



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. AS094-006430

CERTIFICATE OF FILING

OF

AMENDED ARTICLES OF INCORPORATION

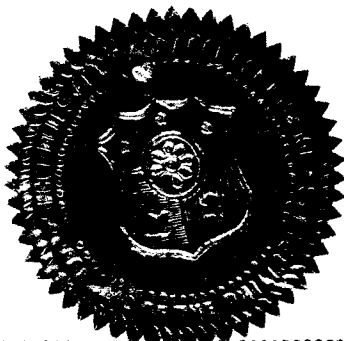
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

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

EMPIRE EAST LAND HOLDINGS, INC.
(Amending Articles VI and VII thereof)

copy annexed, adopted on August 2, 1995 by a majority vote of the Board of Directors and 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 this Office on the 27th day of August nineteen hundred and ninety-five, pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporation

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 27th day of August in the year of our Lord nineteen hundred and ninety-five.



0039085777

Eloisa C. Gloria
FE ELOISA C. GLORIA
Associate Commissioner

CORPORATION DIV.
15 AUG 22 P 5:10

AMENDED
ARTICLES OF INCORPORATION
of
EMPIRE EAST LAND HOLDINGS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are Filipinos, of legal ages, residents of the Philippines, have this day voluntarily associated 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 **EMPIRE EAST LAND HOLDINGS, INC.**

PRIMARY PURPOSES

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

a) To engage in the business of real estate development, mass community housing, townhouses and row houses development, residential subdivision and other massive horizontal land development, alone or in syndicate or joint venture with others and for this purpose acquire land by purchase, lease, donation or otherwise, and to own, use, improve, subdivide, hold, administer, sell, convey, exchange, lease, mortgage, dispose of, work improve, develop, subdivide and otherwise deal in real property of any kind and any interest or right therein and to construct, improve, manage or otherwise dispose of buildings, condominium, apartments and other structures of whatever kind, together with their appurtenances whether for dwelling, commercial or industrial purposes.

b) To conduct, maintain, engage in, and carry on the business of acquiring, constructing, developing and operating hotels, lodges, resorts and other tourist oriented projects, either alone or in conjunction with others.

c) To perform all and everything necessary and proper for the attainment of the said purposes, or in furtherance of any of the above purposes, either alone or in association with corporations or individuals;

SECONDARY PURPOSES

a) To promote, establish, operate, manage, own or invest in any and all kinds of business enterprises or assist or participate in organization, merger or consolidation thereof, and in connection with such activities, to subscribe to, purchase or otherwise acquire shares of stock or other evidence of equity participation in any business enterprise, or purchase or otherwise acquire all or part of assets, franchise, concessions, goodwill of any firm, corporation or establishment as may be allowed by law.

b) To borrow money, to make and issue notes, and other evidences of indebtedness of all kinds and to secure the same by mortgage, pledge, or otherwise, in amounts as the business of the corporation may require;

c) To deal, engage and transact, directly or indirectly, all forms, of business and mercantile acts and transactions concerning all kinds of real or personal property, movables, semi-movables or immovables, goods, wares, chattels, choses in action, tangibles and intangible property, technical and industrial equipments and machineries, personal and real rights, commercial papers and documents, securities, evidence of indebtedness or things, including future ones, which are not excluded from the commerce of man or which are not contrary to law or good morals;

d) To borrow or raise money or funds for the purpose/s of the corporation, and in pursuance thereof, to issue any mortgage hypothecations, deeds of trust, debentures, bonds, liens or obligations of the corporation, either at par, premium, secured by all or any parts of the undertakings, revenues, rights and properties of the corporation and to exchange or vary from time to time any such securities;

e) To carry on a general mercantile and commercial business, buying or otherwise acquiring, holding, importing and exporting, selling and otherwise disposing, and dealing in goods, wares, merchandise or anything of any nature, natural or artificial, which is or may become an article of commerce;

f) To act as commercial or general agent or factor, to undertake the general management or representation of any person, either within or without the Philippines; in no case however, shall the corporation manage the funds, securities and portfolios and similar assets of such managed entities; any transaction or negotiation of any business of shipping, air, water or land passenger and/or freight transportation, maritime, commercial, manufacturing or other business of any nature whatsoever and while so acting as such agent, factor or manager, to perform such acts, enter into such contracts and obligations and carry on such transactions as shall tend to promote the best interests of the corporation and of those it represents;

g) To do a general business as commission merchant, selling agent and factor and conduct, manage, and operate the general business of importers and exporters, to make such contracts as may from time to time be required to be made; to deal or traffic in, negotiate, acquire, keep and dispose of commercial or other papers;

