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SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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Industry Classification
Company Type Stock Corporation

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. January 20, 2015
Date of Report (Date of earliest event reported)
2. SEC Identification Number 0000039121 3. BIR Tax Identification No. 000-141-527-000
4. PHILWEB CORPORATION
Exact name of issuer as specified in its charter
5. Philippines 6. (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code:
incorporation
7. The Penthouse Alphaland Southgate Tower, 2258 Chino Roces cor EDSA, Makati City 1232
Address of principal office Postal Code
8. (+632) 338-5599
Issuer's telephone number, including area code
9. N/A
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding
Common	1,432,616,314 shares (Exclusive of 81,380,938 shares in treasury) (Par value P1.00)
11. Indicate the item numbers reported herein:

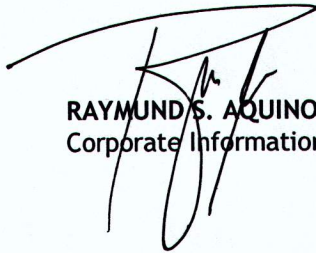
Please see attached report to PSE dated 20 January 2015.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHILWEB CORPORATION
Issuer

January 20, 2015
Date



RAYMUND S. AQUINO
Corporate Information Officer



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills,
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 39121

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

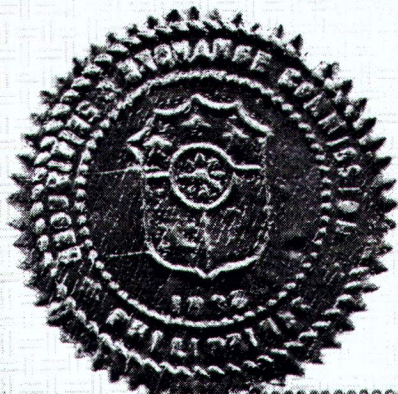
This is to certify that the amended articles of incorporation of the

**PHILWEB CORPORATION
(Amending Article III thereof.)**

copy annexed, adopted on August 28, 2014 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 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 Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 13th day of January, Twenty Fifteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

**AMENDED
ARTICLES OF INCORPORATION
OF
PHILWEB CORPORATION
(Formerly: PhilWeb.Com, Inc.)**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are citizens of the Philippines, 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:

FIRST: That the name of the said corporation shall be

PHILWEB CORPORATION

(Amended on March 29, 1984; January 28, 2000; May 31, 2002)

SECOND: That the purposes for which such corporation is formed are:

PRIMARY PURPOSE

To develop, design, build, install, own, possess, use, operate, manage, market and maintain gaming systems, applications, programs, and operating platforms and facilities of every description, including but not limited to integrated and on-line computer systems, terminals, software, servers and routers together with interconnecting and interlinking telecommunications systems for voice, data and multimedia transmission and interexchange for transport, storage and processing of messages and data; to do any and all acts, activities and undertakings in relation to, arising out of and incidental to the development, design, building, installation, ownership, possession, usage, operation,

management, marketing and maintenance of such computer systems, applications, programs, and operating platforms and facilities, including but not limited to the sale and leasing of such computer systems, applications, programs and operating platforms and facilities; and the supply and provision of management, operation, technical and marketing expertise and other advisory and consultation services in relation thereto, including but not limited to services to Philippine Amusement and Gaming Corporation (PAGCOR) and, as permitted by law, other gaming operators. (Amended on January 18, 2000, May 29, 2009)

SECONDARY PURPOSE:

And in furtherance of and as may be incidental to the foregoing purposes, the corporation shall have the power:

- (a) To acquire petroleum, gas, oil and all kinds of mineral leaseholds, rights, properties, franchises, privileges, concessions and other interests;
- (b) To construct and maintain conduits, pipelines, and lines of tubing for general purposes as well as for the use of said corporation, and to lay, rig, buy, lease, sell, and otherwise contract for, and operate such conduits, pipelines and lines of tubing, as well as storage tanks, railways, tramways, roadways and tracks, for the purpose of transporting and storing oil and gas, and operating general pipeline and storage business; to buy, sell, charter, operate and maintain tank steamers and other vessels of all kinds for the transportation of merchandise dealt in by the corporation;
- (c) To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of, any and all kinds of refineries, gas works, mills, factories, installations, plants, shops, laboratories, electrical works, power houses, warehouses, terminals, office

buildings and other buildings and structures, roads, railroads, cars, railroad equipment, garages, motor and road equipment, aircraft and aircraft equipment, aviation fields, telephone and telegraph lines, transmission lines, wireless facilities, waterworks, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment, and any and all kinds of machinery, apparatus, instruments, fixtures and appliances;

