



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. AS95003836

**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

UPSON INTERNATIONAL CORP.
doing business under the name and style of
**OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER
SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; AND UNISO**
(Formerly: **PROTON MICROSYSTEMS, INC.** doing business under the name
and style of **OCTAGON COMPUTER SUPERSTORE; MICROVALLEY
COMPUTER SUPERSTORE AND GADGET WORLD**)
(Amending Articles I & VII thereof)

copy annexed, adopted on May 25, 2017 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 to this Certificate at Pasay City, Metro Manila, Philippines, this 4th day of August, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

**AMENDED ARTICLES OF INCORPORATION
OF
UPSON INTERNATIONAL CORP.
DOING BUSINESS UNDER THE NAME AND STYLE OF: OCTAGON
COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE;
GADGET WORLD; OCTAGON MOBILE; AND UNISO**

**Formerly: Proton Microsystems, Inc.
Doing business under the name and style of: Octagon Computer Superstore;
Microvalley Computer Superstore; Gadget World; Octagon Mobile; and Uniso.**

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:

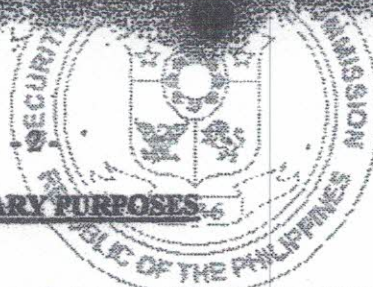
UPSON INTERNATIONAL CORP.
**DOING BUSINESS UNDER THE NAME AND STYLE OF: OCTAGON
COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE;
GADGET WORLD; OCTAGON MOBILE; AND UNISO.**
**Formerly: Proton Microsystems, Inc. Doing business under the name and style
of: Octagon Computer Superstore; Microvalley Computer Superstore; Gadget
World; Octagon Mobile; and Uniso. (As Amended on May 25, 2017)**

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 kind 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)

100-26-01



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;

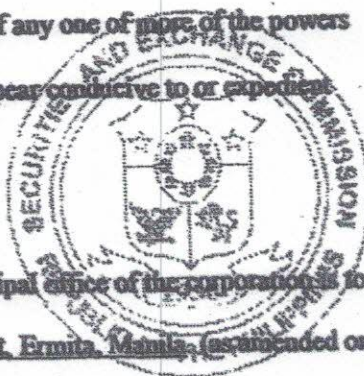
7. To establish and operate one or more branch offices of agencies and to carry on any of all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real 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

Date: 26-6-2012 Time: 10:26

20795-0036-006

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, (as amended on Dec. 5, 2008)

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 | | |

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www.sec.gov.ph

User Name: AMALIA201

20795.0036.007

SIXTH: That the number of directors of said corporation shall be Five
(5) 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: (as amended on May 30, 2013)



| <u>Name</u> | <u>Nationality</u> | <u>Residence</u> |
|------------------|--------------------|------------------|
| Ricardo Lee | | |
| William Lim | | |
| Ruby Molina Wong | | |
| Wilson Tanoda | | |
| Chun Sang Ong | | |

Date: 19-5-2014 Time: 9:32:59 AM

www.soc.gov.ph

User Name: AMALIA201

SEVENTH : That the authorized capital stock of said corporation is Five Hundred Million (P500,000,000.00) Pesos divided into Five Hundred Million (500,000,000) shares with par value of One (P1.00) Peso per share. (As amended on May 25, 2017)

EIGHT: That the amount of said capital stock which has been actually subscribed in One Million Two Hundred Fifty Thousand Pesos (P1,250,000.00), 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 | | 2,500 | P 250,000.00 |
| William Lim | | 2,500 | 250,000.00 |
| Ruby Molina Wong | | 2,500 | 250,000.00 |
| Wilson Taneda | | 2,500 | 250,000.00 |
| Chun Sang Ong | | <u>2,500</u> | <u>250,000.00</u> |
| | | <u>12,500</u> | <u>P 1,250,000.00</u> |

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



| <u>Name</u> | <u>Amount Paid</u> |
|-----------------------|-------------------------|
| 1. Ricardo Lee | Php 62,500.00 / |
| 2. William Lim / | 62,500.00 / |
| 3. Ruby Molina Wong / | 62,500.00 / |
| 4. Wilson Taneda / | 62,500.00 / |
| 5. Chun Sang Ong / | 62,500.00 / |
| | <u>Php 312,500.00 /</u> |

Date: 19-5-2014 Time: 9:33:1 AM

www.sec.gov.ph

User Name: AMALIA2014

122286

-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.

printed or indicated in all the certificates of stock to be issued by the corporation.

ELEVENTH: That Chun Sang Ong 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 February, 1995, at Manila, Philippines.

