



Republic of the Philippines

Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. 148022

CERTIFICATE OF FILING

OF

AMENDED ARTICLES OF INCORPORATION

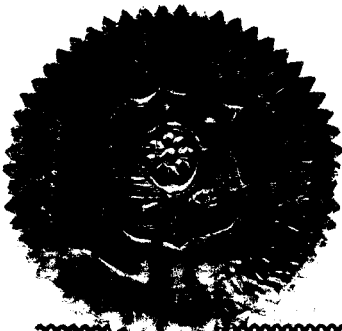
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

EURO-MED LABORATORIES PHIL., INC.
(Amending Articles II, primary purpose
and VII thereof)

copy annexed, adopted on March 17, 19 97 by a majority vote of the Board of Directors and 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 this Office on the 24th day of March nineteen hundred and ninety-seven, pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporation.

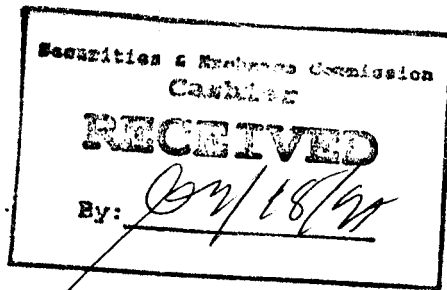
IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 24th day of March, in the year of our Lord nineteen hundred and ninety-seven



Sonia M. Ballo
SONIA M. BALLO
Director
Corporate and Legal Department

SEC Number 148022

File Number _____



EURO-MED LABORATORIES PHILIPPINES, INC.
(Company's Full Name)

1000 United Nations Avenue, Manila
(Company's Address)

524-0091 /98
(Telephone Number)

March 1997
(Fiscal Year Ending)
(month & day)

Form Type

Amended Articles and By-Laws
Amendment Designation (If applicable)

Period Ended Date

(Secondary License Type and File Number)

D-318-382

AMENDED
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, distribute, promote all kinds of pharmaceutical and/or food preparations and merchandise, drugs, medicines, chemicals, compounds, druggists sundries, supplies, cosmetics, perfumeries, toilet articles, surgical instruments, scientific apparatus and appliances, physicians and hospital supplies to apply for, obtain, register, purchase, lease, 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. (As amended by the Board of Directors and the Stockholders at the separate meetings held on 17 March 1997)

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 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 L. Avelino St. Paranaque, M. M.
JAIME B. PABALAN	Filipino	1342 Palm Avenue Dasmaringas Village Makati, M. M.
ELIHU M. BUNTUA	Filipino	3340 Harvard Street Bo. Pinagkaisahan Makati, M. M.
RUBEN H. MORATO	Filipino	Blk 5, Lot 1, Phase IV Moscow St., BF Homes Paranaque, M. M.
JOAN DY-LIACCO CHENG	Filipino	4396 Katigbak Drive Paranaque, M. M.
LUCY DY-LIACCO CHENG	Filipino	4396 Katigbak Drive Paranaque, M. M.
EDUARDO E. LAGDAMEO	Filipino	426 Gomezville St. Mandaluyong, M. M.

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 St. Paranaque, M.M.
JAIIME B. PABALAN	1342 Palm Avenue Dasmaringas Village Makati, M.M.
ELIHU M. BUNTUA	3340 Harvard St. Bo. Pinagkaisahan Makati, M.M.
RUBEN H. MORATO	Blk 5, Lot 1, Phase IV Moscow St., BF Homes Paranaque, M.M.
JOAN DY-LIACCO CHENG	4396 Katigbak Drive Paranaque, M. M.
LUCY DY-LIACCO CHENG	4396 Katigbak Drive Paranaque, M. M.
EDUARDO E. LAGDAMEO	426 Gomezville St. Mandaluyong, M. M.

SEVENTH. The capital stock of the Corporation is TWO BILLION PESOS (P2,000,000,000.00), Philippine currency, divided into Two Billion (2,000,000,000) shares with the par value of One Peso (P1.00) each share. (As amended by the Board of Directors and the Stockholders at the separate meetings held on 17 March 1997)

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
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
TOTAL	<u>300,000</u>	<u>P30,000,000.00</u>

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
TOTAL	<u>P7,500,000.00</u>

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 26th day of January 1988 in the City of Manila, Philippines.

(SGD)DAVID D. CHUA-UNSU

(SGD)JAIME B. PABALAN

(SGD)ELIHUM. BUNTUA

(SGD)RUBEN H. MORATO

(SGD)JOAN DY-LIACCO CHENG

(SGD)LUCY DY-LIACCO CHENG

(SGD)EDUARDO E. LAGDAMEO

IN THE PRESENCE OF:

ILLEGIBLE

ILLEGIBLE

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) SS.

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

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date/Place Issued</u>	<u>T.A.N.</u>
David D. Chua-Unsu	1324588	4/10/87-Q.C.	C5320-DO435-A-1
Jaime B. Pabalan	132438	2/23/77-Manila	P1458-G3144-A-3
Elihu M. Buntua	634165	3/16/87-Makati	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-Liadco Cheng	112250516	12/17/87-Las Pinas	C5247-C2960-A-6
Eduardo E. Lagdameo	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.

(SGD)JOEL G. GORDOLA
Notary Public
Until December 31, 1989
PTR# 273399
Issued at Q.C. on 1-4-88

Doc. No. 184;
Page No. 37;
Book No. 93;
Series of 1988.