- (d) To acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interests, and properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate in connection with the conduct of any business enumerated in these Articles of Incorporation, or of any other business in which the Corporation may lawfully engage, and to own, hold operate, improve, develop, reorganize, manage, grant, lease, sell, exchange or otherwise dispose of all the whole or any part thereof; to purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of, water; and to acquire by purchase, lease, or otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works and water systems for supplying water and water power for any and all uses and purposes; to purchase, create, generate or otherwise acquire, use, sell, supply or otherwise dispose of, electric current and electric steam and water power of every kind and description, and to sell, supply or otherwise dispose of light, heat and power of every kind and description;
- (e) To manufacture, purchase, or otherwise acquire, and to hold, own, invest, trade and deal in, mortgage, pledge, charge, assign, sell, exchange, transfer or otherwise dispose of goods, wares, merchandise and personal

property of every class and description and transport the same in any manner;

- (f) To enter into, make, perform contracts and arrangements of every kind and description for any lawful purposes for itself and for others with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or colony or dependency thereof, without limit as to amount, and to obtain from any government or authority and rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain and to carry out, exercise or comply with any such contracts, arrangements, rights, privileges and concessions; to acquire and take over all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of, any person, firm, association or corporation carrying on a business which the Corporation is or may become authorized to carry on, or possessed of property suitable for the purposes of the Corporation and to pay for the same in cash or in stock, bonds or securities of the Corporation, or otherwise, and to hold, manage, operate, conduct and dispose of in any manner the whole or any part of any such acquisitions, and to exercise all the powers necessary or convenient in and about the conduct and management thereof;

- (g) To apply for, obtain, register purchase, lease or otherwise acquire and to hold, own, use, exercise, develop, operate and introduce, and to sell, assign, grant license or territorial rights in respect of, or otherwise to turn to account or dispose of, any copyrights, trademarks, trade names, brands, labels, patents or inventions, improvements or processes used in connection with or secured under letters patent of any country, government or authority, or otherwise, in relation to any of the purposes herein stated; and to acquire, use, exercise, or otherwise turn to gain licenses, or rights in respect of any such copyrights, trademarks, trade

names, brands, labels, patents, inventions, improvements, processes and the like;

- (h) Insofar as may be permitted by law, to acquire by purchase, exchange or otherwise, to receive by way of compensation, and to own, hold for investment or otherwise, and to sell assign, transfer, exchange, mortgage, pledge or otherwise dispose of shares of capital stock of, and any bonds, mortgages, securities and evidences of indebtedness of or other obligations issued or created by, any corporation or corporations organized under the laws of any state, country, nation or government and while the holder or owner thereof, to exercise all the rights, powers and privileges of ownership, and to issue in exchange thereof shares of the capital stock, bonds and other obligations of the Corporation or to make payment thereof by any other lawful means whatsoever; to aid by loan, guaranty, subsidy or in any other manner whatsoever, insofar as may be permitted by law, any corporation or association, any shares or voting trust certificates for shares or bonds or other securities or evidences of indebtedness of which shall be held by or for the Corporation or in which, or in the welfare of which, the Corporation shall have any interest; to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares, voting trust certificates; bonds or other securities or evidences of indebtedness or the property of the Corporation; and in connection with any such purposes to guarantee or become surety for the performance of any obligation or undertaking of such corporation or association and to do any and all such other acts or things as may be designed to accomplish any such purpose;

- (i) To borrow, or raise money for any of the purposes of the Corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, discount, transfer, assign, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other

negotiable instruments and evidences of indebtedness, and for purposes of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage, and / or pledge all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation shall authorize and as may be permitted by law; and to sell or otherwise dispose of any bonds, debentures, or other obligations of the Corporation for its corporate purposes.

