

COVER SHEET

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*Mr. yee,
10/12/07
Jan. of,
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S.E.C. Registration Number

P O - 0 5 0
P.S.E. Control Number

10/28/07

V I V A N T C O R P O R A T I O N

(Company's Full Name)

S u i t e 1 5 0 2 A Y a l a L i f e F G U
C e n t e r , C e b u B u s i n e s s P a r k ,
C e b u C i t y

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

Atty. Jess Anthony Garcia and
Atty. Joan Baron
Contact Persons

(032) 232-0283, 234-2256 and 234-2285
Telephone Number of the Contact Person

0 6 3 0
Month Day
Fiscal Year

AMENDMENT OF ARTICLES OF INCORP.
FORM TYPE

0 9 2 0
Month

Secondary license Type, if Applicable

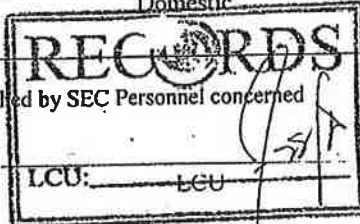
0611D
Dept. Requiring this Doc.

Second & Seventh
Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign



To be accomplished by SEC Personnel concerned

File Number

12021022-489
Document I.D.

Cashier

STAMPS

Remarks = Pls. Use black ink for scanning purposes

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PAGE 2 OF 14 PAGES

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AMENDED
ARTICLES OF INCORPORATION

OF

VIVANT CORPORATION
(FORMERLY: PHILSTAR.COM, INC.)
(As amended on January 10, 2003)

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:

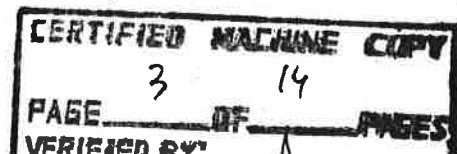
FIRST: That the name of the said corporation shall be:

VIVANT CORPORATION
(FORMERLY: PHILSTAR.COM, INC.)
(As amended on January 10, 2003)

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

PRIMARY PURPOSE

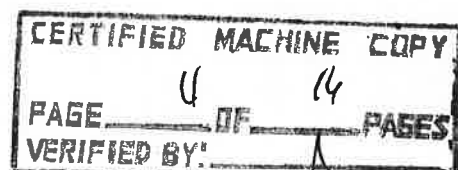
To invest in, purchase, or otherwise acquire and own, hold, develop, use, sell, lease, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of, real and personal property, of every kind and description, including buildings, apartments, shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations, domestic or foreign, for whatever lawful



purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real and personal property, stocks, bonds, debentures, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in receipt thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned; to carry on and manage the general business of any other corporation or corporations, association or associations, whether domestic or foreign, except management of fund securities portfolios and other similar assets of the managed entity. (As amended on 30 July 2003 by the Board and 24 September 2003 by the stockholders.)

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, 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 lien 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 or 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 or transaction deemed necessary, convenient or incidental to carrying out any of the purpose 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 or agencies and to carry on any of all 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 properties 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

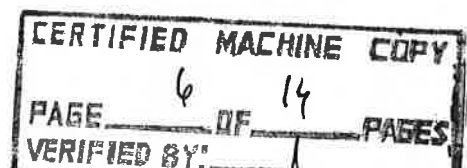
9. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment 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.

THIRD: That the place where the principal office of the corporation is to be established or located is at Cebu City, Philippines. *(As amended on December 20, 2002)*

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 incorporations of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
JOSE A. CONCEPCION III	Filipino	12 Talisay Road, North Forbes Park, Makati City
EDGARDO A. GARCIA	Filipino	22 Flamingo Street, Quezon City



JOHN A. CONCEPCION	Filipino	11 Tanguile Road, Makati City
LAURO B. RAMOS	Filipino	Lot 23, Block 23, Fonsettias St., La Colina Subd., Antipolo Valley Homes, Antipolo, Rizal
CORAZON R. MARTINEZ	Filipino	12 Tyrone St. Tierra Pura Subd. Quezon City

SIXTH: That the number of directors of said corporation shall be nine (9) 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: *(As amended on November 16, 2000.)*

