



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 175222

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

VIVANT CORPORATION
(Amending Articles VI and VII thereof.)

copy annexed, adopted on August 26, 2004 by a majority vote of the Board of Directors and on September 30, 2004 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the 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 hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 3rd day of June, Two Thousand Five: 9:58:28 AM

BENITO A. CATARAN
Director

Company Registration and Monitoring Department



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BAlea

Ms. Patricia
10/29/04
B. Cuba

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S.E.C. Registration Number

F 0 0 5 0

P.S.E. Control Number

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
0917 - 535-6692
Telephone Number of the Contact Person

1 2 / 3 1
Month Day
Fiscal Year

Amendment to Articles of Incorporation
FORM TYPE

0 9 / 3 0
Month Day

Secondary license Type, If Applicable

C R M D

Dept. Requiring this Doc.

Seventh Article

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

LCU
Cashier

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STAMPS

OK FOR PAYMENT

P. 2,020.00

FAAD

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BY

BY

DATE

DATE

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TIN #

CERTIFIED PHOTOCOPY
Page 2 of 15 (Page)
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SEC 4-51705-03-2005376
7472626000

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; 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;

Date: 4-9-2012 Time: 9:58:35 AM

8. To distribute the surplus profits of the corporation to the stockholders thereof in kind, namely properties of the corporation, particularly any

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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 ELEVEN (11) 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 September 30, 2004.)*

<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

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ANTONIO DING

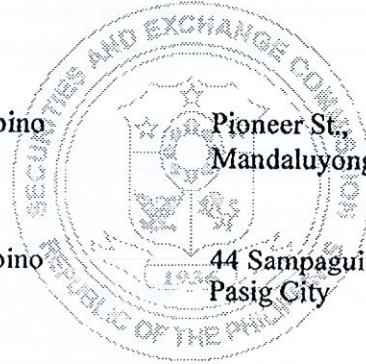
Filipino

Pioneer St.
Mandaluyong City

ZENAIDA D. ARCE

Filipino

44 Sampaguita St.,
Pasig City



SEVENTH: That the authorized capital stock of the corporation is TWO BILLION PESOS (2,000,000,000.00), Philippine Currency, (As amended on February 24, 2003) and said capital stock is divided into TWO BILLION (2,000,000,000) common shares with a par value of Php. 1.00 each. (As amended on September 30, 2004)

EIGHTH: 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	Nationality	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	2,500,000.00

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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. CONCEPCION, 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>

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25,000

P25,000,000.00

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 Verified by: 16navalenzon



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

ELEVENTH: That no issuance of 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

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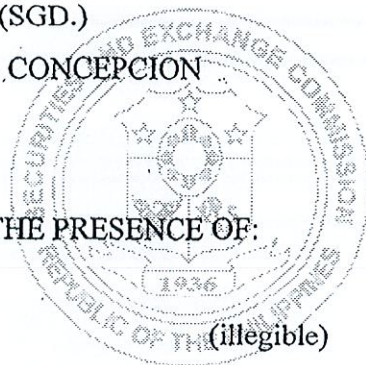
(SGD.)

JOHN A. CONCEPCION

SIGNED IN THE PRESENCE OF:

(illegible)

(illegible)



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.

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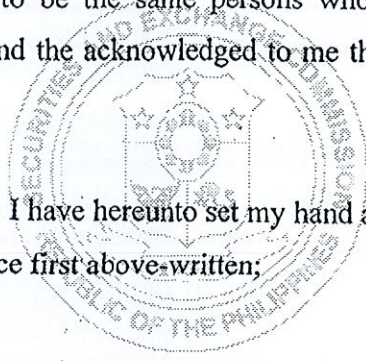
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all known to me and to me know to be the same persons who executed the foregoing Articles of Incorporation and the acknowledged to me that the same is their free and voluntarily act and deed.

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.

