

AMENDED ARTICLES OF INCORPORATION

OF

TRUSTEESHIP PLANS, INC.

(Formerly Trusteeship Education and Pension Plans, Inc.)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are Filipino citizens, of legal age, and residents 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.

AND WE HEREBY CERTIFY:

First – That the name of said corporation shall be “TRUSTEESHIP PLANS, INC.” (As Amended on May 18, 2001)

Second – That the purposes for which the said corporation is formed are:

PRIMARY PURPOSE

To develop, organize, an sell and maintain educational, memorial life and pension plans and their respective programs for the payment in the future of the educational expenses, memorial life plan benefits and pension benefits of the persons entitled and qualified under said plans and programs up to the amount stated therein.

SECONDARY PURPOSE

1. To develop, establish, provide, sell, market, hold and maintain various other educational, memorial life and pension programs not necessarily on a pre-need basis; such as, but not limited to, conventions, seminars, forums, convocations, conferences, lectures, exhibitions, educational films and shows.
(As amended on may 18, 2001)
2. To engage in the business of printing, publishing, distribution and sale books, magazines, subscription and other educational, memorial life and pension materials.
(As amended on May 18 2001)

3. To conduct researches, investigations, and examinations of businesses and enterprises of every kind and description and particulars for the investment and employment of capital;
4. To undertake and transact all kinds of businesses relating to the gathering and the distribution of financial and investment information and statistics throughout the world;
5. To buy, sell, mortgage, encumber, hold, own, exchange, rent, or otherwise acquire and dispose of, and to develop, improve, manage, and generally to deal and trade in real property, improved and unimproved, and wheresoever situated; and to build, erect, construct, alter, maintain, sell otherwise dispose of buildings, structures, and other improvements on real property;
6. To borrow or raise money for any of the purposes of the corporation and, from time to time, to draw, make, accept, endorse, execute and issue bonds, debentures, notes, drafts, acceptance, bills of exchange, warrants, and other negotiable or non-negotiable instruments and evidences of indebtedness and other securities; and to secure the payment thereof and of the interest hereon by mortgage upon or, pledge of, or conveyance or assignment in trust of the whole or any part of the property and franchises of the corporation, real, personal, and mixed, tangible, or intangible, and whatsoever situated, whether at the time owned or thereafter acquired; and to issue, sell, negotiate, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;
7. To acquire all or any part of the goodwill, rights, property and business of individual, association or corporation; to pay for the same in cash or in shares of stocks, bonds, notes, or other obligations of the corporation, or otherwise to hold, utilize, operate, reorganize, liquidate, and in any manner dispose of the whole or any part of the goodwill, rights, property and business so acquired; to assume in connection therewith the whole or any part of the liabilities and obligations of any such person, association or corporation; and to conduct in any lawful manner the whole or any part of the business acquired;
8. To purchase, sell and transfer, reacquire, hold trade, and deal in, the bonds, debentures and other securities of the corporation, from time to time, to such extent and in such manner and upon such terms as the Board of Directors shall, consistent with law and the provisions of this Articles of Incorporation, determine; and to purchase and re-acquire from time to time, the share of its own capital stock; provided, however, that the corporation shall not have power to trade or deal in the shares of its own stock, and all such shares purchased or re acquired by the corporation shall be cancelled and shall not be re-issued except as provided by law;

9. To carry on the business of exporting and importing as principal factor. Agent or commission merchant in respect to buying, selling, trading or dealing in any kind or kinds of goods, as well as to carry on the business of warehousing, merchandizing and general brokerage;
10. To produce, manufacture, except food, drugs and cosmetics, buy sell, or otherwise deal in any and all commodities, wares, equipment, facilities, supplies, and merchandise of whatever kind and nature which may be deemed desirable in the general mercantile business;
11. To conduct its business and maintain branch offices both within and without the Philippines and any foreign countries and places, and to purchase or other wise acquire, hold, possesses, convey, transfer, or otherwise dispose of real and personal property therein to the extent that the same may be permissible under their respective laws;
12. To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, pledge, lease, assign, or otherwise dispose of formulas, secret, processes, distinctive marks, improvements, trade names, copy rights, patents, licenses, concessions, and the like, whether used in connection with or secured under letters patent of or issued by any country or authority; and to issue, exercise, develop and grant licenses in respect thereof or otherwise turn the same to account;
13. In general, to carry on any other business in connection with the foregoing, and to have exercise all the powers, conferred by the laws of the Philippines upon corporations formed under corporation law

The foregoing clauses shall each be construed as purposes, objects, and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, Objects, and powers shall not be held to limit or restrict in any manner the power of the corporation, and that they are, in the furtherance of, and in addition to, and not in limitation of, the general powers of the corporation, as conferred upon by the laws of the Philippines or otherwise: nor, shall the enumeration of one thing be deemed to exclude another, although it is of like nature, not expressed.

