0004-40621-000

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

Company Reg. No. 40621

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Amended By-Laws of

APEX MINING COMPANY INC.

copy annexed, adopted on May 17, 2010 by majority vote of the Board of Directors and on July 09, 2010 by the vote of the stockholders owning or representing more than two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

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 23rd ~~day~~ of July, Twenty Ten.

BENITO A. CATARAN
Director
Company Registration and Monitoring Department

EV/nelly

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Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, 1554

PAYMENT ASSESSMENT FORM

No. 07192010-566530

DATE	RESPONSIBILITY CENTER (DEPARTMENT)
07/19/2010	CRMD

PAYOR: APEX MINING COMPANY,INC.
PASIG CITY

NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT
LRF (A0823)	131	20.00
AMENDED ARTICLES	606	500.00
AMENDED BY LAWS	606	500.00
TOTAL AMOUNT TO BE PAID		Php 1,020.00

Assessed by:
BLESS

OR# 0445491 Jul 20, 2010 10:55AM SEC No: null
PHP 1,020.00**********

Machine Validation:
AAI 20100721-20
ABL 20100721-22

For Cert
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AMENDED BY-LAWS
OF
APEX MINING CO., INC.

ARTICLE I - Office

The principal office of the corporation shall be in Metro Manila, Philippines. The corporation may also have branch offices at such other places as the Board of Directors may from time to time appoint, or the business of the corporation may require. (As amended on April 14, 1974, further amended on May 21, 2001 by the Board of Directors and June 27, 2001 by the stockholders).

ARTICLE II - Stockholders' Meeting

(1) ALL MEETINGS OF STOCKHOLDERS shall be held at the principal office of the corporation, or in such other place within the municipality of the principal office as may be determined from time to time by the Board of Directors, and the place at which such meeting may be held shall be stated in the notice and call of the meeting. (As amended on April 15, 1974).

(2) ANNUAL MEETING of the stockholders of the corporation for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held on the last business day of June of each year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a holiday. If the annual meeting of the stockholders be not held as prescribed, the election of directors may be held at any meeting thereafter called, pursuant to these by-laws. No notice of the meeting need be published in any newspaper. (As amended on April 15, 1974, further amended on February 28, 1983, further amended on May 21, 2001 by the Board of Directors and on June 27, 2001 by the stockholders, further amended on July 9, 2010).

(3) SPECIAL MEETINGS OF THE STOCKHOLDERS, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, or in his absence by the Executive Vice-President, or by a majority of the Board of Directors. (As amended on April 15, 1974).

BUSINESS TRANSACTED at all special meetings shall be confined to the object stated in the call. Business other than that stated in the call may, however, be transacted provided that all stockholders present or represented in said meeting shall so decide.

(4) NOTICE OF THE TIME and place of any meeting of the stockholders shall be given by mailing written or printed notice of the same, at least fifteen (15) days prior to the meeting with postage pre-paid to each stockholder of record of the corporation entitled to vote at such meeting, and addressed to the stockholders' last known post office address or to the address appearing on the corporate books of the corporation. (As amended on August 27, 1997).

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(5) A QUORUM in any annual or special meeting of the stockholders shall consist of stockholders representing either in person or by proxy, a majority of the subscribed capital stock of the corporation, entitled to vote at such meeting except as otherwise specially provided by law or in the Articles of Incorporation. In the absence of a quorum, the stockholders attending or represented at the time and place at which such meeting shall have been called, or to which it may have been adjourned, or any officer entitled to preside at such meeting or to act as Secretary thereof, may adjourn such meeting for a period not exceeding thirty (30) days. (As amended on April 15, 1974)

(6) VOTING - At every meeting of the stockholders of the Company, every stockholder entitled to vote shall be entitled to one vote for each share of stock standing in his name on the books of the Company. Provided, however, that in case of the election of directors every stockholder entitled shall be entitled to cumulate his votes in accordance with the provisions of law in such case made and provided.

PROXY: Stockholders may vote at all meetings in person or by proxy duly given in writing and presented to the Secretary for validation/recording and/or inspection, as the case may be, at least three (3) calendar days before the scheduled date of the meeting. The form, use, solicitation and other data required for a valid proxy shall be governed by the Proxy Rule as implemented by the Securities and Exchange Commission. (As amended on August 27, 1997).

