



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**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the
PROTON MICROSYSTEMS, INC. doing business under the name and
style of **OCTAGON COMPUTER SUPERSTORE; MICROVALLEY
COMPUTER SUPERSTORE AND GADGETWORLD**
(Formerly: Proton Microsystems, Inc. doing business under the name and style
of OCTAGON COMPUTER SUPERSTORE and MICROVALLEY COMPUTER
SUPERSTORE)
(Amending Article I thereof.)

copy annexed, adopted on January 18, 2012 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 Corporate 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 10th day of October, Twenty Twelve.


FERDINAND B. SALES
Officer-In-Charge

Company Registration and Monitoring Department



COVER SHEET

AS 0 9 5 0 0 3 8 3 6

P R O T O N M I C R O S Y S T E M S , I N C .

(Company's Full Name)

1 8 3 1 P A Z M . G U A Z O N S T R E E T

P A C O , M A N I L A

(Business Address: No. Street City/Town/Province)

Ms. Anita Lim

Contact Person

526-7152

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

Change of Name

FORM TYPE

Month

Day

Annual Meeting

Not Applicable

Secondary License Type, If Applicable

S E C

Dept. Requiring this Doc.

-

Ammended Articles Number/Section

Five (5)

Total No. of Stockholders

Total Amount of Borrowings

-

Domestic

-

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

AMENDED ARTICLES OF INCORPORATION
OF
PROTON MICROSYSTEMS, INC. DOING BUSINESS UNDER THE NAME
AND STYLE OF OCTAGON COMPUTER SUPERSTORE; MICROVALLEY
COMPUTER SUPERSTORE AND GADGETWORLD

Formerly : **PROTON MICROSYSTEMS, INC. DOING BUSINESS UNDER THE**
NAME AND STYLE OF OCTAGON COMPUTER SUPERSTORE AND MICROVALLEY
KNOW ALL MEN BY THESE PRESENTS: *COMPUTER SUPERSTORE*

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.
DOING BUSINESS UNDER THE NAME AND STYLE OF OCTAGON
COMPUTER SUPERSTORE; MICROVALLEY COMPUTER
SUPERSTORE AND GADGETWORLD (as amended on Jan. 18, 2012)

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 and retail 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, telecommunication equipment and other similar products, to enter into all kinds of contracts for the export, import, purchase, acquisition, sale at wholesale and retail 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 kinds of goods, wares, merchandise or products whether natural or artificial and to perform after sales services such as warranties, repairs and other services related thereto. (as amended on August 24, 2005)

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.

Date: 18-12-2008 Time: 1:12:2 AM

User Name: PROTON08



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 747 Romualdez Street, Ermita, Manila. *LAS AMENDED*
116 DEC. 1, 1923)

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		
Chung 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		

Date: 18-12-2008 Time: 1:12:5 AM

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User Name: PROTON08 -

SEVENTH: That the authorized capital stock of said corporation is FIFTY MILLION Pesos (P50,000,000.00), Philippine Currency, and said capital stock is divided into FIVE HUNDRED THOUSAND share (500,000) with par value of ONE HUNDRED PESOS (P100.00) each.

(As amended on November 19, 2004)

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 Leo		20,000	2,000,000.00-
		<u>50,000</u>	Php <u>5,000,000.00-</u>



- 7 -

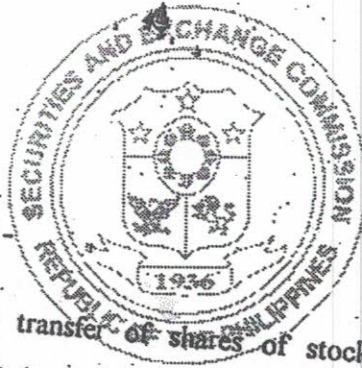
NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names;

<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	2,000,000.00
	P 5,000,000.00

Date: 18-12-2008 Time: 1:12:8 AM
Date: 2-10-2012 Time: 9:49:2 PM

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www.sec.gov.ph

User Name: PROTON08
User Name: 06rvpascua



- 8 -

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

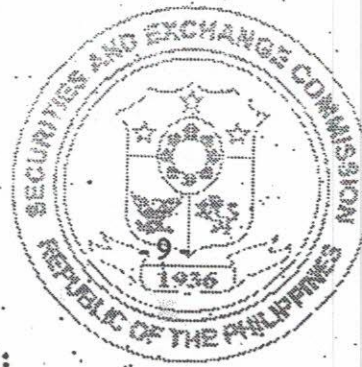
(Sgd.) Chun Sang Ong

(Sgd.) Lawrence Lee

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Date: 18-12-2008 Time: 1:12:10 AM

User Name: PROTON08



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 :

Name

Res. Cert. No.