h) In furtherance of its business, enter into, make, perform and carry out, or cancel and rescind contracts of every kind and for any lawful purpose with any person, firm association, corporation, syndicate, domestic or foreign or others;

i) To acquire for itself by purchase, or otherwise, and to invest in, hold, sell, or otherwise dispose of, the stocks, bonds, debentures, certificates or other securities of any corporation, domestic or foreign, or the bonds or other obligations and evidence of indebtedness, of any person or persons, in the same manner and extent as juridical persons might, could or would do, and while owner or holder of such stocks, bonds, or other securities, to exercise all the rights, powers and privileges appurtenant thereto without necessarily engaging in stock brokerage herein;

j) To apply for, obtain, register, lease, license, purchase or otherwise acquire, and to hold, use, own, operate, sell, assign, or otherwise dispose of any trademark, trade names, trade secrets, formulas, patents, inventions, copyrights, improvements and processes used in connection with or secured under letter, patent or copyright, domestic or foreign;

k) Directly or indirectly, to buy, sell, rent, manufacture, install, use, operate, and generally deal in with machines, mechanisms, devices, apparatuses, inventions, gadgets, equipments, of all kinds and types and technical and industrial improvements known to and within the commerce of man;

l) To make, enter into, execute, ratify, confirm, sign, undertake and perform contracts of any and all kinds and description with any person, firm or corporation, whether governmental, public or private, without limit as to amount and conditions, including but not by way of limitations, contracts, creating rights, encumbrances, liens, assessments, servitudes and other privileges respecting any of the property of any kind owned by the corporation;

m) To do all such other things and acts as are necessary or impliedly included, incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated, directly or indirectly, to enhance the value of or render profitable any business of the corporation, always provided that nothing shall be done in connection with any of the above objects which is prohibited by any of the laws of the Philippines now or hereafter existing, and provided further that the funds of the corporation invested for one purpose shall not be diverted for another purpose except in accordance with section 17 of the Corporation Law as amended.

THIRD : That the place where the principal office of the corporations is to be established or located is in Metro-Manila Philippines;

FOURTH : That the term of which said corporations is to exist is FIFTY (50) YEARS from and after the date of incorporation;

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

ANDREW L. TAN	Filipino	10 Taft Street, Greenhills, S.J., M.M.
KATHERINE L. TAN	Filipino	- ditto -
ELIZABETH DE JESUS	Filipino	Equitable Bank Bldg., Greenhills, S.J., M. M.
CIRILO L. MANLANGIT	Filipino	One Beverly Place #35 Annapolis St., Greenhills, San Juan, Metro Manila
LOURDES G. CLEMENTE	Filipino	#18 Denmark St., Better Living Subd., Paranaque Metro Manila

*SIXTH : That the number of directors of said corporation shall be eleven (11) and that the names and residences of the directors of the corporation who initially served until their successors were elected and qualified as provided by the By-Laws are as follows, to wit:

1. ANDREW L. TAN	10 Taft Street, Greenhills, San Juan, Metro Manila
2. KATHERINE L. TAN	- ditto -
3. ELIZABETH DE JESUS	Equitable Bank Bldg. Greenhills, San Juan, Metro Manila
4. CIRILO L. MANLANGIT	One Beverly Place #35 Annapolis St., Greenhills, San Juan Metro Manila
5. LOURDES G. CLEMENTE	#18 Demark St., Better Living Subd. Paranaque, Metro Manila

*SEVENTH : That the amount of capital stock of said corporation is FIVE BILLION PESOS (5,000,000,000.00), Philippine currency, and said capital stock is divided into THREE BILLION (3,000,000,000) shares of COMMON STOCK with

*As amended by a majority vote of the members of the board of directors and by stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their respective special meetings held on August 2, 1995.

a par value of ONE PESO (1.00) per share and TWO BILLION (2,000,000,000) shares of CONVERTIBLE PREFERRED STOCK.

The shares of CONVERTIBLE PREFERRED STOCK shall be issued subject to the following terms and conditions:

1. Dividends. Shares of CONVERTIBLE PREFERRED STOCK shall be entitled to cumulative dividends of any kind at the rate applicable to the shares of COMMON STOCK as long as said shares are outstanding. Such dividend shall be paid before any dividends are paid to the holders of shares of COMMON STOCK of the Corporation using the formula applicable in the exercise of the conversion rights set forth in paragraph 2 hereof.

