



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

COMPANY REG. NO. ASO93-7946

**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

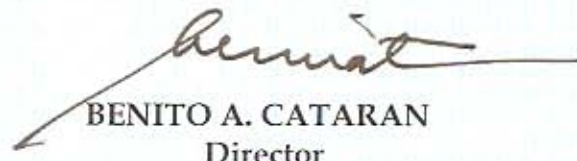
ALLIANCE GLOBAL GROUP, INC.
(Amending Articles II Primary Purpose & III thereof.)

copy annexed, adopted on June 03, 2010 by majority vote of the Board of Directors and on July 13, 2010 by written assent of 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 4th day of August, Twenty Ten.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



A S 0 9 3 - 7 9 4 6
S.E.C. Registration Number

A L L I A N C E G L O B A L
G R O U P I N C .
(Company's Full Name)

7 / F 1 8 8 0 E A S T W O O D A V E N U E
E A S T W O O D C I T Y C Y B E R P A R K E
R O D R I G U E Z J R . A V E B A G U M B A Y A N
(Business Address: No. Street City/ Town/ Province)

DINA INTING
Contact Person

709-2038 to 41
Company Telephone Number

1 2 3 1
Month Day
Fiscal Year

FORM TYPE

09 3rd Tues.
Month Day

(AMENDMENT OF ARTICLES OF INCORPORATION)

N.A.

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic Foreign
RECORDS

To be accomplished by SEC Personnel concerned

File Number

LCU: 7-20-10
LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

AMENDED
ARTICLES OF INCORPORATION
of
Alliance Global Group, Inc.
(formerly Alliance Global, Inc.)

KNOW ALL MEN BY THESE PRESENTS :

That we, all of legal age, Filipino citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a stock corporation under the laws of the Republic of the Philippines :

AND WE HEREBY CERTIFY :

FIRST : That the name of the *Corporation* shall be : **Alliance Global Group, Inc.** *(Amended as of September 9, 1999 by the Board and as of November 16, 1999 by the Stockholders)*

SECOND : That the *Corporation* shall have the following primary purpose, to wit:

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, hypothecate, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidence of indebtedness or securities of this *Corporation* or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to **guarantee obligations, debts, or loans of a subsidiary related to the foregoing and to** receive, collect, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned, provided it shall not act as stockbroker or dealer in securities. **(AMENDED AS OF JUNE 3, 2010 BY THE BOARD AND AS OF JULY 13, 2010 BY THE STOCKHOLDERS)**

That the *Corporation* shall the following secondary purposes, to wit :

SECONDARY PURPOSES

1. To carry out a general mercantile and commercial business of importing and exporting, manufacturing, buying, acquiring, holding, selling trading, distributing, or otherwise disposing of and dealing in any and all kinds of industrial, agricultural,

engineering, construction, transport, kitchenwares, ovenwares, and utensils, household or office goods, materials, supplies, machineries, equipment, appliances, implements, devices, wearing apparel, clothing materials, food or grocery items, food and beverage flavors, essences, industrial oils, aromatics fragrances liquors, beverages, ophthalmic instruments and products, cosmetic and dermatological applications, and products of all classes and descriptions which are within the commerce of man, as well as those similar and allied to them, at wholesale, either as principals, distributors, factors, agents or commission merchants, and to do every other thing commonly done by those conducting a similar business. *(Amended as of May 28, 1999 by the Board and as of July 9, 1999 by the stockholders)*

2. To conduct, maintain, engage in, and carry on the business of acquiring, constructing, developing and/or operating hotels, inns, lodges, motels, resorts, leisure parks and other tourist-oriented projects; to conduct, maintain, engage in, and carry on the business of acquiring, constructing, developing, and/or operating restaurants, cafes, bars, clubs, gardens, shops, stalls, boutiques, parlors, gyms, and allied or similar establishments as complimentary or support services therefor; and, to acquire, operate and/or maintain transportation, shuttle and/or ferry facilities and/or services, either by land, water or air, likewise as complimentary or support services therefor, either alone or in conjunction with others. *(Amended as of May 28, 1999 by the Board and as of July 9, 1999 by the stockholders)*

3. To engage in the developments, research, manufacture, marketing and distribution of technology and all technology-derived products and/or services. *(Amended as of May 28, 1999 by the Board and as of July 9, 1999 by the stockholders)*

4. To acquire by purchase, lease, donation or otherwise and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold for investment or otherwise, real estate of all kinds, and to construct, improve, manage or otherwise dispose of lots as well as buildings, condominiums, townhouses, and other structures of whatever kind, together with their appurtenances. *(Amended as of May 28, 1999 by the Board and as of July 9, 1999 by the stockholders)*

5. To produce, manufacture and sell goods, commodities, wares and merchandise of every class and description and to engage in the wholesale and other distributive functions thereof.

