



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

Company Reg. No. 145490

**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

SHANG PROPERTIES, INC.
(Formerly: Edsa Properties Holdings, Inc.)
[Amending Articles I, VI and VII thereof]

copy annexed, adopted on May 22, 2007 by a majority vote of the Board of Directors and on June 28, 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 July, Two Thousand Seven.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



AMENDED
ARTICLES OF INCORPORATION
OF

SHANG PROPERTIES, INC.
(formerly known as EDSA PROPERTIES HOLDINGS INC.)

(As amended by majority vote of the Board of Directors and Shareholders representing at least 2/3 of the outstanding capital stock at the meetings held on 22 May 2007 and 28 June 2007, respectively)

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:

SHANG PROPERTIES, INC.

(As amended by majority vote of the Board of Directors and Shareholders representing at least 2/3 of the outstanding capital stock at the meetings held on 22 May 2007 and 28 June 2007, 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 joint ventures or partnerships, or to make investments in or otherwise acquire interest in businesses engaged in the fields of insurance or insurance brokering (*As amended by the Board of Directors and Stockholders on 15 March 1997 and 19 May 1997, respectively*) 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 levy 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;

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 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 Purposes hereof shall require the approval of shareholders. *(As amended on November 10, 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 O. 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 fifteen (15) *(As amended by majority vote of the Board of Directors and Shareholders representing at least 2/3 of the outstanding capital stock at the meetings held on 22 May 2007 and 28 June 2007, respectively)* 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 O. 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 Eight Billion Pesos (P8,000,000,000.00), Philippine Currency, and said capital stock is divided into Eight Billion (8,000,000,000) shares with a par value of One Peso (1.00) each. *(As amended by majority vote of the Board of Directors and Shareholders representing at least 2/3 of the outstanding capital stock at the meetings held on 22 May 2007 and 28 June 2007, respectively)*

No holder of shares of the Corporation shall have, as such holder, any preemptive right to acquire, purchase, or subscribe to any share of the capital stock

of the Corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation as originally filed, or by any amendment thereof, or out of the shares of the capital stock of the Corporation acquired by it after the issuance thereof.

(As amended by a majority vote of the Board of Directors and Shareholders representing at least 2/3 of the outstanding capital stock at separate meetings held on 25 July 2000 and 18 September 2000, respectively).

EIGHTH: 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

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 owned 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 November 10, 1987 and as further amended on 25 September 1990 and 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 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:

(Illegible) (Illegible)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MANDALUYONG, METRO MANILA) SS

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.

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

(SGD)
BIENVENIDO B. BAUTISTA
NOTARY PUBLIC
Until December 31, 1987
PTR NO. 046273 MAND. M.M. 1-15-87

DIRECTORS' CERTIFICATE OF AMENDMENT



KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being a majority of the members of the Board of Directors of **EDSA PROPERTIES HOLDINGS INC.**, a corporation duly organized and existing under and by virtue of Philippine laws, with principal offices at Level 5, Shangri-La Plaza Mall, EDSA cor. Shaw Boulevard, Mandaluyong City, Metro Manila (the "Corporation"), and the Chairman and Secretary of the Special Meeting of the Board of Directors (the "Board") held on *22 May 2007* and of the Annual Meeting of the Stockholders of the Corporation held on *28 June 2007*, do hereby certify that:

1. At the aforesaid Special Meeting of the Board, the Board unanimously approved the amendment of the Corporation's *Articles of Incorporation and By-Laws* and in furtherance thereof, unanimously adopted the following resolutions:
 - a. "RESOLVED, that the Board of Directors approve, as it hereby approves, subject to the approval and ratification of the same by the stockholders of the Corporation in a meeting duly called for such purpose and of the Securities and Exchange Commission (the "SEC"), the amendment of ARTICLE FIRST of the Corporation's Articles of Incorporation by changing the name of the Corporation from "EDSA PROPERTIES HOLDINGS INC." to "SHANG PROPERTIES, INC.", or such other names as the SEC may hereafter approve, so that, as amended, ARTICLE FIRST shall read:

"FIRST: That the name of said Corporation shall be:

SHANG PROPERTIES, INC."

