

COVER SHEET

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S.E.C. Registration Number

[illegible]

(Company's Full Name)

[illegible]

(Business Address : No. Street City / Town / Province)

clo Floralyn A. Torregroza
Contact Person

C/O 243-15-91-96
Company Telephone Number

1	2	3	1
Month		Day	
Fiscal Year			

S	F	10	-	1
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FORM TYPE

04 15
 Month Day
 Annual Meeting

NA

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

NA

Amended Articles Number/Section

Thirteen(13)

Total No. of Stockholders

Total Amount of Borrowings

NA	NA
Domestic	Foreign

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

File Number

LCU

[illegible]

Document I.D.

Cashier

STAMPS

STAMPS

Remarks = pls. use black ink for scanning purposes

AUG - 9 2002

Name of issuer whose securities are being offered for sale or sold

Date

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 10-1

NOTICE OF EXEMPT TRANSACTION UNDER 10.1(k)/ APPLICATION FOR CONFIRMATION
UNDER SECTION 10.1 OF THE SECURITIES REGULATION CODE

Check Applicable Box:

☒

Notice of Exempt Transaction under 10.1(k).

☐

Application for Commission confirmation that the transaction qualifies as an exempt transaction under Section 10.1 of the Securities Regulation Code (Code).

1. Where the Commission confirmation is being requested, state the provision of Section 10.1 of the Code under which confirmation is being requested:

10.1(E)

2. Information about the securities for which this Notice/Application has been filed:

(a) Title of class of securities being offered for sale/sold	common shares
(b) Number and price/value of the securities being offered for sale/sold	1,039,500-shares at P100.00 per value
(c) Are any of the issuer's securities listed on the Philippine Stock Exchange and, if so, describe which class is listed and latest trading price.	na
(d) Are the securities traded on any other trading market and, if so, disclose latest trading price	na

3. Additional information about the securities where this notice is filed by the issuer thereof:

(a) Exact name of issuer as specified in its charter	MONIE NISSIN CORPORATION
(b) Place (province, country or other jurisdiction of incorporation) and date thereof	Philippines
(c) SEC Identification Number	86355/5-25-79
(d) BIR Tax Identification Number	057-000-417-352
(e) Address of principal office	P. Reyes St., Brgy. Balibago, Sta. Rosa, Laguna
(f) Issuer's telephone number, including area code	810-3550 /Fax 810-9287
(g) Former name or former address, if any, since filing of last report with the SEC	MONIE BERNARD NISSIN BISCUIT CORPORATION
(h) Are any of the issuer's securities listed on the Philippine Stock Exchange and, if so, describe which class is listed and latest trading price.	na

SEC Form 10-1

Date _____

Date AUG - 9 2002

TO EXISTING STOCKHOLDERS & NEW SUBSCRIBERS

RE: NOTICE OF APPLICATION FOR CONFIRMATION OF EXEMPTION FROM THE REGISTRATION REQUIREMENTS UNDER SECTION 8 OF THE SECURITIES REGULATION CODE FILED BY MONNE NISSIN CORPORATION with the SECURITIES AND EXCHANGE COMMISSION

Gentlemen:

In connection with the above-referenced matter and in compliance with the Rule 10-1 of the implementing Rules and Regulations of the SECURITIES AND REGULATION CODE, we wish to inform you as follows:

1. Name of Issuer MONNE NISSIN CORPORATION
2. Address of Principal Executive Office 227/257 6750 Office Tower, Ayala Ave., Makati City.
3. Place of Incorporation - Sta. Rosa, Laguna, Philippines
4. Exact Title and Class of the Security - Common Shares (8,000,000 -shares)
5. Par or Stated Value of the Security - ONE HUNDRED (P100.00) each share
6. Number of shares outstanding as of the end of the Issuer's most recent Fiscal Year TWO MILLION THREE HUNDRED TEN THOUSAND SHARES (2,310,000-)
7. Name and address of the Transfer Agent - Not Applicable
8. Nature of Issuer's Business - Primary purpose in SEC Registration
To engage in, operate and maintain in the business of Mfg., Processing, baking, packing, servicing, repacking assembling or otherwise dealing in, on wholesale basis, all kind of goods, wares and merchandises which are or may become articles of commerce such as but not limited to candies, confectionaries, biscuits, cakes and etc.

9. Nature of Products Offered
candies, confectionaries, biscuits, cakes and etc.

10. Nature and Extent of the Issuer's Facilities

Plant address : F. Reyes St., Brgy. Balibago, Sta. Rosa, Laguna and one office at 6750 Office Tower, Ayala Ave., Makati City.

11. Name of the Chief Executive officers and members of the Board of Directors

BOARD OF THE DIRECTORS

Betty Ang
Ramon Raganas
Cynthia Ang
Daniel Ang
Hidayat Burmond
Hartono Kwoefanus
Henry Seesanto

OFFICERS OF THE CORPORATION

President
Corp. Sec.
Treasurer
Chairman of the Board
Vice-Chairman of the Board
VP/Gen. Mgr.

12. Issuer's Most Recent Balance Sheet and Profit and Loss/Retained Earnings Statement for the preceding fiscal year or such shorter period as the issuer has been in existence.

SEE ATTACHED ANNEX A - the Financial Statement duly signed by the auditor for the year 2001

13. Whether the Person offering or selling the Securities is affiliated with the Issuer.
Not Applicable. The corporation mentioned-above is the issuer and offerer of the securities.
14. Whether the offering is made on behalf of the issuer.
No, The offering is made by the issuer itself.
15. (a) Provision of the Securities Regulation Code relied upon for Exemption.
Section 101(k) of the Securities Regulation Code which states:

"SEC.10 Exempt Transaction. - 10.1. The requirement of registration under subsection 8.1 shall not apply to the sale of any security in any of the following transactions.

(k) The sale of securities by an issuer to fewer than twenty(20) persons in the Philippines during any twelve-month period".

August 09, 2002

TO ALL STOCKHOLDERS,

Please be informed that MONDE NISSIN CORPORATION shall be issuing 1,035,500 shares of stock from its authorized but unissued capital stock with a par value of PhP100.00 to all existing stockholders of record as of August 01, 2002.

Said issuance was unanimously approved by the members of the Board of Directors in their meeting on August 09, 2002, held in the corporation's principal place of business.

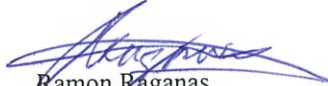
Considering that the shares shall be issued to the company's own stockholder exclusively, where no commission or other remuneration is paid or given directly or indirectly in connection with the sale of such capital stock, a request for confirmation for an exemptive relief under Section 10.1 of the SECURITIES REGULATION CODE was filed with the SECURITIES AND EXCHANGE COMMISSION.

Please be further advised that:

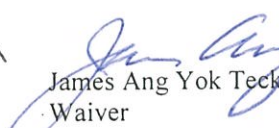
"THE SECURITIES BEING OFFERED OR SOLD HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES REGULATION CODE. ANY FURTHER OFFER OR SALE THEREOF IS SUBJECT TO REGISTRATION REQUIREMENTS UNDER THE CODE UNLESS SUCH OFFER OR SALE QUALIFIED AS AN EXEMPT TRANSACTION."

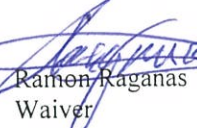
Finally, please signify your intention to subscribe to said shares within 10 days from actual receipt of this notice, otherwise, you shall be deemed to have waived your pre-emptive right. Any share not taken by an existing holder shall be sold proportionately to the stockholders subscribing thereto.

Very truly yours,


Ramon Raganas
Corporate Secretary


Betty Ang
Waiver


James Ang Yok Teck
Waiver

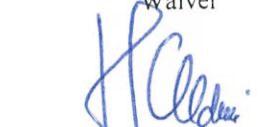

Ramon Raganas
Waiver

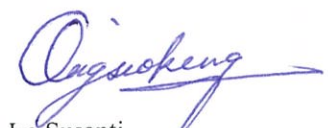

Cynthia Ang
Waiver


Daniel Ang
Waiver


Hidayat Darmono
Subscriber

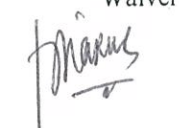

Hartono Kweefanus
Subscriber

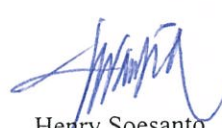

Hoediono Kweefanus
Waiver


Ira Susanti
Subscriber


Eveline Darmono
Subscriber


Monica Darmono
Subscriber


Anna Roosdiana
Subscriber


Henry Soesanto
Subscriber

BOARD RESOLUTION

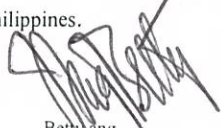
"RESOLVED, AS IT IS HERBY RESOLVED, that **Monde Nissin Corporation** 'the Corporation' in order to increase its working capital requirements, hereby authorized the sales of its un-issued capital stock worth ONE HUNDRED THREE MILLION NINE HUNDRED FIFTY THOUSAND PESOS (PhP 103,950,000.00), equivalent to ONE MILLION THIRTY NINE THOUSAND FIVE HUNDRED SHARES (1,039,500-Shares) of stock of the Corporation and to the following persons, to wit:

Names of Stock holders	Citizenship	AMOUNT SUBSCRIBED / PAID*		AMOUNT TO BE SUBSCRIBED	
		No. of Shares	Amount Subscribed(P)	No. of Shares	Amount Subscribed(P)
Betty Ang	Filipino	4,488,000	448,800,000.00	-	-
James Ang YokTeck	Filipino	231,000	23,100,000.00	-	-
Ramon Raganas	Filipino	49,500	4,950,000.00	-	-
Cynthia Ang	Filipino	16,500	1,650,000.00	-	-
Daniel Ang	Filipino	66,000	6,600,000.00	-	-
Hidajat Darmono	Indonesian	115,500	11,550,000.00	88,275	8,827,500.00
Hartono Kweefanus	Indonesian	775,500	77,550,000.00	775,500	77,550,000.00
Hoediono Kweefanus	Indonesian	16,500	1,650,000.00	-	-
Ira Susanti	Indonesian	260,700	26,070,000.00	39,105	3,910,500.00
Eveline Darmono	Indonesian	207,900	20,790,000.00	31,185	3,118,500.00
Monica Darmono	Indonesian	207,900	20,790,000.00	31,185	3,118,500.00
Anna Roosdiana	Indonesian	207,900	20,790,000.00	31,185	3,118,500.00
Henry Soesanto	Indonesian	287,100	28,710,000.00	43,065	4,306,500.00
Total.....		6,930,000	693,000,000.00	1,039,500	103,950,000.00

* List of Stockholders as of Aug.01,2002

"RESOLVED FINALLY, that the officers concerned are hereby instructed to prepare the necessary documents/papers in order to facilitate the above mentioned transactions."

IN WITNESS WHEREOF, we have hereunto set our hands on this 9th of August 2002 in the City of Makati, Philippines.

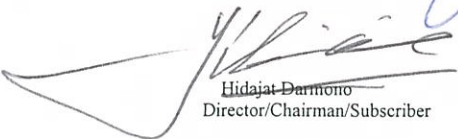

Betty Ang
Director/Pres./Waiver


James Ang Yok Teck
Stockholder/Waiver

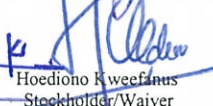

Ramon Raganas
Director/Waiver


Cynthia Ang
Director/Waiver


Daniel Ang
Director/Waiver


Hidajat Darmono
Director/Chairman/Subscriber


Hartono Kweefanus
Director/Subscriber

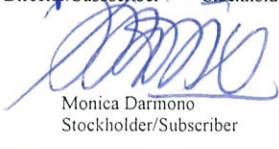

Hoediono Kweefanus
Stockholder/Waiver

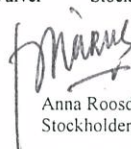

Ira Susanti
Stockholder/Subscriber


Eveline Darmono
Stockholder/Subscriber

ATTESTED:


Ramon Raganas/ Corporate Secretary


Monica Darmono
Stockholder/Subscriber


Anna Roosdiana
Stockholder/Subscriber

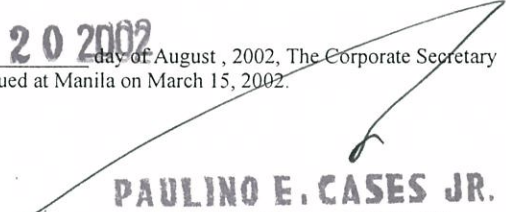

Henry Soesanto
Director/Subscriber

NOTES: Before the Additional Subscription: Filipino ownership : 70%
After the additional subscription : Filipino ownership : 60.87%

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S.

SUBSCRIBED AND SWORN to before me on this AUG 20 2002 day of August, 2002, The Corporate Secretary hereby exhibited to me his Community Tax Receipt No. 01720330 issued at Manila on March 15, 2002.

Doc. No. : 237
Page No. : 48
Book No. : 11
Series of 2002


PAULINO E. CASES JR.
NOTARY PUBLIC
PTR NO. 6725395/1-7-2002
UNTIL DECEMBER 31, 2002
MAKATI CITY

SEC NUMBER 06325

REGISTRATION DATA SHEET
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION
(FOR DOMESTIC COMPANIES ONLY)

FILL UP INSTRUCTIONS - Type or print legibly. Light-shaded boxes and codes are to be filled up by the SEC, including the SEC number. Check the appropriate boxes. Refer to the back of this form for additional instructions.

COMPANY NAME

NAMES ISSUED CORPORATION

GENERAL INFORMATION

1 DS - DOMESTIC STOCK 1 DN - DOMESTIC NON-STOCK

PRINCIPAL OFFICE ADDRESS

P. Reyes St., Brgy. Dalibago, Sec. 1, Zamboanga

AREA CODE

POSTAL CODE

TEL. NO.

010-3550

FAX 010-3207

BUSINESS OFFICE ADDRESS

22/237 6750 Office Tower, Ayala Ave., Makati City

AREA CODE

POSTAL CODE

TEL. NO.

010-3550

FAX 010-3207

BUSINESS INFORMATION

PARTNERSHIP TYPE

TYPE OF ENTERPRISE

1 IL - LIMITED

1 IG - GENERAL

1 IS - SPECIAL INVESTMENT

1 IT - FINANCIAL INSTITUTION

1 IU - UTILITIES

1 IV - VARIABLE

1 IZ - OTHER

1 IR - BOT (REGISTERED)

1 IS - SPECIAL INVESTMENT

1 IT - FINANCIAL INSTITUTION

1 IU - UTILITIES

1 IV - VARIABLE

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1 IV - VARIABLE

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1 IR - BOT (REGISTERED)

TYPE OF NON-STOCK CORPORATION (Refer to the back of this page for the classification)

1 IS - SPECIAL INVESTMENT

1 IT - FINANCIAL INSTITUTION

1 IU - UTILITIES

1 IV - VARIABLE

1 IZ - OTHER

1 IR - BOT (REGISTERED)

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1 IS - SPECIAL INVESTMENT

1 IT - FINANCIAL INSTITUTION

1 IU - UTILITIES

TOTAL CONTRIBUTION (OF domestic non stock companies)

1 IS - SPECIAL INVESTMENT

1 IT - FINANCIAL INSTITUTION

1 IU - UTILITIES

1 IV - VARIABLE

1 IZ - OTHER

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1 IS - SPECIAL INVESTMENT

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1 IU - UTILITIES

* OF FOREIGN AFFILIATION (OF domestic non stock companies)

1 IS - SPECIAL INVESTMENT

1 IT - FINANCIAL INSTITUTION

1 IU - UTILITIES

1 IV - VARIABLE

1 IZ - OTHER

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1 IU - UTILITIES

3rd Monday of April

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SEC NUMBER: 1 96335

FOR SEC TO PROVIDE

COMPANY DATA MAINTENANCE FORM
CHANGES IN CAPITAL STRUCTURE
(FOR DOMESTIC STOCK COMPANIES ONLY)
MAINTENANCE NO. : / / / / /

FILL UP INSTRUCTIONS

Type or print legibly. Lightly shaded boxes are to be filled up by the SEC. Check appropriate boxes, where applicable for the PIN, FIM and With Paid-in-Shares columns. Select the appropriate box for the "Other" column.

TRANSACITION DATE : 1 1 1 1 1 1

PAGE 1 OF 3

PAN / NO PAN VALUE INDICATION (P/N) : P .. PAN N .. NO PAN

OWNERSHIP	INDICATOR (FIN)	F .. FILIPINO	M .. FOREIGN OWNED
WITH PAU-W SURPLUS ?			
Y .. YES			
N .. NO			

Refer to the back of this page for additional instructions.

...and commercial institutions.

HEINE HESS II CORPORATION

[illegible]

COMPANY DATA MAINTENANCE FORM
CHANGES IN CAPITAL STRUCTURE
(FOR DOMESTIC STOCK CORPORATION ONLY)

SEC NUMBER: 1-1-1-1-1-1-1-1-1-1

FOR SEC TO PROVIDE: MAINTENANCE NO.: / / / / / / / / / / TRANSACTION DATE: / /

PAGE 3 OF 3

FILL IN INSTRUCTIONS : Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Refer to the back of this page for additional instructions

THE MISSIN CORPORATION

CHANGE IN PAID-UP CAPITAL BY ASSET TYPE

	C - CASH	P - PROPERTY	L - OFFSET OF LIABILITY	S - STOCK DIVIDEND	IA - MERGER	O - OTHERS	TOTAL
PREVIOUS BALANCE	P 693,000,000.00	P -	P -	P -	P -	P -	P 693,000,000.00
INCREASE (DECREASE)	103,550,000.00	-	-	-	-	-	103,550,000.00
CURRENT BALANCE	P 796,550,000.00	P -	P -	P -	P -	P -	P 796,550,000.00
INCREASE (DECREASE) IN FOREIGN EQUITY BREAKDOWN (Summarize by nationality the capital subscribed and paid for by the company)							
INCREASE (DECREASE)							

[illegible]

NATIONALITY DESCRIPTION	TOTAL FOREIGN EQU
Indonesian	

SUSCRIBED CAPITAL	
	39,136
	39,136

PREVIOUS BALANCE				
	P	287,900,000.00	P	
INCREASE/DECREASE OF -			P	
				P 287,900,000.00

[illegible]

NEW BALANCE	P	311,650,000.00	P			103,950,000.00
PAID-UP CAPITAL OF ..				P		
PREVIOUS BALANCE	P	287,900,000.00	P		P	287,900,000.00
INCREASE (DECREASE) OF ..						

