

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. CS200511816

**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

8990 HOLDINGS, INC.

**(Amending Article VII Reclassification of P100,000,000.00 Common Shares
to Redeemable Preferred Shares thereof.)**

copy annexed, adopted on December 09, 2016 by majority vote of the Board of Directors and on January 31, 2017 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 19th day of April, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

C S 2 0 0 5 1 1 8 1 6

S.E.C. Registration Number

8 8 9 0 H O L D I N G S , I N C.

(Company's Full Name)

1 1 T H F L O O R , L I B E R T Y
C E N T E R , 1 0 4 H V D E L A
C O S T A S T . S A L C E D O
V I L L A G E , M A K A T I C I T Y
P H I L I P P I N E S

(Business Address : No. Street/City/Province)

Moises Ronette C. Colobong

Contact Person

(632) 888-0999

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

Amendment of
Articles of
Incorporation

FORM TYPE

Last Monday of
July

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

DIRECTORS' CERTIFICATE OF AMENDMENT

OF THE
ARTICLES OF INCORPORATION OF
8990 HOLDINGS, INC.



KNOW ALL MEN BY THESE PRESENTS:

The undersigned majority of the members of the Board of Directors and Corporate Secretary of **8990 HOLDINGS, INC.** (the "Company") do hereby certify that the following amendments to the SEVENTH Article of the Articles of Incorporation set forth in the accompanying copy of the Amended Articles of Incorporation of the Company, are true and correct and was approved by the affirmative vote of at least a majority of the members of the Board of Directors at their duly constituted meeting held on 9 December 2016 at the principal office of the Company, and ratified by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their special meeting held on 31 January 2017 at Makati Shangri-La, Ayala Avenue cor. Makati Avenue, Makati City. :

SEVENTH: That the authorized capital stock of the Corporation is Seven Billion Pesos (Php7,000,000,000.00) Philippine currency, divided into **Six Billion Nine Hundred Million (6,900,000,000) common shares with par value of One Peso (Php1.00) per share and One Hundred Million (100,000,000) non-voting, non-convertible, non-participating, redeemable, perpetual preferred shares with par value of One Peso (Php1.00) per share.**

The preferred shares may be issued from time to time in one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of the preferred shares, to fix the number of shares to be included in each of such series, and to determine the cash dividend rate, the amount and price, and the rate, period and manner of redemption of the preferred shares for each of such series. To the extent not set forth in this Article Seventh, the specific terms and restrictions of each series of the preferred shares shall be specified in such resolutions (the "Enabling Resolutions for Preferred Shares") as may be adopted by the Board of Directors prior to the issue of each series, which Enabling Resolutions for Preferred Shares shall be filed with and approved by the Securities and Exchange Commission, and thereupon be deemed a part of these Articles of Incorporation.

The holders of the preferred shares of each series shall be entitled to receive cash dividends at such rate or amount as may be fixed in the Enabling Resolutions for Preferred Shares. Such dividends may be cumulative from and after the date of issue of the preferred shares, whether or not in any period the amount thereof is covered by available unrestricted retained earnings. No dividends shall be

declared or paid on the common shares unless the full accumulated dividends on all preferred shares for all past dividend periods and for the current dividend period shall have been declared and paid by the Corporation. The holders of the preferred shares shall not be entitled to any participation or share in the retained earnings remaining after dividend payments shall have been made on the preferred shares.

The preferred shares shall be redeemable in such manner and within such period as may be fixed in the Enabling Resolutions for Preferred Shares for such series. Any and all preferred shares redeemed shall not be considered retired and may be re-issued by the Corporation.

In the event of liquidation, dissolution, bankruptcy, or winding up of the affairs of the Corporation, the holders of the preferred shares shall be entitled to be paid in full or ratably to the extent that the remaining assets of the Corporation will permit, an amount equivalent to the issue price of such preferred shares plus all accumulated and unpaid dividends up to the then current dividend period, before any asset of the Corporation shall be paid or distributed to the holders of the common shares.

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issue or disposition of shares of any class or series of any class.

- SIGNATURE PAGE FOLLOWS -

IN WITNESS WHEREOF, we have hereunto signed this Certificate of Amendment of the Articles of Incorporation this 6 February 2017 in Makati City.



MARIANO D. MARTINEZ, JR.

