



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. 148022

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

WHEREAS, Articles of Incorporation and By-Laws duly signed and acknowledged for the organization of the

EURO-MED LABORATORIES PHIL., INC.

and in accordance with the provisions of the Corporation Code of the Philippines, Pambansa Blg. 68, approved on May 1, 1980, were presented for filing in this Commission on Jan. 27, 1988, and a copy of said Articles and By-Laws are hereto attached;

NOW, THEREFORE, by virtue of the powers and duties vested in me by law, I hereby certify that the said Articles of Incorporation and By-Laws were, after due examination to determine whether they are in accordance with law, duly registered in this Commission on the 29 day of January, Anno Domini, Nineteen Hundred and eighty-eight.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 29 day of January, in the year of our Lord nineteen hundred and eighty-eight.


JULIO A. SULIT, JR.
Chairman

RECEIVED
SECURITIES
AND EXCHANGE
COMMISSION

38 JAN 27 P 3: 05

RECORDS
DIVISION

ARTICLES OF INCORPORATION

OF

EURO-MED LABORATORIES PHIL., INC.

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY -

FIRST: The name of the corporation shall be EURO-MED LABORATORIES PHIL., INC., hereinafter called "the Corporation".

SECOND: The purposes for which the Corporation is formed are:

To manufacture, process, compound, repack prepare for market, import, - export, buy, sell at wholesale and retail, distribute promote all all kinds of pharmaceutical preparations and merchandise, drugs, medicines, chemicals, compounds, druggists' sundries, supplies, cosmetics, perfumeries, toilet articles, surgical instruments, scientific apparatus and appliances and appliances, physicians' and hospital supplies to apply for, obtain, register, purchase, lease

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acquire, hold, use, exercise, develop, operate, introduce, sell, assign, grant licenses or territorial rights in respect of, or otherwise turn to account or dispose of, trademarks, trade names, brands, labels, patents, inventions, formulas or processes for said products; and to do all other acts and things in connection with the business.

AND IN FURTHERANCE WITH THE PURPOSES AFORESAID, the Corporation shall have the following incidental powers:

(a) To acquire by purchase, lease, contract, concession or otherwise, within the limits allowed by law, any and all real and personal properties of every kind and description whatsoever which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange or otherwise dispose of the whole or any part thereof without, however engaging in the subdivision business;

(b) To borrow or raise money for the purpose of the Corporation, and from time to time to draw, make, accept, endorse, transfer, assign, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and evidences of indebtedness, and, for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage or pledge all or part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation or its duly authorized officers or agents shall determine and as may be permitted by law;

(c) Insofar as may be permitted by law, to purchase or otherwise acquire the stocks, bonds, or other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange therefor its own stocks, bonds or other obligations or to pay therefor in cash or otherwise; to hold or own, use, sell, deal in, dispose of, and turn into account any such stocks, bonds or other securities, and while the owner or holder thereof to exercise all the rights and powers of ownership, including the right to vote thereon for any purpose;

(d) Insofar as may be permitted by law, to do any acts or things necessary for the protection, development, improvement or operation of any person, corporation, association, firm or entity in or with which the Corporation has an interest of any kind, whether as stockholder or manager;

(e) To purchase, hold, cancel, re-issue issue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such extent and in such manner and upon such terms as its Board of Directors shall determine; provided that the Corporation shall not use its own funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital stock, except to the extent permitted by law;

(f) To merge, consolidate, combine or amalgamate with any corporation, firm, association or entity heretofore or hereafter created in such manner as may be permitted by law;

(g) To acquire, take over, hold and control all or any part of the business, goodwill, property and other assets, and to assume or undertake obligations of any person, firm, association or corporation, whether domestic or foreign, and whether a going concern or not, engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for the purpose of the Corporation, and to pay for the same in cash or in stocks, bonds or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof;

(h) Within the limits prescribed by law, to organize or cause to be organized under the laws of the Republic of the Philippines or any other state, territory, nation, province or government, corporations, associations, firms or entities for the purposes of accomplishing any or all of the objects for which the Corporation is organized, dissolve, wind up, liquidate, merge, consolidate, combine or amalgamate any such corporation

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or corporations, associations, firms or entities, or to cause the same to be dissolved, wound up, liquidated, merged, consolidated, combined or amalgamated;

(i) To carry out the above-mentioned purpose as principal, agent, factor, licensee, concessionaire, contractor or otherwise, either alone or in conjunction with any other person, firm, association, corporation or entity, whether government or private;

(j) To enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or dependency thereof, obtain from any government or authority any rights privilege contracts and concessions which the Corporation may deem desirable to obtain, carry out, perform or comply with; and

(k) To do and perform all acts and things necessary, suitable or proper for the accomplishment of the purpose hereinabove stated or which shall at any time appear conducive to the protection or benefit of the Corporation, including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Republic of the Philippines in general and upon domestic corporations of like nature in particular.