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
JOSE A. CONCEPCION III	Filipino	12 Talisay Road, North Forbes Park, Makati City
EDGARDO A. GARCIA	Filipino	22 Flamingo Street, Quezon City
JOHN A. CONCEPCION	Filipino	11 Tanguile Road, Makati City
LAURO B. RAMOS	Filipino	Lot 23, Block 23, Fonsettias St., La Colina Subd., Antipolo Valley Homes, Antipolo, Rizal
CORAZON R. MARTINEZ	Filipino	12 Tyrone St. Tierra Pura Subd. Quezon City

ANTONIO DING	Filipino	Pioneer St., Mandaluyong City
ZENAIDA D. ARCE	Filipino	44 Sampaguita St., Pasig City

SEVENTH: That the authorized capital stock of the said Corporation is TWO BILLION PESOS (P2,000,000.00), Philippine Currency, (*As amended on February 24, 2003.*) and said capital stock is divided into TWO BILLION (2,000,000,000) shares, as follows:

- a) ONE BILLION THREE HUNDRED TWENTY FIVE MILLION, THREE HUNDRED FIFTY NINE THOUSAND SEVEN HUNDRED NINETY NINE (1,325,359,799) Common shares with par value of P1.00, Philippine Currency, each share.
- b) SIX HUNDRED SEVENTY FOUR MILLION SIX HUNDRED FORTY THOUSAND TWO HUNDRED ONE (674,640,201) Preferred shares with a par value of P1.00, Philippine Currency, each share. (*As Amended on February 24, 2003.*)

The distinguishing preference, right, privileges and restrictions of each class of share are as follows:

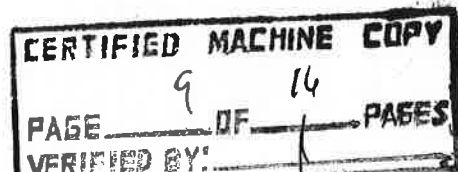
1. Common shares have full voting rights as provided by law.
2. The Preferred shares shall have the following features:
 - a. The Preferred shares shall have no voting rights, except as may be provided by law.
 - b. The Preferred shares shall be redeemed at the option of the corporation pursuant to Section 8 of the Corporation Code at

the price of at least P1.20 per share one (1) year from approval by the Securities and Exchange Commission of this Amendment.

- c. The Preferred shares shall be redeemed regardless of the existence of unrestricted retained earnings in the books of the corporation in accordance with Section 8 of the Corporation Code.
- d. The Preferred shares, whether issued or unissued, are convertible as common shares at the option of the corporation and can be reissued as common shares.
- e. Upon liquidation, dissolution or winding up of the affairs of the corporation, the holders of Preferred shares shall be entitled to be paid from the assets and funds of the corporation. After such payments, the remaining assets and funds of the corporation shall be distributed to the holders of common shares. *(As Amended on September 25, 2003.)*

EIGHT: That the amount of said capital stock which has been actually subscribed is TWENTY FIVE MILLION PESOS (P25,000,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

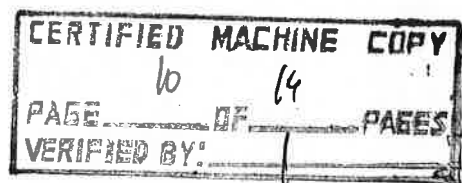
Name	Citizenship	No. of Shares Subscribed	Amount
RFM CORPORATION	Filipino	149,995	P14,995,000.00
TRIPLE EIGHT, INC.	Filipino	25,000	2,500,000.00
HORIZON'S REALTY, INC.	Filipino	25,000	5,500,000.00
JOSE A. CONCEPCION, III	Filipino	1	100.00
JOHN A. CONCEPTION	Filipino	1	100.00



LAURO B. RAMOS	Filipino	1	100.00
CORAZON R. MARTINEZ	Filipino	1	100.00
ANTONIO DING	Filipino	1	100.00
PEDRO A. GARCIA	Filipino	1	1,249,900.00
EDGARDO A. GARCIA	Filipino	1	100.00
ZENAIDA D. ARCE	Filipino	1	1,250,000.00
EULALIO C. ARCE	Filipino	12,500	500,000.00
AURELIA C. ARCE	Filipino	<u>20,000</u>	<u>P2,000,000.00</u>
		<u>25,000</u>	<u>P25,000,000.00</u>