- (j) To purchase, hold, sell, exchange, reissue, transfer or otherwise deal in shares of its own capital stock, in its own bonds or other obligations from time to time upon such terms as its Board of Directors shall determine, but the Corporation shall not use any of its funds or property for the purchase of its own shares of stock when such would impair the capital of the Corporation;
- (k) To exercise all or any of its corporate powers, rights and privileges and to conduct its business and maintain offices in any part of the world; 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 calculated directly or indirectly to enhance the value of, or render profitable any business or property of the corporation, always provided that nothing shall be done in connection with any of the above objects which prohibited by any laws of the Philippines now or hereafter existing; and
- (l) Without in any way limiting its powers and provided that the corporation shall have the power to make and perform contracts of any kind and descriptions with any person, firm or corporation, whether public or private, without limit as to amount, and particularly, but not by way of limitation, to make and perform contracts creating rights, easements and

other privileges respecting and of the property, real or personal, or any kind owned by the corporation; and in carrying on its business and for the purpose of powers to do any and all other powers which a natural person could do and exercise and which now or thereafter may be authorized by law.

- (m) For itself and others, to prospect, explore, dig and drill for, exploit, extract, mine, bore, mill, concentrate, treat, convert, reduce, melt, smelt, refine, distill, manufacture, produce, purchase or otherwise acquire, store, hold, transport, use, experiment with, market, distribute, exchange, and handle, trade and generally deal in, any and all kinds of petroleum and petroleum products, oil, gas other volatile substances, minerals and mineral substances of all grades, kinds, forms, descriptions and combinations including gold, silver, copper, nickel, lead, zinc, brass, iron, antimony, tin, asbestos, marble, coal, ozokerite, sulphur, clays, bituminous substances, carbon, black, hydrocarbon substances, phosphates, nitrates, ores, suboil products and subsurface deposits of every nature, and the products and by-products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances. (Amended on January 18, 2000)

- (n) To engage in any and all business related to the internet, including the development, licensing, marketing, sales, resale, distribution, operations, upgrading and maintenance of computer software, primarily for but not limited to internet applications, provide internet, intranet, extranet and other telecommunications value-added services to any and all types of information technology users, in the local, regional and global markets including but not limited to manufacturing, assembling, processing, producing, inventing and developing, any and all kinds of communications and telecommunications products and services; providing technical and

maintenance support and services; purchase, sale, import and export, license, distribution and rental of any computer hardware, equipment and all other types of similar or allied products and the components thereof; engage in, conduct, carry on the business of buying and selling, distributing, marketing and kinds of goods, commodities, wares and merchandise over the internet; to invest in shares of stock or otherwise acquire interests in any corporation, firm, or entity engaged or intending to engage, in any of the foregoing or similar, related or ancillary business or activity, and in connection therewith, to issue guarantees for the obligations of its subsidiaries or affiliates; and in consequence or as may be necessarily useful and convenient in the premises, undertake such activities which may be reasonably and conveniently carried on in connection with or incidental to the above purposes, or calculated, directly or indirectly to enhance the value of or render profitable any of the Corporation's properties or rights. (Amended on January 18, 2000; May 29, 2003)

THIRD: That the place where the principal office of the corporation is to be established or located is The Penthouse, Alphaland Southgate Tower, 2258 Chino Roces Avenue, corner EDSA, Makati City. (As amended on August 20, 2014)

FOURTH: The term for which said corporation is to exist is fifty (50) years from and after the date of incorporation.

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

NAME	ADDRESS
Narciso Ramos	22 Solar Street, Bel-Air 3, Makati, Rizal
Jesus S. Cabarrus	11 Banaba Road, Forbes Park, Makati, Rizal
Dee K. Chiong	510 Buendia Avenue Ext., North Forbes, Makati, Rizal

Jacob E. Cabarrus	141 L. Gruet Street, San Juan, Rizal
Enrique Cheng	41 Narra Avenue, Forbes Park, Makati, Rizal
Jesus Cabarrus, Jr.	11 Banaba Road, Forbes Park, Makati, Rizal
Gilbert Dee	629 Calderon Street, Mandaluyong, Rizal
Ricardo Ledesma	2081 Donada Street, Pasay City
Cesar Lopez	46 Pili Avenue, Forbes Park, Makati Rizal

SIXTH: That the number of directors of said corporation shall be fifteen (15) (Amended on January 18, 2000) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows.