6. To act as local agents or representatives of corporations, associations, firms or individuals organized, located or residing in the Philippines or in any part of the world, except as insurance agent.

7. To erect, construct, establish, purchase, lease, or otherwise acquire, and to hold, equip, outfit, supply, service, manage, operate, sell or otherwise dispose of stores, supermarkets, groceries, stalls, shops, centers for sale and/or trading, eateries, restaurants, bars, lounges and similar establishments of every kind and description and generally, to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machineries, apparatuses, equipment, accessories, tools, materials, products and merchandise incidental or related thereto or of use therein.

8. To act as managers, managing agents or administrators of corporations, partnerships, or persons with respect to their business or property; to provide

management or technical advice, assistance and services for commercial, industrial, manufacturing and other kinds of enterprise; and to undertake, carry on, assist or participate in the management, reorganization or liquidation of corporations, partnerships and other forms of business firms and entities, provided that the *Corporation* shall not exercise the functions of a trust corporation.

9. To act as a commercial broker, real estate broker, agent or factor of any person, partnership, corporation or association engaged in any lawful business.

10. To engage in and carry on a general brokerage and warehousing business, subject to applicable laws.

11. To buy, lease, mortgage, import, manufacture, obtain, or otherwise acquire such machineries, apparatuses, land, buildings, storage rooms, depots, stations, distribution centers, mills, factories, supplies, ships, vessels (inter-island or ocean-going), other transportation facilities for its exclusive use and other personal and/or real properties for the production, operation, upkeep, maintenance, and repair of the aforementioned properties for the development and exploitation thereof, for the production of logs for export and for the production, manufacturing, selling, exporting or otherwise disposing of sawn lumber, veneers, plywood, paper, pulp, or other products or by-products or articles that may be produced from logs, lumber or of their by-products.

12. To enter into, make, perform, and carry out contracts of every kind and nature which may be necessary or convenient for the business of the *Corporation*.

And in furtherance of the foregoing purposes, the *Corporation* shall have the power –

a. To purchase, acquire, own, lease, sell, and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be deemed necessary or convenient for the business of the *Corporation*.

b. To buy, sell, hold and own or otherwise deal in open accounts, conditional sale contracts, commercial papers, bills of lading, warehouse receipts, bonds and securities, including personal property, leases, contracts, mortgages, and choses in action of any and every other kind; provided the funds to be devoted for such business shall not be derived from the public through receipt of deposits, or sale of bonds or obligations of any kind, without engaging as a stockbroker or dealer in securities.

c. To apply for, register, purchase or otherwise acquire, use, protect and renew any patent, patent right, license, concession, trademark, tradename, invention, formula or process used or capable of being used in connection with any of the businesses of the *Corporation* or the acquisition of which may directly or indirectly benefit the *Corporation*, and to use, exercise, develop, sell, assign, or otherwise dispose of or grant license in respect of the property, rights, trademarks, or other information so acquired, and to spend money in experimenting upon the testing and improvement of any patent, invention or right which the *Corporation* may acquire or propose to acquire.

d. To conduct its business and maintain branch offices both within and without the Philippines and any foreign country or place, and to purchase or otherwise acquire, hold, possess, convey, transfer, or otherwise dispose of real and personal property in all respects thereof to the extent that the same may be permissible under their respective laws.

e. To enter into, make, perform and carry out contracts of every kind which may be necessary or convenient for the business of the *Corporation*, without limit as to amount, with any person, firm, association or corporation as the purposes for which this *Corporation* is formed, may permit, or as may be convenient or necessary for the transaction of the lawful business of the *Corporation*.

f. To adopt such other business names or styles other than its corporate name.

g. 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, in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of any of the purposes or to exercise any one or more of powers herein enumerated, of which shall at any time appear conducive or expedient for the protection or benefit of the *Corporation*, including the exercise of the powers, authorities, and attributes conferred upon commercial corporations by the laws of the Philippines.

The foregoing clauses shall each be construed as purposes, objects, and powers and it is hereby expressly provided that the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the *Corporation*, and that they are in furtherance thereof and in addition to and not in limitation of the general powers conferred upon the *Corporation* by the laws of the Philippines or otherwise, nor shall the enumeration of one thing be deemed to exclude another, although it be of like nature not expressed,

THIRD : That the place where the principal office of the *Corporation* is to be established or located is at the 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City, Metro Manila, Philippines. **(AMENDED AS OF JUNE 3, 2010 BY THE BOARD AND AS OF JULY 13, 2010 BY THE STOCKHOLDERS)**