- b. "RESOLVED, that the Board of Directors approve, as it hereby approves, subject to the approval and ratification of the same by the stockholders of the Corporation in a meeting duly called for such purpose and of the Securities and Exchange Commission (the "SEC"), the amendment of ARTICLE SIXTH of the Corporation's Articles of Incorporation, increasing the number of directors of the Corporation from eleven (11) to fifteen (15) so that, as amended, ARTICLE SIXTH shall read:




"SIXTH: That the number of directors of said Corporation shall be fifteen (15) xxx."

- c. "RESOLVED, that the Board of Directors approve, as it hereby approves, subject to the approval and ratification of the same by the stockholders of the Corporation in a meeting duly called for such purpose and of the Securities and Exchange Commission (the "SEC"), the amendment of ARTICLE SEVENTH of the Corporation's Articles of Incorporation, increasing the Corporation's Authorized Capital Stock from Philippine Pesos Six Billion (P6,000,000,000.00) divided into Six Billion (6,000,000,000) shares with Pesos One (P1.00) par value per share, to Philippine Pesos Eight Billion (P8,000,000,000.00) divided into Eight Billion (8,000,000,000) shares at Pesos One (P1.00) par value per share so that, as amended, Article Seventh shall read:

"SEVENTH: That the authorized capital stock of the said corporation is Eight Billion Pesos (P8,000,000,000.00) Philippine currency, and said capital stock is divided into Eight Billion (8,000,000,000) shares with a par value of One Peso (P1.00) each.

"RESOLVED, further, that out of the increase in the Corporation's Authorized Capital Stock as approved herein, Five Hundred Forty Eight Million Eight Hundred Thirty Six Thousand Three Hundred Seventy (548,836,370) new common shares shall be subscribed and paid by shareholders of Kuok Philippine Properties Inc., through a merger, with the net assets of Kuok Philippines Properties, Inc. as of 31 March 2007 under the terms and conditions set forth in a resolution separately passed and approved by this Board.

- d. "RESOLVED, that the Board of Directors approve, as it hereby approves, subject to the approval and ratification of the same by the stockholders of the Corporation in a meeting duly called for such purpose and of the Securities and Exchange Commission (the "SEC"), the amendment of the title of the Corporation's By-Laws, such that as amended, the title of the By-Laws shall be SHANG PROPERTIES, INC. (formerly EDSA PROPERTIES HOLDINGS INC., formerly, MUI RESOURCES PHILIPPINES, INC.).



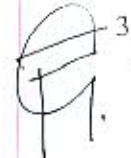
- e. "RESOLVED, that the Board of Directors approve, as it hereby approves, subject to the approval and ratification of the same by the stockholders of the Corporation in a meeting duly called for such purpose and of the Securities and Exchange Commission (the "SEC"), the amendment of ARTICLE X, Section 1 of the Corporation's By-Laws, such that as amended, ARTICLE X, Section 1 of the By-Laws of the Corporation shall read as follows:

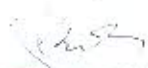
"Section 1. Form and Inscriptions - The corporate seal consists of two concentric circles within shall be inscribed:


SHANG PROPERTIES, INC."