THIRD – That the place where the principal office of the corporation is to be established or located is at Suite 211-212 Richmack Building, #72 Mindanao Avenue, Project 6, Quezon City Philippines. (As amended on May 18, 2001)

FOURTH – That the terms for which the said corporation is to exist is fifty (50) years from and after the date o incorporation.

FIFTH – That the names, nationalities and residences of the incorporators of said corporation are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCES</u>
Rossann P. Roy	Filipino	48 A Barrion St, BF Homes, Q. C.
Generoso P. Roy	Filipino	48 A Barrion St, BF Homes, Q. C.
Bienvenido L. Molina	Filipino	44 Narra St, Green Acres, Nova, Quezon City
Ernesto V. Santos	Filipino	1338 Gelinos St. Sampaloc, Mla
Joselito S. Cuartero	Filipino	Ph. 8C, Opal St., Pasig Greenpark Vill., Cainta Rizal

SIXTH – That the number of directors of said corporation shall be five (5) and that the name and residences of the directors of the corporation are to serve until their successors are elected and qualified as provided for by the By-laws are as follows:

<u>NAME</u>	<u>RESIDENCES</u>	<u>CITIZENSHIP</u>
GENEROSO P. ROY	48 A.Barrion,BF Homes, Quezon City	Filipino
BIENVENIDO L. MOLINA	44 Narra St., Green Acres Quezon City	Filipino
ROSSAN P. ROY	48 A. Barrion, BF Homes, Quezon City	Filipino
ERNESTO V. SANTOS	1338 Gelinos, Sampaloc, Manila	Filipino
JOSELITO S. CUARTERO	Ph. 8C, Opal St., Green Park Vill., Cainta, Rizal	Filipino

SEVENTH – That the Capital Stock of said corporation is ONE HUNDRED THIRTY MILLION (P130,000,000.00) Pesos, Philippine Currency, and that the said capital is divided into ONE MILLION THREE HUNDRED THOUSAND (1,300,000) shares of stock with the par value of ONE HUNDRED (P100.00) Pesos per share. (As Amended on Sept. 1, 2004)

EIGHTH – That the amount of the said capital stock which has been actually subscribed is TWO MILLION FIVE HUNDRED THOUSAND (2,500,000.00) Pesos, and the following persons have subscribed for the amount o capital stock and for the number of shares set out after their respective names;

NAME	NO. OF SHARES	AMOUNT OF SUBSCRIPTION
Rossann P. Roy	8,750.00	P 875,000.00
Generoso P. Roy	12,500.00	1,250,000.00
Bienvenido L. Molina	1,250.00	125,000.00
Ernesto V. Santos	1,250.00	125,000.00
Joselito S. Cuartero	1,250.00	125,000.00
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	25,000	2,500,000.00
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NINE – That, the following persons have paid on the shares of capital stock, for which they have subscribed in the amount set out after their respective names:

NAME S	AMOUNT PAID ON SUBSCRIPTION
ROSSAN P. ROY	P 350,000.00
GENEROSO P. ROY	500,000.00
BIENVENIDO L. MOLINA	50,000.00
ERNESTO V. SANTOS	50,000.00
JOSELITO S. CUARTERO	50,000.00
	P 1,000,000.00
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TENTH – That, no transfer of stock or interest which will reduce the ownership of Filipino Citizens to less than the required percentage of the capital stock shall be allowed or permitted to be recorded in the proper books, and this restriction, shall also be indicated in all its certificates.

ELEVENTH – That, GENEROSO P. ROY has been elected by the subscribers as 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 receive in its name all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of March, 1988, in City of Quezon, Philippines.

(SGD.) ROSSAN P. ROY

(SGD.) GENEROSO P. ROY

(SGD.) BIENVENIDO L. MOLINA

(SGD.) ERNESTO V. SANTOS

(SGD.) JOSELITO S. CUARTERO

SIGNED IN THE PRESENCE OF:

(SGD.) ILLEGIBLE

(SGD.) ILLEGIBLE

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF QUEZON) S. S.

On this 4th day of April, 1988, before me, a notary public and for the City of Quezon, personally appeared:

ROSSAN P. ROY, with Residence Certificate No 3575145 issued at Makati, M. M. on February 25, 1988.

GENEROSO P. ROY, with Residence Certificate No. 1189638 issued at Quezon City on February 29, 1988.

BIENVENIDO L. MOLINA, with Residence Certificate No. 11890886 issued at MANILA on March 24, 1988.