INDIVIDUALS	103,550,000.00	to be							
COMPANY (IES)									103,550,000.00
TOTAL INCREASE (DECREASE)	103,550,000.00								
NEW BALANCE	P 311,650,000.00		P						103,550,000.00
PERCENTAGE OF FOREIGN EQUITY :						P			P 311,650,000.00

CEA/INED CONTACT : Betty Ann
[Signature]
POSITION : President

PROCESSING ATTORNEY : _____
 (Signature over printed name)
 PROCESSING EXAMINER : _____
 DATA CONTROL CLERK : _____
 DATE : AUG - 9 2002

DATE REVIEWED :	
DATE REVIEWED :	
DATE REVIEWED :	
DATA ENCODER :	

AUDIT REPORT

THE STOCKHOLDERS
MONDE NISSIN CORPORATION
Sta. Rosa, Laguna

I have audited the accompanying Balance Sheet of MONDE NISSIN CORPORATION as of December 31, 2001, and the related Profit and Loss Statement for the year then ended. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with generally accepted auditing standards. Those standards require planning and performing the audit to obtain reasonable assurance about whether the financial statements are fairly presented. The audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. The audit also includes assessing significant estimates made by management, as well as evaluating the overall financial statements presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above presents fairly the financial position of MONDE NISSIN CORPORATION as of December 31, 2001, and the results of its operations for the year then ended in conformity with generally accepted accounting principles applied consistently.

Manila, Philippines, March 06, 2002



JOHN C. JOVEN
Board Cert. No.: 27054
TIN: 110 - 631 - 981
PTR No.: 0968938
January 07, 2002 / Manila

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APR 15 2002

0105001
DBP QUEZON AVE. 2ND FLOOR
01050-001-4

MONDE NISSIN CORPORATION
COMPARATIVE BALANCE SHEET
As of December 31, 2001 and 2000

ASSETS

	2001	2000
Current Assets		
Cash	163,894,547.13	409,137,110.87
Receivables	642,085,256.86	633,023,840.17
Inventories (see note 3)	612,243,432.99	184,246,950.79
Advances (see note 9)	1,005,542,945.80	-
Prepayments and other current assets (see note 4)	139,207,724.07	298,609,410.38
Total Current Assets	2,562,973,906.85	1,525,017,312.21
Noncurrent Assets		
Investment in Stocks	140,442,357.56	15,438,857.56
Property, Plant and Equipment (see note 5)	1,623,460,086.50	1,526,482,095.26
Other noncurrent assets (see note 6)	14,899,776.39	8,925,726.20
Total Noncurrent Assets	1,778,802,220.45	1,550,846,679.02
TOTAL ASSETS	4,341,776,127.30	3,075,863,991.23

LIABILITIES AND STOCKHOLER'S EQUITY

Current Liabilities		
Accounts payable	1,683,369,659.14	1,019,294,067.31
Acceptances and trust receipt payable	539,867,414.71	560,296,137.84
Bank loan payable	287,147,182.11	224,343,271.22
Income tax payable	171,582,733.31	139,984,863.46
Others	116,872,621.65	130,773,695.81
Total Current Liabilites	2,798,839,610.92	2,074,692,035.64
Noncurrent Liability		
Bank loan payable	4,000,000.00	44,000,000.00
Stockholder's Equity		
Capital Stock	693,000,000.00	231,000,000.00
Retained Earnings	845,936,516.38	726,171,955.59
Total Stockholder's Equity	1,538,936,516.38	957,171,955.59
TOTAL LIABILITES AND STOCKHOLDER'S EQUITY	4,341,776,127.30	3,075,863,991.23

See accompanying Notes to Financial Statements.

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01059-003-4

MONDE NISSIN CORPORATION
COMPARATIVE INCOME STATEMENT
For the years then ended December 31, 2001 and 2000

	2001	2000
NET SALES	8,039,266,743.85	5,997,928,978.52
COST OF GOODS SOLD (see note 7)	6,209,305,681.58	4,457,704,081.79
GROSS INCOME	1,829,961,062.27	1,540,224,896.73
OPERATING EXPENSES (see note 8)	1,010,185,748.02	889,238,078.88
INCOME FROM OPERATIONS	819,775,314.25	650,986,817.85
OTHER INCOME AND EXPENSE		
Interest	10,100,186.55	15,258,774.93
Others	32,314,644.19	(63,365,812.88)
	42,414,830.74	(48,107,037.95)
NET INCOME BEFORE INCOME TAX	862,190,144.99	602,879,779.90
PROVISION FOR INCOME TAX	274,204,015.06	190,358,055.38
NET INCOME	587,986,129.93	412,521,724.52

*The Company was incorporated on May 1979.

See accompanying Notes to Financial Statements

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APR 15 2002

010-081
DBP QUEZON AVE. 3RD FLOOR
01059-005-4

MONDE NISSIN CORPORATION
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
For the years then ended, December 31, 2001 and 2000

	2001	2000
CAPITAL STOCK - PHP 100.00 par value		
Authorized - 8,000,000 shares		
Issued - 6,930,000 shares	693,000,000.00	231,000,000.00
RETAINED EARNINGS		
January 01	726,171,955.59	323,940,147.31
Dividends declared	462,000,000.00	-
Prior year adjustments	6,221,569.14	10,289,916.24
Net Income	587,986,129.93	412,521,724.52
	<u>845,936,516.38</u>	<u>726,171,955.59</u>
	<u>1,538,936,516.38</u>	<u>957,171,955.59</u>

* The Company was incorporated on May 1979.

See accompanying Notes to Financial Statements.

RECEIVED

Teller # 4

APR 15 2002

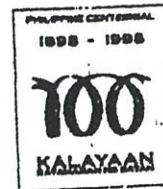
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DBP QUEZON AVE. 3RD FLOOR

01059-001-4



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. 86335

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

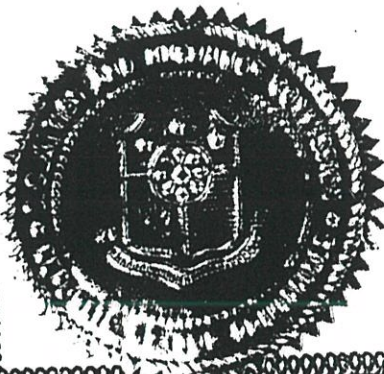
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

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

MONDE NISSIN CORPORATION
(Formerly: Monde Denmark Nissin Biscuit Corporation)
(Amending Article I thereof)

copy annexed, adopted on March 8, 1999 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 17th day of March nineteen hundred and
ninety nine, pursuant to the provision 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 City, Metro Manila, Philippines, this
17th day of March, in the year of our Lord nineteen hundred and
ninety nine.



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

OFFICE'S COPY

SEC NUMBER 86335/5.23.79

FILE NUMBER _____

MONDE NISSIN CORPORATION

(Formerly: MONDE DENMARK NISSIN BISCUIT CORPORATION)

(COMPANY'S FULL NAME)

Sta. Rosa, Laguna

(COMPANY'S ADDRESS)

c/o FLORALYN A. TORREGOZA
TEL NO.: 243 - 1591 to 96

(TELEPHONE NUMBER)

CALENDAR YEAR (Jan. 1 to Dec. 31)

(FISCAL YEAR ENDING)
(MONTH & DAY)

Amended Articles of Incorporation

FORM TYPE

Articles I

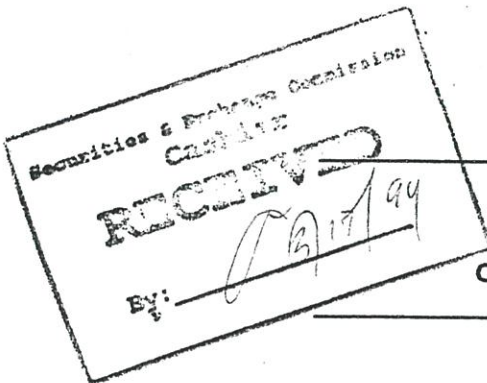
AMENDMENT DESIGNATION (IF APPLICABLE)

3rd Monday of April

PERIOD ENDED DATE

NOT APPLICABLE

(SECONDARY LICENSE TYPE & FILE NUMBER)



MONDE NISSIN CORPORATION
(Formerly: MONDE DENMARK NISSIN BISCUIT CORPORATION)
Sta. Rosa, Laguna
Reg. No. 86335/5.23.79

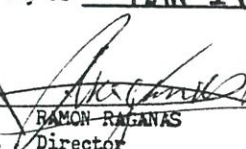
DIRECTOR'S CERTIFICATE

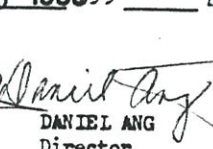
KNOW ALL MEN BY THESE PRESENTS:

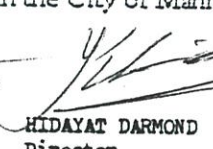
That we, the undersigned, being majority of the members of the Board of Directors, The President and the Corporate Secretary of MONDE NISSIN CORPORATION (Formerly: MONDE DENMARK NISSIN BISCUIT corp), do hereby certified that the attached amended Articles of Incorporation, as amended further, is a true and correct copy of said documents which was unanimously adopted by at least 2/3 of all the stockholders representing all the capital stock and majority vote of the Board of Directors held at its principal office on 3.8.1999 and likewise, unanimously adopted by all the members of the Board of Directors of said corporation. That the amendments pertain to the change in Articles I of said Amended Articles of Incorporation, as amended on 3.8.1999.