Chairman
T.I.N. 107-781-349



JANUARIO JESUS GREGORIO III B. ATENCIO

Director and President
T.I.N. 115-883-995



LUIS N. YU, JR.

Director
T.I.N. 150-003-678



WILLIBALDO J. UY

Director and Chief Operating officer
T.I.N. 123-536-284



ARLENE C. KEH
Independent Director
T.I.N. 115-785-432

MANUEL C. CRISOSTOMO
Independent Director
T.I.N. 108-513-050

RICHARD L HAOSSEN
Director and Treasurer
T.I.N. 120-477-556



MANUEL S. DELFIN
Director
T.I.N. 111-223-389



LOWELL L. YU
Director
T.I.N. 225-146-343



RAUL FORTUNATO R. ROCHA
Director
T.I.N. 935-162-946



IAN NORMAN E. DATO
Director
T.I.N. 207-277-177



BEN CHAN WEI BENG
Director
T.I.N. 453-863-170

DOMINIC J. PICONE
Director
T.I.N. 452-685-234



CRISTINA S. PALMA GIL-FERNANDEZ
Corporate Secretary
T.I.N. 184-160-403

SUBSCRIBED AND SWORN to before me this FEB 14 2017 affiants exhibiting to me the following:

Name	Government Issued I.D.	Date & Place Issued
Mariano D. Martinez, Jr.	Passport No. EB5662795	June 15, 2012 – Manila
Januario Jesus Gregorio III B. Atencio	Passport No. P0326206A	Sept 21, 2016 - DFA Manila
Luis N. Yu, Jr.	Passport No. EB6429803	Sept 27, 2012 - NCR EAST
Willibaldo J. Uy	Passport No. EC6680839	Feb 8, 2016 - DFA Manila
Arlene C. Keh	Passport No. EC3268957	Jan 26, 2015 – Manila
Manuel S. Delfin	Passport No. EC0641681	March 23, 2014 – DFA Manila
Lowell L. Yu	Driver's License No. G02-95-643666	Quezon City
Raul Fortunato R. Rocha	Passport No. EB9392028	October 18, 2013 – DFA NCR South
Ian Norman E. Dato	Passport No. EB5738666	Manila
Ben Chan Wei Beng	Passport No. A 35415682	May 19, 2015 – UTC Kuala Lumpur
Cristina S. Palma Gil-Fernandez	Passport No. EB8953705	22 August 2013 / DFA Manila

Doc. No.: 131
Page No.: 28
Book No.: 11
Series of 2017.

DIANA WILLEN T. SY
Appointment No. M-175
Notary Public for Makati City
Until December 31, 2017
Penhouse, Liberty Center
104 H.V. dela Costa Street, Makati City
Roll of Attorneys No. 64293
PTR No. 5913731/ Makati City / 01-04-2017
IBP No. 1055773/ Quezon City / 01-04-2017

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

SECRETARY'S CERTIFICATE

I, **CRISTINA S. PALMA GIL-FERNANDEZ**, Filipino citizen, of legal age, and with office address at the Penthouse, Liberty Center, 104 H.V. dela Costa Street, Salcedo Village, Makati City, after having been sworn in accordance with law, hereby certify that:

1. I am the Corporate Secretary of **8990 HOLDINGS, INC.** (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 11th floor, Liberty Center, 104 H.V. dela Costa Street, Salcedo Village, Makati City.

2. Attached as Annex "A" hereof is the list of shareholders of the Corporation and their corresponding shareholdings as of 31 January 2017, the date of the special stockholders' meeting approving the reclassification of 100,000,000 unissued common shares to preferred shares and the corresponding amendments to the Articles of Incorporation of the Corporation.

3. Following the approval by the Securities Exchange Commission, there shall be no change in the shareholdings of the stockholders of the Corporation solely as a consequence of the foregoing amendment to the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ in _____, Philippines.

Cristina S. Palma Gil-Fernandez
CRISTINA S. PALMA GIL-FERNANDEZ
T.I.N. 184-160-403
Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ in Makati City, Philippines, affiant exhibiting to me her Passport No. EB8953705 issued on 22 August 2013 at DFA Manila.

Doc. No.: 212;
Page No.: 64;
Book No.: I;
Series of 2017.

