



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 BY-LAWS

KNOW ALL MEN BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

VIVANT CORPORATION

copy annexed, adopted on September 29, 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 majority of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, as amended, and copies thereof are filed with the Commission.

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 11th day of May, Two Thousand Five.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department


BA/lea

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PAGE 1 OF 12 PAGES
VERIFIED BY: _____

COVER SHEET

Ms. Arce

1 7 5 2 2 2 S.E.C. Registration Number 13

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 By-Laws FORM TYPE

0 9 3 0 Month Day

Secondary license Type, If Applicable

C R M D Dept. Requiring this Doc.

Article II, Section 1 Amended Articles Number/Section

Total No. of Stockholders

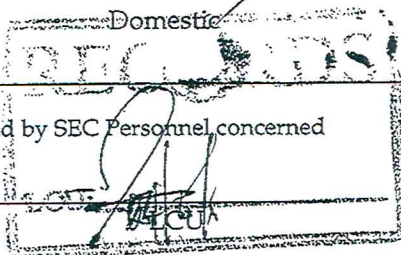
Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.



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Remarks = Pls. Use black ink for scanning purposes

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AMENDED

BY-LAWS

OF

VIVANT CORPORATION

(As amended on January 10, 2003)

ARTICLE I

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions - Subscribers to the capital stock of the corporation shall pay to the corporation the subscription value or price of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificates - Each stockholder shall be entitled to one or more certificates for such duly paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificates, which must be issued in consecutive order, shall bear the signature of the President, manually countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares - Shares may be transferred, sold, ceded, assigned or pledged by delivery of the certificates duly endorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation, cancellation of the certificate surrendered to the Secretary, and the issuance of a new certificate to the transferee.

No shares of stock against which the corporation holds any unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Canceled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book. *(As amended by the directors on 27 January 1994).*

Section 4. Lost Certificates - In case any certificate for the capital stock of the corporation is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Regular Meetings - The regular meetings of stockholders, for the purpose of electing directors and for the transaction of

such business as may properly come before the meeting, shall be held at the principal office on every last Thursday of April of each year. If a legal holiday, then on the day of the following. *(As amended on 2 August 1994; as further amended on 30 September 2004).*

Section 2. Special Meeting - The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following (a) Board of Directors, at its own instance, or at the written request of stockholders representing majority of the outstanding capital stock; (b) President.

Section 3. Place of Meeting - Stockholders' meeting, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. Notice of Meeting - Notices for the regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting on each stockholder of record at his last known post office address or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transaction on the original date of the meeting.

Section 5. Quorum - Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

Section 6. Conduct of Meeting - Meeting of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the President or if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary shall act as Secretary of every meeting but if not present, the chairman of the meeting shall appoint a secretary of the meeting. The chairman of the meeting may adjourn the meeting from time to time, without notice other than announced at the meeting.

Section 7. Proxies - Stockholders may vote in person or by proxy in all meetings of the stockholders of the corporation. A proxy shall be in writing, signed by the stockholder or his duly authorized representative and filed with the office of the Corporate Secretary three (3) working days before the

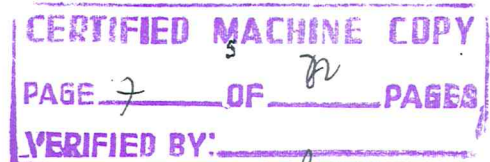
scheduled meeting. The Corporate Secretary shall only accept original copies of proxies. Only proxies bearing the signature of the duly authorized stockholder signatory(ies) on file with the corporation's transfer agent shall be recognized by the Secretary of the Meeting. A proxy is valid only for the meeting for which it is intended unless the proxy-giver grants a longer period which however should not be longer than five (5) years at any one time. (As amended by the directors on 27 January 1994.)