NAME	ADDRESS
Narciso Ramos	22 Solar Street, Bel-Air 3, Makati, Rizal
Jesus S. Cabarrus	11 Banaba Road, Forbes Park, Makati, Rizal
Dee K. Chiong	510 Buendia Avenue Ext., North Forbes, Makati, Rizal
Jacob E. Cabarrus	141 L. Gruet Street, San Juan, Rizal
Enrique Cheng	41 Narra Avenue, Forbes Park, Makati, Rizal
Jesus Cabarrus, Jr.	11 Banaba Road, Forbes Park, Makati, Rizal
Gilbert Dee	629 Calderon Street, Mandaluyong, Rizal
Ricardo Ledesma	2081 Donada Street, Pasay City
Cesar Lopez	46 Pili Avenue, Forbes Park, Makati Rizal

SEVENTH: That the capital stock of said Corporation is TWO BILLION SIX HUNDRED MILLION PESOS (₱2,600,000,000.00), Philippine currency, and said capital stock is divided into TWO BILLION SIX HUNDRED MILLION (2,600,000,000) common shares of the par value of ONE PESO (1.00) each share, all of the same class. (Amended on January 18, 2000; May 28, 2009)

EIGHT: That no stockholder of this Corporation shall have any pre-emptive or preferential right of subscription to any class of shares of stock of this Corporation or

to any obligation convertible into shares of stock issued or sold by the Corporation, whether to the present authorized capital stock issued or sold or any future increase thereof. Acceptance of shares of stock of this Corporation shall be a waiver of any such pre-emptive or preferential right to subscribe to any or all classes of stock of this Corporation out of its present or future authorized capital stock.

The foregoing conditions shall be printed on the stock certificates to be issued by the Corporation. (Amended on January 18, 2000)

NINTH: That no transfer of stock or interest in which the determination of the Corporation will reduce the percentage or ownership of Capital Stock of the Corporation by citizens of the Philippines below that required by the Constitution of the Republic of the Philippines or by other applicable laws in respect of the principal business of the Corporation, and this restriction shall be indicated in all certificates of stock of the Corporation.

TENTH: That the amount of capital stock which has been actually subscribed in EIGHTEEN MILLION PESOS (P18,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

NAMES	RESIDENCE	Number of Shares	Amount of Capital Stock Subscribed
Narciso Ramos	22 Solar Street, Bel-Air 3, Makati, Rizal	5,000,000	P50,000.00
Jesus S. Cabarrus	11 Banaba Road, Forbes Park, Makati, Rizal	270,000,000	P2,700,000.00
Dee K. Chiong	510 Buendia Avenue Ext., North Forbes, Makati, Rizal	270,000,000	P2,700,000.00
Jacob E. Cabarrus	141 L. Gruet Street, San Juan, Rizal	270,000,000	P2,700,000.00
Enrique Cheng	41 Narra Avenue, Forbes Park, Makati, Rizal	260,000,000	P2,600,000.00

Jesus Cabarrus, Jr.	11 Banaba Road, Forbes Park, Makati, Rizal	250,000,000	P2,500,000.00
Gilbert Dee	629 Calderon Street, Mandaluyong, Rizal	265,000,000	P2,650,000.00
Ricardo Ledesma	2081 Donada Street, Pasay City	110,000,000	P1,100,000.00
Cesar Lopez	46 Pili Avenue, Forbes Park, Makati Rizal	100,000,000	P1,000,000.00
		1,800,000,000	P18,000,000.00

