



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. 58648

**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

**MANCHESTER INTERNATIONAL HOLDINGS UNLIMITED
CORPORATION**

(Formerly: INTERPHIL LABORATORIES, INC.)
(Amending Articles I & II Primary Purpose thereof.)

copy annexed, adopted on August 21, 2008 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 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 21st day of November, Two Thousand Eight.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION
OF

MANCHESTER INTERNATIONAL HOLDINGS UNLIMITED CORPORATION

(Formerly: INTERPHIL LABORATORIES INC.)



KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, and a majority of whom are residents 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 said Corporation shall be:

MANCHESTER INTERNATIONAL HOLDINGS UNLIMITED CORPORATION

(As amended on November 14, 2008)

SECOND. - That the purposes for which such Corporation is formed are:

PRIMARY PURPOSE

"To invest in, or otherwise to purchase, acquire, own and hold, by way of investments, real and personal properties of every kind and nature, including without limitation land, buildings, condominium units, shares of stocks, bonds, debentures, notes, evidence of indebtedness, securities or obligations of any person, whether natural or juridical, and while the owner or holder of such investments, to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting rights of any stocks so owned; and to carry on and manage the general business of the corporation, particularly in respect of its investments as provided hereinabove." (As amended on November 14, 2008)

*As amended at the Special Stockholders' Meeting held on November 14, 2008.

SECONDARY PURPOSES

1. To engage in the manufacture, production, distribution, marketing and promotion of all kinds of goods, wares, specialty and gift items, products and merchandise in general; and in general, to carry on and undertake any business, transaction or operation commonly or normally carried on by a manufacturer, distributor, dealer, commercial broker, commission agent;

2. To carry on the business of importer and exporter as principals, factors, representatives, agents or commission merchants in respect of buying, selling and dealing in any and all kinds of goods, wares, products of all classes and description;

3. To own, apply for, obtain, register, buy, sell, hold, use, lease or otherwise acquire and to the extent authorized by law, to hold, use, own, operate, develop and introduce, sell, assign and deal in patents, patent rights, trade marks, trade names, brands, distinctive marks, inventions, designs, improvements, and processes, and all privileges, rights, titles and interest pertaining thereto;

4. To the extent permitted by law, to purchase hold, convey, sell, import, export, lease, let, mortgage, encumber, and otherwise deal with any and all kinds of real and personal property, including but not limited to lands, buildings, machinery, tools, trade marks, trade names, patents, licenses, concessions, copyrights, stocks, bonds, notes, securities or other obligations of any association or corporation, domestic or foreign, and all other interest in real or personal property, ~~as may be necessary or convenient for the business of the Corporation;~~ (As amended on June 28, 2001);

5. To the extent permitted by law, to hold, purchase, or otherwise acquire, or to be interested in all or any and to sell, barter, exchange, assign, pledge or otherwise dispose of, shares of the capital stock, bonds, notes, securities or other evidence of indebtedness issued or created by any Corporation, whether foreign or domestic, and whether now or hereafter organized; and while the holder of any such shares of stock to exercise all rights and privileges of ownership, including the right to vote thereon, to the extent permitted as a juridical person might or could do;

6. To issue shares of the capital stock and/or obligations of the Corporation and/or options for the purchase of either thereon in payment for property acquired by the Corporation or for service rendered to the Corporation or for any other objects in and about its business, and to purchase, hold, sell, transfer, accept as security for loans and deal generally in shares of its capital stock and its obligations in every lawful manner;

7. To the extent permitted by law, to purchase, take over, manage or otherwise acquire the whole or any part of the property, assets, business, goodwill and rights of any person, firm, association or corporation, domestic or foreign, engaged in any business or enterprise which may lawfully be undertaken by the corporation, and to pay for the same in cash and/or other properties owned by this corporation and/or shares of the capital stock and/or obligations of the corporation, or otherwise and/or by undertaking and assuming the whole or any part of the indebtedness and obligations of the transferor, and to hold or in any manner dispose of the whole or any part of the property and assets so acquired and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such businesses;

8. To the extent permitted by law, to amalgamate, merge, consolidate, combine or unite with any other person, entity, firm, association or corporation, domestic or foreign, with object similar, analogous or subsidiary to any of the objects of the corporation, carrying on any business capable of being conducted so as to directly or indirectly benefit this corporation and to acquire, hold and deal in shares of interest therein;

9. To borrow money and to incur indebtedness, without limit as to the amount and to issue bonds, debentures, debenture stocks, warrants, notes or other obligations therefore, and to secure the same by any lien, charge, grant, pledge, deed of trust or mortgage of the whole or any part of the real and/or personal property to the corporation then owned and/or thereafter to be acquired, and to issue bonds, debentures, debenture stocks, warrants, notes or other obligations without any such security;

10. To draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants of all kinds obligations and certificates and negotiable or transferable instruments, with or without security, and to guarantee the debts or obligations or others, and provide security on bonds, of others; provided however, that nothing herein shall be deemed to authorize the Corporation to engage in the banking, surety or bonding business;

