



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



Company Reg. No. ASO95-003836

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

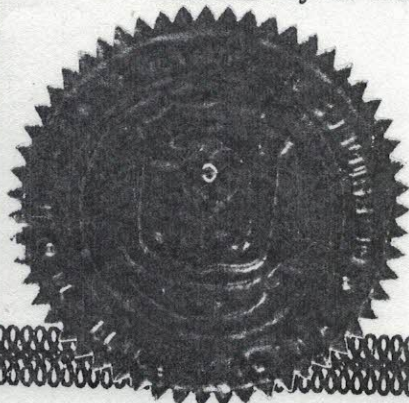
THIS IS TO CERTIFY that the amended articles of incorporation of the

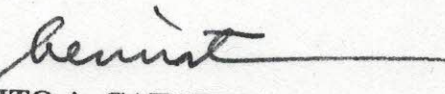
PROTON MICROSYSTEMS, INC.
(Amending Articles II primary purpose & VII thereof)

copy annexed, adopted on October 28, 2002 by a 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 11th day of February, Two Thousand Three.




BENITO A. CATARAN
Director
Company Registration and Monitoring Department

AMENDED
ARTICLES OF INCORPORATION
OF
PROTON MICROSYSTEMS, INC.

KNOW ALL BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Philippines, have this day voluntarily associates 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

To engage in conduct, and carry on the business of buying, selling, distributing, marketing at whole **and retail** only in so far as may be permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description **such as but not limited to computer hardware equipment and other similar products,** to enter into all kin of contracts for the export, import, purchase, acquisition, sale at wholesae **and retail** 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 whether natural or artificial. (As amended on October 28, 2002)

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 lieu 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

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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		

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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 THIRTY million Pesos (P 30,000,000.00), Philippine Currency, and said capital stock is divided into THREE HUNDRED THOUSAND shares (300,000) with a par value of One hundred Pesos (P100.00) each.

AS AMENDED OCTOBER 28, 1982

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		20,000	2,000,000.00-
		50,000	Php 5,000,000.00-

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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 issued 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 Tareja

(Sgd.) Chun Sang Ong

(Sgd.) Lawrence Lee

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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
PIR 061206
1-2-95

Doc No. 320 ;

Page No. 65 ;

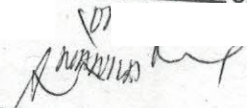
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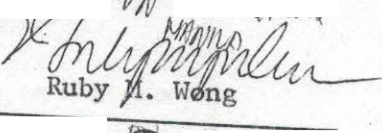
Series of 1995 .

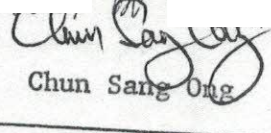
DIRECTORS' CERTIFICATE

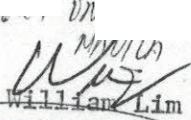
We, the undersigned majority members of the Board of Directors and the Secretary, do hereby certify that the Articles of Incorporation of PEOTON MICROSYSTEMS, INC. was amended by an affirmative vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held for that purpose at the principal office of the corporation on October 28, 2002.

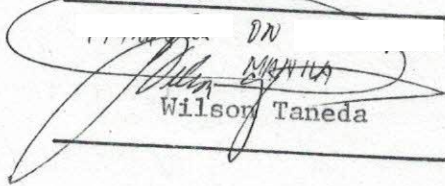
The amendment was likewise approved by majority of the directors at a meeting held at Principal office on October 28, 2002.


Ricardo Lee


Ruby M. Wong


Chun Sang Ong


William Lim


Wilson Taneda

(Note: To be attached to the Amended Articles of incorporation reflecting the increase of capital stock).

*Print names below signature

COMPANY DATA MAINTENANCE FORM
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION
 (FOR DOMESTIC COMPANIES ONLY)

SEC NUMBER 1159500318316

FOR SEC TO PROVIDE: MAINTENANCE NO. : / /

TRANSACTION DATE / /

FILL-UP INSTRUCTIONS - Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes.
FILL UP ONLY THOSE ITEMS FOR WHICH AMENDMENTS OR CHANGES ARE TO BE MADE. Refer to the back of this page for additional instructions.

CURRENT COMPANY NAME (This must always be provided.)

RESERVATION NUMBER PROTON MICROSYSTEMS INC.

NEW COMPANY NAME

RESTRICT USE BY OTHERS?
☐ YES
☐ NO**GENERAL INFORMATION**COMPANY TYPE ☐ DS - DOMESTIC STOCK ☐ DN - DOMESTIC NON-STOCK ☐ DP - DOMESTIC PARTNERSHIPCHANGE FROM STOCK TO NON-STOCK? ☐ YES ☐ NOCHANGE IN PRIMARY PURPOSE? ☐ YES ☐ NO

PRINCIPAL OFFICE ADDRESS

AREA CODE

POSTAL CODE

TEL NO.