Section 8. Record Date - The Board of Directors shall have the authority to fix the record date for stockholder entitled to vote at any regular or special stockholders' meeting, which must not be more than sixty (60) days before the stockholders' meeting concerned.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers of the Board - Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers:



a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;

b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporations, as the transaction of the business of the corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;

c) To invest the funds of the corporation in another corporation or business or for any other purposes other than those for which the corporation was organized, whenever in the judgment of the Board of Directors the interests of the corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;

d) To incur such indebtedness as the Board may deem necessary and, for such purpose, to make and issue evidence of such indebtedness including without limitation, notes, deeds of trust, instruments, bonds, debenture, or securities, subject to such stockholder approval as may be required by law, and/or pledge mortgage, or

otherwise encumber all or part of the properties and rights of the corporation;

e) To guarantee, for and in behalf of the corporation obligations of other corporations or entities in which it has lawful interest;

f) To make provisions of the discharge of the obligations of the corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the corporation lawfully issued for the purpose;

g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the corporation whenever in the Board's judgment, the corporation's interest would thereby be promoted;

h) To establish pension, retirement, bonus, profit-sharing or other types of incentives or compensation plans for the employees, including officers and directors of the corporation and to determine the persons to participate in any such plans and the amount of their respective participations;

i) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation, and

likewise to grant installments for the payments or settlement of whatsoever debts are payment to the corporation;

j) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the corporation to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit;

k) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under any existing law, rules or regulation;

Section 2. Election and Term - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

Section 3. Vacancies - Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled, by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for

the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in this by-laws.

Section 4. Meetings - Regular meetings of the Board of Directors shall be held once every quarter of the year on such dates and at such times and places as the Chairman of the Board, or in his absence, the President, or upon the request of a majority of the directors and shall be held at such places as may be designated in the notice.

Section 5. Notice - Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telex, telegram, or by written or oral message. A director may waive this requirement, either expressly or impliedly.

Section 6. Quorum - A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

Section 7. Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President or if none of the foregoing is in office and present and action, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, but if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

Section 8. Compensation - By resolution of the Board, each director, shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive such amount as shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of the stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

ARTICLE IV

OFFICERS

Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the President, one or more Vice-President, the Treasurer, and the Secretary, at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper.

Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Chairman of the Board - The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. President - The President, who shall be a director, shall be the Chief Executive Officer of the corporation and shall have administration and direction of the day-to-day business affairs of the corporation. He shall exercise the following functions:

a) To preside at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman of the Board of Directors;

b) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;

c) To have general supervision and management of the business affairs and property of the corporation;

d) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;

e) Subject to guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;

f) To oversee the preparation of the budgets and the statement of accounts of the corporation;

g) To prepare such statements and reports of the corporation as may be required of him by law;

h) To represent the corporation at all functions and proceedings;

i) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interest of the corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;

j) To make reports to the Board of Directors and stockholders;

k) To sign certificates of stock;

l) To perform such other duties as are incident to his office or as entrusted to him by the Board of Directors.

The President may assign the exercise or performance of any of the foregoing powers, duties, and functions to any other officer(s), subject always to his supervision and control.

Section 4. The Vice-President(s) - If one or more Vice-Presidents are appointed, he/they shall have such powers and shall perform such duties as may from time to time be assigned to him/them by the Board of Directors or by the President.

Section 5. The Secretary - The Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the

corporate books and record and shall be recorded of the corporation's formal actions and transactions. He shall have the following specific powers and duties:

a) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law.

b) To keep or cause to be kept record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred.

c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same.

d) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given.

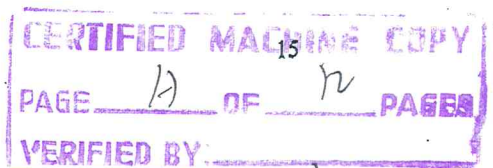
e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations.

f) To act as the inspector at the election of directors and as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to any other person or persons, subject always to his supervision and required by government rules and regulations and to submit the same to the proper government agencies;

g) To exercise such powers and perform such duties and functions, as may be assigned to him by the President.

Section 7. Term of Office - The Term of Office of all officers shall be for a period of one (1) year and until their successors are duly elected and qualified. Such officers may however be sooner removed for cause.

