



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

COMPANY REG. NO. 148022

**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

EURO-MED LABORATORIES PHIL., INC.
[Amending Articles III & VI thereof.]

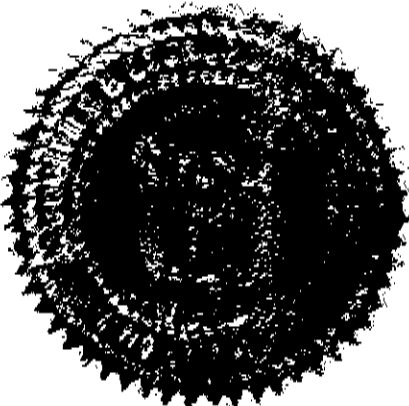
copy annexed, adopted on April 30, 2014 by majority vote of the Board of Directors and on June 18, 2014 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors 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 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 26th day of June, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of Articles of Incorporation and By-Laws
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SEC REGISTRATION NUMBER

		1	4	8	0	2	2
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Former Company Name

E	U	R	O	-	M	E	D		L	A	B	O	R	A	T	O	R	I	E	S						
P	H	I	L	.			I	N	C	.																

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town)Province

P	P	L		B	U	I	L	D	I	N	G	,		1	0	0	0	-	1	0	4	6					
U	N	I	T	E	D		N	A	T	I	O	N	S		A	V	E	.		M	A	N	I	L	A		

Company's Telephone Number/s

--

Contact Person

JANICE R. ONG

Number

Contact Person's Telephone

5240091/98

Contact Person's Address

--

To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor _____	_____	_____
_____	_____	_____
_____	_____	_____

Document I.D.

Received by **Corporate Filing and Records Division (CFRD)** _____

- Forwarded to:
- | | | |
|--------------------------|---|-------|
| <input type="checkbox"/> | Corporate and Partnership Registration Division | _____ |
| <input type="checkbox"/> | Green Lane Unit | _____ |
| <input type="checkbox"/> | Financial Analysis and Audit Division | _____ |
| <input type="checkbox"/> | Licensing Unit | _____ |
| <input type="checkbox"/> | Compliance Monitoring 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 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 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, label, 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 many 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 many 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 PPL Building, United Nations Avenue corner San Marcelino St., Manila, Philippines. (As amended by majority vote of the Board of Directors and by the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at meetings held on 30 April 2014 and 18 June 2014, respectively).

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>Residences</u>
David D. Chua-Unsu	Filipino	2448 L. Avclino St. Parañaque City, 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 Dy-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 ten (10), 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>Residences</u>
David D. Chua-Unsu	2448 L. Avelino St. Parañaque City, 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 Dy-Liacco Cheng	4396 Katigbak Drive Parañaque, M.M.
Eduardo E. Lagdameo	426 Gomeville St. Mandaluyong, M.M.

(As amended by majority vote of the Board of Directors and by the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at meetings held on 30 April 2014 and 18 June 2014, respectively).

SEVENTH. That the capital stock of the Corporation is FIVE BILLION PESOS (P5,000,000,000.00), Philippine Currency, divided into Five Billion (5,000,000,000) shares with the par value of One Peso (P1.00) each share. (As amended by unanimous vote of the Board of Directors and the Stockholders of the Corporation representing at least two-thirds (2/3) of the authorized capital stock at meetings held on 14 May 2010 and 21 July 2010, 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 Stockholder</u>	<u>No. of Shares</u>	<u>Amount of Subscription</u>
DAVID D. CHUA-UNSA	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 Stockholder</u>	<u>Amount of Subscription</u>
DAVID D. CHUA-UNSA	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

_____ at Makati City, Metro Manila, Philippines..

(SGD) DAVID D. CHUA-UNSA

(SGD) JAIME B. PABALAN

(SGD) ELIHU M. BUNTUA
(SGD) JOAN DY-LIACCO CHENG

(SGD) RUBEN H. MORATO
(SGD) LUCY DY-LIACCO CHENG

(SGD) EDUARDO E. LAGDAMEO

Signed in the Presence of:

ILLEGIBLE

ILLEGIBLE

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA) SS.

BEFORE ME, a Notary Public for and in the Makati, Metro Manila, this
_____ personally appeared:

Name	Passport No.	Date/Place of Issue	Expiry Date
David D. Chua-Unsu	1324588	4/10/87-Q.C.	C5320-DO435-A-1
Jaime B. Pabalan	132438	2/23/87-Manila	P1458-G34144-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	C5250-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 acknowledged to me that the same is their free and voluntarily act and deed.

WITNESS MY HAND SEAL on the date and place first above written

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

(SGD.) Joel G. Gordola
Notary Public
Until Dec. 31, 1989
PTR # 273399
Issued at Q.C. on 1-4-88

Republic of the Philippines]
City of Makati]s.s.

