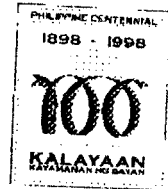




REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila



S.E.C. REG. NO. 148022

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

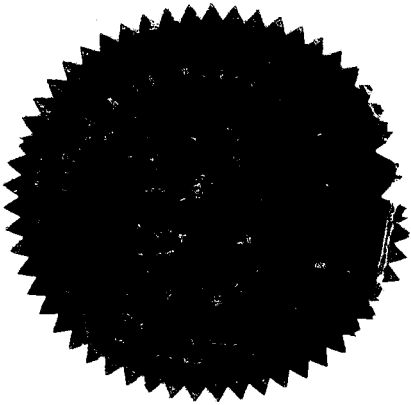
THIS IS TO CERTIFY that the amended articles of incorporation of the

EURO-MED LABORATORIES PHIL., INC.

[Amending Article VII thereof]

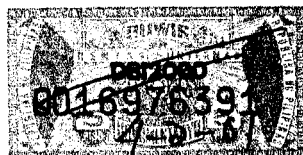
copy annexed, adopted on October 18 & December 6, 2000 by a majority vote of the Board of Directors and the vote of the stockholders, respectively, owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 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.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 29th day of March, Two Thousand One.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department




DIRECTORS' CERTIFICATE
(Amendment of Articles of Incorporation)

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the majority of the Directors of **EURO-MED LABORATORIES PHIL., INC.** (the "Corporation"), the Chairperson and the Secretary of the Stockholders' Meeting held on 06 December 2000 at Quezon Hall, Philippine Columbian Association, Plaza Dilao, Paco, Manila, hereby certify that;

1. On 18 October 2000 and 06 December 2000, at separate meetings, the Corporation's Board of Directors by a unanimous vote and the stockholders by affirmative vote of at least two-thirds (2/3) of the outstanding capital stock, respectively approved the amendment of Article VII of the Articles of Incorporation of the Corporation.
2. The copy of the Corporation's Amended Articles of Incorporation attached hereto as Annex "A" is a true and correct copy of the Corporation's Articles of Incorporation and reflects the amendments thereto.

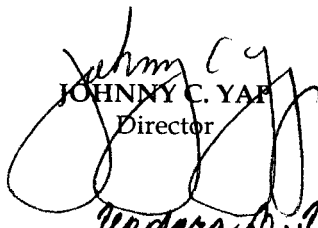
IN WITNESS WHEREOF, this Certificate has been signed this 6th day of December 2000 in the City of Manila.


DR. TOMAS P. MAGAMBA, JR.
Chairman of the
Stockholders' Meeting/Director


DR. WILLIAM PADOLINA
Director

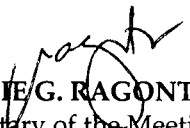

GEORGIANA S. EVIDENTE
Director


ENRIQUE C. YAP
Director


JOHNNY C. YAP
Director


DR. EVANGELINE V. BAVIERA
Director


DR. TEODORA D. TAN
Director

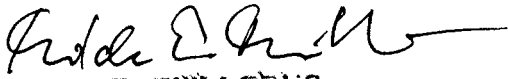

RONNIE G. RAGONTON
Secretary of the Meeting

REPUBLIC OF THE PHILIPPINES }
CITY OF MANILA }s.s

SUBSCRIBED AND SWORN to before me this 6th day of December 2000 in Manila, affiants exhibiting to me the following:

Name	Comm. Tax Cert. No.	Date/Place Issued
Georgiana S. Evidente	15314581	Jan. 07, 2000 / Manila
Dr. Tomas P. Maramba, Jr.	02623544	Jan. 17, 2000 / Quezon City
Dr. William Padolina	11926962	Apr. 04, 2000 / Los Baños, Laguna
Enrique C. Yap	12526549	Feb. 24, 2000 / Manila
Dr. Evangeline V. Baviera	03244110	Jan. 03, 2000 / Dasmariñas, Cavite
Johnny C. Yap	12527651	Feb. 24, 2000 / Manila
Dr. Teodora D. Tan	12526588	Feb. 24, 2000 / Manila
Ronnie G. Ragonton	14920387	Jan. 10, 2000 / Manila

Doc. No. 274;
Page No. 56;
Book No. TA;
Series of 2000.


