



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

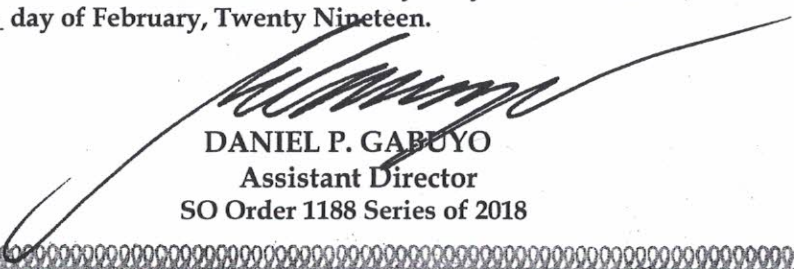
UPSON INTERNATIONAL CORP.

**doing business under the name and style of OCTAGON COMPUTER
SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET
WORLD; OCTAGON MOBILE; UNISO; GADGET KING AND LAMP LIGHT
(Formerly: UPSON INTERNATIONAL CORP. doing business under the name and
style of OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER
SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; AND UNISO)
(Amending Articles I & II Primary Purpose thereof)**

copy annexed, adopted on December 5, 2018 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 Pasay City, Metro Manila, Philippines, this 28th day of February, Twenty Nineteen.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application <div style="border: 1px solid black; padding: 2px; text-align: center;">AMENDMENT</div>	SEC Registration Number <div style="border: 1px solid black; padding: 2px; text-align: center;">A 9 9 5 0 0 3 8 3 6</div>
Former Company Name <div style="border: 1px solid black; padding: 2px; text-align: center;">U P S D N I N T E R N A T I O N A L C O R P . O D D I N G B U S I N E S S U N D E R T H E N A M E A N D S T Y L E O F O C T A G O N C O M P U T E R S U P E R S T O R E ; M I C R O V A L L E Y C O M P U T E R S U P E R S T O R E ; G A D G E T W O R L D ; O C T A G O N M O B I L E A N D U N I S O</div>	
AMENDED TO: New Company Name <div style="border: 1px solid black; padding: 2px; text-align: center;">U P S D N I N T E R N A T I O N A L C O R P . D O I N G B U S I N E S S U N D E R T H E N A M E A N D S T Y L E O F O C T A G O N C O M P U T E R S U P E R S T O R E ; M I C R O V A L L E Y C O M P U T E R S U P E R S T O R E ; G A D G E T W O R L D ; O C T A G O N M O B I L E ; U N I S O ; G A D G E T K I N G A N D L A M P L I G H T</div>	
Principal Office (No./Street/Barangay/City/Town)Province) <div style="border: 1px solid black; padding: 2px; text-align: center;">4 7 4 7 R O M U A L D E Z S T , E R M I T A , M A N I L A</div>	
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>	
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>	
ZIP CODE	
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>	

COMPANY INFORMATION		
Company Email Address <div style="border: 1px solid black; height: 20px; width: 100%;"></div>	Company's Telephone Number/s <div style="border: 1px solid black; padding: 2px; text-align: center;">526-7132</div>	Mobile Number <div style="border: 1px solid black; height: 20px; width: 100%;"></div>

CONTACT PERSON INFORMATION			
The designated person <u>MUST</u> be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation			
Name of Contact Person <div style="border: 1px solid black; padding: 2px; text-align: center;">ANITA LIM</div>	Email Address <div style="border: 1px solid black; height: 20px; width: 100%;"></div>	Telephone Number/s <div style="border: 1px solid black; padding: 2px; text-align: center;">526-7132</div>	Mobile Number <div style="border: 1px solid black; height: 20px; width: 100%;"></div>
Contact Person's Address <div style="border: 1px solid black; padding: 2px; text-align: center;">#747 ROMUALDEZ ST., ERMITA, MANILA</div>			

