



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. ASD95-003836

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

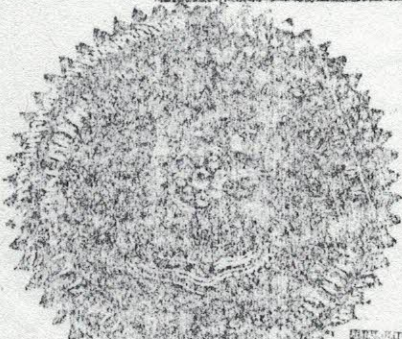
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

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

PROTON MICROSYSTEMS, INC.
(Amending Article II Primary purpose thereof.)

copy annexed, adopted on June 15, 1998 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 20th day of July nineteen hundred and ninety-eight, pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Dlg. 63, approved on May 1, 1960, 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 20th day of July, in the year of our Lord nineteen hundred and ninety-eight.



Sonia M. Ballo
SONIA M. BALLO
Director

Corporate and Legal Department



SEC EXPRESS LANE

AMENDED

ARTICLES OF INCORPORATION
OF
PROTON MICROSYSTEMS, INC.
(Name of Corporation)

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:

PROTON MICROSYSTEMS, INC.

SECOND:

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

PRIMARY PURPOSE

To engage in, conduct, and carry on the business of buying, selling, distributing, marketing at wholesale only in so far as may be permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description, to enter into all kind of contracts for the export, import, purchase, acquisition, sale at wholesale only and other disposition for its own account as principal or in representative capacity as manufacturer's representative, merchandise broker, indenter, commission merchant, factors or agents, upon consignment of all kind of goods, wares, merchandise or products wether natural or artificial. (As amended on June 15, 1998)

No. _____

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouse and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, 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 of 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 interest 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, evidence of indebtedness, contracts, or obligations of 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 purposes 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, exception, 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 of agencies and to carry on any of all of 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 property anywhere within the Philippines;
8. 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 of more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation.

THIRD: That the place where the principal office of the corporation is to be established or located is at Metro Manila, Philippines

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:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Ricardo Lee		
William Lim		
Ruby Molina Wong		
Wilson Taneda		
Chun Sang ong		
Lawrence Lee		

SIXTH: That the number of directors of said corporation shall be Six (6) 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:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Ricardo Lee		
William Lim		
Ruby Molina Wong		
Wilson Taneda		
Chun Sang ong		
Lawrence Lee		

SEVENTH: That the authorized capital stock of said corporation is Five million Pesos (P 5,000,000), Philippine Currency, and said capital stock is divided into Fifty Thousand shares (50,000.) with a par value of One hundred Pesos (P100.00) each.

EIGHT: That the amount of said capital stock which has been actually subscribed is Five Million Pesos (P 5,000,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of shares</u>	<u>Amount subscribed</u>
Ricardo Lee		6,000	Php 600,000.00-
William Lim		6,000	600,000.00-
Ruby Molina Wong		6,000	600,000.00-
Wilson Taneda		6,000	600,000.00-
Ong Chun Sang		6,000	600,000.00-
Lawrence Lee		<u>20,000</u>	<u>2,000,000.00-</u>
		<u>50,000</u>	Php <u>5,000,000.00-</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;

<u>Name</u>	<u>Amount Paid</u>
Ricardo Lee	P 600,000.00
William Lim	600,000.00
Ruby Molina Wong	600,000.00
Wilson Taneda	600,000.00
Ong Chun Sang	600,000.00
Lawrence Lee	<u>2,000,000.00</u>
	<u>P 5,000,000.00</u>

TENTH: That no issuance or transfer of shares of stock of the corporation which would 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.

ELEVENTH: That William Lim has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he/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 8th day of Feb, 1995 at Manila, Philippines.

(Sgd.) Ricardo Lee

(Sgd.) William Lim

(Sgd.) Ruby Molina Wong

(Sgd.) Wilson Taneda

(Sgd.) Chun Sang Ong

(Sgd.) Lawrence Lee

Signed in the presence of :

(Sgd.) (Illegible)

(Sgd.) (Illegible)

ACKNOWLEDGEMENT

Republic of the Philippines)
City of Manila) S. S.

BEFORE ME, a Notary Public in and for Manila, Philippines, this
17th day of April, 1995 personally appeared :

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date & Place Issued</u>
Ricardo Lee		
William Lim		
Ruby Molina Wong		
Wilson Taneda		
Ong Chun Sang		
Lawrence Lee		

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all known to me and to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary 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.) NOTARY PUBLIC
ATTY JOSE S. TAYO
UNTIL DEC. 31, 1995
TAN. 6175-731-8
PTR 061206
1-2-95

Doc. No. 320 ;

Page No. 65 ;

Book No. 19 ;

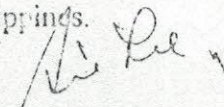
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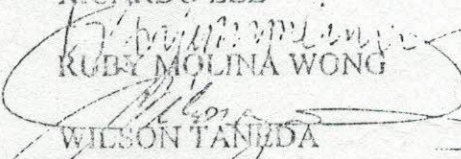
DIRECTORS' CERTIFICATE

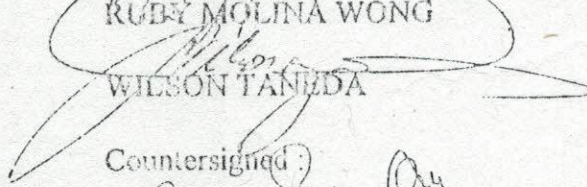
KNOW ALL MEN BY THESE PRESENT

We, the undersigned majority of the Board of Directors and Secretary, hereby certify that the attached is a true and correct copy of the amended Articles of corporation of Proton Microsystems, Inc. as approved by at least two-thirds (2/3) of outstanding capital stock and majority of the Board of Directors at a meeting held on June 15, 1998 at the principal office of the Corporation.

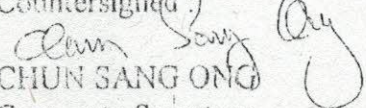
IN WITNESS WHEREOF, We hereby set our hands this 16th day of June, 1998 at Manila, Philippines.


RICARDO LEE


RUBY MOLINA WONG


WILSON TANEDA

Countersigned:


CHUN SANG ONG
Corporate Secretary


WILLIAM LIM


CHUN SANG ONG

JUL 07 1998

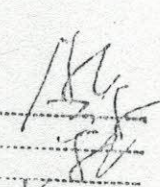
SUBSCRIBED AND SWORN TO BEFORE ME this _____
at _____ affiant exhibiting to me their Commuty Tax Receipt No. as follows:

NAME

CTR

PLACE/DATE OF ISSUE

Ricardo Lee
William Lim
Ruby Molina Wong
Wilson Taneda
Ong Chun Sang
Lawrence Lee


DOC. NO. _____
PAGE NO. _____
BOOK NO. _____
SERIES OF 1997 _____

NOTARY PUBLIC
JOEL G. GORDULA
Notary Public
Until December 31, 1999
PTR No. 85839-2 1-5-98; Q.C.