Ricardo Lee
1. Ricardo Lee

Wilson Lee
2. Wilson Lee

Emily Molina Wong
3. Emily Molina Wong

Wilson Tameda
4. Wilson Tameda

Chun Sang Ong
5. Chun Sang Ong

Date: 19-5-2014 Time: 9:33:2 AM

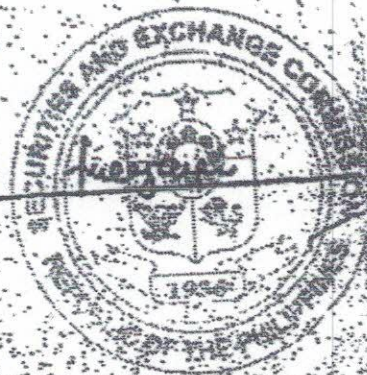
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122286

Signed in the presence of:

[Signature]



ACKNOWLEDGEMENT

Republic of the Philippines
[Signature] S.S.

[Signature], a Notary Public in and for the City of **MANILA**, Philippines,
on this 19 day of May, 192014, personally appeared:

| <u>Name</u> | <u>Res. Cert. No.</u> | <u>Date & Place Issued</u> |
|-------------|-----------------------|--------------------------------|
|-------------|-----------------------|--------------------------------|

Ricardo Lee
[Signature]
Baby Marlene Pong
[Signature]
Chen Sang Ong

Date: 19-5-2014 Time: 9:33:2

User Name: [Signature]

sec.gov.ph

The seal of the Central Intelligence Agency is visible in the bottom right corner of the page. It features an eagle with wings spread, perched on a shield, surrounded by the words "CENTRAL INTELLIGENCE AGENCY" and "UNITED STATES OF AMERICA".

all known to me and to me known as being parties 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 attorial seal on the date and at the place first above-written.

(Sgt.) - NOTARY PUBLIC
ATTY JOSE S. TAYO
UNTIL DEC. 31, 1995
TAN 6173-731-8
PTR 061206-
1-2-95

Doc. No. 122

Page No. 65

Book No. 19 : : 3

Season: 1995:

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

www.sec.gov.ph Date: 6-8-2019 User Name: 10rdion98 AM
www.sec.gov.ph Date: 19-5-2019 User Name: 9:06r-pastua

www.sec.gov.ph
www.sec.gov.ph

User Name: PROTON2013
User Name: AMALIA2014

Republic of the Philippines)
City of **QUEZON CITY**) S.S

SECRETARY'S CERTIFICATE

I, DENNIS UY, of legal age, married, with office address at 747 Romualdez Street, Ermita, Manila, being duly sworn, depose and state that:

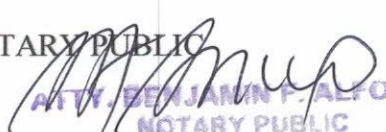
1. I am the duly elected Corporate Secretary of UPSON INTERNATIONAL CORP. DOING BUSINESS UNDER THE NAME AND STYLE OF: OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; AND UNISO, (Formerly: Proton Microsystems, Inc. doing business under the name and style of: Octagon Computer Superstore; Microvalley Computer Superstore; Gadget World; Octagon Mobile; and Uniso), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at 747 Romualdez Street, Ermita, Manila.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have here unto set my hand this 25th day of May 2017 in Manila, Philippines.

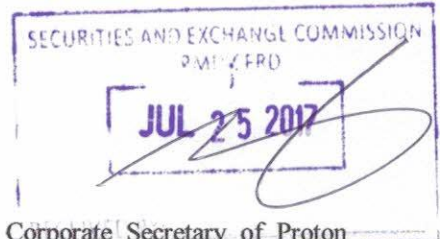

DENNIS UY
Corporate Secretary
TIN

04 JUL 2017
SUBSCRIBED AND SWORN TO in accordance with law, affiant exhibiting to me his TIN

Book No. 711;
Page No. 107;
Doc. No. 10;
Series of 2017.

NOTARY PUBLIC

ATTY. BENJAMIN F. ALFONSO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2017
PTR. NO. 3806846 - 1/16/2017 QUEZON CITY
IBP NO. 1038379 - 11/24/2016 QUEZON CITY
ROLL NO. 13296
ADM. MATTER NO. NP-046-(2017-2018)
ADD.: NO.34 ASSET'S ST. GSIS VILL., PROJ.8,Q.C
MCLE NO. II-0020276- OCT. 29.2011

DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Board of Directors and the Corporate Secretary of Proton Microsystems, Inc., do hereby certify that the Articles of Incorporation and By-Laws of said corporation was amended by the majority vote of the Board of Directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at the annual stockholders meeting held on May 25, 2017 at the principal office of the corporation.

The amended provisions of the attached Amended Articles of Incorporation and By-Laws are as follows:

Article I – That the name of the corporation is Upson International Corp. doing business under the name and style of: Octagon Computer Superstore; Microvalley Computer Superstore; Gadget World; Octagon Mobile; and Uniso.