11. To promote or to aid in any manner financially or otherwise, any corporation or association any of whose stock or obligations are held directly or indirectly by this corporation, and to guarantee the whole or any part of the indebtedness and obligations of any such other corporation or association and the payment of dividend on its stock, and to do any other acts or things designed to protect, preserve, improve or enhance the value of such stocks or obligations;

12. To grant, bargain, sell, convey, transfer, assign, set over and/or deliver to any other corporation, whether formed for that purpose or otherwise, whether organized under the laws of the Republic of the Philippines or otherwise, and whether or not owning other property, all or substantially all of the assets of this corporation, for cash and/or other property and/or shares of the capital stock and/or securities of such other corporation and/or the assumption of all or any part of the indebtedness and obligations of this Corporation and in connection with any such transaction to enter into agreements with such other corporation or others;

13. To acquire and obtain from any government authority, national or local, or from any corporation, association, partnership, or person such charters, franchises, permits, licenses, privileges, rights and easements which may be necessary, proper, incidental or conducive to the attainment of any of the purposes or objects for which the corporation is organized or which may directly or indirectly enhance the value of its properties;

14. Without in any particular limiting the powers of the Corporation, it is hereby expressly declared and provided that the corporation shall have the power to make, perform, and carry out contracts of every sort and kind with any person, firm or

corporation, private, public or municipal or body politic, and with the Government of the United States or of any state, territory or possession thereof, of any foreign government; to have one or more offices out of the Philippines, and to conduct its business and exercise its powers in any part of the Philippines or in any other country, state or territory; and, in carrying on its business, to do any and all acts and things and to exercise any and all powers which may be necessary or convenient to the accomplishment or furtherance of its business or which a juridical person could do and exercise and which now or hereafter may be authorized by law;

15. To carry out any and other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the foregoing purposes and powers or calculated directly or indirectly to promote the interests of the corporation and to enhance the value of its properties, and to have, enjoy and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon similar corporations organized under the laws of the Republic of the Philippines;

16. The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of any clause shall be in no wise limited by reference to or influence from any other clause or any other part of the same clause but shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general purposes and powers of the corporation nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. Likewise, the purposes and powers specified in each of the foregoing clauses shall not be regarded in any manner as a limitation of the powers granted or allowed to and exercisable by this corporation under the Corporation Law of the Republic of the Philippines.

THIRD. - That the place where the principal office of the corporation is to be established or located is in the Canlubang Industrial Estate, Cabuyao, Laguna, Philippines (As amended on May 29, 1996).

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 incorporators of said corporation are as follows:

NAME	NATIONALITY	RESIDENCE
Paul Kleiner	Filipino	1547 Princeton Street Mandaluyong, Metro Manila
Renato B. Magadia	Filipino	137 Scout Rallos Quezon City
Julian M. Comia	Filipino	42 Sunrise Hill, New Manila Quezon City
Donald W. Strack	American	23 Horseshoe Drive Quezon City
Paul H. Bordwell, Jr.	American	Suite 1302, AIA Building No. 1 Stubbs Road Hongkong
Alberto M. Meer	Filipino	40 Pili Road, Forbes Park Makati, Metro Manila

SIXTH: - That the number of directors of said corporation shall be nine (9) and that the names, nationalities and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows. (As amended on November 22, 1990).

NAME	NATIONALITY	RESIDENCE
Paul Kleiner	Filipino	1547 Princeton Street Mandaluyong, Metro Manila
Renato B. Magadia	Filipino	137 Scout Rallos Quezon City
Julian M. Comia	Filipino	42 Sunrise Hill, New Manila Quezon City
Donald W. Strack	American	23 Horseshoe Drive Quezon City
Paul H. Bordwell, Jr.	American	Suite 1302, AIA Building No. 1 Stubbs Road Hongkong
William H. Phipps	American	1 Park Avenue, New York United States of America

SEVENTH. - That the authorized capital stock of the said corporation shall be NINE HUNDRED MILLION PESOS (P900,000,000.00), Philippine Currency, divided into NINE HUNDRED MILLION (900,000,000) shares of stock of the par value of ONE PESO (P1.00) each, of which sixty percent (60%) shall be Class "A" shares and forty percent (40%) of which shall be Class "B" shares. (As amended on March 21, 1996).

The above classes of shares shall be subject to the following restrictions and/or shall enjoy the following privileges:

- a. Class "A" shares shall be held by, issued, transferred and conveyed only to Philippine citizens or corporations at least sixty percent (60%) of the total outstanding stock of which is owned by Philippine citizens. Any issuance, transfer or conveyance in violation hereof shall be null and void and shall not be registrable in the books of the Corporation.