Keith C. King
KEITH C. KING
Appointing No. M-244
Notary Public for Makati City
Until December 31, 2018
Penthouse, Liberty Center
104 H.V. Dela Costa Street, Makati City
Roll No. 66583
PTR No. 5913738/ Makati City/ 01-04-2017
ISP No. LRN-015100/ Quezon City

8990 HOLDINGS, INC.
LIST OF STOCKHOLDERS
AS OF JANUARY 31, 2017

Account No.	Nationality	Name ¹	Name ²	No. of Shares
1	3050000054 Filipino	ATENCIO III, JANUARIO JESUS BUSTOS	JANUARIO JESUS BUSTOS ATENCIO III	500,000
2	3050000017 Filipino	ATENCIO III, JANUARIO JESUS GREGORIO B.	JANUARIO JESUS GREGORIO B. ATENCIO III	41,551,372
3	3050000059 Filipino	ATENCIO III, JANUARIO JESUS GREGORIO BUSTOS	JANUARIO JESUS GREGORIO BUSTOS ATENCIO III	500,000
4	3050000051 Filipino	ATENCIO, JANUARIO JESUS BUSTOS	JANUARIO JESUS BUSTOS ATENCIO	439,800
5	3050000055 Filipino	BAUTISTA, JOSELITO TANWANGCO	JOSELITO TANWANGCO BAUTISTA	8
6	3050000042 Malaysian	CHAN WEI BENG	CHAN WEI BENG	100
7	3050000060 Filipino	CRISOSTOMO, MANUEL CASTILLO	MANUEL CASTILLO CRISOSTOMO	100
8	3050000043 Filipino	DATO, IAN NORMAN E.	IAN NORMAN E. DATO	5,000
9	3050000046 Filipino	DATO, IAN NORMAN E.	IAN NORMAN E. DATO	1
10	3050000050 Filipino	DELFIN JR., MANUEL S.	MANUEL S. DELFIN JR.	1
11	3050000056 Filipino	DIVINAGRACIA, NICOLAS CATALYA	NICOLAS CATALYA DIVINAGRACIA	100,000
12	3050000045 Filipino	HAOSEN, RICHARD L.	RICHARD L. HAUSEN	1
13	3050000061 Filipino	HERRERA, CHRISTINE FERRANCO	CHRISTINE FERRANCO HERRERA	100
14	3050000025 Filipino	IHOLDINGS, INC.	IHOLDINGS, INC.	2,179,035,107
15	3050000027 Filipino	JANUARIUS RESOURCES REALTY CORPORATION	JANUARIUS RESOURCES REALTY CORPORATION	474,034,117
16	3050000020 Filipino	KEH, ARLENE	ARLENE KEH	1
17	3050000052 Filipino	KHO, DAVID LIMQUECO	DAVID LIMQUECO KHO	5,000
18	3050000026 Filipino	KWANTLEN DEVELOPMENT CORPORATION	KWANTLEN DEVELOPMENT CORPORATION	925,325,018
19	3050000057 Filipino	LIBUNAO JR., RODRIGO BAUTISTA	RODRIGO BAUTISTA LIBUNAO JR.	1,787,000
20	3050000028 Filipino	MARTINEZ JR., MARIANO D.	MARIANO D. MARTINEZ JR.	188,916,767
21	3050000038 Filipino	MUNTUERTO, ANTHOLIN TAN	ANTHOLIN TAN MUNTUERTO	300,000
22	3050000058 Filipino	NOLASCO, MA. CHRISTMAS RENIVA	MA. CHRISTMAS RENIVA NOLASCO	2,000
23	3050000022 Filipino	OWEN NATHANIEL SY AU ITF LI MARCUS AU	OWEN NATHANIEL SY AU ITF LI MARCUS AU	80
24	3050000001 Filipino	PCD NOMINEE CORPORATION (FILIPINO)	PCD NOMINEE CORPORATION (FILIPINO)	115,851,725
25	3050000002 Others	PCD NOMINEE CORPORATION (NON-FILIPINO)	PCD NOMINEE CORPORATION (NON-FILIPINO)	1,351,323,095
26	3050000064 Filipino	PHILASIA ACCUMULATING INCOME DEVELOPMENT (PAID), INC.	PHILASIA ACCUMULATING INCOME DEVELOPMENT (PAID), INC.	2,400
27	3050000049 Australian	PICONE, DOMINIC JOHN	DOMINIC JOHN PICONE	1
28	3050000047 Filipino	ROCHA, RAUL FORTUNATO R.	RAUL FORTUNATO R. ROCHA	1
29	3050000040 Filipino	ROCHA, RAUL FORTUNATO REAMICO	RAUL FORTUNATO REAMICO ROCHA	100
30	3050000041 Filipino	ROSAL, MARK WERNER JUECO	MARK WERNER JUECO ROSAL	200,000
31	3050000063 Filipino	SAN BUENAVENTURA, LEOPOLDO E.	LEOPOLDO E. SAN BUENAVENTURA	5,600
32	3050000048 Filipino	SANVICTORES, HECTOR ABLANG	HECTOR ABLANG SANVICTORES	2,000
33	3050000065 Filipino	SHAREHOLDERS' ASSOCIATION OF THE PHILIPPINES, INC.	SHAREHOLDERS' ASSOCIATION OF THE PHILIPPINES, INC.	100
34	3050000012 Filipino	SOLIVEN, STEPHEN G.	STEPHEN G. SOLIVEN	1,500
35	3050000018 Filipino	SOTTO, ANTHONY VINCENT	ANTHONY VINCENT SOTTO	1
36	3050000024 Filipino	TORRES, ANGELINE PAMI	ANGELINE PAMI TORRES	3,000
37	3050000019 Filipino	UY, WILLIE	WILLIE UY	1
38	3050000062 Filipino	VALENCIA, JESUS SAN LUIS	JESUS SAN LUIS VALENCIA	300
39	3050000044 Filipino	YU, LOWELL L.	LOWELL L. YU	1
40	3050000015 Filipino	YU, JR., LUIS N.	LUIS N. YU, JR.	258,099,322
TOTAL ISSUED AND OUTSTANDING SHARES				5,517,990,720