IN WITNESS WHEREOF, we, at least 2/3 of all directors of said corporation have hereunto set our hands on this 16 day of MAR 1999 in the City of Manila, Philippines.


BETTY ANG
Director/Pres.


RAMON RAGANAS
Director


DANIEL ANG
Director

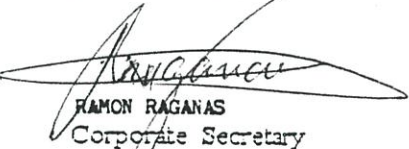

HIDAYAT DARMOND
Director


HARTONO KWEEFANUS
Director


HENRY SOESANTO
Director


CYNTHIA ANG
Director

ATTESTED:


RAMON RAGANAS
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S.

SUBSCRIBED AND SWORN to before me on the date hereinabove first written. All the above mentioned directors and the corporate secretary hereby exhibited to me their Residence Certificate No. A/B-, to wit:

NAME	T.I.N.	RESID. CERT. NO. A	ISSUED AT AND ON
Betty Ang	100-573-637	10848089	Laguna 4.8.98
Ramon Raganas	100-574-411	11575903	Manila 3.9.98
Daniel Ang	105-620-103	166040205	Pasig 1.17.98
Hidayat Darmond		G28693	Indonesian 7.15.97
Hartono Kweefanus		F181132	Indonisian 3.25.96
Henry Soesanto	100-174-508	1084099	Laguna 4.8.98
Cynthia Ang	177-759-277	15608080E	San Juan 1.3.98

Doc. No. 377
Page No. 77
Book No. XXXII
Series of 199 9


MANUEL P. LUY
NOTARY PUBLIC
Until December 31, 199 9
PTR No. G-326800, 1/400, MANILA
TIN: 100-698-858

Amended articles of Incorporation

107

MONDE NISSIN CORPORATION

(Formerly: MONDE DENMARK NISSIN BISCUIT CORPORATION)

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, ALL OF LEGAL AGE, MAJORITY OF WHOM ARE CITIZENS 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 SAID CORPORATION SHALL BE "MONDE NISSIN CORPORATION". (AS AMENDED ON 3-8-99)

SECOND. - THAT THE PURPOSE FOR WHICH THE SAID CORPORATION IS FORMED ARE AS FOLLOWS:

PRIMARY PURPOSE

TO ENGAGE IN, OPERATE AND MAINTAIN IN THE BUSINESS OF MANUFACTURING, PROCESSING, BAKING, PACKING, SERVING, REPACKING, ASSEMBLING OR OTHERWISE DEALING IN, ON WHOLESALE BASIS, ALL KIND OF GOODS, WARES AND MERCHANDISES WHICH ARE OR MAY BECOME ARTICLES OF COMMERCE SUCH AS BUT NOT LIMITED TO CANDIES, CONFECTIONARIES, BISCUITS, CAKES AND OTHER FOODS, DRUGS AND COSMETICS;

SECONDARY PURPOSES

TO ENGAGE IN, OPERATE AND MAINTAIN IN THE BUSINESS OF IMPORTING, EXPORTING, BUYING, SELLING, TRADING, OR OTHERWISE DEALING IN, ON WHOLESALE BASIS, ALL KIND OF GOODS, WARES AND MERCHANDISES WHICH ARE OR MAY BECOME ARTICLES OF COMMERCE;

TO ACT AS INCENTOR, FACTOR, MANUFACTURER'S REPRESENTATIVE, COMMERCIAL BROKER, COMMISSION AGENT, DISTRIBUTOR AND IN ANY OTHER REPRESENTATIVE CAPACITY FOR DOMESTIC AND FOREIGN COMPANIES EXCEPT INSURANCE;

TO ENGAGE IN, OR OTHERWISE DEALING IN, THE PURCHASE, LEASE, SUB-LEASE, APPLY FOR, ACQUIRE, OBTAIN, OR REGISTER LETTERS, PATENTS, CONCESSIONS, LICENSES, COPYRIGHTS, TRADENAMES, TRADEMARKS, INVENTIONS, WHETHER EXCLUSIVE OR NON-EXCLUSIVE, IN ANY PART OF THE WORLD IN RELATION TO ITS BUSINESS;

TO INVEST AND DEAL WITH THE MONEY AND PROPERTY OF THE CORPORATION IN SUCH MANNER AS MAY FROM TIME TO TIME BE CONSIDERED WISE OR EXPEDIENT FOR THE ADVANCEMENT OF THE BUSINESS, PROPERTY AND GOODWILL OF THE CORPORATION OR ANY PART THEREOF, FOR SUCH CONSIDERATION AND UNDER SUCH TERMS AND CONDITIONS AS IT SHALL BE FIT TO ACCEPT TO THE EXTENT ALLOWED BY LAW; AND IN GENERAL,

TO DO ALL SUCH OTHER THINGS WHICH ARE INCIDENTAL OR CONDUCTIVE TO THE ATTAINMENT OF THE ABOVE-MENTIONED OBJECT WHICH MAY BE CONVENIENTLY CARRIED ON IN CONNECTION THEREIN, OR WHICH MAY BE CALCULATED DIRECTLY OR INDIRECTLY, TO ENHANCE THE VALUE OR RENDER PROFITABLE ANY BUSINESS OR PROPERTY OF THE CORPORATION. PROVIDED, HOWEVER, THAT NOTHING SHALL BE DONE IN CONNECTION WITH ANY OF THE ABOVE-MENTIONED OBJECT WHICH IS PROHIBITED BY ANY LAW OF THE PHILIPPINES NOW OR WHICH MAY HEREINAFTER BE IN FORCE.

THIRD. - THAT THE PRINCIPAL OFFICE AND PLACE OF BUSINESS OF THE CORPORATION SHALL BE LOCATED IN THE MUNICIPALITY OF STA. NEZA, PROVINCE OF LAGUNA, PHILIPPINES; AND MAY ESTABLISH BRANCHES, SALES OFFICES AND FACTORY SITES IN ANY PLACE WHENEVER WARRANTED BY THE EXIGENCIES OF ITS BUSINESSES;

FOURTH. - THAT THE TERM FOR WHICH THE SAID CORPORATION IS TO EXIST IS FIFTY (50) YEARS, FROM AND AFTER THE DATE OF ITS INCORPORATION;

FIFTH. - THAT THE NUMBER OF DIRECTORS OF SAID CORPORATION SHALL BE SEVEN (7) WHO ARE TO SERVE UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFIED FOR IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION. THAT THE NAMES, CITIZENSHIP AND ADDRESSES OF THE INCORPORATORS WHO ARE AT THE SAME TIME THE INCORPORATING-DIRECTORS OF SAID CORPORATION ARE AS FOLLOWS:

NAME	CITIZENSHIP	ADDRESS
BETTY ANG	FILIPINO	578 VITO CRUZ STREET, MALATE, MANILA
ANG CHAN ENG	FILIPINO	578 VITO CRUZ STREET, MALATE, MANILA
GUADALUPE T. ANG	FILIPINO	578 VITO CRUZ STREET, MALATE, MANILA
DAVID ANG	FILIPINO	270 D-111, MARJINA, RETRO-MANILA
RAMON RAGANAS	FILIPINO	1353-B F. MA. GUERRERO STREET, TOMBO, MANILA
LETICIA C. RAGANAS	FILIPINO	1353-B F. MA. GUERRERO STREET, TOMBO, MANILA
EUSEBIO BRIGADO	FILIPINO	2 ESPERANZA STREET, NOVALICHES, QUEZON CITY

SIXTH. - That the capital stock of said corporation is EIGHT HUNDRED MILLION PESOS (P800,000,000.00) Philippine Currency divided into EIGHT MILLION SHARES (8,000,000-) with a par value of ONE HUNDRED PESOS, (P100.00) each. That no transfer of interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital allowed or permitted to be recorded in the proper books of the corporation and that this restriction shall be indicated in all the stock certificates of the corporation.