Date: 4-9-2012 Time: 9:58:42 AM

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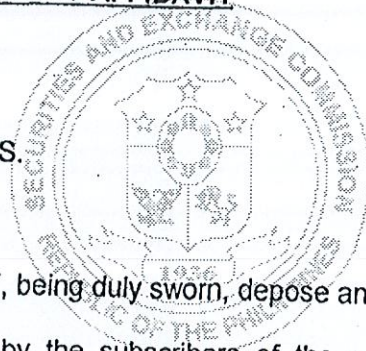
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TREASURER'S AFFIDAVIT

Republic of the Philippines)
Makati, Metro Manila

)S.S.



I, CORAZON R. MARTINEZ, being duly sworn, depose and say:

That I have been elected by the subscribers of the corporation as Treasurer thereof, to act as such until my successor has been duly elected and qualified in accordance with the By-Laws of the corporation, and that as such Treasurer, I hereby certify under oath that at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid, and received by me, in cash in the amount of not less than Php25,000,000.00, in accordance with the Corporation Code.

SELECTA ICE CREAM CORPORATION

By:

(Sgd.) CORAZON R. MARTINEZ
Treasurer

SUBSCRIBED AND SWORN to before me, a Notary Public for and in the Municipality of Makati, Metro Manila, this 28th day of February 1990 by Corazon R. Martinez with Residence Certificate No. 03959387 J issued at Makati on January 27, 1989.

(Sgd.)
RODOLF C. BRITANICO
Notary Public
Until December 31, 1990
PTR No. 788766 1/31/90 Makati

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

Date: 4-9-2012 Time: 9:58:44 AM

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SECURITY AND RECORDS DIVISION
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**CERTIFICATE OF AMENDMENT
TO THE AMENDED ARTICLES OF INCORPORATION
OF
VIVANT CORPORATION**

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-FGU 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 26 August 2004:

(a) Article SIXTH, increasing the number of directors from nine (9) to ELEVEN (11); and,

(b) Article SEVENTH, deleting "preferred shares" and any reference thereto, as a class of share in the authorized capital stock, and accordingly reflecting that the Php 2 Billion authorized capital stock represents all common shares.

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 30 September 2004.

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 30th day of September 2004 at Cebu City.


ANTONIO V.A. GARCIA de
ESCAÑO
Director


DENNIS N.A. GARCIA
Director


EFREN P. SARMIENTO
Director


RAMON TITO E. GARCIA
Director

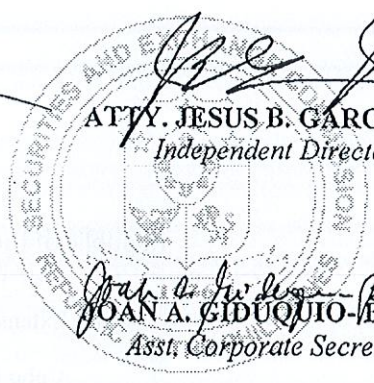

ELBERT M. ZOSA
Director


DOMINIC MARTIN E. GARCIA
Director



Raul Ch. Rabe
AMB. RAUL CH. RABE
Independent Director

Jesus B. Garcia, Jr.
ATTY. JESUS B. GARCIA, JR.
Independent Director



Countersigned by:

Jess Anthony N. Garcia
JESS ANTHONY N. GARCIA
Corporate Secretary

Joan A. Gidujio-Baron
JOAN A. GIDUQUIO-BARON
Asst. Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAY 03 2005, 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 Escaño	02850920	Cebu City/01-08-2004
Ramontito E. Garcia	02850902	Cebu City/01-08-2004
Dennis N.A. Garcia	02850914	Cebu City/01-08-2004
Dominic Martin E. Garcia	02850916	
Efren P. Sarmiento		
Elbert M. Zosa		
Raul Ch. Rabe		
Jesus B. Garcia, Jr.	06727433	Cebu City/2-27-2004
Jess Anthony N. Garcia	02877370	Cebu City/1-07-2004
Joan G. Baron	02877371	Cebu City/1-07-2004

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Book No. 75
Series of 2004

JOEL G. GORDOLA
Notary Public
Until December 31, 2008
ROLL NO. 25103
PTR NO. 8018425-1/03/05; Q.S.

Date: 4-9-2012 Time: 10:0:11 AM

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