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

SECRETARY'S CERTIFICATE

I, **MAUREEN CHRISTINE O. LIZARONDO-MEDINA**, Filipino citizen, of legal age, and with office address at the Penthouse, Liberty Center, 104 H.V. dela Costa Street, Salcedo Village, Makati City, after having been sworn in accordance with law, hereby certify that:

1. I am the Assistant Corporate Secretary of **8990 HOLDINGS, INC.** (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at 11th floor, Liberty Center, 104 H.V. dela Costa Street, Salcedo Village, Makati City.

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving any intra-corporate dispute and/or a claim by any person or group against the Board of Directors, individual directors and/or corporate officers of the Corporation as its duly elected and appointed directors or officers or vice versa.


3. I am executing this certification to support the application for the amendment of the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 15 FEB 2017 in Makati City, Philippines.


MAUREEN CHRISTINE O. LIZARONDO-MEDINA
Assistant Corporate Secretary
TIN: 417 - 735-231

SUBSCRIBED AND SWORN to before me this 15 FEB 2017 in Makati City, Philippines, affiant exhibiting to me her Passport No. EC7916069 issued on 4 June 2016 in DFA Pampanga.

Doc. No.: 69 ;
Page No.: 15 ;
Book No.: III ;
Series of 2017.


JOLIZA JANELLE D. SALGADO
Appointment No. 14-174
Notary Public for Makati City
Until December 31, 2017
Penthouse, Liberty Center
104 H.V. dela Costa Street, Makati City
Roll of Attorneys No. 04613
PTR No. 591-735 / Makati City / 01-04-2017
JPR No. 1035794 / Makati City / January 04, 2017

AMENDED
ARTICLES OF INCORPORATION
OF
8990 HOLDINGS, INC.
(formerly IP CONVERGE DATE CETER, INC.)

KNOW ALL MEN BY THESE PRESENTS:

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 Republic of the Philippines.

- WE HEREBY CERTIFY THAT -

FIRST: That the name of the Corporation shall be

8990 HOLDINGS, INC.

*(As amended by the stockholders and Board of Directors
during their respective meetings on 21 December 2012)*

SECOND: That the purpose for which the Corporation is formed are:

To purchase, subscribe for, or otherwise acquire and own, hold, use, invest in, develop, sell, assign, transfer, lease, take options to, mortgage, pledge, exchange, and in all ways deal with, personal and real property of every kind and description, including shares of the capital stock of corporations, bonds, notes, evidence of indebtedness, and other securities, contracts or obligations of any corporation, domestic or foreign, without however, engaging in dealership in securities, in stock brokerage business or in the business of an investment company." *(As amended by the stockholders and Board of Directors during their respective meetings on 21 December 2012).*

AND IN FURTHERANCE OF THESE PURPOSES, the Corporation shall have the power:

1. To acquire by purchase, exchange, lease, bequest, devise or otherwise; to hold, own, use, maintain, manage, improve, develop and operate; and to sell, transfer, convey, lease, mortgage, pledge, exchange or otherwise dispose of real and personal properties, including vehicles and equipment necessary for the primary business, and any and all rights, interests or privileges therein necessary or incidental to the conduct of corporate business.

