-Manila
Francisco Ortigas	F-7340	Jan. 3/30-Manila
John R. Schultz	F-2296251	Jan. 2/30-Calauan, Laguna
Modesto de Cortabitarte	F-966741	Jan. 14/30-Bamban, Tarlac
Benito Razon	F-6319	Jan. 2/30-Manila
Carlos A. Sobral	F-14716	Jan. 9/30-Manila

known to me and to me known to be the same persons who executed the foregoing
instrument and they acknowledged to me that the same is their free act and voluntary
deed.

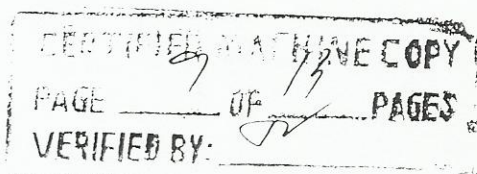
IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of January,
1930 at Manila, Philippine Islands.

(Sgd.) JESUS URBINA

Notary Public

My commission expires on December 31, 1930

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Series of 1930



A. SORIANO CORPORATION
DIRECTORS' CERTIFICATE
AMENDED ARTICLES OF INCORPORATION
AND BY-LAWS



KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, majority of the Directors and the Secretary of the Meeting, do hereby certify that the foregoing instruments are true and correct copies of the Amended Articles of Incorporation and By-Laws of **A. SORIANO CORPORATION** as approved by the majority of the members of the Board of Directors in its meeting held on March 6, 2007, at the principal office at Makati City, and the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the corporation in their meeting held on April 16, 2007, also at the Manila Peninsula Hotel, Makati City, Article **SEVENTH** of the **Articles of Incorporation** and Article **VI(1)** of the **By-Laws** ^{Sec. 9, Art. III} were amended to reduce the number of directors from **nine (9) to seven (7)**.

WITNESS OUR HANDS this 17th day of April, 2007, at Makati City.


ANDRES SORIANO III
Chairman of the Meeting
TIN 119-188-470


EDUARDO J. SORIANO
Director
TIN 100-416-166


JOHN GOKONGWEI, JR.
Director
TIN 124-294-226


ROBERTO R. ROMULO
Director
TIN 135-870-364

RAYMUNDO G. PE
Director
TIN 127-006-947

ATTEST:



ATTY. JOSHUA L. CASTRO
Assistant Corporate Secretary
TIN 205-915-439

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

SUBSCRIBED AND SWORN to before me this 17th day of April, 2007, affiants exhibited to me their Community Tax Certificates, as follows:

<u>NAME</u>	<u>CTC NO.</u>	<u>DATE/PLACE ISSUED</u>
Andres Soriano III	17657486	1-22-07; Makati City
Eduardo J. Soriano	15126540	1-16-07; Makati City
Oscar J. Hilado	21393980	2-26-07; Quezon City
John Gokongwei, Jr.	18159311	1-31-07; Pasig City
Roberto R. Romulo	20428612	1-18-07; Makati City
Raymundo G. Pe	17825661	1-26-07; Makati City
Joshua L. Castro	17666404	1-22-07; Makati City

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REGINALDO L. HERNANDEZ
 NOTARY PUBLIC
 UNTIL DEC. 31, 2008
 PTR NO. 0391608
 ISSUED ON JAN. 24, 2007
 AT MAKATI CITY
 IBP NO. 69555
 ISSUED AT MAKATI CITY
 ON DECEMBER 27, 2006
 TIN # 100-364-501