THIRD: The principal offices of the Corporation shall be established or located in Metro Manila, Philippines.

FOURTH: The term for which the Corporation is to exist shall be Fifty (50) years from and after the date of incorporation.

FIFTH: The names, nationalities and residences of

the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
DAVID D. CHUA-UNSU	Filipino	2448 . Avelino St. Paranaque, Metro Manila
JAIME B. PABALAN	Filipino	1342 Palm Avenue Dasmariñas Village Makati, Metro Manila
ELIHU M. BUNTUA	Filipino	3340 Harvard Street Bo. Pinagkaisahan, Makati Metro Manila
RUBEN H. MORATO	Filipino	Block 5, Lot 1, Phase IV Moscow Street, BF Homes Paranaque, Metro Manila
JOAN DY-LIACCO CHENG	Filipino	4396 Katigbak Drive Paranaque, Metro Manila
LUCY DY-LIACCO CHENG	Filipino	4396 Katigbak Drive Paranaque, Metro Manila
EDUARDO E. LAGDAMEO	Filipino	426 Gomezville Street Mandaluyong, Metro Manila

SIXTH: The number of directors of the Corporation shall be seven (7), and the names and residences of the first directors of the Corporation who shall serve until their successors are elected and qualified as provided in the By-Laws of the Corporation are as follows:

<u>Name</u>	<u>Residence</u>
DAVID D. CHUA-UNSU	2448 L. Avelino Street Paranaque, Metro Manila
JAIME B. PABALAN	1342 Palm Avenue, Dasmariñas Village Makati, Metro Manila
ELIHU M. BUNTUA	3340 Harvard Street Bo. Pinagkaisahan, Makati Metro Manila

RUBEN H. MORATO

Block, Lot 1, Phase IV
Moscow Street, Phase IV
Paranaque, Metro Manila

JOAN DY-LIACCO CHENG

4396 Katigbak Drive, Paranaque
Paranaque, Metro Manila

LUCY DY-LIACCO CHENG

4396 Katigbak Drive, Paranaque
Metro Manila

EDUARDO E. LAGDAMED

426 Gomezville Street
Mandaluyong, Metro Manila

SEVENTH: The capital stock of the Corporation is One Hundred Twenty Million Pesos (P120,000,000.00) Philippine currency, divided into One Million Two Hundred Thousand (1,200,000) shares with the par value of One Hundred Pesos (P100.00) each share.

No increase or transfer of shares of stock or interest in the Corporation which will reduce the ownership of Filipino citizens in the Corporation to less than the minimum percentage of the capital stock required by law to be owned by Filipino citizens shall be allowed or permitted to be recorded in the proper books of the Corporation, and this restriction shall be printed or indicated in all the stock certificates to be issued by the Corporation.

EIGHTH: At least Twenty-Five Per Cent (25%) of the authorized capital stock above stated has been subscribed as follows:

<u>Name of Subscriber</u>	<u>No. of Shares</u>	<u>Amount of Subscription</u>
DAVID D. CHUA-UNSU	50,000	P5,000,000.00
JAIME B. PABALAN	40,000	4,000,000.00

[Handwritten signatures and notes on the left margin]

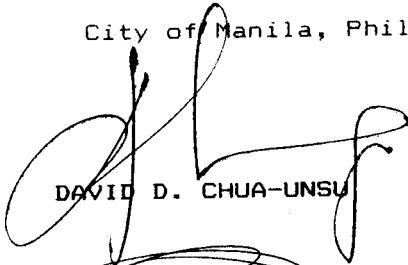
ELIHU M. BUNTUA	50,000	5,000,000.00
RUBEN H. MORATO	50,000	5,000,000.00
JOAN DY-LIACCO CHENG	50,000	5,000,000.00
LUCY DY-LIACCO CHENG	50,000	5,000,000.00
EDUARDO E. LAGDAMEO	10,000	1,000,000.00
T O T A L	300,000	P30,000,000.00


NINTH: The above-named subscribers have paid at least Twenty-Five Per Cent (25%) of the total subscription as follows:

<u>Name of Subscriber</u>	<u>Amount Paid on Subscription</u>
DAVID D. CHUA-UNSU	P1,250,000.00
JAIME B. PABALAN	1,000,000.00
ELIHU M. BUNTUA	1,250,000.00
RUBEN H. MORATO	1,250,000.00
JOAN DY-LIACCO CHENG	1,250,000.00
LUCY DY-LIACCO CHENG	1,250,000.00
EDUARDO E. LAGDAMEO	250,000.00
T O T A L	P7,500,000.00

TENTH: That JOAN DY-LIACCO CHENG has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws of the Corporation, and that as such treasurer she has been authorized to receive for and in the name and for the benefit of the Corporation all subscriptions paid by the subscribers.

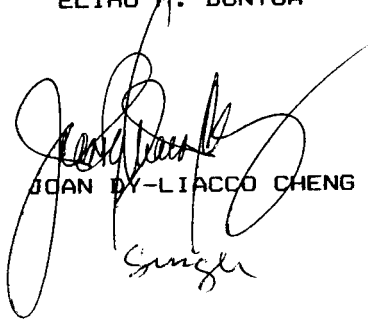
IN WITNESS WHEREOF, the parties hereto have signed these presents this **JAN 26 1988** day of January 1988 in the City of Manila, Philippines.

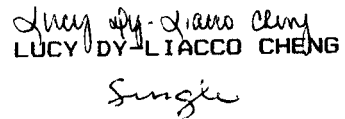

 DAVID D. CHUA-UNSU


 JAIME B. PABALAN


 ELIHU M. BUNTUA


 RUBEN H. MORATO


 JOAN DY-LIACCO CHENG
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 LUCY DY-LIACCO CHENG
Singie


 EDUARDO E. LAGDAMEO

IN THE PRESENCE OF:





ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
 CITY OF MANILA)

BEFORE **JAN 26 1988**, a Notary Public for and in the City of Manila, this **JAN 26 1988** day of January 1988 personally appeared:

Name	Res. Cert. No.	Date/Place Issued	T.A.N
DAVID D. CHUA-UNSU	1324588	4/10/87-Quezon City	C5320-D0435-A-1
JAIME B. PABALAN	132438	2/23/87-Manila	PI458-G3144-A-3
ELIHU M. BANTUA	634165	3/6/87-Makati, M.M.	1630-144-2

RUBEN H. MORATO 944746 3/30/87-Paranaque 3345-760-0
 JOAN DY-LIACCO CHENG 8348303 2/10/87-Manila C5250-EL958-A-4
 LUCY DY-LIACCO CHENG 112250516 12/17/87-Las Pinas C5247-C2960-A-6
 EDUARDO E. LAGDAMED 2675779 3/31/87-Manila 5597-676-5
 known to me and to me known to be the same persons who executed
 the foregoing Articles of Incorporation and they each
 acknowledged to me that the same is his free and voluntary act
 and deed.

Rk Morato

[Handwritten signatures and initials]

DOC. NO. 181;
 PAGE NO. 37;
 BOOK NO. 93;
 SERIES OF 1988.

JOEL G. GORDOLA
 NOTARY PUBLIC
 UNTIL DECEMBER 31, 1989
 PTR NO. 273399
 ISSUED AT D.C.
 ISSUED ON 1-4-88

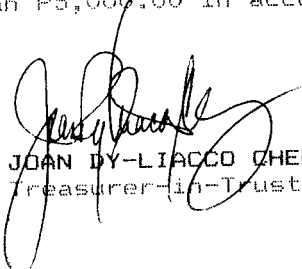
REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA)

38 JAN 27 P 3: 05

RECORDS
DIVISION

TREASURER'S AFFIDAVIT

I, JOAN DY-LIACCO CHENG, being duly sworn, depose and state: That I have been elected by the subscribers of the EURO-MED LABORATORIES PHIL., INC. as Treasurer thereof, to act as such until my successor has been duly elected and qualified in accordance with the By-Laws of the Corporation, and that as such Treasurer, I hereby certify under oath that at least Twenty-Five Per Cent (25%) of the authorized capital stock of the Corporation has been subscribed and at least Twenty-Five Per Cent (25%) of the total subscription has been paid to and received by me in cash or property in the amount of not less than P5,000.00 in accordance with the Corporation Code.


JOAN DY-LIACCO CHENG
Treasurer-in-Trust

SUBSCRIBED AND SWORN to before me this 26 day of January, 1988 in the City of Manila, affiant having exhibited to me her Residence Cert. No. 8348303 issued in Manila on February 10, 1987.