2. To borrow or raise money for the conduct of the business of the Corporation, and to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness and to secure the payment thereof and of any interest thereon by mortgage upon, or pledge or, or grant of a security interest in, or conveyance or assignment in trust for, or lien upon the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds, debentures or other obligations of the Corporation for corporate purposes.

3. To invest and re-invest the money and property of the Corporation in such manner considered wise or expedient for the advancement of its interests.

4. To acquire the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities, of any person, partnership, association or corporation, and to pay therefor in cash, stocks or bonds of the corporation or otherwise.

5. To aid in any lawful manner, by loan, subsidy, guaranty or otherwise, any corporation whose stocks, bond, notes, debentures or other securities or obligations are held or controlled directly or indirectly, by the Corporation, and to do any and all lawful acts or things necessary or desirable to protect, preserve, or enhance the value of such stocks, bonds, securities or other obligations or evidences of indebtedness, and to guarantee the performance of any contract or undertaking of any person, partnership, association or corporation in which the corporation is or become interested.

6. To enter into any lawful arrangement for the sharing of profits, union of interest, reciprocal concession or cooperation with any person, partnership, association, corporation, or government or 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 the Corporation.

7. To acquire or obtain from any government authority, national, provincial municipal or otherwise, or any person, partnership, association or corporation, such charters, contracts, franchise, privileges, exemptions, licenses and concessions required for the conduct of any of the purposes of the Corporation.

8. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business, 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 in the Philippines.

9. To conduct and transact any and all lawful activities, 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 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 the Corporation.

THIRD: The place where the principal office of the Corporation is to be established or located shall be in 11th floor, Liberty Center, 104 H.V. Dela Costa Street, Salcedo Village, Makati City. *(As amended by the Board of Directors and stockholders during their meetings held on 14 May 2014 and 28 July 2014, respectively)*

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

FIFTH: The names, nationalities and residences of the incorporators of the Corporation are as follows:

Name	Nationality	Address
Jaime C. Gonzalez	Filipino	50 McKinley Road Forbes Park, Makati City
Enrique Y. Gonzalez	Filipino	50 McKinley Road Forbes Park, Makati City
Marco Antonio Y. Santos	Filipino	47 McKinley Road Forbes Park, Makati City
Emmanuel L. Jalandoni	Filipino	25 McKinley Road Forbes Park, Makati City
Catherine J. Uy	Filipino	Gracetown Bldg., 942 Alvarado St., Binondo Manila

SIXTH: The Corporation shall have thirteen (13) directors, and the names and residences of the Corporation who are to serve until their successors are elected and qualified, are as follows:

Name	Nationality	Address
Jaime C. Gonzalez	Filipino	50 McKinley Road Forbes Park, Makati City
Enrique Y. Gonzalez	Filipino	50 McKinley Road Forbes Park, Makati City
Marco Antonio Y. Santos	Filipino	47 McKinley Road Forbes Park, Makati City
Emmanuel L. Jalandoni	Filipino	25 McKinley Road Forbes Park, Makati City
Catherine J. Uy	Filipino	Gracetown Bldg., 942 Alvarado St., Binondo Manila

(As amended on 05 April 2010; as further amended by the stockholders and Board of Directors during their meetings held on 14 May 2014 and 28 July 2014, respectively)

SEVENTH: That the authorized capital stock of the Corporation is Seven Billion Pesos (Php7,000,000,000.00) Philippine currency, divided into Six Billion Nine Hundred Million (6,900,000,000) common shares with par value of One Peso (Php1.00) per share and One Hundred Million (100,000,000) non-voting, non-convertible, non-participating, redeemable, perpetual preferred shares with par value of One Peso (Php1.00) per share.