- f. "RESOLVED, finally, that the President of the Corporation, ATTY. JUAN ANDRES D. BAUTISTA and/or the Corporate Secretary, ATTY. FEDERICO G. NOEL, JR., be as they are hereby authorized, to represent the Corporation before the Securities and Exchange Commission ("SEC") for the purpose of obtaining the SEC's approval of the amendment of the Corporation's Articles of Incorporation and By-Laws to reflect the amendments approved, and to sign, execute and deliver, for and on behalf of the Corporation, any and all instruments and documents as may be necessary to effect the foregoing authority."
2. At the aforesaid Annual Meeting of the stockholders of the Corporation, the stockholders present thereat in person or by proxy, representing at least two thirds (2/3) of the issued and outstanding capital stock of the Corporation, approved, ratified, and adopted *in toto* the aforequoted resolutions of the Board.
3. The attached Amended Articles of Incorporation and Amended By-Laws are the true and correct copy of the Articles of Incorporation and By-Laws of the Corporation, as amended.

IN WITNESS WHEREOF, we have signed this DIRECTORS' CERTIFICATE this ____ day of _____ 2007 at Mandaluyong City, Metro Manila.




EDWARD KUOK KHOON LOONG
Passport No. 8620248 (12.06.2004/
Hong Kong/12.06.2009)



JUAN ANDRES D. BAUTISTA
TIN 107-267-852


ALFREDO C. RAMOS
TIN 132-017-513


MAUREEN ALEXANDRA S.
RAMOS
TIN 125-496-740


AUGUSTO B. SUNICO
TIN 100-717-372

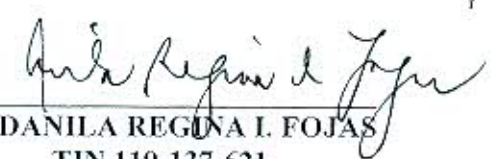
LOUIS WONG
Passport No. 704074636
(12.27.2001/United
Kingdom/12.27.2011)


CYNTHIA R. DEL CASTILLO
TIN 107-270-295



VICENTE P. FORMOSO
TIN 120-532-459


KIN SUN NG ANDREW
TIN 202-526-131


FEDERICO G. NOEL, JR.
TIN 137-016-802


DANILA REGINA I. FOJAS
TIN 119-137-621

ATTEST:


FEDERICO G. NOEL, JR.
Corporate Secretary / Secretary of the Annual Meeting of the Stockholders

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES } ss

BEFORE ME, a Notary Public for and in _____, this _____ day of _____ 2007, personally appeared the following:

Name	Passport No.	Date/Place issued/Expiry
Edward Kuok Khoon Loong	8620248	12.06.2004/HK/12.06.2009
Juan Andres D. Bautista	ZZ113673	11.03.2003/Manila/11.03.2008
Cynthia R. Del Castillo	ZZ149858	10.14.2005/Manila/10.14.2010
Danila Regina I. Fojas	UU0913409	03.15.2007/Manila/03.15.2012
Vicente P. Formoso	PP0627212	01.11.20005/Manila/01.11.2010
Kin Sun Ng Andrew	790116899	06.28.2004/HK/06.28.2014
Federico G. Noel, Jr.	MM459080	01.27.2004/Manila/01.27.2009

each having proven to me his/her identity through the documents above described, and known to me to be the same persons who executed the foregoing Contract and they acknowledged to me that the same is their free and voluntary act and deed.

The foregoing Director's Certificate of Increase in the Authorized Capital Stock consists of 4 pages including the page on which this acknowledgment is written, and is signed by the parties and their instrumental witnesses on each and every page hereof.



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

NOTARY PUBLIC

Doc No. 146 :
Page No. 31 :
Book No. 1 :
Series of 2007


ANNE SHARLYNE M. GOBOY
NOTARY PUBLIC FOR AND IN THE CITY OF PASIG
APPOINTMENT NO. 151 (2006-2007)
COMMISSION EXPIRES ON DECEMBER 31, 2007
16th FLOOR STRATA 2000 BUILDING,
F. ORTIGAS JR. ROAD (formerly EMERALD AVENUE)
ORTIGAS CENTER PASIG CITY 1600
PTR 3648492, 01-11-07, PASIG CITY
IBP 702186, 01-11-07, RIZAL
TIN 238-608-662
ROLL NO. 51905, APRIL 2006

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