



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. 145490

CERTIFICATE OF FILING

OF

AMENDED ARTICLES OF INCORPORATION

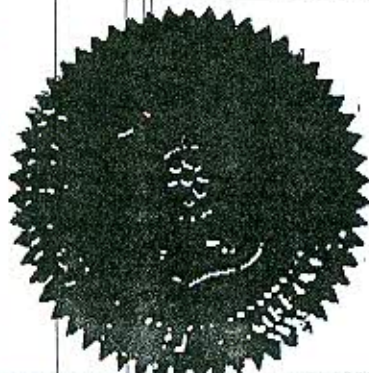
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

MUI RESOURCES PHILIPPINES, INC.
(Formerly: Shangri-la Properties, Inc.)
(Amending Articles I and II Primary Purpose
thereof)

copy annexed, adopted on April 6 19 95 by a
majority vote of the Board of Directors and 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 this Office on the 7th day of August nineteen hundred
and ninety-five pursuant to the provisions of Section 16 of the Corporation
Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached
to the other papers pertaining to said corporation

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this
Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 7th day
of August in the year of our Lord nineteen hundred and ninety-five



Sonia M. Ballo
SONIA M. BALLO
Director

Corporate and Legal Department



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FEDERICO G. NOEL, JR.
Corporate Secretary

AMENDED ARTICLES OF INCORPORATION
OF

CIRCULAR

P2: 53

MUI RESOURCES (PHILIPPINES), INC.

(Formerly "Shangri-La Properties, Inc.")

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

MUI RESOURCES (PHILIPPINES), INC.

(As amended by the Board of Directors and Shareholders
2 April 1995 and 19 May 1995 respectively)

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

PRIMARY PURPOSE

To acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold for investment or otherwise, real estate of all kinds, whether improve, manage or otherwise dispose of buildings, houses, apartments, and other structures of whatever kind, together with their appurtenances; and to erect, construct, maintain, improve, rebuild, enlarge, alter and administer buildings, condominium units, townhouses, machinery and plants, and all structures of any description on lands owned, held or leased by the corporation; to lease or sublet offices, stores, shops or other spaces in such building or buildings; and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey or otherwise alienate or dispose of any of its properties and any interest or right therein; to enter into and establish

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FEDERICO G. NOEL, JR.
Corporate Secretary

joint ventures or partnerships, or to make investments in or otherwise acquire interest in businesses engaged in the fields of trading, agriculture, aqua culture, construction, infrastructure development including energy related and water related projects, transportation and manufacture of goods including but not limited to, food, cement, building materials, machinery and equipment and other products subject to such limitations as may be provided by law. (As amended by the Board of Directors and Shareholders on 6 April 1995 and 19 May 1995 respectively).

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, 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 evidences 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 evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lieu upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the moneys 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, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise;

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FEDERICO G. NOEL, JR.
Corporate Secretary

5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, 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 or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one or more 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; and

9. To conduct and transact any and all lawful business, 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.

PROVIDED, That investment for any purpose other than the primary purpose for which the corporation was organized as stated in the Primary Purpose hereof shall require the approval of shareholders. [As amended on November 10, 1987.]

[Handwritten signature]
1987

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 said corporation is to exist is fifty (50) years from and after the date of incorporation.

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
GERARDO D. LANUZA	Spanish	125 Pioneer St., Mandaluyong
BENJAMIN C. RAMOS	Filipino	125 Pioneer St., Mandaluyong
AUGUSTO B. SUNICO	Filipino	125 Pioneer St., Mandaluyong
ALMARIO Z. BALCE	Filipino	125 Pioneer St., Mandaluyong
JOSELITO L. SANTOS	Filipino	125 Pioneer St., Mandaluyong

SIXTH: That the number of directors of said corporation shall be ten (10) [As amended on Nov. 10, 1987] and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
GERARDO D. LANUZA	Spanish	125 Pioneer St., Mandaluyong
BENJAMIN C. RAMOS	Filipino	125 Pioneer St., Mandaluyong
AUGUSTO B. SUNICO	Filipino	125 Pioneer St., Mandaluyong
ALMARIO Z. BALCE	Filipino	125 Pioneer St., Mandaluyong
JOSELITO L. SANTOS	Filipino	125 Pioneer St., Mandaluyong

SEVENTH: That the authorized capital stock of said corporation is Two Billion Fifty Million Pesos (₱2,050,000,000.00), Philippine Currency, and said capital stock is divided into Two Billion Fifty Million



(2,050,000.000.00) shares with a par value of One Peso (P1.00) each. [As amended by majority vote of the Board of Directors and Shareholders representing at least two thirds of the outstanding capital stock on 4 July 1994 and 12 August 1994 respectively).

EIGHT: That the amount of said capital stock which has been actually subscribed is Five Hundred Thousand Pesos (P500,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Nationality</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
GERARDO O. LANUZA	Spanish	200,000	P200,000.00
BENJAMIN C. RAMOS	Filipino	150,000	150,000.00
AUGUSTO B. SUNICO	Filipino	149,800	149,800.00
ALMARIO Z. BALCE	Filipino	100	100.00
JOSELITO L. SANTOS	Filipino	100	100.00

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:

<u>Name</u>	<u>Amount Paid</u>
GERARDO O. LANUZA	P200,000.00
BENJAMIN C. RAMOS	150,000.00
AUGUSTO B. SUNICO	149,800.00
ALMARIO Z. BALCE	100.00
JOSELITO L. SANTOS	100.00

	P500,000.00
	=====



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TENTH: (A) That no issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens shall be allowed or permitted to be recorded in the books of the Corporation.

(B) The foregoing limitation of this Article Tenth shall be printed on all certificates of stock of the corporation and no shares may be issued or transferred in the books of the corporation except in accordance with the terms and provisions thereof. [As amended on Nov. 10, 1987 and as further amended on 25 September 1990 and further amended on 23 November 1990];

ELEVENTH: That Augusto B. Sunico has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and shall have qualified in accordance with the By-laws; and that, as such Treasurer, he has been authorized to receive for the corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 19th day of October, 1987 at Mandaluyong, Metro Manila, Philippines.

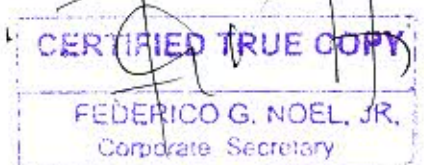
(SGD)
GERARDO O. LANUZA

(SGD)
BENJAMIN C. RAMOS

(SGD)
AUGUSTO B. SUNICO

(SGD)
ALMARIO Z. BALCE

(SGD)
JOSELITO L. SANTOS



Signed in the presence of:

(SGD)

(SGD)

ACKNOWLEDGEMENT

Republic of the Philippines)
Mandaluyong, Metro Manila) S.S.

BEFORE ME, a Notary Public in and for Mandaluyong, Metro Manila, Philippines, this 19th day of October, 1987 personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date/Place Issued</u>
GERARDO O. LANUZA	1928049F	1/20/87 - Makati
BENJAMIN C. RAMOS	3449486	1/07/87 - Makati
AUGUSTO B. SUNICO	1773401	3/18/87 - Mandaluyong
ALMARIO Z. BALCE	1346238	3/31/87 - Mandaluyong
JOSELITO L. SANTOS	6855101	1/27/87 - Quezon City

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

(SGD)

BIENVENIDO B. BUSTRIA
NOTARY PUBLIC

Until December 31, 1987

PRT NO. 046273 MAND.M.M. 1-15-87

Doc. No. 297;
Page No. 70;
Book No. II;
Series of 1987.

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FEDERICO G. NOEL, JR.

Notary Public