SECRETARY'S CERTIFICATE

I, **JANICE R. ONG**, Filipino, of legal age, with office address at at PPL Bldg., 1000 United Nations Avenue, Manila, being the duly elected and incumbent Corporate Secretary of **EURO-MED LABORATORIES PHIL., INC.**, a corporation duly organized and existing under and by virtue of Philippines laws, with principal office at PPL Bldg., 1000 United Nations Avenue, Manila, after having been duly sworn to in accordance with law, do hereby certify that:

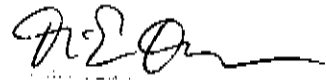
1. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers.
2. The foregoing is in accordance with the records of the Corporation in my possession

IN WITNESS WHEREOF, I have hereunto affixed my hand on this day of 18 June 2014 at Makati, Philippines.


JANICE R. ONG
Corporate Secretary

SUBSCRIBED AND SWORN to before me on this day of 18 June 2014 at Makati, affiant exhibiting to me her Passport No. EB2319859 issued on 03 May 2011 at DFA, Manila.

Doc. No. 159 :
Page No. 33 :
Book No. IV :
Series of 2014.


Notary Public for Makati City Under 91 December 2011
1000 United Nations Tower, V.A. Hidalgo cor. Valero cor.
Alfonso Villago, Makati City
Professional No. 423382-03 Jan 2014
1997 LRP No. 07018; Roll of Attorneys No. 00004
MCUS Office, Office No. IV-0021370, 22 July 2013

**DIRECTORS' CERTIFICATE ON THE FILING
OF THE AMENDED ARTICLES OF INCORPORATION AND BY-LAWS OF
EURO-MED LABORATORIES PHIL., INC.**

C.M. U

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned majority of the Directors and the Corporate Secretary of EURO-MED LABORATORIES PHIL., INC. (the "Corporation"), do hereby certify that the Articles of Incorporation and the By-laws of the Corporation were amended at the meetings held on 30 April 2014 and 18 June 2014, by a majority vote of the Board of Directors and the stockholders representing at least two-thirds (2/3) of the outstanding capital stock, respectively.

The amended provisions of the attached Amended Articles of Incorporation are as follows:

- 1) Article 3 of the Articles and Incorporation to reflect the exact and specific address of the principal office of the Corporation from "Metro Manila, Philippines" to "PPL Building, United Nations Avenue corner San Marcelino St., Manila, Philippines"; and
- 2) Article 6 of the Articles of Incorporation to reflect the change in the number of directors of the Corporation from seven (7) to ten (10) directors, inclusive of two (2) independent directors;

The amended provisions of the attached By-laws are as follows:

- 1) Section 2, Article IV of the By-laws to reflect the change in the number of directors of the Corporation from seven (7) to ten (10) directors inclusive of two (2) independent directors; and
- 2) Section 6, Article IV of the By-laws inserting the statement "In the case of a tie in the vote on any matter at a meeting of the board, the Chairman of the meeting shall have a casting vote in order to break the tie."

IN WITNESS WHEREOF, we have executed this Director's Certificate this 18th day of June 2014 at the City of Makati.

Leandro D. Lim
F. V. Saverio

William G. Padolina
DR. WILLIAM G. PADOLINA

Chairman of the Board / Independent Director
TIN: 115-285-571

Johnny C. Yap
DR. JOHNNY C. YAP
Vice Chairman / Director
TIN: 151-261-901

Edwin D. Feist
MR. EDWIN D. FEIST
Independent Director
TIN: 123-505-068

Georgiana S. Evidente
GEORGIANA S. EVIDENTE
President / Director
TIN: 122-065-055

Michael Vincent Y. Yap
MICHAEL VINCENT Y. YAP
Vice President / Director
TIN: 170-371-084

Teodora D. Tan

[Signature]

OSBalle

[Signature]

F. Baviera

DR. EVANGELINE V. BAVIERA
Executive Vice President/ Director
TIN : 110-191-352

Teodora D. Tan

DR. TEODORA D. TAN
Asst. Treasurer/ Director
TIN : 101-818-935

Certified By :

[Signature]
JANICE R. ONG
Corporate Secretary
TIN : 109-733-261

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) SS.

SUBSCRIBED AND SWORN to before me this 18th day of June 2014 in Makati City, affiants exhibiting to me the following:

<u>Name</u>	<u>Identification No.</u>	<u>Date/Place Issued</u>
Dr. William G. Padolina	EB7351369	11 February 2013 / Manila
Edwin D. Feist	E3086172	10 December 2008 / Australia
Georgiana S. Evidente	EB4155571	25 November 2011 / Manila
Dr. Evangeline V. Baviera	EB1076522	01 October 2010 / Manila
Dr. Johnny C. Yap	EB6364635	18 September 2012/ Manila
Michael Vincent Y. Yap	EB4813560	28 February 2012 / Manila
Dr. Teodora D. Tan	SSS No. 03- 0171393-1	

[Signature]
Commission No. 12345
Notary Public for Makati City Until 31 December 2014
2420 Meralco Tower, V.A. Rufino cor, Valero
Tripro Village, Makati City
MKT No. 4233362 08 Jan 2014
IBP License No. 02619; Roll of Attorneys No. 22904
MCLE Compliance No. IV-0021350, 22 July 2013

Doc. No. 152;
Page No. 32;
Book No. 16;
Series of 2014.