Stock dividends declared on the shares of CONVERTIBLE PREFERRED STOCK prior to their conversion into shares of COMMON STOCK shall be payable in the form of shares of COMMON STOCK. The percentage of such dividends shall be applied on the shares of CONVERTIBLE PREFERRED STOCK, the resulting number of shares of which shall be divided by nine (9) to arrive at the equivalent number of shares of COMMON STOCK, cash dividends or such other dividend due on the shares of CONVERTIBLE PREFERRED STOCK.

Dividend declared on the shares of CONVERTIBLE PREFERRED STOCK shall be participating.

2. Conversion. Shares of CONVERTIBLE PREFERRED STOCK, at the option of the holders thereof, shall be convertible into shares of COMMON STOCK of the Corporation on the basis of one (1) share of COMMON STOCK for every nine (9) shares of CONVERTIBLE PREFERRED STOCK.

The holders of shares of CONVERTIBLE PREFERRED STOCK may exercise their conversion rights within forty-five (45) days prior to the start of the offering period of any initial public offering of the Corporation's shares of COMMON STOCK or within forty-five (45) days prior to the end of the second anniversary date of issuance of the shares of CONVERTIBLE PREFERRED STOCK.

After conversion into COMMON STOCK, the converted shares may not be sold or offered for sale within such period as may be required by the Philippine Stock Exchange, if any, following the first day of trading in the Corporation's shares of COMMON STOCK at the Philippine Stock Exchange pursuant to any initial public offering of these shares. The appropriate stock certificates covering the shares of COMMON STOCK shall be issued and delivered to the holders of the shares of the CONVERTIBLE PREFERRED STOCK within a period of fourteen (14) days from receipt by the Corporation from the holders of the shares of CONVERTIBLE PREFERRED STOCK of a notice of conversion of the said shares into shares of COMMON STOCK.

3. Voting Rights. Holders of shares of CONVERTIBLE PREFERRED STOCK shall be entitled to one (1) vote for every nine (9) shares of CONVERTIBLE PREFERRED STOCK.

4. Liquidation Rights. Shares of CONVERTIBLE PREFERRED STOCK shall have preference over holders of shares of COMMON STOCK in the event of voluntary or involuntary liquidation.

5. Other Rights and Privileges. Except as otherwise expressly provided herein, the shares of CONVERTIBLE PREFERRED STOCK shall have the same rights and privileges as the shares of COMMON STOCK of the Corporation.

6. Fractional Shares. No fraction of a share of COMMON STOCK shall be issued upon conversion of shares of CONVERTIBLE PREFERRED STOCK. If fractions would result as a consequence of the application of the formula mentioned in paragraphs 1 and 2 hereof, such fractions would be rounded off applying the standard mathematical formula for rounding off of numbers.

EIGHT: That the amount of capital stock which has been actually subscribed is ONE HUNDRED TWENTY FIVE MILLION (125,000,000,00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names :

<u>NAME</u>	<u>RESIDENCE</u>	<u>NUMBER OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF CAPITAL STOCK (COMMON)</u>
MEGAWORLD PROPERTIES & HOLDINGS, INC.	16th Floor, Solidbank Bldg. 777, Paseo de Roxas, Makati, Metro Manila	124,999,995	P 124,999,995.00
ANDREW L. TAN	10 Taft Street, Greenhills, San Juan, M.M.	1	1.00
KATHERINE L. TAN	- ditto -	1	1.00
ELIZABETH DE JESUS	Equitable Bank Bldg., Greenhills San Juan, M.M.	1	1.00
CIRILO L. MANLANGIT	One Beverly Place #35 Annapolis St., Greenhills, San Juan, Metro Manila	1	1.00

LOURDES G.CLEMENTE	#18 Denmark St., Better Living Subd. Paranaque, M.M.	1	1.00
		-----	-----
	TOTAL	125,000,000	P 125,000,000.00

NINTH : That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names :

MEGAWORLD PROPERTIES & HOLDINGS, INC.	16th Floor, Solid-Bank Bldg., 777 Paseo de Roxas, Makati, M.M.	P	31,249,999.00
ANDREW L. TAN	10 Taft Street, Greenhills, San Juan, M.M.		1.00
KATHERINE L. TAN	- ditto -		1.00
ELIZABETH DE JESUS	Equitable Bank Bldg., Greenhills San Juan, M.M.		1.00
CIRILO L. MANLANGIT	One Beverly Place #35 Annapolis St., Greenhills, San Juan, Metro Manila		1.00
LOURDES G.CLEMENTE	#18 Denmark St., Better Living Subd. Paranaque, M.M.		1.00

			P 1,250,004.00

TENTH : That ANDREW L. TAN has been elected 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 for all the subscriptions paid by the said subscribers.