(As Amended on 4.4.89* and further amended on 5.15.92 and further Amended on 9.1.96)

SEVENTH. - THAT THE AMOUNT OF CAPITAL STOCK WHICH HAVE BEEN ACTUALLY SUBSCRIBED AND PAID FOR ARE TWO MILLION EIGHT HUNDRED THOUSAND PESOS AND SEVEN HUNDRED THOUSAND PESOS, PHILIPPINE CURRENCY, RESPECTIVELY; AND THAT THE FOLLOWING PERSONS HAVE ACTUALLY SUBSCRIBED AND PAID FOR THE NUMBER OF SHARES SET OUT AFTER THEIR RESPECTIVE NAMES, TO WIT:

NAME	CITIZENSHIP	NO. OF SHARES	AMOUNT SUBSCRIBED	AMOUNT PAID
BETTY ANG	FILIPINO	11,200	P 1,120,000.00	P 280,000.00
ANG CHAN ENG	FILIPINO	4,000	400,000.00	100,000.00
GUADALUPE T. ANG	FILIPINO	4,000	400,000.00	100,000.00
JAMES ANG YIOK TECK	FILIPINO	2,000	200,000.00	50,000.00
DAVID ANG	FILIPINO	2,000	200,000.00	50,000.00
RAMON RAGANAS	FILIPINO	1,200	120,000.00	30,000.00
LETICIA C. RAGANAS	FILIPINO	1,200	120,000.00	30,000.00
EUSEBIO BRIGADO	FILIPINO	1,200	120,000.00	30,000.00
AGUSTIN YIAN	FILIPINO	1,200	120,000.00	30,000.00

Total. 28,000- P 2,800,000.00 P 700,000.00

...THAT THE SAID INCORPORATION WAS DULY ELECTED BY THE SUBSCRIBERS NAMED IN THE SAID ARTICLES OF INCORPORATION AS TREASURER OF SAID CORPORATION AND TO ACT AS SUCH UNTIL HIS SUCCESSOR IS DULY ELECTED AND QUALIFIED IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION. THAT AS SUCH TREASURER, HE HAS BEEN AUTHORIZED TO RECEIVE FOR THE CORPORATION AND TO RECEIPT IN ITS NAME FOR ALL SUBSCRIPTIONS PAID IN BY THE SUBSCRIBERS.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS ON THIS 14th DAY OF MAY, 1979, IN THE CITY OF MANILA, PHILIPPINES.

SGD. ANG CHAN ENG SGD. GUADALUPE T. ANG SGD. RAMON RAGANAS SGD. LETICIA C. RAGANAS SGD. EUSEBIO BRIGADO
ANG CHAN ENG GUADALUPE T. ANG RAMON RAGANAS LETICIA C. RAGANAS EUSEBIO BRIGADO
INCORPORATOR INCORPORATOR INCORPORATOR INCORPORATOR INCORPORATOR

- SIGNED IN THE PRESENCE OF -

SGD. BETTY ANG SGD. DAVID ANG SGD. AGUSTIN YIAN AND SGD. JAMES ANG YIOK TECK
BETTY ANG DAVID ANG AGUSTIN YIAN JAMES ANG YIOK TECK
INCORPORATOR INCORPORATOR INCORPORATOR

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

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC, PERSONALLY APPEARED THE FOLLOWING INCORPORATORS/ SUBSCRIBERS WITH THEIR RESPECTIVE RESIDENCE CERTIFICATES, TO WIT:

NAME	T.A.N.	NUMBER-A/O	ISSUED AT AND ON
ANG CHAN ENG	1033-886-1	2655303-M	MARIKINA, METRO-MANILA/2.2.79
GUADALUPE T. ANG	1033-886-1	2655301-M	MARIKINA, METRO-MANILA/2.2.79
BETTY ANG	7511-273-C	2655303-M	MARIKINA, METRO-MANILA/2.2.79
RAMON RAGANAS	R2621-C1533-A-3	6112322	MANILA / 1.25.79
LETICIA C. RAGANAS	R2521-K2538-A-0	5207621	MANILA / 1.30.79
EUSEBIO BRIGADO	4458-741-8	0321147-M	MANILA / 3.21.79
AGUSTIN YIAN	Y5220-H0252-A-0	5207818	MANILA / 1.30.79
DAVID ANG	1034-044-6	2666654	MARIKINA, METRO-MANILA/2.2.79
JAMES ANG YIOK TECK	Y5221-H0252-A-2	2666655	MARIKINA, METRO-MANILA/2.2.79

ALL KNOWN TO ME AND TO ME KNOWN AS THE SAME PERSONS WHO EXECUTED THE FOREGOING TWO(2) PAGES OF ARTICLES OF INCORPORATION INCLUDING THIS PAGE WITH ACKNOWLEDGEMENT AND THEY ACKNOWLEDGED TO ME THAT THE SAME IS THEIR OWN FREE AND VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND NOTARIAL SEAL ON THE DATE AND AT THE PLACE HEREINABOVE FIRST WRITTEN.

DOC. NO. 322 ; PAGE NO. 2 ;

BOOK NO. XXX ; SERIES OF 1979.

MANUEL
NOTARY PUBLIC

UNTIL DECEMBER 31, 1980

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

PTR NO. C1015-7701
JANU 1980
TAN: 0000-1000-A-7

TREASURER'S AFFIDAVIT

ANG CHAN ENG, HAVING BEEN DULY SWORN TO IN ACCORDANCE WITH LAW, DEPOSE AND SAY:

THAT ON THIS ABOVE-MENTIONED DATE, HE WAS DULY ELECTED BY THE SUBSCRIBERS NAMED IN THE FOREGOING ARTICLES OF INCORPORATION AS TREASURER OF SAID CORPORATION, AND TO ACT AS SUCH UNTIL HIS SUCCESSOR IS DULY ELECTED AND QUALIFIED IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION. THAT AS SUCH TREASURER, HE HAS BEEN AUTHORIZED TO RECEIVE FOR THE CORPORATION AND TO RECEIPT IN ITS NAME FOR ALL SUBSCRIPTIONS PAID IN BY THE SUBSCRIBERS.

THAT OF THE TOTAL AUTHORIZED CAPITAL STOCK OF FOURTEEN MILLION PESOS (P14,000,000.00), PHILIPPINE CURRENCY, DIVIDED INTO ONE HUNDRED FORTY THOUSAND SHARES (140,000) OF THE PAR VALUE OF ONE HUNDRED (P100.00) EACH, TEN MILLION EIGHT HUNDRED THOUSAND PESOS WORTH OF SHARES HAD BEEN ACTUALLY SUBSCRIBED, AND OF SAID SUBSCRIPTION, SEVEN HUNDRED THOUSAND PESOS, (P700,000.00), PHILIPPINE CURRENCY, IN CASH, HAD BEEN ACTUALLY PAID IN TO ME IN TRUST FOR THE BENEFIT AND TO THE CREDIT OF THE CORPORATION.

THAT AT LEAST TWENTY PERCENT OF THE TOTAL AUTHORIZED CAPITAL STOCK HAD BEEN ACTUALLY SUBSCRIBED AND AT LEAST TWENTY-FIVE PERCENT OF SAID SUBSCRIPTION, HAD BEEN ACTUALLY PAID FOR TO ME IN TRUST FOR THE BENEFIT AND TO THE CREDIT OF THE CORPORATION.

AFFIANT FURTHER SAYETH NAUGHT.

WITNESS MY HAND AND NOTARIAL SEAL ON THE DATE AND AT THE PLACE HEREINABOVE FIRST WRITTEN.

SGD. ANG CHAN ENG
ANG CHAN ENG
AFFIANT/TREASURER-IN-TRUST

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 14th DAY OF MAY, 1979, IN AND FOR THE CITY OF MANILA, PHILIPPINES. ANG CHAN ENG, IN HIS CAPACITY AS THE TREASURER-IN-TRUST OF ABOVE-MENTIONED CORPORATION HEREBY EXHIBITED TO ME HIS RESIDENCE CERTIFICATE AS ABOVE-STATE-0.

DOC. NO. 322

PAGE NO. 2

BOOK NO. XXX

SERIES OF 1979.

MANUEL
NOTARY PUBLIC

UNTIL DECEMBER 31, 1980

PTR NO. C1015-7701
JANU 1980
TAN: 0000-1000-A-7

MONDE NISSIN CORPORATION
(Formerly: MONDE DENMARK NISSIN BISCUIT CORPORATION)
Sta. Rosa, Laguna

SECRETARY'S CERTIFICATE

That I, Ramon Raganas, of legal age, Filipino and with address at the principal office of the above-mentioned said corporation, do hereby duly sworn to in accordance with law, depose and say:

1. That I am the incumbent Corporate Secretary of MONDE NISSIN CORPORATION a domestic corporation duly organized and existing under the laws of the Philippines.

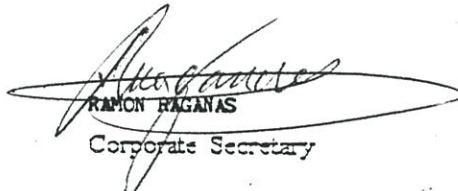
2. That on 3.8.1999, 1999, a special stockholders/directors' meeting was called to approved Articles I - changing the corporate name from MONDE DENMARK NISSIN BISCUIT CORPORATION to MONDE NISSIN CORPORATION and such meeting/ resolutions was duly approved by at least 2/3 of all the stockholders/directors of the corporation. RESOLVED, FINALLY, that the President and the Corporate Secretary are hereby instructed to prepare all the necessary documents with the SEC for the above-mentioned Articles of Incorporation.