(Formerly: Proton Microsystems, Inc. doing business under the name and style of: Octagon Computer Superstore; Microvalley Computer Superstore; Gadget World; Octagon Mobile; and Uniso.

Article VII – That the authorized capital of the corporation shall be increased from One Hundred Fifty Million (P150,000,000.00) Pesos divided into One Million Five Hundred Thousand (1,500,000) shares at One Hundred (P100.00) Pesos per share to Five Hundred Million (P500,000,000.00) Pesos divided into Five Hundred Million (500,000,000) shares at One (P1.00) Peso per share.

In witness whereof, we have hereunto signed this certificate this 25th day of May 2017 at Manila, Philippines.


RICARDO ALAS LEE

TIN:
Director


ANITA LIM

TIN:
Director


LAWRENCE ONG LEE

TIN:
Director



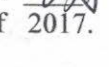

DENNIS UY

TIN:
Director


DENNIS UY

Corporate Secretary
TIN:

SUBSCRIBED AND SWORN to before me this 04 JUL 2017 day of JULY 2017 in by the above-named persons who exhibited to me their TIN as above written.

Doc. No. 
Page No. 
Book No. 
Series of 2017.

NOTARY PUBLIC


ATTY. BENJAMIN E. ALVARADO
NOTARY PUBLIC

UNTIL DECEMBER 31, 2017

PTR. NO. 3805846 – 1/16/2017 QUEZON CITY

IBP NO. 1038379 – 11/24/2016 QUEZON CITY

ROLL NO. 13296

ADM. MATTER NO. NP-046 (2017-2018)

ADD.: NO. 34 ASSET'S ST. GISIS VILL., PROJ. 8, Q.C.

MCLE NO. II-0020276- OCT. 29.2011

Print Finish



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **UPSON INTERNATIONAL CORP.** has been reserved from **May 5, 2017 to August 3, 2017.**

Reference Reservation Number (RRN): **RRN20170505143240512**

Type of Industry: Other Retail Trade Of Newgoods In Specialized Stores

Breakdown of Fees:

Reservation Fee: Php 80.00 *200*

TOTAL: Php 80.00 *200*

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.

For SEC use only:
Override By: jmanayan
Reason: Matched name is not close

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Marcos A. LEGASPI

37 Targa St., Village East Executive Homes
Cainta, Rizal 1900 Philippines
Email: Legaspi_mar@yahoo.com

Tel No. (632) 656-1770
Fax No. (632) 871-7828
Mobile No. 0917-5014255

5 July 2017

The Securities and Exchange Commission

EDSA, Mandaluyong City

Gentlemen:

This is in compliance with the requirements of your good office in connection with the application for increase in capital stock of Proton Microsystems, Inc. from One Hundred Fifty Million Pesos (P150,000,000.00) divided into One Million Five Hundred Thousand (1,500,000) shares with the par value of One Hundred Pesos (P100.00) per share to Five Hundred Million Pesos (P500,000,000.00) divided into Five Hundred Million (500,000,000) shares with a par value of One Peso (P1.00) per share, I hereby submit my audit report, audit procedures undertaken and my comments regarding the special examination conducted on the books of accounts, more particularly on the cash receipts and disbursements books of the corporation. The results of my examination are as follows:

1. Examination of the company's cash receipts book disclosed that the cash payments made by the subscribing stockholders on their subscription to the increase in the authorized capital stock had been entered therein as evidenced by the Official Receipts as follows:

| <u>NAME OF SUBSCRIBER</u> | <u>DATE</u> | <u>OR NO.</u> | | <u>AMOUNT</u> |
|---------------------------|-------------|---------------|---|----------------------|
| Ricardo Alas Lee | 6-20-17 | 536 | P | 10,000,000.00 |
| Lawrence Ong Lee | 6-20-17 | 537 | | 10,000,000.00 |
| Anita Lim | 6-20-17 | 538 | | 10,000,000.00 |
| T o t a l | | | P | <u>30,000,000.00</u> |

2. These payments represents fresh and additional paid-up capital of the corporation;
3. I have verified that the total subscription payment amounting to **P30,000,000.00** was deposited with the corporation's account with _____ under _____ on June 28, 2017 and that said deposits were made through checks and already cleared by the bank;
4. I have also conducted an audit of the funds of the corporation and went over the company's bank reconciliation in order to ascertain the cash position of the corporation; and
5. I have further verified the disbursements records of the corporation and noted that the cash payments were neither originally disbursed by the corporation to the subscribers concerned in the form of loans and/or advances and subsequently paid back by the subscribers to the corporation as payment on their subscriptions for said increase of capital stock, nor were said cash payments subsequently disbursed or returned to them by the corporation in the form of loans and/or advances.


Marcos A. Legaspi