JOEL G. GORDOLA
NOTARY PUBLIC
UNTIL DECEMBER 31, 1988
PTR NO. 273393
ISSUED AT R.C.
ISSUED ON 1-4-88

DOC. NO. 185 :
PAGE NO. 27 :
BOOK NO. 93 :
SERIES OF 1988.

SECURITIES AND EXCHANGE COMMISSION

RECORDS DIVISION

RECORDS DIVISION

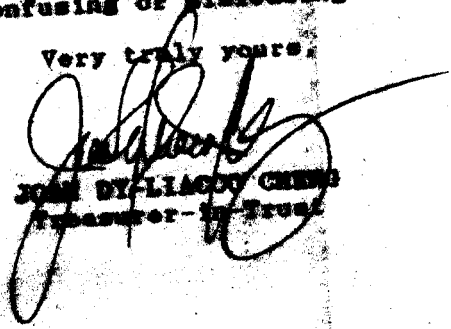
January 21, 1966

Securities and Exchange Commission
SEC Building
E. de los Santos Avenue
Mandaluyong, Metro Manila

Sir:

In connection with the registration of the Articles of Incorporation and By-Laws of EURO-MED LABORATORIES PHIL., INC., I, the undersigned representative, on behalf of the organizers of the Corporation, hereby manifest our willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to the use of the said name or one similar, confusing or misleading.

Very truly yours,


JOAN BY-LIACOY CHINO
Treasurer - In Trust

[Handwritten scribble]

BY - LAWS

OF

EURO-MED LABORATORIES PHIL.,

88 JAN 27 1968

RECORDED
INDEXED

ARTICLE I

Offices

Section 1. Principal Office. The principal office of EURO-MED LABORATORIES PHIL., INC., hereinafter referred to as "the Corporation", shall be located in Metro Manila, Republic of the Philippines, at such place therein as the Board of Directors of the Corporation may fix.

Section 2. Other Offices. The Corporation may also have a branch office or branch offices at such other places within or without the Republic of the Philippines as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

Shares of Stock and Their Transfer

Section 1. Certificates of Stock. Each stockholder shall be entitled to receive one or more certificates of stock showing the number of shares

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registered in his name upon full payment of his subscription, together with interest and expenses thereon if any is due. The certificates of stock shall be signed by the President or a Vice President and countersigned by the Secretary or an Assistant Secretary of the Corporation, and sealed with its corporate seal. They shall be issued in consecutive order and in such form as shall be approved by the Board of Directors.

Section 2. Transfer of Stock. Transfer of shares of the capital stock of the Corporation shall be made only on the books of the Corporation by the holder thereof, or by his duly authorized attorney-in-fact or legal representative, so as to show the names of the parties to the transaction, the date of the transfer, the number of the certificate and the number of shares transferred, and upon such transfer the old certificate shall be surrendered to the Corporation by the delivery thereof to the person in charge of the stock and transfer books and ledgers, or to such other person as the Board of Directors may designate, by whom it shall be cancelled and a new certificate issued. The term "person" or "persons" wherever used herein shall be deemed to include any firm, corporation, association or whenever any transfer of shares shall be made for collateral security, and not absolutely, such fact, if known to the Secretary or to the said transfer agent, shall be so expressed in the entry of the transfer.

[Handwritten notes and signatures on the left margin, including a large signature and the word "Lynch" written vertically.]

Section 3. Addresses of Stockholders. Each stockholder shall communicate to the Secretary of the Corporation an address at which notices of meetings and all other corporate notices may be served upon or mailed to him, and if any stockholder shall fail to communicate such address, corporate notices may be served upon him by mail at his last known post office address.

Section 4. Lost, Mutilated and Destroyed Certificates. The holder of any stock of the Corporation shall immediately notify the Corporation of any loss, mutilation or destruction of the certificates therefor, and the Board of Directors of the Corporation may cause to be issued to him a new certificate or certificates of stock, upon the surrender of the mutilated certificate or, in case of loss or destruction of the certificate, upon compliance with the procedure required under Section 73 of the Corporation Code. The Board of Directors may require the owner of the lost or destroyed certificate or his legal representative to give the Corporation a bond in such sum, not exceeding double the book value of such stock, and with such surety or sureties as it may direct, to indemnify the Corporation against any claim that may be made against it on account of the alleged loss or destruction of any such certificate.

Section 5. Closing of Transfer Books. The Board of Directors of the Corporation may, by resolution,