CILDA E. GUILLERMO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2000
PTR NO. A-100710 6 JAN. 2000 C.C.
TBP NO. 402305 29 DEC 1997 B.C.

Enrique C. Yap
Dr. Teodora D. Tan
Johnny C. Yap
Dr. Tomas P. Maramba, Jr.
Dr. William Padolina
Dr. Evangeline V. Baviera
Georgiana S. Evidente
Ronnie G. Ragonton

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 Philippines.

AND WE HEREBY CERTIFY:

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

SECOND. That the purposes for which 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. That the term for which the Corporation is to exist shall be fifty (50) years from and after the date of incorporation.

FIFTH. That 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. Parañaque, M.M.
JAIME B. PABALAN	Filipino	1342 Palm Avenue Dasmariñas 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 Parañaque, M.M.
JOAN DY-LIACCO CHENG	Filipino	4396 Katigbak Drive Parañaque, M.M.
LUCY DI-LIACCO CHENG	Filipino	4396 Katigbak Drive Parañaque, M.M.
EDUARDO E. LAGDAMEO	Filipino	426 Gomezville St. Mandaluyong, M.M.

SIXTH. That the number of directors of said 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. Parañaque, M.M.
JAIME B. PABALAN	1342 Palm Avenue Dasmariñas Village Makati, M.M.
ELIHU M. BUNTUA	3340 Harvard Street Bo. Pinagkaisahan Makati, M.M.
RUBEN H. MORATO	Blk 5, Lot 1, Phase IV Moscow St., BF Homes Parañaque, M.M.
JOAN DY-LIACCO CHENG	4396 Katigbak Drive Parañaque, M.M.
LUCY DI-LIACCO CHENG	4396 Katigbak Drive Parañaque, M.M.
EDUARDO E. LAGDAMEO	426 Gomezville St. Mandaluyong, M.M.

SEVENTH. That the capital stock of the Corporation is THREE BILLION EIGHT HUNDRED MILLION PESOS (P3,800,000,000.00), Philippine Currency, divided into Three Billion Eight Hundred Million (3,800,000,000) shares with a par value of One Peso (P1.00) each share. (As amended by the Board of Directors and the Stockholders of the Corporation at separate meetings held on 17 March 1997). (As further amended by the Board of Directors and the Stockholders of the Corporation at separate meetings held on 8 July 1999 and 21 July 1999, respectively). *(As further amended by the Board of Directors and the Stockholders of the Corporation at separate meetings held on 18 October 2000 and 6 December 2000, respectively).*

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	<u>10,000</u>	<u>1,000,000.00</u>
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 of Subscription</u>
DAVID D. CHUA-UNSU	P5,000,000.00
JAIME B. PABALAN	4,000,000.00
ELIHU M. BUNTUA	5,000,000.00
RUBEN H. MORATO	5,000,000.00
JOAN DY-LIACCO CHENG	5,000,000.00
LUCY DY-LIACCO CHENG	5,000,000.00
EDUARDO E. LAGDAMEO	<u>1,000,000.00</u>
TOTAL	<u>P30,000,000.00</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

(SIGNED) JAIME B. PABALAN

(SGD) ELIHU M. 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

ACKNOWLEDGMENT

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	2/23/87-Manila	P1458-G3144-A-3
Elihu M. Buntua	634165	3/16/87-Makati	1630-144-2
Ruben H. Morato	944746	3/30/87-Parañaque	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 Piñas	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 their 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.

aai.doc/euro-med4