Except where the transfer books of the Corporation shall have been closed or a date shall have been fixed as the record date by the Board of Directors for the determination of each stockholder entitled to vote, no share of stock shall be voted in any annual meeting which shall have been transferred on the books of the corporation, within thirty (30) days next preceding such annual meeting. The voting at the election of directors shall be in ballot form. (As amended on April I5, 1994)

(7) COMMITTEEE OF INSPECTORS: A Committee of Inspectors composed of three (3) members namely:

a. The Corporate Secretary or his official representative
b. The official representative of the External Auditor of the company; and
c. The official representative of the Stock and Transfer Agent of the company;

shall act as Election Inspectors in all stockholders' meetings and shall have the power to rule on all issues pertaining to the election of directors, validity of proxies or voting of shares. The affirmative vote of at least two (2) members shall be a valid act of said committee. (As amended on August 27, 1997)

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ARTICLE III - Board of Directors

(1) The MANAGEMENT of all the affairs, property and business of the corporation shall be vested in the Board of Directors, who shall exercise all such powers of the corporation and do such lawful things are not by statute or by the Articles of Incorporation or by these By-Laws or required to be exercised or done by the stockholders.

(2) The NUMBER OF DIRECTORS shall be seven (7) who shall be elected by the stockholders at their meeting to serve for a term of one (I) year and until the election and qualification of their successors. (Amended on July 9, 2010).

The corporation shall have two (2) independent directors who shall be nominated and elected in accordance with the procedures for the nomination and election of independent directors under Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code. (Amended on July 9, 2010).

(3) ALL VACANCIES in the Board of Directors, whether caused by resignation, removal, death or otherwise, may be filled by the remaining directors constituting a quorum attending a stated or special meeting called for that purpose. In case of vacancy in the Board, the remaining directors shall continue to act and shall forthwith fill the vacancies or call a special meeting of the stockholders entitled to vote for that purpose. A director thus elected to fill a vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified.

(4) REGULAR MEETING of the Board of Directors may be held without notice at the office of the corporation on the last Wednesday of each month, or at such other place and time within or without the Philippines as the Board of Directors may from time to time designate.

(5) SPECIAL MEETING of the Board of Directors may be called at any time by the President or in his absence by the Executive Vice President.

(6) NOTICE of all special meetings of the Baud of Directors shall be given to each director by two (2) days service of the same, personally or in writing.

(7) A MAJORITY of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of business.

(8) NO SALARY shall be paid the directors, as such, for their services, but by resolution of the stockholders. A fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, nothing herein contained shall be considered to preclude any director from servicing the corporation in any other capacity and receiving compensation thereafter.

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(9) COMMITTEES - The Board of Directors, by a vote of the majority of the whole Board, may appoint from the directors or officers such committees as they may deem judicious, and to such extent as it provided by resolution may delegate to such committees all or any other the powers of the Board of Directors which may be lawfully delegated, and such committees shall have and thereupon may exercise all or

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any of the powers so delegated to them.

The Board of Directors may also appoint such person or persons as they may see fit to act as an advisory committee at any particular office of the corporation. (As amended on April 15, 1974).

ARTICLE IV – Executive Officers of the Company

(1) EXECUTIVE OFFICERS - The executive officers of the Company shall be a Chairman of the Board, a Vice-Chairman and a President, all of whom shall be members of the Board of Directors, Executive Vice-President, one or more Vice-Presidents, a Treasurer, a Secretary, an assistant treasurer and an assistant secretary, none of whom need be members of the Board of Directors, and all of whom shall be elected and appointed by the Board of Directors. (As amended on April 15, 1974)

(2) THE OFFICERS OF THE CORPORATION shall hold office until successors are chosen and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors. (Formerly Section 9)

(3) AGENTS AND EMPLOYEES - The Board of Directors may also appoint agents and employees of the company as may be deemed proper, and may authorize any officer to appoint and remove agents or employees. Each of such agents and employees shall hold office during the pleasure of the board of directors, or his superior officer,subject, however, to any special agreement as to length of time or service. (As amended on April 15, 1974)

(4) The CHAIRMAN OF THE BOARD OF DIRECTORS shall preside at all meetings of the Board of Directors. He shall exercise such powers as may be enforced upon him by the Board of Directors. (Formerly Sec. 2)

(5) The VICE-CHAIRMAN OF THE BOARD OF DIRECTORS shall be vested with the powers and authorities to perform all of the functions and duties of the Chairman of the Board during the absence for any cause of the latter. (As amended on April 15, 1974)

(6) The PRESIDENT shall be the Chief Executive Officer of the company. In addition to such duties as may be imposed upon him by the board of directors he shall act as chairman at and call to order all meetings of the stockholders of the Company. Subject to the supervision and control of the board of directors, the President shall have general management and supervision of the business affairs and property of the Company; he shall have the power to enter into contracts and arrangements for and in behalf of the Company and to employ, appoint and remove officers, agents and employees of the Company. He shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall submit to the stockholders at each annual meeting, a complete report of the activities of the Company for the preceding year, and the state of its affairs, and he shall from time to time report to the Board of Directors all matters within his knowledge which