3. That this certification is for record and for future references.

AFFIANT FURTHER SAYETH NAUGHT.

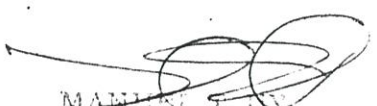
ATTESTED:


BETTY ANG
President


RAMON RAGANAS
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S.

SUBSCRIBED AND SWORN to before me on this MAR 16 1999 day of MAR 16 1999 in the City of Manila, Philippines. The Corporate Secretary hereby exhibited to me his/her Res. Cert. No. A - 11575903 issued at Manila on 3.9.98, 1999.


MANUEL P. P.

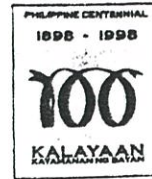
NOTARY PUBLIC
Until December 31, 1999

PTN No. C-343300 MANILA
TIN: 100-030-358

Doc. No. 376
Page No. 77
Book No. CXXXIII
Series of 1999



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



SEC Reg. No. 86335

**CERTIFICATE OF FILING OF
CERTIFICATE OF INCREASE OF CAPITAL STOCK**

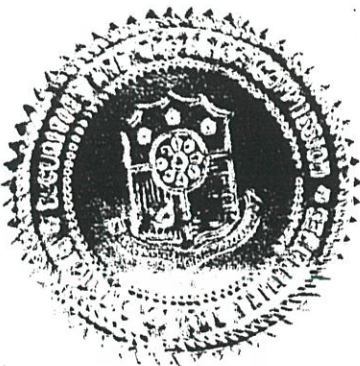
KNOW ALL MEN BY THESE PRESENTS:

This is to certify that the certificate of increase of capital stock of the

MONDE DENMARK NISSIN BISCUIT CORPORATION

copy annexed, from P 70,000,000.00, divided into 700,000
shares with par value of P 100.00 each to P 800,000,000.00
divided into 8,000,000 shares with par value of P 100.00
each, approved by a majority of the Board of Directors and the vote of the stockholders
owning or representing at least two-thirds of the outstanding capital stock at a meeting
held on September 1, 1998, certified to by the ^{Acting} Chairman and the
Secretary of the stockholders' meeting and a majority of the Board of Directors of the
corporation, was approved by the Commission on the date indicated hereunder in
accordance with the provision of Section 38 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 3rd day
of November, Nineteen Hundred and ninety-eight.



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

SEC NUMBER 86335
FILE NUMBER _____

MONDE DENMARK NISSIN BISCUIT CORPORATION

(COMPANY'S FULL NAME)

STA ROSA, LAGUNA

(COMPANY'S ADDRESS)

c/o FLORALYN A. TORREGOZA
TEL NO.: 243-1591 to 96

(TELEPHONE NUMBER)

CALENDAR YEAR (Jan. 1 to Dec. 31)

(FISCAL YEAR ENDING)
(MONTH & DAY)

CERTIFICATE OF INCREASE :

FORM TYPE

INCREASE OF AUTHORIZED CAPITAL STOCK
FROM ₱ 70M to ₱ 800M

AMENDMENT DESIGNATION (IF APPLICABLE)



3rd Monday of April
PERIOD ENDED DATE

NOT APPLICABLE

(SECONDARY LICENSE TYPE & FILE NUMBER)

CERTIFICATE OF INCREASE OF CAPITAL STOCK

That we, the undersigned, all members of the Board of Directors, the President, and the Corporate Secretary of said corporation, do hereby certify:

1. That at a special Stockholders'/Directors' meeting of the corporation where all the stockholders and directors were present was duly held at its principal office on 9.1.98 The Authorized Capital Stock of said corporation was duly increased from SEVENTY MILLION PESOS (P70,000,000.00) with a par value of ONE HUNDRED PESOS (P100.00) each and divided into SEVEN HUNDRED THOUSAND SHARES (700,000-) to EIGHT HUNDRED MILLION PESOS (P800,000,000.00) with a par value of ONE HUNDRED PESOS (P100.00) each and divided into EIGHT MILLION SHARES (8,000,000-) by the adoption of the following resolutions, to wit:

"RESOLVED, that the authorized capital stock of said corporation be and it is hereby increased from SEVENTY MILLION PESOS (P70,000,000.00) divided into SEVEN HUNDRED THOUSAND SHARES (700,000-) to EIGHT HUNDRED MILLION PESOS (P800,000,000.00) divided into EIGHT MILLION SHARES (8,000,000) with a par value of ONE HUNDRED PESOS (P100.00) each."

"RESOLVED, FURTHER, that in accordance with the preceding resolution, ARTICLE VI of the Article of Incorporation, as amended, shall read as follows:

SIXTH: - That the capital stock of said corporation is EIGHT HUNDRED MILLION PESOS (P800,000,000.00), PHILIPPINE CURRENCY divided into EIGHT MILLION SHARES (8,000,000-) with a par value of ONE HUNDRED PESOS (P100.00) each. That no transfer of interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital allowed or permitted to be recorded in the proper books of the corporation and that this restriction shall be indicated in all the stock certificates of the corporation.
(AMENDED ON 9.1.98)

"RESOLVED, FINALLY, that out of such increase of capital stock worth SEVEN HUNDRED THIRTY MILLION PESOS (P730,000,000.00) at least TWENTY-FIVE PERCENT (25%) of said increase in capital has been subscribed and at least TWENTY-FIVE PERCENT (25%) of said subscription had been actually paid in by the stockholders/subscribers of the corporation in cash more particularly detailed as follows:

NAME OF STOCKHOLDERS	CITIZENSHIP	List of stockholders as of 9.1.98		AMOUNT OF 450% Stock Div. to the stockholders of record as of 9.1.98	
		NO. OF SHARES	AMOUNT SUBSCRIBED/PAID	NO. OF SHARES	AMOUNT SUBS./PAID-UP
Betty Ang	Filipino	272,000-shares	P 27,200,000.00	1,224,000-shares	P 122,400,000.00
James Ang Yok Teck	Filipino	14,000-shares	1,400,000.00	63,000-shares	6,300,000.00
Ramon Raganas	Filipino	3,000-shares	300,000.00	13,500-shares	1,350,000.00
Cynthia Ang	Filipino	1,000-shares	100,000.00	4,500-shares	450,000.00
Daniel Ang	Filipino	4,000-shares	400,000.00	18,000-shares	1,800,000.00
Hidayat Darmond	Indonesian	7,000-shares	700,000.00	31,500-shares	3,150,000.00
Hartono Kweefanus	Indonesian	47,000-shares	4,700,000.00	211,500-shares	21,150,000.00
Hoediono Kweefanus	Indonesian	1,000-shares	100,000.00	4,500-shares	450,000.00
Ina Susanti	Indonesian	15,800-shares	1,580,000.00	71,100-shares	7,110,000.00
Eveline Darmond	Indonesian	12,600-shares	1,260,000.00	56,700-shares	5,670,000.00
Monica Darmond	Indonesian	12,600-shares	1,260,000.00	56,700-shares	5,670,000.00
Anna Reesdiana	Indonesian	12,600-shares	1,260,000.00	56,700-shares	5,670,000.00
Henry Soesanto	Indonesian	17,400-shares	1,740,000.00	78,300-shares	7,830,000.00
Total.		420,000-shares	P 42,000,000.00	1,890,000-shares	P 189,000,000.00

2. That all the requirements of the NEW CORPORATION CODE have been complied with;
3. That the votes authorizing the increase capital stock were unanimous, and no shares vote against the said increase;
4. That no bonded indebtedness has been created, incurred and increased;
5. That the actual indebtedness of the corporation as of **9.1.98** (Date of Stockholders' Meeting)

is P

6 That of said increase of **SEVEN HUNDRED THIRTY MILLION PESOS** (P 730,000,000.00) of the authorized capital stock at least **TWENTY-FIVE PERCENT (25%)** has been actually subscribed and at least **TWENTY-FIVE PERCENT (25%)** of said subscription has been actually paid in by way of a **450% Stock Dividend payable to the stockholders** of record as of **9.1.98**.

IN WITNESS WHEREOF, we have hereunto set our hands on this 20 day of OCT 20 1998, 1998, in the City of Manila, Philippines.


HENRY ANG
Director/President

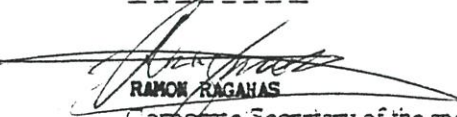

RAMON RAGANAS
Director


DANIEL ANG
Director


HIDAYAT DARMOND
Director


HARTONO KWEEFANUS
Director

ATTESTED:


RAMON RAGANAS

Corporate Secretary of the special
stockholders' / directors' meeting


HENRY SOESANTO
Director


CYNTHIA ANG
Director

SECRETARY'S CERTIFICATE

That I, **RAMON RAGANAS**, of legal age, Filipino and with address at the principal office of the above-mentioned said corporation, do hereby duly sworn to in accordance with law, depose and say:

1. That I am the incumbent Corporate Secretary of **MONDE DENMARK NISSIN BISCUIT CORPORATION**, a domestic corporation duly organized and existing under the laws of the Philippines.