FOURTH : That the term for which said *Corporation* is to exist is fifty (50) years from and after the date of its 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>
ENRIQUE SANTOS SY	Filipino	4453 Calatagan, Palanan, Makati
ARNULFO ALTUNA	Filipino	# 23 Jamaica Drive, Forest Hills Subd. Novaliches, Quezon City
EDMUNDO HERRERA	Filipino	372 Gen. Luis St., Kaybiga, Quezon City

FERDINAND MASI Filipino 106-B Kamias Road, Quezon City

CARMELO J. CANTO III Filipino 17-C Narig St., Project 7, Quezon City

SIXTH : That the number of Directors of said *Corporation* shall be seven and the names, nationalities and residences of the Directors of the *Corporation* who are to serve until their successors are elected and qualified as provided for in the By-Laws are as follows : *(Amended as of July 10, 1998)*

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
ENRIQUE SANTOS SY	Filipino	4453 Calatagan, Palanan, Makati
ARNULFO ALTUNA	Filipino	# 23 Jamaica Drive, Forest Hills Subd. Novaliches, Quezon City
EDMUNDO HERRERA	Filipino	372 Gen. Luis St., Kaybiga, Quezon City
FERDINAND MASI	Filipino	106-B Kamias Road, Quezon City
CARMELO J. CANTO III	Filipino	17-C Narig St., Project 7, Quezon City

SEVENTH : That the authorized capital stock of said *Corporation* in lawful money of the Philippines is **TWELVE BILLION NINE HUNDRED FIFTY MILLION PESOS (PhP12,950,000,000.00)**, Philippine currency, and said authorized capital stock is divided into **TWELVE BILLION NINE HUNDRED FIFTY MILLION PESOS (12,950,000,000)** common shares with a par value of ONE PESO (PhP1.00) per share. **(AMENDED AS OF NOVEMBER 7, 2006 AND JANUARY 5, 2007)**

EIGHTH : That the number and the amount of said authorized capital stock which has been actually subscribed is One Thousand Two Hundred Fifty (1,250) representing the sum of ONE HUNDRED TWENTY FIVE THOUSAND PESOS (PhP125,000.00), and the following persons have subscribed for the number of shares with indication of the total amount of authorized capital stock subscribed and actually paid by each on his subscription as follows :

<u>Name</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Capital Stock Subscribed</u>	<u>Amount Paid On Subscription</u>
ENRIQUE SANTOS SY	250	PhP 25,000.00	PhP 6,250.00
ARNULFO ALTUNA	250	25,000.00	6,250.00
EDMUNDO HERRERA	250	25,000.00	6,250.00
FERDINAND MASI	250	25,000.00	6,250.00
CARMELO J. CANTO III	250	25,000.00	6,250.00
	<u>1,250</u>	<u>PhP 125,000.00</u>	<u>PhP 31,250.00</u>

NINTH : That the twenty-five (25%) percent of the entire number of shares of the authorized capital stock has been subscribed and that twenty-five (25%) percent of such subscription has been paid.

TENTH : That Enrique Santos Sy has been elected by the subscribers as Treasurer of the *Corporation*, to act as such until his successor is duly elected and qualified in accordance with the By-Laws and that as such Treasurer, he has been authorized to receive for the *Corporation* and to issue a receipt in its name for all the subscriptions paid by any subscriber.

ELEVENTH : That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be recorded in the proper books of the *Corporation* and that this restriction shall be indicated in all stock certificates issued by the *Corporation*. Furthermore, all stockholders of the *Corporation* shall not enjoy any pre-emptive right to subscribe to any issue or disposition of shares of any class of the *Corporation*. (*Amended as of July 10, 1998*)

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of September 1993 at Kalookan City, Metro Manila, Philippines.

(Sgd) EDMUNDO HERRERA

(Sgd) ENRIQUE SANTOS SY

(Sgd) ARNULFO ALTUNA

(Sgd) FERDINAND MASI

(Sgd.) CARMELO J. CANTO III

Signed in the presence of :

(Sgd.) Illegible

(Sgd.) Illegible

A C K N O W L E D G M E N T

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

BEFORE ME, a notary Public for and in Kalookan City, Metro Manila, Philippines, this 30th day of September 1993 personally appeared the following persons with their respective Residence Certificate numbers, dates and places of issue, to wit :

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date/Place of Issue</u>
Edmundo Herrera	10422303	9-9-93 / Kalookan
Enrique Santos Sy	19539793	4-5-93 / Manila

Arnulfo Altuna	14378408	2-27-93 / Kalookan
Ferdinand Masi	18946765	5-26-93 / Quezon City
Carmelo J. Canto III	19532734	6-3-93 / Quezon City

all known to me and to me known to be the same persons who signed and executed the foregoing Articles of Incorporation of Alliance Global, Inc. and acknowledged to me that the same is their free and voluntarily act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal on the day, year and place first above-mentioned.