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

NAMES	RESIDENCE	Amount Paid on Subscription
Narciso Ramos	22 Solar Street, Bel-Air 3, Makati, Rizal	P15,000.00
Jesus S. Cabarrus	11 Banaba Road, Forbes Park, Makati, Rizal	P810,000.00
Dee K. Chiong	510 Buendia Avenue Ext., North Forbes, Makati, Rizal	P810,000.00
Jacob E. Cabarrus	141 L. Gruet Street, San Juan, Rizal	P810,000.00
Enrique Cheng	41 Narra Avenue, Forbes Park, Makati, Rizal	P780,000.00
Jesus Cabarrus, Jr.	11 Banaba Road, Forbes Park, Makati, Rizal	P750,000.00
Gilbert Dee	629 Calderon Street, Mandaluyong, Rizal	P795,000.00
Ricardo Ledesma	2081 Donada Street, Pasay City	P330,000.00
Cesar Lopez	46 Pili Avenue, Forbes Park, Makati Rizal	P300,000.00
		P5,400,000.00

TWELFTH: That DEE K. CHIONG has been elected by the subscribers as Treasurer of the corporation to act such until his successor is duly elected and qualified in accordance with the By-laws, and that as such Treasurer, he has been authorized to

receive for the corporation and receipt in its name for all subscription paid in by the subscribers.

IN WITNESS WHEREOF, we have hereto set our hands this 1st day of August, 1969, in the Municipality of Makati, Province of Rizal, Philippines.

(Original Signed)
NARCISO RAMOS

(Original Signed)
JESUS S. CABARRUS

(Original Signed)
DEE K. CHION

(Original Signed)
JACOB E. CABARRUS

(Original Signed)
ENRIQUE CHENG

(Original Signed)
JESUS CABARRUS, JR.

(Original Signed)
GILBERT DEE

(Original Signed)
RICARDO LEDESMA

(Original Signed)
CESAR LOPEZ

SIGNED IN THE PRESENCE OF:

(Original Signed)
WITNESS

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

BEFORE ME, the undersigned Notary Public in and for the City of Manila, Philippines, this 1st day of August 1969, personally appeared the following persons with their Residence Certificates as follows:

NAME	Residence Certificate No.	Date & Place Issued
Narciso Ramos	A-169619	Jan. 10, 1969 – Makati Rizal
Jesus C. Cabarrus	A-53300	Jan. 3, 1969 – Manila
Dee K. Chiong	A-7411	Jan. 2, 1969 – Manila
Jacob E. Cabarrus	A-53200	Jan. 3, 1969 – Manila
Enrique Cheng	A-1074032	Jan. 24, 1969 – Cotabato City
Jesus Cabarrus	A-53299	Jan. 3, 1969 – Manila
Gilbert Dee	A-257503	Jan. 21, 1969 – Manila
Ricardo Ledesma	A-27551	Jan. 13, 1969 – Manila
Cesar Lopez	A-1809703	Apr. 15, 1969 – Cadiz City

known to me and to me known to be the same persons who executed and signed the foregoing Articles of Incorporation of the SOUTH SEAS OIL AND MINERAL EXPLORATION DEVELOPMENT CO., INC., and acknowledged to me that the same is their own free and voluntary act and deed.

Witness my hand and seal on the day and place first above written.

(SGD.) DIANA C. PERSEVERANDA
Notary Public
Until December 31, 1969

Doc No.459
Page No.79
Book No. I
Series of 1969.


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

SECRETARY'S CERTIFICATE

I, **RAYMUND S. AQUINO**, Filipino, of legal age, with office address at The Penthouse, Alphaland Southgate Tower, 2258 Chino Roces Ave., corner EDSA, Makati City, after having been sworn in accordance with law, do hereby depose and state:


1. I am the duly elected and qualified Assistant Corporate Secretary of PhilWeb Corporation (the "Corporation"), a corporation duly organized and existing under and by virtue of the Republic of the Philippines.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors, and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Makati City, 19th day of December 2014.

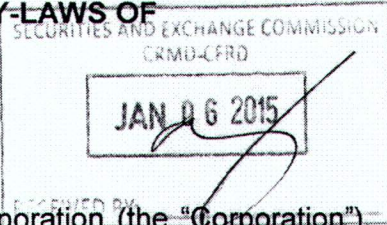

RAYMUND S. AQUINO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 19th day of December 2014 in the City of Makati, Philippines, affiant exhibiting to me his TIN 167-317-782.

Doc. No.: 305;
Page No.: 62;
Book No.: V;
Series of 2014.


