

HPJ - Saldado  
Secretary



Republic of the Philippines

# Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong  
Metro-Manila

S.E.C Reg. No. AS083- 008809

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS

WHEREAS, Articles of Incorporation and By-Laws duly signed and acknowledged for the organization of the

## PACIFIC ONLINE SYSTEMS CORPORATION

under and in accordance with the provisions of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, were presented for filing in this Commission on November 9, 1993 and revised on Nov. 11, 1993, and a copy of said Articles and By-Laws are hereto attached;

NOW, THEREFORE, by virtue of the powers and duties vested in me by law, I do hereby certify that the said Articles of Incorporation and By-Laws were, after due examination to determine whether they are in accordance with law, duly registered in this Commission on the 11<sup>th</sup> day of November, Anno Domini, Nineteen Hundred and Ninety-three.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines this 11<sup>th</sup> day of November in the year of our Lord nineteen hundred and ninety-three

RECEIVED ORIGINAL

SIGNATURE: Giney Marie J. Saldado  
FUNEY MARIE J. SALTADO  
105 Pared de Roxas, Mkt  
11/11/93  
FS/BR/ape

Sonia N. Ballo  
SONIA N. BALLE  
Director  
Corporate and Legal Department

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Mr. Pinzon  
Salva  
11-9

ARTICLES OF INCORPORATION  
OF

PACIFIC ONLINE SYSTEMS CORPORATION  
Name of Corporation

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:

PACIFIC ONLINE SYSTEMS CORPORATION

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

PRIMARY PURPOSE

To engage in, conduct, and carry on the business of buying, selling, distributing, marketing at wholesale and retail insofar as may be permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description; to enter into all kinds of contracts for the export, import, purchase, acquisition, sale at wholesale or retail and other disposition for its own account as principal or in representative capacity as manufacturer's representative, merchandise broker, indenter, commission merchant, factors or agents, upon consignment of all kinds of goods, wares, merchandise or products whether natural or artificial.

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

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, 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,

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partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

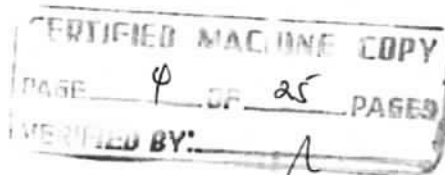
6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one or more branch offices of agencies and to carry on any of 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 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.

THIRD: That the place where the principal office of the corporation is to be established or located is at Makati, Metro Manila ①

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>
1. TARCISIO M. MEDALLA	Filipino ✓	No. 2 Rosario Street Magallanes Village Makati, Metro Manila
2. ROLANDO V. MEDALLA, JR.	Filipino ✓	No. 2 R. Magsaysay Street South Admiral Village Paranaque, Metro Manila
3. JOCELYN I. SANCHEZ-SALAZAR	Filipino ✓	No. 30 Villaroman Street BF Homes, Paranaque Metro Manila
4. HECTOR M. DE LEON, JR.	Filipino ✓	No. 316 Pansipit Street Ayala Alabang Village Alabang, Muntinlupa Metro Manila
5. EUNEY MARIE J. MATA	Filipino ✓	No. 1492 Oljman Street Makati, Metro Manila

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SECTH: That the number of directors of said corporation shall be Five  
( 5 ) 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>
1. TARCISIO M. MEDALLA ✓	Filipino	No. 2 Rosario Street Magallanes Village Makati, Metro Manila
2. ROLANDO V. MEDALLA, JR. ✓	Filipino	No. 2 R. Magsaysay St. South Admiral Village Paranaque, Metro Manila
3. JOCELYN I. SANCHEZ-SALAZAR ✓	Filipino	No. 30 Villaroman St. BF Homes, Paranaque Metro Manila
4. HECTOR M. DE LEON, JR. ✓	Filipino	No. 316 Pansipit St. Ayala Alabang Village Alabang, Muntinlupa Metro Manila
5. EUNEY MARIE J. MATA ✓	Filipino	No. 1492 Oliman St. Makati, Metro Manila

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SEVEN: That the authorized capital stock of said corporation is One Million (P1,000,000) Philippine Currency, and said capital stock is divided into 10,000 Ten Thousand shares of 100.00 each with a par value of One Hundred Pesos (P 100.00) each.