To be accomplished by CRMD Personnel	
Assigned Processor <div style="border: 1px solid black; height: 40px; width: 100%;"></div>	Date <div style="border: 1px solid black; padding: 2px; text-align: center;">12 20 14</div>
Signature <div style="border: 1px solid black; height: 40px; width: 100%;"></div>	
Document I.D. <div style="border: 1px solid black; height: 20px; width: 100%;"></div>	
Received by Corporate Filing and Records Division (CFRD) <div style="border: 1px solid black; height: 20px; width: 100%;"></div>	
Forwarded to: <div style="display: flex; align-items: center;"> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 5px;"></div> <div style="margin-right: 10px;">Corporate and Partnership Registration Division</div> <div style="border: 1px solid black; width: 100%; height: 20px;"></div> </div> <div style="display: flex; align-items: center;"> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 5px;"></div> <div style="margin-right: 10px;">Green Lane Unit</div> <div style="border: 1px solid black; width: 100%; height: 20px;"></div> </div> <div style="display: flex; align-items: center;"> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 5px;"></div> <div style="margin-right: 10px;">Financial Analysis and Audit Division</div> <div style="border: 1px solid black; width: 100%; height: 20px;"></div> </div> <div style="display: flex; align-items: center;"> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 5px;"></div> <div style="margin-right: 10px;">Licensing Unit</div> <div style="border: 1px solid black; width: 100%; height: 20px;"></div> </div> <div style="display: flex; align-items: center;"> <div style="border: 1px solid black; width: 20px; height: 20px; margin-right: 5px;"></div> <div style="margin-right: 10px;">Compliance Monitoring Division</div> <div style="border: 1px solid black; width: 100%; height: 20px;"></div> </div>	



Republic of the Philippines
Department of Finance
Securities and Exchange Commission

Company Registration and Monitoring Department
Compliance Monitoring Division

MONITORING SHEET - NO PENALTY

Corporate Name **UPSON INTERNATIONAL CORP. DOING BUSINESS UNDER THE NAME AND STYLE OF OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; AND UNISO**

Registration No. **AS95003836** Date of Registration **APRIL 19, 1995**

Term of Existence **50 YEARS** Annual Meeting **MAY 25**

Principal Office **747 ROMUALDEZ STREET, ERMITA, MANILA** Actual Meeting **MAY 25, 2018**

No. of Directors/Trustees **FIVE (5)** Fiscal Year **DECEMBER 31**

<input checked="" type="checkbox"/> STOCK CORPORATION	<input type="checkbox"/> NON-STOCK CORPORATION		
Authorized Capital Stock	P 150,000,000.00	Equity/Fund Balance	P
Retained Earnings	P 225,542,934.00	Negative Fund Balance	P
Deficit	P	Fiscal Year ended	
Capital Deficiency	P		
Fiscal Year ended	DECEMBER 31, 2017		
Fine: P 10000.00 per year, per report		Fine: P per year, per report	

COMPUTATION OF FINES					
YEAR	General Information Sheet		Financial Statements		FINE
2013		MONITORED	MONITORED	05/30/14	
2014		08/16/13	MONITORED	08/14/15	
2015	MONITORED	08/14/15		MONITORED	
2016		MONITORED		06/23/17	
2017		06/23/17	OT		
2018	OT		NYD		
Stock and Transfer Book MONITORED					

OT	- On Time
NF	- Not Filed
FL/RL	- Filed/Registered Late

Monitored by:	AKE/CMD	DATE: 12/18/2018
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☒ Compliant with all reportorial requirements as of December 18, 2018.

The findings/assessment is based on the documents/reports available in the SEC database and the documents presented by the party to the monitor as of:

Representative
Signature Over Printed Name

For the Director: GERARDO F. DEL ROSARIO

By: ANNA KHRISTINE ESTEBAN
Monitoring Analyst
Pasay City, 12/18/2018

Note:

This assessment does not constitute as waiver of any fine or penalty for deficiencies in reportorial requirements due from, or may hereafter be assessed against, the corporation nor does it preclude the institution of any action against the corporation for violation of any of the provisions of the Corporation Code of the Philippines, the Securities Regulation Code, and its implementing rules and regulations, and other pertinent laws, rules and regulations implemented by the Commission.