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:

Name	Amount Paid
RFM CORPORATION	P14,995,000.00
TRIPLE EIGHT, INC.	2,500,000.00
HORIZON'S REALTY	5,500,000.00
JOSE A. CONCEPTION, III	100.00
JOHN A. CONCEPCION	100.00
LAURO B. RAMOS	100.00
CORAZON R. MARTINEZ	100.00
ANTONIO DING	100.00
PEDRO A. GARCIA	1,249,900.00
EDGARDO A. GARCIA	100.00
ZENAIDA D. ARCE	1,250,000.00
EULALIO C. ARCE	500,000.00
AURELIA C. ARCE	<u>2,000,000.00</u>
	<u>25,000</u> <u>P25,000,000.00</u>



TENTH: Transfer of Shares. *(Deleted as of 27 January 1994.)*

FIFTEENTH: That no issuance or transfer of shares of stock of the corporation which 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.

TWELFTH: The stockholders of the corporation shall have no pre-emptive rights to any and all issuances or disposition of any class of shares of the corporation.

THIRTEENTH: That CORAZON R. MARTINEZ has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, 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 31st day of January 1990 at Makati, Philippines.

(SGD.)

JOSE A. CONCEPCION III

(SGD.)

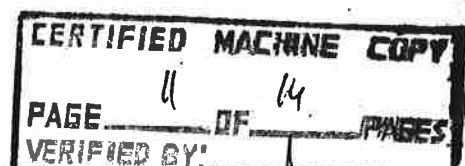
EDGARDO A. GARCIA

(SGD.)

LAURO B. RAMOS

(SGD.)

CORAZON R. MARTINEZ



(SGD.)
JOHN A. CONCEPCION

SIGNED IN THE PRESENCE OF:

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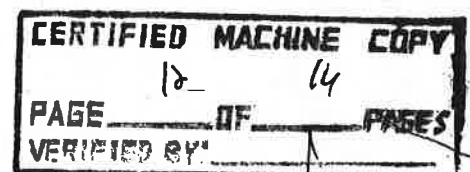
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ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI)S.S.

BEFORE ME, a Notary Public in and for Makati Philippines, this 28th day
of February 1990 personally appeared:

NAME	RES. CERT. NO.	DATE/PLACE ISSUED
JOSE A CONCEPCION III	00737673	01-31-89-Pasig, M.M.
LAURO B. RAMOS	6336254	02-07-89-Mandaluyong M.M.
EDGARDO A. GARCIA	07017533	02-16-89-Q.C.
CORAZON R. MARTINEZ	03959387	01-27-89-Makati, M.M.
JOHN A. CONCEPCION	09503732	03-13-89-Mandaluyong, M.M.

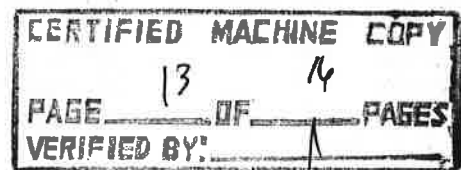


all known to me and to me know to be the same persons who executed the foregoing Articles of Incorporation and the acknowledged to me that the same is their free and voluntarily act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above-written;

(SGD.)
RODOLFO C. BRITANICO
NOTARY PUBLIC

Doc. No. 104;
Page No. 22;
Book No. 1;
Series of 1990.



**CERTIFICATE OF AMENDMENT
TO THE AMENDED ARTICLES OF INCORPORATION
OF
VIVANT CORPORATION**



GENERAL RECEIVING
UNIT
Received by: _____

2003 OCT 22 AM 10 22

We, the undersigned, being the Chairman, the Corporate Secretary and Assistant Corporate Secretary, and at least a majority of the Board of Directors of VIVANT CORPORATION (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at Suite 1502 Ayala Life-FIGU Center, Cebu Business Park, Cebu City, do hereby certify that:

1. The following amendment to the Amended Articles of Incorporation of the Corporation were unanimously approved by at least a majority of the Board of Directors at their special meeting held on 30 July 2003:

(a) SECOND Article changing the primary purpose of the Corporation from: "[T]o engage in any and all businesses related to the internet, including (a) the development, licensing, marketing, sales, resale, distribution, operations, upgrading and maintenance of computer software, primarily for but not limited to internet applications; (b) the provision of internet, intranet, extranet and other telecommunications value-added services to any and all types of information-technology users in the local, regional and global markets, including but not limited to manufacturing, assembling, processing, producing, inventing and developing any and all kinds of communications and telecommunications products and services and providing related technical and maintenance support and services; (c) the purchase, sale, import and export, licensing, distribution of any computer hardware, equipment, and all other types of similar or allied products, and components thereof; and (d) the buying, selling, marketing, distribution and leasing of all kinds of goods, commodities, wares, merchandise, information and services over the internet" to the primary purpose "[T]o invest in, purchase, or otherwise acquire and own, hold, develop, use, sell, lease, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of, real and personal property, of every kind and description, including buildings, apartments, shares of stock, Bonds, debentures, notes, evidences of indebtedness, and other securities or obligations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real and personal property, stocks, bonds, debentures, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in receipt thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned; to carry on and manage the general business of any other corporation or corporations, association or associations, whether domestic or foreign."

(b) SEVENTH Article converting the Six Hundred Seventy Four Million Six Hundred Forty Thousand Two Hundred One (674,640,201) Preferred shares with a par value of P1.00 into new common shares and reissuing such as new common shares with a par value of P1.00 per share.

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PAGE	14	OF 16 PAGES
VERIFIED SIGNATURE		

2. The above amendments to the Articles of Incorporation of the Corporation were likewise approved, confirmed and ratified by the affirmative vote of the stockholders of the Corporation representing more than two-thirds of its outstanding capital stock at a special stockholders meeting held on 25 September 2003.

3. The attached Articles of Incorporation is the true copy of the Articles of Incorporation, as amended.

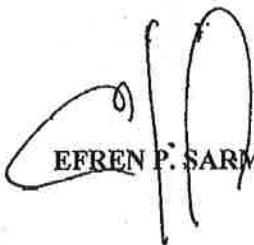
IN WITNESS WHEREOF, we have hereunto set our hands this 25th day of September at Cebu City.


ANTONIO V.A. GARCIA de ESCAÑO

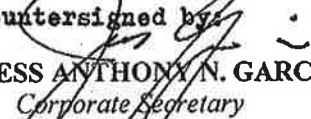

RAMONTITO E. GARCIA


DENNIS N.A. GARCIA


ELBERT M. ZOSA


EFREN P. SARMIENTO


RAUL Ch. RABE

Countersigned by

JESS ANTHONY N. GARCIA
Corporate Secretary


JOANG BARON
Asst. Corporate Secretary

SUBSCRIBED AND SWORN to before me this . . . day of SEP 29 2003
affiants exhibiting to me their Community Tax Certificates stated below:

<u>NAME</u>	<u>CTC NO.</u>	<u>PLACE/DATE ISSUED</u>
Antonio V.A. Garcia de Escano	16987354	Cebu City/02-05-2003
Ramontito E. Garcia	16987359	Cebu City/02-05-2003
Dennis N.A. Garcia	16987355	Cebu City/02-05-2003
Efren P. Sarmiento	23547515	Cebu City/03-18-2003
Elbert M. Zosa	10212221	Cebu City/01-02-2003
Raul Ch. Rabe	23547515	Cebu City/03-18-03

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Cebu City/03-18-03
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Jess Anthony N. Garcia

17023851

Cebu City/02-06-2003

Joan G. Baron

17025126

Cebu City/02-06-2003

Doc. No. 60 ;
Page No. 13 ;
Book No. 1 ;
Series of 2003.

LeLany A. Reso-Or
LELANY A. RESO-OR
NOTARY PUBLIC
UNTIL DEC. 31, 2004
PTR NO. 41462504
ISSUED 2/12/03
CEBU CITY

Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION
Legal Services Division, Metro Manila
Date: 02/12/03

I HEREBY CERTIFY that the foregoing is a true and correct machine reproduction of the Official file located in the custody of this Commission consisting of 13 (s) Page(s).

Notary Public
Date: 02/12/03

W. M. Lentz
W. M. LENTZ
PUBLIC REFERENCE UNIT
CEBU SPECIALIST I

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PAGE 66 OF 14 PAGES
VERIFIED BY: [Signature]