(Sgd) NIMFA E. SILVESTRE-PINEDA
Notary Public
Until December 31, 1993
PTR No. 0369133; 2-1-93
Kalookan City

Page No. 75;
Doc. No. 373;
Book No. 2;
Series of 1993

**CERTIFICATE OF AMENDMENT
TO THE AMENDED ARTICLES OF INCORPORATION OF
ALLIANCE GLOBAL GROUP, INC.**



KNOW ALL MEN BY THESE PRESENTS :

That the undersigned, being the Chairman of the Board, the Corporate Secretary, and a majority of the members of the Board of Directors of **ALLIANCE GLOBAL GROUP, INC.** (the "Corporation"), do hereby certify that:

1. Attached is a true and correct copy of the **AMENDED ARTICLES OF INCORPORATION** of the Corporation embodying the amendments to: (i) the **PRIMARY PURPOSE** stated in the **SECOND ARTICLE** by including the power to guarantee obligations, debts, or loans of a subsidiary; and (ii) the principal office address stated in the **THIRD ARTICLE** by changing it to the 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City, Metro Manila, Philippines.

2. The **PRIMARY PURPOSE** in the **SECOND ARTICLE** of the Amended Articles of Incorporation of the Corporation shall henceforth read as follows:

"SECOND : That the *Corporation* shall have the following primary purpose, to wit:

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, hypothecate, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidence of indebtedness or securities of this *Corporation* or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to guarantee obligations, debts, or loans of a subsidiary related to the foregoing and to receive, collect, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned, provided it shall not act as stockbroker or dealer in securities."

3. The THIRD ARTICLE of the Amended Articles of Incorporation of the Corporation shall henceforth read as follows:

"THIRD : That the place where the principal office of the Corporation is to be established or located is at the 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City, Metro Manila, Philippines."

4. Said amendments were approved by the vote of at least a majority of the members of the Board of Directors of the Corporation at a special meeting duly called for the purpose held on **03 June 2010** at the 28/F The World Centre, 330 Sen. Gil Puyat Avenue, Makati City.

5. Said amendments were likewise approved on **13 July 2010** by the written assent of the stockholders of record of the Corporation as of 18 June 2010, representing at least two-thirds (2/3) of the entire subscribed and outstanding capital stock of the Corporation in a referendum duly conducted for the purpose.

IN WITNESS WHEREOF, we have hereunto set our hands on the ____ day of July 2010 at Makati City, Metro Manila, Philippines.



ANDREW L. TAN
Chairman of the Board



SERGIO R. ORTIZ-LUIS, JR.
*Vice-Chairman and
Independent Director*

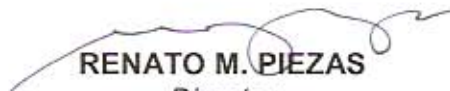


KINGSON U. SIAN
Director

WINSTON S. CO
Director



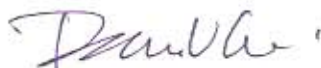
KATHERINE L. TAN
Director



RENATO M. PIEZAS
Director

ALEJO L. VILLANEUVA, JR.
Independent Director

CERTIFIED CORRECT:




DOMINIC V. ISBERTO
Corporate Secretary

Republic of the Philippines)
PASIG CITY) S.S.

SUBSCRIBED AND SWORN to before me this JUL 19 2010 day of July 2010 at Makati City, Philippines, affiants exhibiting to me their respective Community Tax Certificate numbers, dates and places of issue, to wit :

Name	T.I.N.	CTC/Passport No.	Date & Place Issued
Andrew L. Tan	125-960-003	18139724	Jan. 5, 2010; Quezon City
Sergio R. Ortiz-Luis, Jr.	122-326-423	PP#XX002671	Sept. 19, 2007 to 2012; Manila
Kingson U. Sian	104-476-294	PP#XX1996220	Sept. 10, 2008 to 2013; Makati City
Winston S. Co	126-339-464	27517740	Jan. 27, 2010; Quezon City
Katherine L. Tan	137-599-459	18139726	Jan. 05, 2010; Quezon City
Alejo L. Villanueva, Jr.	107-279-348	33251682	April 7, 2010; Parañaque City
Renato M. Piezas	148-243-295	28670676	Apr. 07, 2010; Makati
Dominic V. Isberto	204-642-254	28591933	Jan. 20, 2010; Makati

Doc. No. 35 :
Page No. 7 :
Book No. XCVI :
Series of 2010.


ATY RAMON L. CARPIO
NOTARY PUBLIC
Until December 2010
PTR 5821989 Issued at Pasig City on Jan. 4, 2010
IBP No. 820340 / Issued at Pasig City on 1/4/10
Roll # 22, 172 Tin # 106-918 897
MCLE # 11 - 0012119