EIGHT: That the amount of said capital stock which has been actually subscribed is Two Hundred Fifty Thousand Pesos (P 250,000.00) 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>Citizenship</u>	<u>No. of shares</u>	<u>Amount subscribed</u>
1. FRANCIS M. MEDALLA	Filipino	2,496	P249,600.00
2. ROBERTO V. MEDALLA, JR.	Filipino	1	100.00
3. JOSE M. I. SANCHEZ-SALAZAR	Filipino	1	100.00
4. HECTOR M. DE LEON, JR.	Filipino	1	100.00
5. EUNY MARIE J. NAYA	Filipino	1	100.00
		<u>2,500</u>	<u>P250,000.00</u>

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TENTH: 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. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

ELEVENTH: That TARCISIO W. MEDALLA has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he/she 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 9th day of November, 1993 at Malabon, Metro Manila Philippines.

TARCISIO W. MEDALLA

JOCELYN L. SALAZAR

EUNY MARIE JI NATA

ROLANDO V. MEDALLA, JR.

HECTOR W. DE LEON, JR.

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MINUTE 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>
1. FARCISO M. MORALES	P62,100.00
2. ROYAL E. MORALES, JR.	100.00
3. JOSE L. SANCHEZ SALAZAR	100.00 <i>gust</i>
4. JESUS H. DE LEON, JR.	100.00
5. EUGENIE MARIE J. WATA	100.00
	<del>P62,300.00</del>

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Signed in the presence of:

Melita T. Lantican  
 MELITA T. LANTICAN

Edita M. Marpinez  
 EDITA M. MARPINEZ

**ACKNOWLEDGEMENT**

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

BEFORE ME, a Notary Public in and for Makati, NM Philippines,  
 this 2th day of November, 19 93 personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date &amp; Placed/Issued</u>
1. FARELITO N. MEDALLA	17676968	March 29, 1993; Makati, Metro Manila
2. ROLANDO V. MEDALLA, JR.	12749560	February 3, 1993; Makati, Metro Manila
3. JOCELYN I. SANCHEZ-SALAZAR	12749516	February 3, 1993; Makati, Metro Manila
4. HECTOR M. DE LEON, JR.	7085084	February 27, 1993; Alabang, Muntinlupa
5. EUNEY MARIE J. MATA	17712635	June 22, 1993 Makati, Metro Manila

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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.

*Jose V. Rosales, Jr.*  
JOSE V. ROSALES, JR.  
NOTARY PUBLIC

Until December 31, 1993  
PTR No. 9926177; 01.07.93  
Makati, Metro Manila  
TIN 106-895-166

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TREASURER'S AFFIDAVIT

Republic of the Philippines,  
Makati, Metro Manila, S.S.

TARCISIO M. MEDALLA, being first duly sworn,  
depose and states:

That he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the corporation, to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer, he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock, that out of the authorized capital stock Two Hundred Fifty Thousand Pesos (P. 200,000.00) worth of shares has been actually subscribed and that of the said subscription Sixty Two Thousand Five Hundred Pesos (P. 62,500.00) has been paid in cash to him for the benefit and to the credit of the corporation; that at least twenty-five percentum (25%) of the entire number of authorized shares of capital stock has been subscribed and that at least twenty-five percentum (25%) of such subscription has been actually paid up to him for the benefit and to the credit of the corporation.

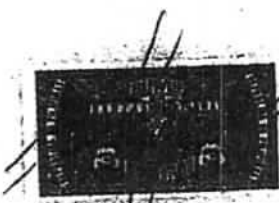
  
TARCISIO M. MEDALLA  
Signature


Treasurer-in-Trust

SUBSCRIBED AND SWORN to before me this 9th  
day of 9th Nov., 19 93 at Makati, Metro Manila,  
Philippines, affiant exhibiting to me his Residence Certificate  
No. 17676968, issued at Makati on March 29, 1993  
Metro Manila

NOTARY PUBLIC

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Page No. 91 ;  
Book No. 1 ;  
Series of 19 93 .



  
JOSE V. ROSALES, JR.  
Notary Public  
Until December 31, 1993  
PTR No. 9926177; 01.07.93  
Makati, Metro Manila  
TTN-106-895-166

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