Date & Place Issued

Ricardo Lee

William Lim

Ruby Molina Wong

Wilson Taneda

Dated Ong Chuan Sang - 200

Lawrence Lee

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User Name: PROTON08



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
I-2-95

Doc. No. 320 ;

Page No. 65 ;

Book No. 19 ;

Series of 1995 .

Date: 18-12-2008 Time: 1:12:13 AM

Date: 2-10-2012 Time: 9:49:6 PM

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User Name: PROTON08
User Name: 06rvpascua

REPUBLIC OF THE PHILIPPINES
MANILA MANILA) S.S

AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

I, RICARDO LEE, of legal age, Filipino, and with office address at 747 Romualdez Street, Ermita, Manila, after having been sworn to in accordance with law, hereby depose and state:


DONE BUSINESS UNDER THE NAME AND STYLE
OF DELTA 6000 COMPUTER SUPERSTORE, MI ERMITA, ALL
COMPUTER SUPERSTORE AND GADGET WORLD.

That I am a Director of Proton Microsystems, Inc., and in the process of registering its trade name Gadget World with the Securities and Exchange Commission.

That, in behalf of said corporation, I hereby undertake to change its trade name immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusing, similar to a registered name, or contrary to public morals, good custom or public policy.


This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, I hereby signed this affidavit this 18th day of January, 2012 at Manila.


RICARDO LEE
Affiant

SUBSCRIBED AND SWORN to before me this 18 day of APR 30 2012
2012 in MANILA by the above-named person who exhibited to
me his Community Tax Certificate No. _____ on _____ at Manila

Doc. No. 264
Page No. 27
Book No. 226
Series of 2012


ATTY. DELFIN R. AGCAOILI JR.
NOTARY PUBLIC
UNTIL DECEMBER 31, 2012
PTR NO. 0285334 / 2012 13 MLA
IBP NO. 797299, 2011
ROLL NO. 24655 / TIN-144-511
MCLE III- 0013521

[Print](#)[Finish](#)

Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **PROTON MICROSYSTEMS, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE AND GADGETWORLD** has been reserved from **July 24, 2012 to October 22, 2012**.

Reference Reservation Number (RRN): **RRN20120724104211891**

Type of Industry: Wholesale Trade And Commission Trade, Except Of Motor Vehicles

Breakdown of Fees:

Reservation Fee: Php 40.00

TOTAL: Php 40.00

Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

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Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **GADGETWORLD** has been reserved from **July 24, 2012 to October 22, 2012**.

Reference Reservation Number (RRN): **RRN20120724080041947**

Type of Industry: **Wholesale Trade And Commission Trade, Except Of Motor Vehicles**

Breakdown of Fees:

Reservation Fee: **Php 40.00**

TOTAL: Php 40.00

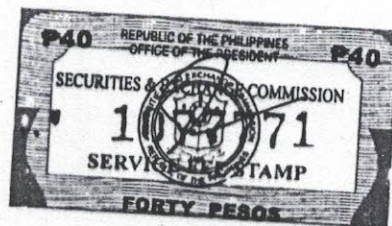
Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

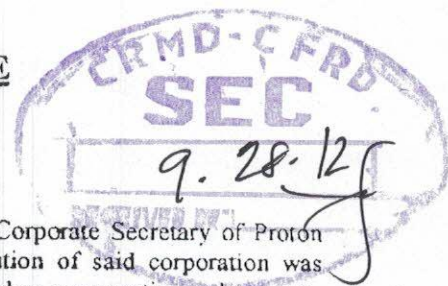
The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

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DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the directors and the Asst. Corporate Secretary of Proton Microsystems, Inc., do hereby certify that the Articles of Incorporation of said corporation was amended by the majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on January 18, 2012 at the principal office of the corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to (amended business name) Proton Microsystems, Inc. doing business under the name and style of Octagon Computer Superstore, Microvalley Computer Superstore and Gadgetworld.

In witness whereof, we have hereunto signed this certificate this 18th day of January 2012 at Manila, Philippines.

RICARDO LEE

TIN:

WILLIAM LIM

TIN:

ANITA LIM

TIN:

KAM PUI W. CHOA YU

TIN:

DENNIS UY

Asst. Corporate Secretary

TIN:

APR 30 2012

SUBSCRIBED AND SWORN to before me this ____ day of _____ 2012 in by the above-named persons who exhibited to me their Community Tax Certificate/ID as follows:

NAME	COMM. TAX CERT. NO.	DATE/PLACE ISSUED
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Dennis Uy		
Anita Lim		
Kam Pui W. Choa Yu		
Ricardo Lee		

William Lim		
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Doc. No. 265
Page No. 27
Book No. 26
Series of 2012

NOTARY PUBLIC
Calderon
ATTY. DELFIN R. AGCAPILI, JR.
NOTARY PUBLIC
UNTIL DECEMBER 31, 2012
PTR NO. 0285334 / 2012-2013 MLA
IBP NO. 797299, 2012 MLA
ROLL NO. 24655 / TIN-144-519-066
MCLE III-0013521