

ARTICLES OF INCORPORATION
OF

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, majority of whom are 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 Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be:

SECOND: That the purposes for which the Corporation is formed are:

PRIMARY PURPOSE

(STATE PRIMARY PURPOSE)

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties, such as land, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidence of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the Corporation.

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidence of indebtedness; obtain leverage funds to support or carry out its objectives and purposes and/or arrange financing or equipment credit or any kind of assistance for its own account or for the account of its clients from private or public sources in the Philippines or elsewhere or from international public or private lending institutions; and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation or to issue pursuant to law shares of its capital stock, debentures and other evidence of indebtedness for money borrowed in the prosecution of its lawful business.

3. To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept.

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, in which any shares of stocks or any bonds, debentures, notes, securities, evidence of indebtedness, contracts, or obligations of which are held by or for this Corporation, directly or indirectly or through other corporations or otherwise.

5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farm out agreement, reciprocal concessions, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privilege, exemption, license and concessions as may be conducive to any of the objects of the Corporation.

7. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines.

8. To distribute the surplus profits of the Corporation to the stockholders thereof in kind, namely, properties of the Corporation, particularly any shares of stock, debentures or securities of other companies belonging to this Corporation.

9. To conduct and transact any and all lawful acts, and to do or cause to be done any one or more of the acts and things

herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation.

10. To carry on and enter into any business, undertaking, transaction, or operation commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, commission agents, and in the course of such business, to draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities, including debentures, bonds, notes, bills of exchange and other evidence of indebtedness.

11. To do every other act or acts, incidental to or connected with the aforesaid business or powers, or any part or parts thereof; provided, however, that the same is not in conflict with the law under which this Corporation is organized.

THIRD: That the place where the principal office of the Corporation is to be established or located is at METRO MANILA, Philippines.

FOURTH: That the term for which the Corporation is to exist is fifty (50) years from and after its date of incorporation.

FIFTH: That the names, nationalities and residence of the incorporators of said corporation are as follows:

Name	Nationality	Residence
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SIXTH: That the number of directors of said corporation shall be five (5) and the names, nationalities and residences of the Directors of the Corporation who are to serve until their successors are elected and qualified as provided in the by-laws, are as follows:

Namenbsp:	span style='mso-tab-count:1'>	Nationality	Residence
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SEVENTH: That the authorized capital stock of the Corporation is _____ Pesos (P_____), Philippine Currency, and said capital stock is divided into _____ Shares (_____) shares with a par value of ___Pesos (P___) each.

EIGHT: That the amount of said capital stock which has been actually subscribed is _____ Pesos (P_____) and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

Name	Citizenship	No. of Shares	Amount Subscribed
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NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

Name	Citizenship	Amount Paid
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TENTH: That _____ has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and shall have qualified in accordance with the By-Laws and that as such Treasurer, she has been authorized to receive for the Corporation and to issue in its name receipts for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this _____ day of _____, 200_, at Makati City, Philippines.

(INCORPORATOR)

(INCORPORATOR)

(INCORPORATOR)

(INCORPORATOR)

SIGNED IN THE PRESENCE OF:

A C K N O W L E D G M E N T

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

BEFORE ME, a Notary Public for Makati City, Philippines, this ____ day of _____, 200__, personally appeared:

<u>Name</u>	<u>Com. Tax Cert. No.</u>	<u>Date & Place Issued</u>
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known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

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

NOTARY PUBLIC

Doc. No. ____ ;
Page No. ____ ;
Book No. ____ ;
Series of 200_.