In case the corporation is subject of a complaint or investigation by the Commission or any party, the computation of penalty may be years, earlier than the five (5) years and imposition of fine shall be made if warranted.



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
COMPANY REGISTRATION SYSTEM

PICC Secretariat Bldg., PICC Complex
Pasay City, Metro Manila

Date: January 14, 2019
Transaction Number: 201901141009112083
Name: UPSON INTERNATIONAL CORP. DOING BUSINESS UNDER THE NAMES AND
STYLES OF OCTAGON COMPUTER SUPERSTORE, MICROVALLEY COMPUTER SUPERSTORE, GADGET
WORLD, OCTAGON MOBILE, UNISO, GADGET KING, AND LAMP LIGHT

Be informed that the corporate name is reserved for 30 calendar days. Present this document together with other documentary requirements.

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.

AME

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


QUEZON CITY

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 and qualified Corporate Secretary of **UPSON INTERNATIONAL CORP. DOING BUSINESS UNDER THE NAME AND STYLE OF OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; UNISO;** *h* (as amended on December 5, 2018), a corporation duly organized and existing under and by virtue of the Republic of the Philippines with principal office at No. 747 Romualdez Street, Ermita, Manila, Philippines which we are in the process of amending its Articles of Incorporation with the Securities and Exchange Commission;
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 vice versa.

City of Manila 5th day of December 2018.


DENNIS UY
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this DEC day of 01/01 2018, in QUEZON CITY Philippines, affiant exhibiting to me his TIN

Doc. No. VS ;
Page No. 7 ;
Book No. XVII ;
Series of 2018.

Notary Public

ATTY. CAMILLE P. VILLAREÑA
Notary Public for Quezon City
Until December 31, 2018
PTR No. 6060475-3-02-2018/QC
IBP No. 001805-1-8-2018/QC
Roll No. 30457-05-09-80
MCLE 5-0012536-12-21-2015
Adm. Matter No. NP.270 (2018-2019)

AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

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 and qualified Corporate Secretary of **UPSON INTERNATIONAL CORP. DOING BUSINESS UNDER THE NAME AND STYLE OF OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; UNISO;** _____ _____ (as amended on December 5, 2018), a corporation duly organized and existing under and by virtue of the Republic of the Philippines with principal office at No. 747 Romualdez Street, Ermita, Manila, Philippines which we are in the process of amending its Articles of Incorporation with the Securities and Exchange Commission;
2. That I, in behalf of said corporation, hereby undertake to change its corporate 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, confusingly, 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 5th day of December 2018 in
Manila.

DENNIS UY
Affiant

SUBSCRIBED AND SWORN TO before me on this _____ day of _____ 2018, in
Philippines, affiant exhibiting to me his TIN _____

Doc. No. 99;
Page No. 9
Book No. XVIII;
Series of 2018.

Notary Public
 ATTY. CONCEPCION P. VILLARENA
 Notary Public for Quezon City
 Until December 31, 2018
 PTR No. 8060475-3-02-2018/QC
 IBP No. 001605-1-8-2018/QC
 Roll No. 30457-05-09-80
 MCLE 5-0012536-12-21-2015
 Adm. Matter No. NP.270 (2016-2018)

**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; UNISO; GADGET KING
AND LAMP LIGHT**

**Formerly: Upson International Corp. 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; UNISO; GADGET KING AND LAMP LIGHT (As amended on
December 5, 2018)**

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, electronics, lighting materials, supplies and 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 December 5, 2018)

SECURITIES AND EXCHANGE COMMISSION
REPUBLIC OF THE PHILIPPINES

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.