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the interest of the company may require to be brought to their notice. He shall do and perform such other duties as from time to time may be assigned to him by the Board of Directors. (As amended on April 15, 1974)

(7) The EXECUTIVE VICE PRESIDENT, the VICE-PRESIDENT or VICE-PRESIDENTS, in case the board of directors shall provide that there shall be more than one vice-president, shall have such powers and perform such duties as the board of directors may from time to time prescribe, and perform such other duties as may be prescribed by these by-laws. In case of the absence or inability to act of the president, the Executive Vice-President shall have the powers and discharge the duties of the President, Executive Vice-President and prior elective Vice Presidents in the event of the absence or inability of all of them to act as President. (As amended on April 15, 1974)

(8) The TREASURER shall keep regular books of accounts, pertaining to the revenues and disbursements of the corporation, taking proper vouchers for such disbursements and shall render to the Board of Directors from time to time as may be required of him an account of all his transactions as Treasurer and of the financial conditions of the corporation. He shall perform all duties incident to his officer or that are properly required of him by the Board of Directors. (Formerly Section 6)

(9) The SECRETARY who must be a resident and citizen of the Philippines shall issue notices of all meetings, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such report and perform such other duties as are incident to this office or are properly required of him by the Board of Directors. (Formerly Sec. 5)

(10) The ASSISTANT TREASURER shall be vested with the powers and authorities to perform all of the functions and duties of the Treasurer during the absence for any causes of the latter. (As amended on April 15, 1974)

(11) The ASSISTANT SECRETARY shall be vested with the powers and authorities to perform all of the functions and duties of the Secretary during the absence for any cause of the latter. (As amended on April 15, 1974).

(12) The COMPENSATION of the officers and employees of the corporation shall be fixed and determined by the Board of Directors.

ARTICLE V – Stock

(1) CERTIFICATES OF STOCK shall be issued in numerical order, and such stockholder shall be entitled to a certificate for fully paid shares signed by the President or Vice-President, countersigned by the Secretary, and sealed with the seal of the corporation, certifying to the number of shares owned by him. Any or all of the aforesaid officers' signature may be by facsimile signature. (As amended on April 15, 1974).

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(2) STOCK AND TRANSFER BOOKS - There shall be kept by the Secretary of the Company a book to be known as the stock and transfer book containing the names, alphabetically arranged, of the stockholders of the company showing their places and residence, the number of shares of stock held by them respectively and the time when they respectively became the owners thereof and the amounts paid thereof, as well as other entries required by law.

Transfers of stock shall be made only on the transfer books of the Company by the holder in person or by his duly authorized attorney on surrender of the certificate or certificates representing the stock to be transferred. Every power of attorney or authority to transfer stock shall be in writing duly executed and filed with the Company.

The Board of Directors may appoint at its discretion some suitable company or corporation to act as transfer agents to facilitate transfers by stockholders under such regulations as the Board of Directors from time to time may prescribe and agree with the said company or corporation. The transfer agent may use a checksigner or similar machine to reproduce a facsimile signature of its officer in countersigning and validating stock certificate, provided that the transfer agent shall assume full responsibility for the validity of any stock certificates issued, cancelled or transferred bearing the impresssion of such checksigner.

The stock and transfer book shall be kept open during reasonable hours of each business day for the inspection of any stockholders of the company. (As amended on April 15, 1974).

(3) IN CASE OF LOSS OR DESTRUCTION of any certificate of stock, another may be issued in its place upon proof of such loss or destruction and upon giving satisfactory bond of indemnity to the corporation and/or the transfer agent and registrar of stocks, in such sum as the Board of Directors may provide and upon compliance with the requirements of R.A. 201.

(4) REGULATIONS - The Board of Directors shall have power and authority to make all such rules and regulations as it may deem expedient concerning the issue, transfer, conversion and registration of certificates for shares of the capital stock of the corporation, not inconsistent with the laws of the Republic of the Philippines.

(5) STOCK SUBSCRIPTION - INTEREST - No interest shall be charged on stock subscriptions to the capital stock of the corporation or any increase thereof.

ARTICLE VI - Dividends and Finance

(1) DIVIDENDS may be declared by the Board of Directors and paid out of the annual net profits of the .corporation or out of its assets in excess of its capital and liabilities subject to the conditions and limitations imposed by law. The company will

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every year, give a bonus of five percent (5%) of the net profit before tax and that 40% thereof be given as bonus to be equally distributed to the directors and 60% thereof to be given to the officers and staff members. (As amended in the Special Stockholders' Meeting of February 28, 1980).