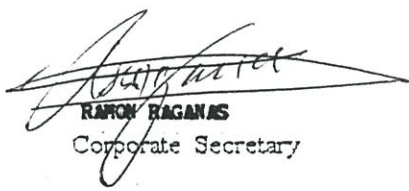
2. That on 9.1.98, 1998, a special stockholders/directors' meeting was called to approved the increase of its AUTHORIZED CAPITAL STOCK from P **70,000,000.00** to P **800,000,000.00** and such meeting/ resolutions was duly approved by at least 2/3 of all the stockholders/directors of the corporation. RESOLVED, FINALLY, that the President and the Corporate Secretary are hereby instructed to prepare all the necessary documents with the SEC for the above-mentioned increase of Authorized Capital Stock **by way of a 450% Stock Dividend payable to the stockholders of record as of 9.1.98.**

3. That this certification is for record and for future references.

AFFIANT FURTHER SAYETH NAUGHT.

ATTESTED:

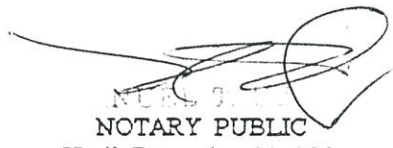

BETTY ANG
President


RAMON RAGANAS
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S.

SUBSCRIBED AND SWORN to before me on this 001 20 1998 day of 001 20 1998, 1998 in the City of Manila, Philippines. The Corporate Secretary hereby exhibited to me his/her Res. Cert. No. A- issued at _____ on _____, 1998.

Doc. No. 58
Page No. 1
Book No. 66661
Series of 1998


NOTARY PUBLIC
Until December 31, 1998

76035 1870000000
100-536-000

MONIE DENMARK NISSIN BISCUIT CORPORATION
Sta. Rosa, Laguna
Reg. No. 66335

TREASURER'S AFFIDAVIT

ANG CHAN ENG of legal age, Filipino and with address at Sta. Rosa, Laguna,
, after having been sworn to in accordance with law, hereby depose and say :

1. That I am the duly elected treasurer of **MONIE DENMARK NISSIN BISCUIT CORPORATION**,
a domestic corporation duly organized and existing under the laws of the Philippines and with principal
address/office at **Sta. Rosa, Laguna**

2. That as a result of the increase in the authorized capital stock from P **70,000,000.00** to
P **800,000,000.00**, **ONE HUNDRED EIGHTY-NINE MILLION PESOS** (P**189,000,000.00**),
PHILIPPINE CURRENCY, has been actually subscribed and that of the said subscription,
ONE HUNDRED EIGHTY NINE MILLION PESOS (P **189,000,000.00**) has been actually paid; and that at
TWENTY-FIVE (25%) percentum of such capital stock has been subscribed and that at least TWENTY-FIVE
(25%) percentum of such subscription has been actually paid in the form of a **450% Stock Dividend payable to the**
stockholders of record as of 9.1.98.

3. That the said P **189,000,000.00** represents **450% Stock Dividend payable to the stockholders as of 9.1.98.**

AFFIANT FURTHER SAYETH NAUGHT.


ANG CHAN ENG
Treasurer / Affiant

SUBSCRIBED AND SWORN to before me on this OCT 20 1998 day of 1998, 199 1998 in the
City of Manila, Philippines. **Ang Chan Eng** in his/her capacity as the Treasurer of said corporation
hereby exhibited to me his/her Res. Cert. No. A/B **16604016E** issued at **Pasig** on **1-17-98**


NOTARY PUBLIC
Until December 31, 199 9

Doc. No. 19
Page No. 13
Book No. XXXX11
Series of 199 1



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. 86335

CERTIFICATE OF FILING

OF

AMENDED ARTICLES OF INCORPORATION

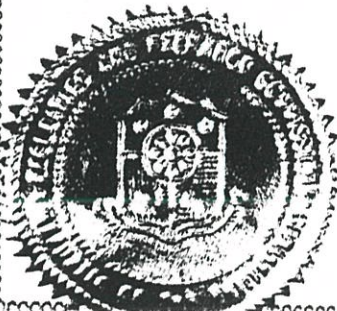
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

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

MONDE DENMARK NISSIN BISCUIT CORPORATION
(Amending Article VI thereof)

copy annexed, adopted on September 1, 19 98 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 3rd day of November nineteen hundred and ninety-eight, 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 3rd day of November, in the year of our Lord nineteen hundred and ninety-eight.



Sonia M. Ballo

SONIA M. BALLO
Director

Corporate and Legal Department

SEC NUMBER 86335

FILE NUMBER _____

MONDE DENMARK NISSIN BISCUIT CORPORATION

(COMPANY'S FULL NAME)

STA ROSA, LAGUNA

(COMPANY'S ADDRESS)

c/o FLORALYN A. TORREGOZA
TEL NO.: 243-1591 to 96

(TELEPHONE NUMBER)

CALENDAR YEAR (Jan. 1 to Dec. 31)

(FISCAL YEAR ENDING)
(MONTH & DAY)

AMENDED ARTICLES OF INCORPORATION
FORM TYPE

FROM # 7011 to # 8004

ART VI - AUTHORIZED CAPITAL STOCK

AMENDMENT DESIGNATION (IF APPLICABLE)

3rd MONDAY OF APRIL

PERIOD ENDED DATE

NOT APPLICABLE

(SECONDARY LICENSE TYPE & FILE NUMBER)

MONDE DENMARK NISSIN BISCUIT CORPORATION
Sta. Rosa, Laguna
Reg. No. 86335

DIRECTOR'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being majority of the members of the Board of Directors, The President and the Corporate Secretary of **MONDE DENMARK NISSIN BISCUIT CORPORATION**, do hereby certified that the attached amended Articles of Incorporation, as amended further, is a true and correct copy of said documents which was unanimously adopted by all the stockholders representing all the capital stock and majority vote of the Board of Directors held at its principal office on 9.1.98 and likewise, unanimously adopted by all the members of the Board of Directors of said corporation. That the amendments pertain to the change in Articles VI of said Amended Articles of Incorporation, as amended on

SEP - 1 1998

IN WITNESS WHEREOF, we, being **All the Directors** of said corporation have hereunto set our hands on this day of OCT 20 1998 199 in the City of Manila, Philippines.


BETTY ANG
Director/President
Acting chairman to the
special stockholders'
and directors' meeting


RAMON RAGANAS
Director


DANIEL ANG
Director


HIDAYAT DARMOND
Director


HARTONO KWEEFANUS
Director


HENRY SOESANTO
Director


CYNTHIA ANG
Director

ATTESTED:


RAMON RAGANAS
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S.

SUBSCRIBED AND SWORN to before me on the date hereinabove first written. All the above mentioned directors and the corporate secretary hereby exhibited to me their Residence Certificate No. A/B-, to wit:

NAME	T.I.N.	RESID. CERT. NO. A	ISSUED AT AND ON
BETTY ANG	100-573-637	1084889	Laguna 4-8-98
Ramon Raganas	100-574-411	1157793	Manila 7-9-98
Daniel Ang	100-677-103	14604070E	Manila 1-17-98
Hidayat Darmond		G 78693	Indonesia 7-10-97
Hartono Kweefanus		F 181131	Indonesia 3-28-96
Henry Soesanto	100-174-108	1084099	Laguna 4-2-98
Cynthia Ang	177-79-777	15608080E	San Juan 1-3-98

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Page No. 13
Book No. 0000011
Series of 1998


NOTARY PUBLIC
Until December 31, 1998

OTR No. F-100000 10/31/1998
TIN: 100000000

... (NAME) ... HAS BEEN ELECTED BY THE SUBSCRIBERS NAMED IN THE SAID ARTICLES OF INCORPORATION AS TREASURER OF SAID CORPORATION AND TO ACT AS SUCH UNTIL HIS SUCCESSOR IS DULY ELECTED AND QUALIFIED IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION. THAT AS SUCH TREASURER, HE HAS BEEN AUTHORIZED TO RECEIVE FOR THE CORPORATION AND TO RECEIPT IN ITS NAME FOR ALL SUBSCRIPTIONS PAID IN BY THE SUBSCRIBERS.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS ON THIS 14th DAY OF MAY, 1979, IN THE CITY OF MANILA, PHILIPPINES.