Section 8. Vacancies - If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.



Section 9. Compensation - The by-laws officers shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE V

OFFICE

Section 1. The principal office of the corporation shall be located in Cebu City, Philippines. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate or as the business of the corporation may, from time to time, require. *(As amended on 20 December 2002.)*

ARTICLE VI

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditors - At the regular stockholders' meeting, the external auditor or auditors of the corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify and report on the earnings and expenses of the corporation and shall certify the

remuneration of the external auditor or auditors as determined by the Board of Directors.

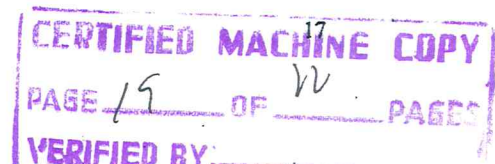
Section 2. Fiscal Year - The fiscal year of the corporation shall be on the first day of January and end on the last day of December of any year *(As amended on August 8, 2003 by the board and September 25, 2003.)*

Section 3. Dividends - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with the law and applicable rules and regulations.

ARTICLE VII

AMENDMENTS

Section 1. These by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provide, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new



by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

ARTICLE VIII

SEAL

Section 1. Form and Inscriptions - The corporate seal shall be determined by the Board of Directors.

ARTICLE IX

ADOPTION CLAUSE

The foregoing by-laws was adopted by all the stockholders of the corporation on January 31, 1990 at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 31st day of January 1990 at Makati, Metro Manila.

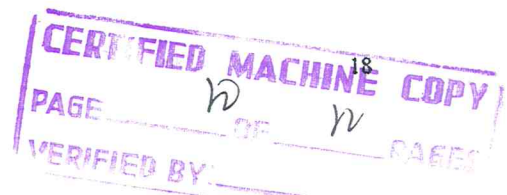
(SGD)
JOSE A. CONCEPCION III

(SGD)
EDGARDO A. GARCIA

(SGD)
LAURO B. RAMON

(SGD)
CORAZON R. MARTINEZ

(SGD)
JOHN A. CONCEPCION



**CERTIFICATE OF AMENDMENT
OF THE AMENDED BY-LAWS
OF VIVANT CORPORATION**

ORIGINAL RECEIVED
UNIT
2005 MAY 3 / PM 5 22

We, the undersigned, being the President, 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 By-Laws of the Corporation was approved by at least a majority of the Board of Directors at a special meeting held on September 29, 2004, and was ratified, approved and adopted:

Article II (Meetings of Stockholders), Section 1 (Regular Meetings), changing the regular meetings of stockholders from "every last Thursday of September of each year" to "every last Thursday of April of each year."

2. The above amendment to the Amended By-Laws of the Corporation was however, amended by the affirmative vote of the stockholders of the Corporation representing more than two-thirds of its outstanding and issued capital stock at the annual stockholders' meeting held on September 30, 2004, to reflect the new regular meetings of stockholders to "every first Thursday of June of each year."

3. All the requirements of Section 48 of the Corporation Code have been complied with.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of September 2004 at Cebu City, Philippines.


ANTONIO V.A. GARCIA de ESCANO
Director


RAMONITO E. GARCIA
Director


DENNIS N.A. GARCIA
Director


ELBERT M. ZOSA
Director


EFREN P. SARMIENTO
Director


DOMINIC MARTIN E. GARCIA
Director


AMB. RAUL CH. RABE
Independent Director


ATTY. JESUS B. GARCIA, JR.
Independent Director

Countersigned by:

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

Joan A. Gidduquio-Baron
JOAN A. GIDDUQUIO-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		
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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Page No. 14;
Book No. 75
Series of 2004

JOEL G. GORDOLA
Notary Public
Until December 31, 2008
ROAL NO. 25103
PTR NO. 8016425; 1/03/05; Q.C.

LEODARIA E. SAMPARAN
PSRU SMC/REG/111
CENTRAL RECEIVING AND RECORDS DIVISION

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