ERNESTO V. SANTOS, with Residence Certificate No. 1890886 issued at Manila on March 24, 1988.

JOSELITO S. CUARTERO, with Residence Certificate No. 1189648 issued at Quezon City on February 29, 1988.

Known to me to be the who executed the foregoing Articles of Incorporation of the TRUSTEESHIP EDUCATIONAL PLAN, INC. and they acknowledged to me that the same is their free and voluntary act and deed.

This document consists of seven (7) pages including this page on which the acknowledgement is written, has been signed at the foot thereof by the above-named Incorporators and their instrumental witnesses.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal on the day, year and place above written.

(SGD.) ALFRA BETA A. SERQUIN
NOTARY PUBLIC
Until Dec. 31, 1988.

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TREASURER'S AFFIDAVIT

I, GENEROSO P. ROY, after having been duly sworn in accordance with law, depose and say;

That on the 30th day of March, 1988, I was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the Corporation 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 have been authorized by the subscribers to receive for the corporation all subscription paid in by the subscribers of capital stock; that out of the ONE HUNDRED THOUSAND (100,000) SHARES of stock worth TEN MILLION (P10, 000,000.00) PESOS, TWO MILLION FIVE HUNDRED THOUSAND (P 2,500,000.00) PESOS worth of shares or least 25 percentum of the Authorized Capital Stock has been actually subscribed and that at least twenty five percentum (25%) or ONE MILLION (P 1,000,000.00) PESOS of the subscription has been actually paid to me in cash and actually transferred to me in trust and receive by me for the benefit and to the credit of the corporation.

IN TESIMONY WHEREOF, I have hereunto signed this document, in the City of Quezon, Philippines, this 30th day of March, 1988.

SGD. GENEROSO P. ROY
Treasurer

SUBSCRIBED AND SWORN to before me this 4th day of April, 1988 at Quezon City, Philippines. Affiant exhibited to me his Residence Certificate No. 1189638 issued at Quezon City on February 29, 1988.

(SGD.) ALFRA BETA A. SERQUIN
Notary Public


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DIRECTOR'S CERTIFICATE
OF
AMENDED ARTICLES OF INCORPORATION
OF
TRUSTEESHIP PLANS, INC.

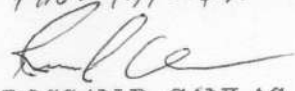
KNOW ALL MEN BY THESE PRESENTS

That We, the undersigned majority members of the Board of Directors and the Secretary, do hereby certify that the Articles of Incorporation of TRUSTEESHIP PLAN, INC. was amended by the affirmative vote of the stockholders owning and/or representing at least two thirds (2/3) of the outstanding capital at a meeting held for the purposes at the principal office of the corporation on Sept. 1, 2004.

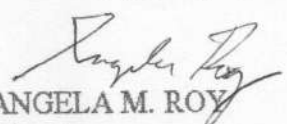
The amendment was likewise approved by majority of the directors at a meeting held at its principal office as amended on Sept. 1, 2004.


ATTY. GENEROSO P. ROY
Chairman


CTC no. 23216019
Issued at Q. C. on Feb. 9, 2004
TIN-137-421-297


ROSSAN R. CANLAS
Director

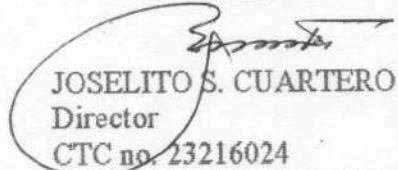
CTC no. 23233055
Issued at Makati on Feb. 11, 2004
TIN-115-322-025
232-807-966


ANGELA M. ROY
Director

CTC no. 23233054
Issued at Manila on Feb. 11, 2004
TIN-712-823-198


RENE P. ROY
Director

CTC no. 23216020
Issued at Q. C. on Feb. 9, 2004
TIN-146-473-951


JOSELITO S. CUARTERO
Director

CTC no. 23216024
Issued at Q. C. on Feb. 9, 2004
TIN-137425-258

COUNTERSIGNED:

Ma. Corazon C. Tria
MA. CORAZON C. TRIA
Corporate Secretary

REPUBLIC OF THE PHILIPPINES]

~~QUEZON CITY, M.M.~~ S.S.

SUBSCRIBED AND SWORN to before me this DEC 28 2004 2001
at ~~QUEZON CITY~~ Philippines, affiants exhibiting to me their respective Community Tax
Cert. Numbers and the place and date of issuances as indicated below their signatures.

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JOEL G. GORDOLA
Notary Public
Until December 31, 2005
PTR No. 48932897; 1/5/04; Q.C.