



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
(Amending Article VII thereof)

copy annexed, adopted on November 15, 2021 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

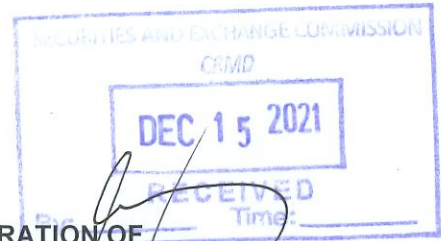
Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, 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 17th day of December, Twenty Twenty One.


CERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department



**CERTIFICATE OF AMENDMENT
OF THE 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 LAMPLIGHT)**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the Corporate Secretary and at least a majority of the members of the Board of Directors 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 LAMPLIGHT)** (the "Corporation"), do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to the Seventh Articles, are true and correct and were approved by the affirmative vote of at least a majority of the members of the Board of Directors at their meeting held on November 15, 2021 at their principal address, and by the vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their meeting held on the same day and at the same place.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, we have hereunto signed this Directors' Certificate of Amendment of the Amended Articles of Incorporation this DEC 01 2021 in MANILA.


RICARDO ALAS LEE
Chairman


LAWRENCE ONG LEE
Director


MARK LIAO QUE
Director


ANITA LIM
Director



DENNIS UY
Director


DENNIS UY
Corporate Secretary

SUBSCRIBED AND SWORN to before me this DEC 01 2021 in
MANILA, Philippines, affiants exhibiting to me the following:

Name	Passport No.	Place and Date Issued
LAWRENCE ONG LEE		
ANITA LIM		
DENNIS UY		

Doc. No. 17
Book No. 17
Page No. 17
Series of 2021.


ATTY. CLIFF RICHARD E. GENESELA
NOTARY PUBLIC CITY OF MANILA / ROL NO. 49006
Commission No. 2020-111 Issued on Dec 10, 2020 Until Dec 31, 2021 / Manila
PTR No. 9817300 Issued on Jan 4, 2021 Until Dec 31, 2021 / Manila
IBP No. 134849 Issued on Dec 14, 2020 Until Dec 31, 2021
MCLE No. VI-0022302 Valid from April 4, 2019 Until April 14, 2022
Office Add: Mezanin San Luis Bldg., 1006 Orona St., Ermita, Manila

**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)

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.

SEC. 5.12

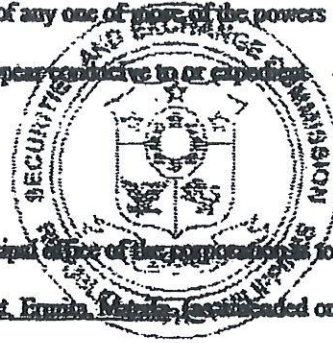


5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the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

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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 Melissa Wong		
Wilson Taneda		
Chen Sang Ong		

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User Name: ANALIA201

SEVENTH: That the authorized capital stock of said corporation is One Billion Two Hundred and Fifty Million Pesos (PhP1,250,000,000.00) divided into One Billion Two Hundred Fifty Million (1,250,000,000) shares with par value of One (₱1.00) Peso per share (As Amended on 15 November 2021)

EIGHT: That the amount of said capital stock which has been actually subscribed in One Million Two Hundred Fifty Thousand Pesos (P1,250,000,000), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

Name	Citizenship	No. of Shares	Amount Subscribed
Ricardo Lee		2,500	P 250,000,000
William Lim		2,500	250,000,000
Ruby Molina Wong		2,500	250,000,000
Wilson Taneda		2,500	250,000,000
Chun Sang Ong		<u>2,500</u>	<u>250,000,000</u>
		12,500	P 1,250,000.00

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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>
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>

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TENTH: That no issuance or transfer of shares of stock of the corporation shall be valid unless the stock ownership of Filipino citizens is less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, and no share or interest in be recorded in the books of the corporation. This requirement shall be printed or indicated in all the certificates of stock to be issued by the corporation.

ELEVENTH: That Chen Sang Ong be and is hereby designated

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 10th day of February, 1995, at Manila, Philippines.

Ricardo Lee
1. Ricardo Lee

Walter
2. Walter

Ruby Moline Wong
3. Ruby Moline Wong

Wilson Tumbao
4. Wilson Tumbao

Chen Sang Ong
5. Chen Sang Ong

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Signed in the presence of:





ACKNOWLEDGMENT

Received of _____ S.S.

_____ **MANILA** _____
_____ 19 _____

Name

Reg. Cert. No.

Date & Place Issued

Richard E. Lee
Secretary
Manila
Manila
Manila
Manila

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

SEC. 107

User Name:

THE UNIVERSITY OF CHICAGO



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 at the date and at the place first above written.

(Sd.) - NOTARY PUBLIC
ATTY JOSE S. TAYO
UNIL. DEC. 31, 1985
TAN. 617-731-1
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Date: 2-10-2012 Time: 9:49:06 PM

www.secd.gov.ph Date: 6-8-2018 Order Name: 10000000 AM
www.secd.gov.ph Date: 10-5-2018 Order Name: 9000000000 AM

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