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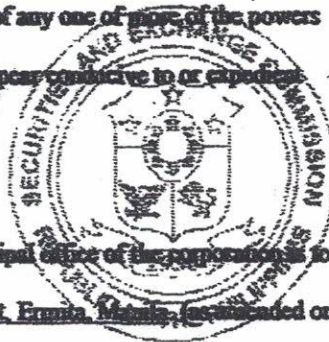


5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the 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, franchises, privileges, exemption, 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 or 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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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 Tanada		
Chue Sang Ong		

12:58 AM

www.seo.gov.ph

User Name: AMALIA201

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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 Taneda		
Chun Sang Ong		

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

www.sec.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)

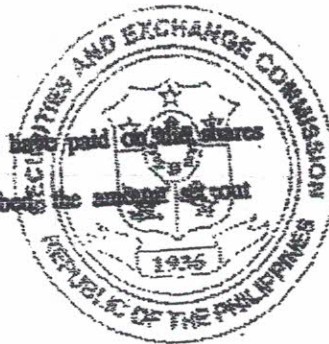
EIGHT: That the amount of said capital stock which has been actually subscribed in One Million Two Hundred Fifty Thousand Pesos (P1,250,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<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		2,500	250,000.00
		<u>12,500</u>	<u>P 1,250,000.00</u>

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-7-

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	Pnp 62,500.00 /
2. William Lim /	62,500.00 /
3. Ruby Molina Wong /	62,500.00 /
4. Wilson Taneda /	62,500.00 /
5. Chan Sang Ong /	62,500.00 /
	<u>Pnp 312,500.00 /</u>

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

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www.sec.gov.ph

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TENTH: That no issuance or transfer of shares of stock of the corporation shall be made unless 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. That certificate shall be printed or indicated in all the certificates of stock to be issued by the corporation.

ELEVENTH: That Chan Sang Ong

has been authorized 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 have in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 10th day of February, 19 95, at Manila, Philippines.

<u>[Signature]</u>	<u>[Signature]</u>
1. Ricardo Lee	
<u>[Signature]</u>	<u>[Signature]</u>
2. Wilson Lee	
<u>[Signature]</u>	<u>[Signature]</u>
3. Rolly Melian Wong	
<u>[Signature]</u>	<u>[Signature]</u>
4. Wilson Tanada	
<u>[Signature]</u>	<u>[Signature]</u>
5. Chan Sang Ong	

Date: 19-5-2014 Time: 9:33:22 AM

www.sec.gov.ph

User Name: Admin

122286

Signed in the presence of:

[Signature]



ACKNOWLEDGEMENT

Received of **[Redacted]** S.S.

MANILA
19-5-2014 personally appeared:

Name Res. Cert. No. Date & Place of Issue

Richard Lee
[Redacted]
[Redacted]
[Redacted]
[Redacted]

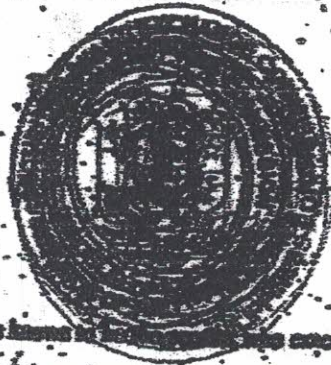
Date: 19-5-2014 Time: 9:33:2

Sec. Gov. Pn.

User Name: [Redacted]

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

(Sgd.) NOTARY PUBLIC
ATTY. JOSE S. TAYO
UNITED BDC 31, 1995
TAN 6175-731-4
PTR 661286
1-2-95

Doc. No. 328

Page No. 65

Book No. 12

Series of 1995

Date: 18-12-2008 Time: 1:12:13 AM
Date: 2-10-2012 Time: 9:49:6 PM

www.sec.gov.ph Date: 6-8-2013 User Name: 19010000 AM
www.sec.gov.ph Date: 19-5-2013 User Name: 9:06:00 AM

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

User Name: PROTON2013
User Name: AMALIA2014