BUSINESS OFFICE ADDRESS

POSTAL CODE

TEL NO.

FAX NO

AREA CODE

POSTAL CODE

TEL NO.

BUSINESS INFORMATION

POSTAL CODE

TEL NO.

FAX NO

PARTNERSHIP TYPE

TYPE OF ENTERPRISE

☐ L - LIMITED☐ IN - NO SPECIAL REGISTRATION☐ G - GENERAL☐ IE - FA EXPORT

INDUSTRY CODE

☐ ID - FA-DOMESTIC

TERM OF EXISTENCE

END DATE OF EXISTENCE

YEARS

FISCAL YEAR END (MM/DD)

ANNUAL MEETING (For domestic companies only)

☐ F - FIXED (MM/DD) / /☐ V - VARIABLE

NUMBER OF DIRECTORS (If stock co.)

TRUSTEES (If non-stock co.)

TOTAL CONTRIBUTION (of non-stock companies)

% OF FOREIGN MEMBERSHIP (Of non-stock companies)

PARTNERS (If partnership)

TOTAL CONTRIBUTION (Of domestic partnership)

STOCKHOLDERS (If stock co.)

Filipino:

Foreign:

COMPANY RELATIONSHIP - List all companies related to registrant. (Use additional sheets, if necessary.)
 RELATIONSHIP TYPE ☐ M - DISSOLVED COMPANY (if due to merger) ☐ S - PARENT COMPANY (if registrant is a subsidiary) ☐ O - OTHERS
 (RELN TYPE) ☐ V - DISSOLVED COMPANY (if change in company type) ☐ A - AFFILIATE (of registrant)

RELN TYPE	SEC NUMBER	COMPANY NAME	START DATE	END DATE
MAIN IND				
TYPE				

MAIN IND - A (NEW), E (UPDATE EXISTING), OR D (DELETE) RELATIONSHIP

CERTIFIED CORRECT:

PROCESSING ATTORNEY:

(Signature over printed name)

DATE REVIEWED:

DATA CONTROL CLERK:

POSITION:

DATE:

DATE REVIEWED:

DATA CONTROL CLERK:

DATE ENCODED:

COMPANY DATA MAINTENANCE FORM
CHANGES IN CAPITAL STRUCTURE
 (FOR DOMESTIC STOCK CORPORATION ONLY)

SEC NUMBER : 459410108316FOR SEC TO PROVIDE : MAINTENANCE NO. : TRANSACTION DATE :

PAGE OF

FILL-UP INSTRUCTIONS : Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Refer to the back of this page for additional instructions.

COMPANY NAME

CHANGE IN PAID-UP CAPITAL BY ASSET TYPE

COMPANY TIN

ASSET TYPE	C - CASH	P - PROPERTY	L - OFFSET OF LIABILITY	S - STOCK DIVIDEND	M - MERGER	O - OTHERS	TOTAL
PREVIOUS BALANCE	P	P	P	P	P	P	P
INCREASE (DECREASE)	5,000.00						5,000.00
CURRENT BALANCE	P	P	P	P	P	P	5,000.00
INCREASE (DECREASE) IN FOREIGN EQUITY BREAKDOWN (Summarize by nationality the capital subscribed and paid for by foreign stockholders -- i.e., grouped by individuals and companies.)							15,010.400
NATIONALITY CODE							
NATIONALITY DESCRIPTION							
SUBSCRIBED CAPITAL							
PREVIOUS BALANCE	P	P	P	P	P	P	P
INCREASE (DECREASE) OF ..							
INDIVIDUALS							P
COMPANY (IES)							
TOTAL INCREASE (DECREASE)							
NEW BALANCE	P	P	P	P	P	P	P
PAID-UP CAPITAL OF ..							P
PREVIOUS BALANCE	P	P	P	P	P	P	P
INCREASE (DECREASE) OF ..							
INDIVIDUALS							P
COMPANY (IES)							
TOTAL INCREASE (DECREASE)							
NEW BALANCE	P	P	P	P	P	P	P
PERCENTAGE OF FOREIGN EQUITY :							P

CERTIFIED CORRECT :

PROCESSING ATTORNEY :

(Signature over printed name)

POSITION :

DATE REVIEWED :

PROCESSING EXAMINER :

DATA CONTROL CLERK :

DATE :

DATE REVIEWED :

DATE REVIEWED :

DATE REVIEWED :

DATE ENCODED :

DATE :