CARLO ANTONIO A. BAUTISTA
Commission No. M-506
Notary Public for Makati City
Until December 31, 2014
The Penthouse, Alphaland
Southgate Tower, Makati City
Roll No. 59384
PTR No. 4255231; 01/27/14; Makati City
IBP No. 061319; 01/27/14; RSM
MCLE No. 14-0317297 / TIN No. 408-277-800

**CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION AND BY-LAWS OF
PHILWEB CORPORATION**



KNOW ALL MEN BY THESE PRESENTS:

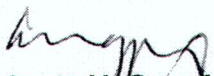
We, the stockholders and directors of PhilWeb Corporation (the "Corporation"), do hereby certify that the attached documents are true and correct copies of the Amended Articles of Incorporation and Amended By-laws of the Corporation.

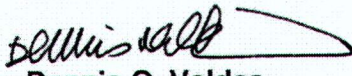
The amendment is in the Third Article of the Articles of Incorporation, by changing the address of the Corporation from "the Municipality of Makati, Province of Rizal" to "The Penthouse, Alphaland Southgate Tower, 2258 Chino Roces Avenue, corner EDSA, Makati City".

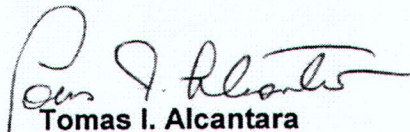
The amendment is in Section Eight, Article Three of the By-laws, by adding the following sentence at the end of said Section 8: "Directors may participate in board meetings by conference call."

We further certify that the said amendments were approved by the majority of the members of the Board of Directors of the Corporation and the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on 28 August 2014 at The City Club at Alphaland Makati Place, Ayala Avenue, Makati City.


In witness whereof, we have hereunto signed this Certificate this 3rd day of December 2014 in Makati City.

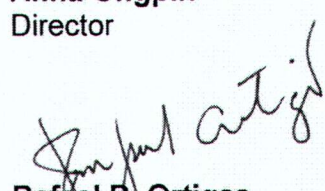

Roberto V. Ongpin
Director


Dennis O. Valdes
Director



Tomas I. Alcantara
Director


Mario A. Oreta
Director

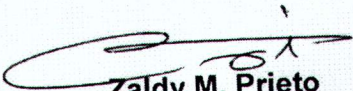

Anna Ongpin
Director


Rafael B. Ortigas
Director






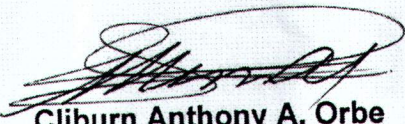
Rodolfo Ma. A. Ponferrada
Director/Corporate Secretary



Zaldy M. Prieto
Director



Edgar Briah K. Ng
Director

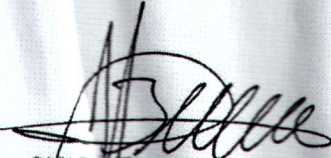


Cliburn Anthony A. Orbe
Director

SUBSCRIBED AND SWORN to before me this 3rd day of December 2014 in Makati City by the above-named persons who exhibited to me their TIN as follows:

Name	TIN
Roberto V. Ongpin	130-725-714
Mario A. Oreta	106-096-040
Dennis O. Valdes	141-808-056
Edgar Brian K. Ng	143-335-323
Anna Bettina Ongpin	440-293-686
Cliburn Anthony A. Orbe	180-004-166
Rafael B. Ortigas	190-639-264
Rodolfo Ma. A. Ponferrada	215-793-472
Zaldy M. Prieto	193-976-155
Tomas I. Alcantara	105-252-550

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CARLO ANTONIO A. BAUTISTA
Commission No. M-506
Notary Public for Makati City
Until December 31, 2014
The Penthouse, Alphaland
Southgate Tower, Makati City
Roll No. 59384


PTR No. 4255231; 01/27/14; Makati City
ISP No. 961319; 01/27/14; RSM
MCLE No. IV-CG-17797 / TIN No. 408-377-800



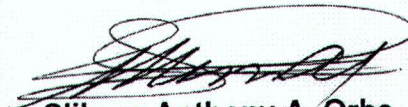
Rodolfo Ma. A. Ponferrada
Director/Corporate Secretary



Zaldy M. Prieto
Director



Edgar Brian K. Ng
Director




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