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REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA Greenhills
City of Mandaluyong, 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

IP CONVERGE DATA CENTER INC.

[Amending Articles VI, VII & IX thereof.]

copy annexed, adopted on April 05, 2010 by majority vote of the Board of Directors and 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, 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 9th day of June, Twenty Ten.

Date: 24-2-2012 Time: 9:5:51 AM


BENITO A. CATARAN

Director

Company Registration and Monitoring Department

www.sec.gov.ph
BA/nelly

User Name: antipasac



No. 05252010-171961

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ok
6.7.10
For at 7/10

AD- 20100527-125
ADL- 20100527-126

RECORDS

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LCU:

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User Name: antipasado
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COVER SHEET

4/5/15
9/2:00

CS 200511816

I P CONVERGE DATA CENTER, INC.

34TH FLOOR, TOWER 2

RCBC TOWER AYALA AVENUE

MAKATI CITY PHILIPPINES

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

ATTY. JUNAME DE LEON

Contact Person

976-4784

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

Certificate of Amendment of the Amended AOI

FORM TYPE
and By-Laws

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

LCU

Cashier

Time: 9:55:54 AM

STAMPS

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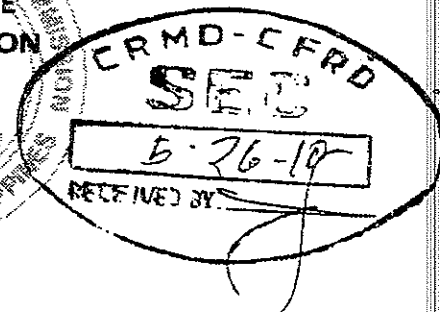
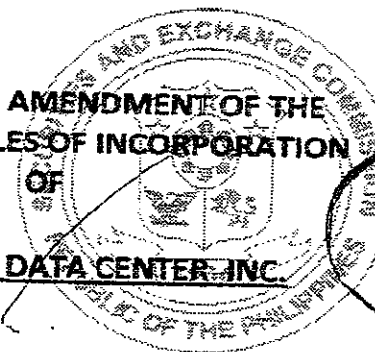
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CERTIFICATE OF AMENDMENT OF THE
AMENDED ARTICLES OF INCORPORATION
OF

IP CONVERGE DATA CENTER, INC.



KNOW ALL MEN BY THESE PRESENTS:

The undersigned Corporate Secretary and majority of the Board of Directors of **IP CONVERGE DATA CENTER INC.** (hereinafter, the "Corporation") do hereby certify that at the meeting of the Board of Directors held on **05 April 2010** at the principal office of the Corporation, these amendments were unanimously approved, and at the meeting of the stockholders of the Corporation called for the purpose of amending the Articles of Incorporation, held on **05 April 2010** at the principal office of the Corporation, at which meeting, stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation were present or represented, the following resolutions were, by unanimous vote of the shareholders present/represented, adopted:

"RESOLVED, that the Corporation be, as it is hereby, authorized and empowered to amend its Amended Articles of Incorporation to effect the following amendments:

- A. To amend Article Sixth of the Amended Articles of Incorporation by increasing the number of Directors of the Corporation, to read as follows:

'SIXTH: The Corporation shall have seven (7) directors, and the names and residences of the directors of the Corporation who are to serve until their successors are elected and qualified are as follows:

Name	Nationality	Residence
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	50 McKinley Road Forbes Park, Makati City

www. \$ 24-06-2012 9:55 AM Date: antipasado

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Emmanuel L. Jalandoni	Filipino	25 Polaris St. Bel-Air Village Makati City
Catherine J. Uy	Filipino	Gracetown Bldg. 942 Alvarado St., Binondo, Manila

- B. To amend Article Seventh of the Amended Articles of Incorporation to deny the pre-emptive rights of the stockholders, to read as follows:

'SEVENTH: The authorized capital stock of the Corporation is FOUR HUNDRED SIXTY MILLION PESOS (P460,000,000.00), Philippine currency, divided into FOUR HUNDRED SIXTY MILLION (460,000,000) shares with the par value of One Peso (P1.00) each.

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issues or dispositions of shares of any class.'

- C. To delete Article Ninth of the Amended Articles of Incorporation of the Corporation, to remove the right of first refusal of the Corporation's stockholders.

"RESOLVED, FINALLY, that any one of the President, Corporate Secretary or any Director of the Corporation be authorized and empowered to submit or cause the submission of a copy of the Amended Articles of Incorporation of the Corporation, certified by majority of the directors and the Corporate Secretary, to the Securities and Exchange Commission, to sign, execute and deliver any and all documents, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect."

Date: 24-2-2012 Time: 9:5:56 AM

A copy of the Amended Articles of Incorporation embodying the foregoing amendment is hereto attached.

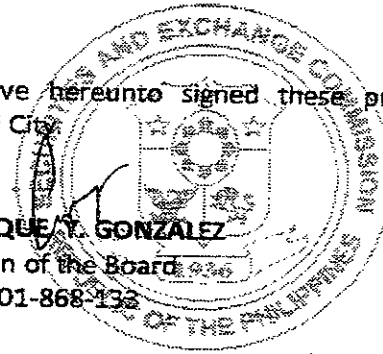
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IN WITNESS WHEREOF, we have hereunto signed these presents on this April 2, 2012 in Makati City.