(2) THE MONEY of the corporation shall be deposited in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check signed by person(s) designated by resolution of the Board of Directors.

(3) The FISCAL YEAR of the corporation shall start on January 1st and shall end on December 31st of every year.

ARTICLE VII – Seal

(1) The CORPORATE SEAL of the corporation shall consist of the two concentric circles, between which shall be the name of the corporation, and in the center shall be inscribed the year of its incorporation and the words "Republic of the Philippines."

ARTICLE VIII - Amendments

(1) AMENDMENTS, REPEALS OR ALTERATIONS of these by-laws may be made by the stockholders owning a majority of the subscribed capital stock or by the Board of Directors when so authorized by the stockholders owning two-third of the subsribed capital stock at any regular or special meeting called for the purpose.

The foregoing by-laws were approved unanimously by the undersigned, representing all the subscribed capital stock of the corporation, at the first meeting of the stockholders of the said corporation held this 4th day of March 1970 at Makati, Rizal, Philippines.

IN WITNESS WHEREOF, we have signed these presents at Pasig, Rizal, Philippines on the date and place above stated.

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(SGD) FRANCISCO DE ASIS

(SGD) FERNANDO A. MUNIZ

(SGD) ANTONIO OLBES

(SGD) L E O C A D I O DE ASIS

(SGD) P O T E N C I A N O ILUSORIO

(SGD) MARTIN C. PORTER

(SGD) RAFAEL ORTIGAS, JR.

(SGD) JOSE MARIA OLBES

(SGD) PLACIDO ADAD

(SGD) GEORGE T. SCHOLEY

SIGNED IN THE PRESENCE OF:

(SGD) ORLANDO L. SALVADOR

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SUBSCRIBED AND SWORN to before me this 13th day of September 2001, affiants exhibiting to me their respective Community Tax Certificates:

NAME	CTC NO.	ISSUED AT / ON
RA YMUND B. PUYAT	04169690	Makati City/2-22-0 1
ERIC R. TAGLE	04213506	Makati City/3-28-01
FELICIANO L. DELA CRUZ	04169689	Makati City/2-02-01
LUIS B. PUYAT	04092593	Makati City/1-01-01
DAVID B. PUYAT	04147148	Makati City/2'11-01
URIEL S. BALBOA	04170333	Makati City/2-23.-01
BENEDICTO T. JALANDOON	05707425	Davao City/1-07-00
RODRIGO C. REYES	4594869	Caloocan City/1-30-01
CLARENCE D. GUERRERO	04097992	Makati City/1-10-01
EMILIO A. ASTOM	17444217	Pagsanjan, Laguna/l-08-01
LEONARDO S. GAYAO	05948644	Quezon City/1-08-01

(Sgd.) MIGNON L. BRAGAIS
Notary Public
Until December 31, 2002
PTR # 7767750
JAN. 24, 2001 MAKATI CITY

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Page No. 16;
Book No. IX;
Series of 2001.

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DIRECTORS' CERTIFICATE OF AMENDMENT

OF THE

ARTICLES OF INCORPORATION AND BY-LAWS OF APEX MINING COMPANY, INC.

We, the undersigned, being the Chairman, Secretary and majority of the members of the Board of Directors of APEX MINING COMPANY, INC., hereby certify that at the Special Meeting of the Board of Directors on 17 May 2010 at 17F Prestige Tower Cond., F. Ortigas Jr. Road, Ortigas Center, Pasig City and at the Annual Meeting of the Stockholders of the Corporation held on 9 July 2010 at La Colina Room, Valle Verde Country Club, Pasig City (the "Meeting"), the following resolutions were unanimously adopted and approved:

"**RESOLVED,** that the Articles of Incorporation and By-Laws of Apex Mining Company, Inc. (the "Corporation") be as they hereby are amended for the purpose of:

1. changing the date of the annual stockholders' meeting to the last business day of June of each year;

2. reducing the number of directors from eleven (11) to seven (7);

3. adopting the procedure for the nomination and election of independent directors under Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code; and

4. denying stockholders' pre-emptive rights to any issue or disposition of any share of any class of the corporation;

"**RESOLVED FURTHER,** that Article II, Section 2 of the Amended By-Laws be amended to read as follows:

xxx xxx xxx

(2) ANNUAL MEETING of the stockholders of the corporation for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held on the last business day of June of each year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a holiday. If the annual meeting of the stockholders be not held as prescribed, the election of directors may be held at any meeting thereafter called, pursuant to these by-laws. No notice of the meeting need be published in any newspaper.