ELEVENTH : Directors and all other officers of said corporation shall receive such compensation as the stockholders and the Board of Directors may provide, respectively.

TWELFTH : 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 to be recorded in the proper books of the corporation and this restriction shall be indicated in all

the stock certificates issued by the Corporation. Furthermore, all stockholders of the Corporation shall not enjoy any pre-emptive right to subscribe to any issue or disposition of shares of any class of the Corporation. (AMENDED AS OF APRIL 3, 1995)

IN WITNESS WHEREOF, we have hereunto set our hands this 15th day of June, 1994, at Makati, Metro Manila, Philippines.

(SGD) ANDREW L. TAN -spouses- (SGD) KATHERINE L. TAN

(SGD) ELIZABETH DE JESUS (SGD) CIRILO L. MANLANGIT

(SGD) LOURDES G. CLEMENTE

SIGNED IN THE PRESENCE OF :

(SGD) R.D. SIATELA

(SGD) J.G. DINGLASAN

REPUBLIC OF THE PHILIPPINES)
Kalookan City) S.S.

A C K N O W L E D G M E N T
- - - - -

On this 11th day of July, 1994, before me, a Notary Public, for and in Kalookan City, personally appeared :

- ANDREW L. TAN - Res. Cert. No. 8000751 ,
issued at San Juan on Feb. 28, 1994
- KATHERINE L. TAN - Res. Cert. No. 8000752,
issued at San Juan on Feb. 28, 1994
- ELIZABETH DE JESUS - Res.Cert No. 8001521A,
issued at Makati, M.M. on March 2, 1994
- CIRILO L. MANLANGIT - Res.Cert No.7211333-A,
issued at Makati, Metro Manila on
March 16, 1994
- LOURDES G. CLEMENTE - Res.Cert No.7211331-A, issued
on March 16, 1994 at Makati,
Metro Manila.

known to me and to me known to be the same persons whose name are subscribed and who executed the foregoing Articles of Incorporation and each of them acknowledged to me that he/she voluntarily executed the same.

WITNESS MY HAND AND SEAL

(SGD) NIMFA E. SILVESTRE-PINEDA
NOTARY PUBLIC

Doc. No. 432;
Page No. 87;
Book No. II;
Series of 1994.

Until December 31, 1994
PTR No. 0369133;2-1-93
Kalookan City

95 AUG 22 5:10

**CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION AND BY-LAWS OF
EMPIRE EAST LAND HOLDINGS, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That WE, the undersigned Chairman, Secretary, and at least a majority of the Members of the Board of Directors of **EMPIRE EAST LAND HOLDINGS, INC.** (the "Corporation") do hereby certify that the attached are true and correct copy of the **AMENDED Articles of Incorporation and By-Laws** of the Corporation embodying the following amendments:

(a) Article Sixth of the Articles of Incorporation
- increasing the number of members of its board of directors from the present five (5) directors to eleven (11) directors;

(b) Article Seventh of the Articles of Incorporation
- from the present One Billion Two Hundred Million Pesos (₱1,200,000,000.00), Philippine currency, divided into One Billion Two Hundred Million (1,200,000,000) shares of common stock with a par value of One Peso (₱1.00) per share, TO FIVE BILLION PESOS (₱5,000,000,000.00), PHILIPPINE CURRENCY, DIVIDED INTO TWO BILLION (2,000,000,000) shares of CONVERTIBLE PREFERRED STOCK AND THREE BILLION (3,000,000,000) shares of COMMON STOCK, BOTH WITH A PAR VALUE OF ONE PESO (₱1.00) PER SHARE.

The shares of CONVERTIBLE PREFERRED STOCK shall be issued subject to the following terms and conditions:

1. Dividends. Shares of CONVERTIBLE PREFERRED STOCK shall be entitled to cumulative dividends of any kind at the rate applicable to the shares of COMMON STOCK as long as said shares are outstanding. Such dividend shall be paid before any dividends are paid to the holders of shares of COMMON STOCK of the Corporation using the formula applicable in the exercise of the conversion rights set forth in paragraph 2 hereof.

Stock dividends declared on the shares of CONVERTIBLE PREFERRED STOCK prior to their conversion into shares of COMMON STOCK shall be payable in the form of shares of COMMON STOCK. The percentage of such dividends shall be applied on the shares of CONVERTIBLE PREFERRED STOCK, the resulting number of shares of which shall be divided by nine (9) to arrive at the equivalent number of shares of COMMON STOCK, cash dividends or such other dividend due on the shares of CONVERTIBLE PREFERRED STOCK.