JAIME ENRIQUE Y. GONZALEZ
Chairman of the Board
TIN 201-868-132



MARCO ANTONIO Y. SANTOS
Director
TIN 127-267-393

ROGER STONE
Director
Passport 761-202-735

REYNALDO D. HUERGAS
Director and President
TIN 102-086-870

MICHAEL ERIC I. SARMIENTO
Director
TIN 159-630-474

JUNAME C. DE LEON
Corporate Secretary
TIN 180-182-094

SUBSCRIBED AND SWORN to before me this _____
affiants exhibiting to me their respective valid government-issued identification, to wit:

Name	Identification
Jaime Enrique Y. Gonzalez	TIN 171-457-049
Marco Y. Santos	TIN 127-267-393
Roger Stone	Passport 761-202-735
Reynaldo D. Huergas	TIN 102-086-870
Michael Eric I. Sarmiento	TIN 159-630-474
Juname C. De Leon	TIN 180-182-094

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Date: 24-2-2012 Time: 9:57 AM

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known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL this 19th APR 07 2010 in
CITY OF MAKATI Philippines.

Doc. No. 176
Page No. 34
Book No. V
Series of 2009.

ATTY. GERVACIO B. ORTIZ JR.
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2010
IBP NO. 656155 - LIFETIME MEMBER
PIR NO. 2075548 JAN. 4, 2010 MAKATI CITY
APPT - 84/201 ROLL NO. 40091

Date: 24-2-2012 Time: 9:5:58 AM

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User Name: antipasado

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AMENDED
ARTICLES OF INCORPORATION
OF
IP CONVERGE DATA CENTER, 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

IP CONVERGE DATA CENTER, INC.

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

To develop, produce, design, integrate, sell, buy or otherwise deal with goods and services in connection with the transmission, receiving, or exchange of voice, data, video or any form or kind of communication whatsoever, including but not limited to Internet Protocol (IP) System products and their improvements, provide services related thereto, such as value-added internet data services for leased circuit access, premium dial-up access services, IP-wide area network services and applications such as intranets, data center services, co-location services and managed services and such allied undertakings, and as a consequence and as may be necessarily useful and convenient in the premises, carry on and undertake such activities which may be reasonably and conveniently carried on in connection with or incidental to said purpose, or calculated, directly or indirectly, to enhance value of or render profitable, any of the Corporation's property or rights.

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 of, 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, bonds, notes, debentures or other

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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, improve 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 becomes 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, franchises, 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.

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THIRD: The place where the principal office of the Corporation is to be established or located shall be in Makati City, Metro Manila.

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	Residence
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 Polaris St., Bel-Air Village, Makati City
Catherine J. Uy	Filipino	Gracetown Bldg., 942 Alvarado St., Binondo, Manila

SIXTH: The Corporation shall have seven (7) directors, and the names and residences of the directors of the Corporation who are to serve until their successors are elected and qualified are as follows:

Name	Nationality	Residence
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 Polaris St., Bel-Air Village Makati City
Catherine J. Uy	Filipino	Gracetown Bldg., 942 Alvarado St., Binondo, Manila

(As amended on 05 April 2010).

SEVENTH: That the authorized capital stock of the corporation is FOUR HUNDRED SIXTY MILLION PESOS (P460,000,000.00), Philippine currency, divided into FOUR HUNDRED SIXTY MILLION (460,000,000) shares with the par value of One Peso (P1.00) each.

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issues or dispositions of shares of any class. (As amended on 05 April 2010).

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

Name of Subscriber	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
IPVG CORP.	Filipino	2,500,000	P2,500,000.00	P625,000.00
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
Catherine J. Uy	Filipinno	1	1.00	1.00
TOTAL		2,500,005	2,500,005.00	625,005.00

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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: DELETED (As amended on 05 April 2010)

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 set our hands this June 29, 2005 in Makati City, Philippines.

(Signed)
JAIME C. GONZALEZ
TIN NO. 171-457-049

(Signed)
ENRIQUE Y. GONZALEZ
TIN NO. 201-868-133

(Signed)
MARCO ANTONIO Y. SANTOS
TIN NO. 123-267-393

(Signed)
EMMANUEL L. JALANDONI
TIN NO. 106-904-903

(Signed)
CATHERINE J. UY
TIN NO. 906-857-846

Signed in the presence of:

Date: 24-2-2012 Time: 9:6:3 AM

(Signed)

(Signed)

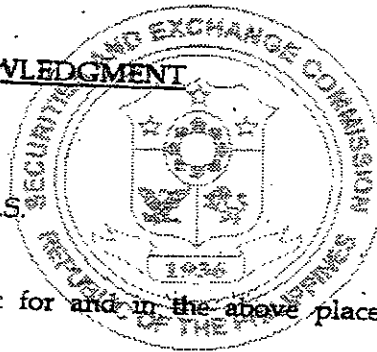
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ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
 MAKATI CITY

) S.S.



BEFORE ME, a Notary Public for and in the above place, personally appeared the following:

NAME	COMM. TAX CERT./ PASSPORT NO.	DATE/PLACE ISSUED
Jaime C. Gonzalez	171457049	03.17.05/Marula
Enrique Y. Gonzalez	14613740	01.07.05/Makati City
Marco Antonio Y. Santos	1826852	04.20.05/Makati City
Emmanuel L. Jalandoni	18217277	03.22.05/Makati City
Catherine J. Uy	01000452	01.19.05/Marula

known to me to be the same persons who executed the foregoing Articles of Incorporation consisting of seven (7) pages, including this page on which the Acknowledgment is written, and they acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND NOTARIAL SEAL this JUN 29 2005 day of _____ 2005, in the place first above written.

Doc. No. 01
 Page No. 02
 Book No. 552
 Series of 2005.

[Signature]
ATTY. LOPE M. VELASCO
 NOTARY PUBLIC

UNTIL DECEMBER 31, 2005
 PTR OR. NO. 3548840 01-03-05 MLA
 IBP OR. NO. 625318 12-14-04 PASIG
 ROLL NO. 28752

Date: 24-2-2012 Time: 9:6:4 AM

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