The preferred shares may be issued from time to time in one or more series as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to establish and designate each particular series of the preferred shares, to fix the number of shares to be included in each of such series, and to determine the cash dividend rate, the amount and price, and the rate, period and manner of redemption of the preferred shares for each of such series. To the extent not set forth in this Article Seventh, the specific terms and restrictions of each series of the preferred shares shall be specified in such resolutions (the "Enabling Resolutions for Preferred Shares") as may be adopted by the Board of Directors prior to the issue of each series, which Enabling Resolutions for Preferred Shares shall be filed with and approved by the Securities and Exchange Commission, and thereupon be deemed a part of these Articles of Incorporation.

The holders of the preferred shares of each series shall be entitled to receive cash dividends at such rate or amount as may be fixed in the Enabling Resolutions for Preferred Shares. Such dividends may be cumulative from and after the date of issue of the preferred shares, whether or not in any period the amount thereof is covered by available unrestricted retained earnings. No dividends shall be declared or paid on the common shares unless the full accumulated dividends on all preferred shares for all past dividend periods and for the current dividend period shall have been declared and paid by the Corporation. The holders of the preferred shares shall not be entitled to any participation or share in the retained earnings remaining after dividend payments shall have been made on the preferred shares.

The preferred shares shall be redeemable in such manner and within such period as may be fixed in the Enabling Resolutions for Preferred Shares for such series. Any and all preferred shares redeemed shall not be considered retired and may be re-issued by the Corporation.

In the event of liquidation, dissolution, bankruptcy, or winding up of the affairs of the Corporation, the holders of the preferred shares shall be entitled to be paid in full or ratably to the extent that the remaining assets of the Corporation will permit, an amount equivalent to the issue price of such preferred shares plus all accumulated and unpaid dividends up to the then current dividend period, before any asset of the Corporation shall be paid or distributed to the holders of the common shares. (As amended by the stockholders and Board of Directors during their respective meetings on 14 December 2016, and further amended on 31 January 2017)

(Stockholders)

(Board)

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issued or dispositions of shares of any class or series of any class. (As amended on 05 April 2010, and further amended on 31 January 2017).

EIGHTH: The following person have subscribed to and paid for number of shares and the amount of capital stock indicated opposite their respective names:

Name of Subscribers	Nationality	No. of Shares	Amount Subscribed (P)	Amount Paid (P)
IPVG CORP.	Filipino	2,500,000	2,5000,000.00	625,000.00
Jaime C. Gonzalez	Filipino	1	1.00	1.00
Enrique Y. Gonzalez	Filipino	1	1.00	1.00
Marco Antonio Y. Santos	Filipino	1	1.00	1.00
Emmanuel L. Jalandoni	Filipino	1	1.00	1.00
Catherin J. Uy	Filipino	1	1.00	1.00

The foregoing subscription constitute at least twenty five percent (25%) of the authorized capital stock of the Corporation, and that the initial payment indicated therein constitute at least twenty five percent (25%) of the total subscription.

NINTH: MR. ENRIQUE Y. GONZALEZ has been elected by the subscribers as the Treasurer of the Corporation to act as such until his successor is duly elected and have qualified in accordance with the By-Laws. As 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 out hands, at Makati City, Metro Manila, Philippines on this 29 June 2005.

(signed)
JAIME C. GONZALEZ
TIN: 171-457-049

(signed)
ENRIQUE Y. GONZALEZ
TIN: 201-868-133

(signed)
MARCO ANTONIO Y. SANTOS
TIN: 123-267-393

(signed)
EMMANUEL L. JALANDONI
TIN: 106-904-903

(signed)
CATHERINE J. UY
TIN: 906-857-846

Signed in the presence of:

ACKNOWLEDGEMENT

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

BEFORE ME, a Notary Public, for and in Makati City, Metro Manila, this
_____, personally appeared the following:

Name	Passport No.	Place/Date Issued
Jaime C. Gonzalez	XX0226525	DFA, Manila/10 December 2007
Enrique Y. Gonzalez	TT0267765	DFA, Manila/23 June 2006
Marco Antonio Y. Santos	XX5352781	DFA, Manila/25 January 2010
Emmanuel L. Jalandoni	XX1463364	DFA, Manila/24 June 2008
Catherine J. Uy	XX3182870	DFA, Manila/7 March 2009

known to me and to me known to be the same person who executed the foregoing Articles of Incorporation and they acknowledgement to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL on the date and place first herein above stated.

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Book No. 583
Series of 2005.

ATTY. LOPE M. VELASCO
Notary Public