These restrictions shall be printed in the stock certificates to be issued by the Corporation. In the event that the Corporation shall find that a holder of Class "A" shares is not qualified, or has in any manner lost his qualifications to own such stock in the Corporation, then the Corporation, through its Board of Directors, shall have the right to designate any qualified or willing persons to purchase the shares of the disqualified stockholder, within such time as the Board may fix, at book value, as appearing in the latest audited financial statements of the Corporation or at market value, whichever is lower. For purposes of this provision, the market value shall be the average of the price at the closing transaction in such shares in the Manila and Makati Stock Exchanges on the last trading day immediately preceding the date of purchase. In the event that there are no qualified purchasers willing to purchase the said shares of the disqualified stockholder, then the Corporation shall have the right to purchase the said shares as computed above. Upon payment or tender of payment of the shares to the disqualified stockholder, the Secretary of the Corporation, as attorney-in-fact of the disqualified stockholder, shall

have full authority to transfer the shares in the books of the Corporation to the purchaser designated by Board or to the Corporation without need of further authorization from the disqualified stockholder who on demand, shall be bound to surrender the certificates of stock, duly indorsed for cancellation. The failure of the disqualified stockholder to surrender the certificates shall not however prevent the transfer from being registered in the books of the Corporation.

- b. Class "B" shares may be held by, issued, transferred and conveyed to Foreign or Philippine citizens or corporations, provided that the total number of Class "B" shares which shall at any time be subscribed, issued or outstanding shall in no case exceed four-sixth ($4/6$) of the number of Class "A" shares then subscribed, issued and outstanding or forty percent (40%) of the aggregate number of shares then outstanding. If at any time the total number of Class "B" shares subscribed, issued and outstanding exceeds the limits prescribed herein, then the corporation may, at its option, issued or sell such number of Class "A" shares to Philippine citizens or corporations at the price and in the manner provided in paragraph (a) hereof, or take such other action as may be necessary to insure that, after such issue or such other actions, the total number of subscribed, issued or outstanding Class "B" shares will not exceed forty percent (40%) of the aggregate number of shares then subscribed, issued or outstanding.
- c. Except as provided in the foregoing, holders of all classes of shares shall enjoy equal voting and dividend rights.

Any issuance, transfer or conveyance of any shares belonging to any class, whether voluntary or involuntary, and made in violation of any of the foregoing restrictions shall be null and void and shall not be registrable in the books of the Corporation.

Any issuance, transfer or conveyance of any shares belonging to any class, whether voluntary or involuntary which will reduce the ownership of the capital stock of Filipino citizens to a percentage less than that required by law shall be null and void and shall not be recorded in the books of the Corporation.

The foregoing restrictions shall be printed in all stock certificates to be issued by the Corporation. (As amended on November 22, 1990).

EIGHT. - That the amount of said capital stock which has been actually subscribed is TEN THOUSAND PESOS (P10,000.00), Philippine Currency, in common shares, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

NAME	NO. OF SHARES	AMOUNT OF CAPITAL STOCK SUBSCRIBED
Paul Kleiner	10	1,000.00
Renato B. Magadia	35	3,500.00
Julian M. Comia	35	3,500.00
Donald W. Strack	10	1,000.00
Paul H. Bordwell, Jr.	5	500.00
William H. Phipps	4	400.00
Alberto M. Meer	1	100.00
Total	<u>100</u>	<u>10,000.00</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 ON SUBSCRIPTION
Paul Kleiner	250.00
Renato B. Magadia	675.00
Julian M. Comia	875.00
Donald W. Strack	250.00
Paul H. Bordwell, Jr.	125.00
William H. Phipps	100.00
Alberto M. Meer	25.00
Total	<u>2,500.00</u>

TENTH. - That JULIAN M. COMIA has been elected by the subscribers as the Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, he has been

authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands at Makati, Rizal, Philippines this 23rd day of October, 1974.

(Sgd.)
PAUL KLEINER

(Sgd.)
RENATO B. MAGADIA

(Sgd.)
JULIAN M. COMIA

(Sgd.)
DONALD W. STRACK

(Sgd.)
PAUL H. BORDWELL, JR.

(Sgd.)
ALBERTO M. MEER

- SIGNED IN THE PRESENCE OF: -

(Sgd.)
ILLEGIBLE

(Sgd.)
ILLEGIBLE

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) SS.

BEFORE ME, the undersigned Notary Public, for and in the Province of Rizal, Philippines, on this day personally appeared the following persons exhibiting to me their respective Residence Certificates, as follows:

NAME	RES. CERT.	DATE/PLACE OF ISSUE
Paul Kleiner	A-5221297	1-8-74/Makati, MM
Renato B. Magadia	A-1059777	1-4-74/Makati, MM
Julian M. Comia	A-5221300	1-8-74/Makati, MM
Donald W. Strack	A-6048321	1-7-74/Mandaluyong
Paul H. Bordwell, Jr.	P-2090691	2-7-73/Washington, DC
Alberto M. Meer	A-5213201	1-4-74/Makati, MM

all of whom are known to me and to me known to be the same persons whose names are subscribed to and who executed the foregoing Articles of Incorporation, and each of them acknowledged to me that they freely and voluntarily executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 23rd day of October, 1974 at Makati, Rizal, Philippines.

Doc. No. 116;
Page No. 25;
Book No. I
Series of 1974.

(Sgd.)
SILVERTRE J. ACEJAS
Notary Public
Until December 31, 1974
PTR No. 4236383
Issued on January 9, 1974
Makati City