Dividend declared on the shares of CONVERTIBLE PREFERRED STOCK shall be participating.

2. Conversion. Shares of CONVERTIBLE PREFERRED STOCK, at the option of the holders thereof, shall be convertible into shares of COMMON STOCK of the Corporation on the basis of one (1) share of COMMON STOCK for every nine (9) shares of CONVERTIBLE PREFERRED STOCK.

The holders of shares of CONVERTIBLE PREFERRED STOCK may exercise their conversion rights within forty-five (45) days prior to the start of the offering period of any initial public offering of the Corporation's shares of COMMON STOCK or within forty-five (45) days prior to the end of the second anniversary date of issuance of the shares of CONVERTIBLE PREFERRED STOCK.

After conversion into COMMON STOCK, the converted shares may not be sold or offered for sale within such period as may be required by the Philippine Stock Exchange, if any, following the first day of trading in the Corporation's shares of COMMON STOCK at the Philippine Stock Exchange pursuant to any initial public offering of these shares. The appropriate stock certificates covering the shares of COMMON STOCK shall be issued and delivered to the holders of the shares of the CONVERTIBLE PREFERRED STOCK within a period of fourteen (14) days from receipt by the Corporation from the holders of the shares of CONVERTIBLE PREFERRED STOCK of a notice of conversion of the said shares into shares of COMMON STOCK.

3. Voting Rights. Holders of shares of CONVERTIBLE PREFERRED STOCK shall be entitled to one (1) vote for every nine (9) shares of CONVERTIBLE PREFERRED STOCK.

4. Liquidation Rights. Shares of CONVERTIBLE PREFERRED STOCK shall have preference over holders of shares of COMMON STOCK in the event of voluntary or involuntary liquidation.

5. Other Rights and Privileges. Except as otherwise expressly provided herein, the shares of CONVERTIBLE PREFERRED STOCK shall have the same rights and privileges as the shares of COMMON STOCK of the Corporation.

6. Fractional Shares. No fraction of a share of COMMON STOCK shall be issued upon conversion of shares of CONVERTIBLE PREFERRED STOCK. If fractions would result as a consequence of the application of the formula mentioned in paragraphs 1 and 2 hereof, such fractions would be rounded off applying the standard mathematical formula for rounding off of numbers.

(c) Article V of the By-Laws - deleting the second sentence of paragraph 3 of Section 1, to wit: "All sales of the unissued stock, including the number of shares directed to be sold, shall be placed and offered for sale to the general public in accordance with law."

(d) Article VI of the By-Laws - requiring that any stock dividend declared on any outstanding shares may be paid only with shares of COMMON STOCK.

Handwritten signature/initials on the left margin, possibly reading "M. S. S. S."

Handwritten signature/initials on the bottom right margin, possibly reading "S. S. S."

IN WITNESS WHEREOF, we have hereunto set our hands
this ____ day of August 1995 at Makati City, Metro Manila,
Philippines.

BOARD OF DIRECTORS

ANDREW L. TAN
Director

GERARDO C. GARCIA
Director

CIRILO L. MANLANGIT
Director

ELIZABETH DE JESUS
Director

KATHERINE L. TAN
Director

ATTESTED BY:

ANDREW L. TAN
Chairman

CERTIFIED CORRECT BY:

ENRIQUE SANTOS L. SY
Corporate Secretary

Republic of the Philippines)
Makati City, Metro Manila) S.S.

SUBSCRIBED AND SWORN to before me this AUG 22 1995 day of
August 1995 at Makati City, Metro Manila, Philippines
affiants exhibiting to me their Community Tax Certificates as
follows:

<u>Name</u>	<u>Comm. Tax Cert No.</u>	<u>Date/Place Issued</u>
Andrew L. Tan	8043871	1-24-95/San Juan, M.M.
Cirilo L. Manlangit	9559658-A	1-17-95/Mandaluyong, M.M.
Katherine L. Tan	8043870	1-24-95/San Juan
Gerardo C. Garcia	699862-C	4-4-95/Paranaque
Zenaida M. Marquez	667651	2-21-95/Paranaque
Edwin C. Lim	8913529-C	3-28-95/Makati City
Enrique Santos L. Sy	5609372-C	2-13-95/Makati City

Doc. No. 319 ;
Page No. 65 ;
Book No. VIII ;
Series of 1995.

EDWIN B. MAQUINTO
NOTARY PUBLIC
UNTIL 31 DECEMBER 1996
PTR # 2492521, I-5-95, M.M.
IBP # 381664, I-5-95, PASH