"**RESOLVED FURTHER,** that Article Sixth of the Amended Articles of Incorporation and Article III, Section 2 of Amended By-Laws be amended to read as follows:

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Articles of Incorporation

SIXTH: The number of directors of said corporation shall be seven (7), two (2) of whom shall be independent directors, and the names 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:

xxx xxx xxx

By-Laws

xxx xxx xxx

(2) The NUMBER OF DIRECTORS shall be seven (7) who shall be elected by the stockholders at their meeting to serve for a term of one (1) year and until the election and qualification of their successors.

The corporation shall have three (3) independent directors who shall be nominated and elected in accordance with the procedures for the nomination and election of independent directors under Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code.

"**RESOLVED FURTHER,** that Article Seventh Part 2 of the Amended Articles of Incorporation be amended to read as follows:

SEVENTH Part 2: All of the shares of the capital stocks of the corporation shall be common shares, all with the same rights and privileges except that the common shares of the common stock shall be divided into TWO (2) classes with their respective restrictions as follows:

xxx xxx xxx

No shareholder of any class of shares shall have or otherwise be entitled to any pre-emptive right to subscribe to, purchase or receive any class of shares of the Corporation, or part thereof, whether issued from its unissued capital, future increases in capital stock or its treasury stock. Any such shares may at any time be issued, sold or disposed of by the Corporation pursuant to the resolution of its Board of Directors, to such persons and upon such terms as the Board of Directors may deem proper, without first offering such shares to existing stockholders.

"**RESOLVED FINALLY,** that the Corporation be, and it is hereby, authorized to file an application with the Securities and Exchange Commission for the approval of the foregoing amendments to the Articles of Incorporation and By-Laws of the Corporation."

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We certify that the aforesaid resolutions were approved at the Meeting by the vote of at least a majority of all the members of the Board of Directors and by the Stockholders present, in person or by proxy, owning more than two-thirds (2/3) of the outstanding capital stock of the Corporation. As such, requirements under the Corporation Code of the Philippines have been complied with.

We further certify that the attached is the true and correct copy of the Articles of Incorporation and By-Laws, as amended at the Meeting.

IN WITNESS WHEREOF, we have hereunto affixed our signatures on 9 July 2010 at Pasig City, Metro Manila.

COLIN D. PATTERSON Chairman of the Meeting/Director TIN No. 284-367-770	PEREGRINO S. RESABAL Director TIN No. 123-291-919
DEOGRACIAS G. CONTRERAS, JR. Director TIN No. 102-117-080	ARMANDO CASTAÑOS Director TIN No. 100-741-373
BAIVERTH DIABO Director TIN No. 155-722-787	RODOLFO CRUZ Director TIN No. 189-154-285
RORY TAYLOR Director TIN No.	

Attest:

ROSANNA A. PARICA
Corporate Secretary
TIN No. 119-040-615

Date: 2-2-2011 Time: 1:58:1 PM

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ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MANILA, METRO MANILA) S.S.

BEFORE ME, a Notary Public in and for the City of MANILA, this JUL 0 9 2010 day of _____ 2010, personally appeared the following persons who have satisfactorily proven to me their identities through their respective identification documents described below:

Name	Type of Identification/ Identification Number	Expiry Date/ Valid Until	Issue At
1. COLIN PATTERSON	TIN 283-367-770		
2. PERI RESABAL	TIN 123-291-919		
3. DEO CONTRERAS,JR.	TIN 102-117-080		
4. ARMANDO CASTAÑOS	TIN 100-741-373		
5. BAIVERTH DIABO	TIN 155-722-787		
6. RODOLFO CRUZ	TIN 189-154-285		

that they are the same persons who executed and voluntarily signed the foregoing Directors' Certificate of Amendment, which they acknowledged before me as their free and voluntary act and deed.

The foregoing Directors' Certificate of Amendment consisting of _____ pages including the page on which this Acknowledgment is written, has been signed on the left margin of each and every page by the parties and the witnesses.

WITNESS MY HAND AND SEAL, this ____ day JUL 0 9 2010 2010, in the City of MANILA.

ATTY. DELFIN R. AGCAOILI JR.
NOTARY PUBLIC

NOTARY PUBLIC
Commission Serial No.
Until
PTR No. PTR# 9286238 - Mla. 1/07/2010
Roll of Attorneys No. IBP# 794114 / ROLL# 24655
IBP No. TIN# 144-519-066
Address Comm. Exp. Dec. 31, 2010

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BOOK NO. CXVI
SERIES OF 20 10

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