SGD. ANG CHAN ENG
ANG CHAN ENG
INCORPORATOR

SGD. GUADALUPE T. ANG
GUADALUPE T. ANG
INCORPORATOR

SGD. RAMON RAGANAS
RAMON RAGANAS
INCORPORATOR

SGD. LETICIA C. RAGANAS
LETICIA C. RAGANAS
INCORPORATOR

SGD. EUSEBIO BRIGADO
EUSEBIO BRIGADO
INCORPORATOR

- SIGNED IN THE PRESENCE OF -

SGD. BETTY ANG
BETTY ANG
INCORPORATOR

SGD. DAVID ANG
DAVID ANG
INCORPORATOR

SGD. AGUSTIN YIAN
AGUSTIN YIAN

AND

SGD. JAMES ANG YIOK TECK
JAMES ANG YIOK TECK

REPUBLIC OF THE PHILIPPINES) S.S.
CITY OF MANILA

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC, PERSONALLY APPEARED THE FOLLOWING INCORPORATORS/ SUBSCRIBERS WITH THEIR RESPECTIVE RESIDENCE CERTIFICATES, TO WIT:

NAME	T.A.N.	NUMBER-A/O	ISSUED AT AND ON
ANG CHAN ENG	1033-886-1	2655303-N	MARIKINA, METRO-MANILA/2.2.79
GUADALUPE T. ANG	1033-886-1	2655301-N	MARIKINA, METRO-MANILA/2.2.79
BETTY ANG	7511-523-6	2655307-N	MARIKINA, METRO-MANILA/2.2.79
RAMON RAGANAS	R2621-C1533-A-3	6112322	MANILA / 1.25.79
LETICIA C. RAGANAS	R2521-K2538-A-0	5207821	MANILA / 1.30.79
EUSEBIO BRIGADO	4458-741-8	6321147-N	MANILA / 3.21.79
AGUSTIN YIAN	Y5220-H0252-A-0	5207818	MANILA / 1.30.79
DAVID ANG	1034-044-6	2666666	MARIKINA, METRO-MANILA/2.2.79
JAMES ANG YIOK TECK	R2521-K2538-A-0	2666666	MARIKINA, METRO-MANILA/2.2.79

ALL KNOWN TO ME AND TO ME KNOWN AS THE SAME PERSONS WHO EXECUTED THE FOREGOING TWO(2) PAGES OF ARTICLES OF INCORPORATION INCLUDING THIS PAGE WITH ACKNOWLEDGEMENT AND THEY ACKNOWLEDGED TO ME THAT THE SAME IS THEIR OWN FREE AND VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND NOTARIAL SEAL ON THE DATE AND AT THE PLACE HEREINABOVE FIRST WRITTEN.

DOC. NO. 222 ; PAGE NO. 22 ;
BOOK NO. XXX ; SERIES OF 1979.

MANUEL
NOTARY PUBLIC

UNTIL DECEMBER 31, 1980

REPUBLIC OF THE PHILIPPINES) S.S.
CITY OF MANILA

PTR NO. 015773

JANUARY 1, 1980 MANILA

TAN: 033-1040-A-7

TREASURER'S AFFIDAVIT

ANG CHAN ENG, HAVING BEEN DULY SWORN TO IN ACCORDANCE WITH LAW, DEPOSE AND SAY:

THAT ON THIS ABOVE-MENTIONED DATE, HE WAS DULY ELECTED BY THE SUBSCRIBERS NAMED IN THE FOREGOING ARTICLES OF INCORPORATION AS TREASURER OF SAID CORPORATION, AND TO ACT AS SUCH UNTIL HIS SUCCESSOR IS DULY ELECTED AND QUALIFIED IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION. THAT AS SUCH TREASURER, HE HAS BEEN AUTHORIZED TO RECEIVE FOR THE CORPORATION AND TO RECEIPT IN ITS NAME FOR ALL SUBSCRIPTIONS PAID IN BY THE SUBSCRIBERS.

THAT OF THE TOTAL AUTHORIZED CAPITAL STOCK OF FOURTEEN MILLION PESOS (P14,000,000.00), PHILIPPINE CURRENCY, DIVIDED INTO ONE HUNDRED FORTY THOUSAND SHARES (140,000) OF THE PAR VALUE OF ONE HUNDRED (P100.00) EACH, TEN MILLION EIGHT HUNDRED THOUSAND PESOS WORTH OF SHARES HAD BEEN ACTUALLY SUBSCRIBED AND OF SAID SUBSCRIPTION, SEVEN HUNDRED THOUSAND PESOS, (P700,000.00), PHILIPPINE CURRENCY, IN CASH, HAD BEEN ACTUALLY PAID IN TO ME IN TRUST FOR THE BENEFIT AND TO THE CREDIT OF THE CORPORATION.

THAT AT LEAST TWENTY PERCENT OF THE TOTAL AUTHORIZED CAPITAL STOCK HAD BEEN ACTUALLY SUBSCRIBED AND AT LEAST TWENTY-FIVE PERCENT OF SAID SUBSCRIPTION, HAD BEEN ACTUALLY PAID FOR TO ME IN TRUST FOR THE BENEFIT AND TO THE CREDIT OF THE CORPORATION.

AFFIANT FURTHER SAYETH NAUGHT.

WITNESS MY HAND AND NOTARIAL SEAL ON THE DATE AND AT THE PLACE HEREINABOVE FIRST WRITTEN.

ANG CHAN ENG, TREASURER-IN-TRUST OF ABOVE-MENTIONED CORPORATION HEREBY

EXHIBITED TO ME HIS RESIDENCE CERTIFICATE AS ABOVE-STATE.

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 14th DAY OF MAY, 1979, IN AND FOR THE CITY OF MANILA, PHILIPPINES.

ANG CHAN ENG, IN HIS CAPACITY AS THE TREASURER-IN-TRUST OF ABOVE-MENTIONED CORPORATION HEREBY EXHIBITED TO ME HIS RESIDENCE CERTIFICATE AS ABOVE-STATE.

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 14th DAY OF MAY, 1979, IN AND FOR THE CITY OF MANILA, PHILIPPINES.

ANG CHAN ENG, IN HIS CAPACITY AS THE TREASURER-IN-TRUST OF ABOVE-MENTIONED CORPORATION HEREBY EXHIBITED TO ME HIS RESIDENCE CERTIFICATE AS ABOVE-STATE.

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 14th DAY OF MAY, 1979, IN AND FOR THE CITY OF MANILA, PHILIPPINES.

ANG CHAN ENG, IN HIS CAPACITY AS THE TREASURER-IN-TRUST OF ABOVE-MENTIONED CORPORATION HEREBY EXHIBITED TO ME HIS RESIDENCE CERTIFICATE AS ABOVE-STATE.

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 14th DAY OF MAY, 1979, IN AND FOR THE CITY OF MANILA, PHILIPPINES.

ANG CHAN ENG, IN HIS CAPACITY AS THE TREASURER-IN-TRUST OF ABOVE-MENTIONED CORPORATION HEREBY EXHIBITED TO ME HIS RESIDENCE CERTIFICATE AS ABOVE-STATE.

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 14th DAY OF MAY, 1979, IN AND FOR THE CITY OF MANILA, PHILIPPINES.

ANG CHAN ENG, IN HIS CAPACITY AS THE TREASURER-IN-TRUST OF ABOVE-MENTIONED CORPORATION HEREBY EXHIBITED TO ME HIS RESIDENCE CERTIFICATE AS ABOVE-STATE.

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 14th DAY OF MAY, 1979, IN AND FOR THE CITY OF MANILA, PHILIPPINES.

ANG CHAN ENG, IN HIS CAPACITY AS THE TREASURER-IN-TRUST OF ABOVE-MENTIONED CORPORATION HEREBY EXHIBITED TO ME HIS RESIDENCE CERTIFICATE AS ABOVE-STATE.

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 14th DAY OF MAY, 1979, IN AND FOR THE CITY OF MANILA, PHILIPPINES.

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Amended articles of Incorporation

OF MONDE DENMARK NISSIN BISCUIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, ALL OF LEGAL AGE, MAJORITY OF WHOM ARE CITIZENS 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 SAID CORPORATION SHALL BE "MONDE DENMARK NISSIN BISCUIT CORPORATION";

SECOND. - THAT THE PURPOSE FOR WHICH THE SAID CORPORATION IS FORMED ARE AS FOLLOWS:

PRIMARY PURPOSE

TO ENGAGE IN, OPERATE AND MAINTAIN IN THE BUSINESS OF MANUFACTURING, PROCESSING, BAKING, PACKING, SERVISING, REPACKING, ASSEMBLING OR OTHERWISE DEALING IN, ON WHOLESALE BASIS, ALL KIND OF GOODS, WARES AND MERCHANDISES WHICH ARE OR MAY BECOME ARTICLES OF COMMERCE SUCH AS BUT NOT LIMITED TO CANDIES, CONFECTIONARIES, BISCUITS, CAKES AND OTHER FOODS, DRUGS AND COSMETICS;

SECONDARY PURPOSES

TO ENGAGE IN, OPERATE AND MAINTAIN IN THE BUSINESS OF IMPORTING, EXPORTING, BUYING, SELLING, TRADING, OR OTHERWISE DEALING IN, ON WHOLESALE BASIS, ALL KIND OF GOODS, WARES AND MERCHANDISES WHICH ARE OR MAY BECOME ARTICLES OF COMMERCE;

TO ACT AS INCENTOR, FACTOR, MANUFACTURER'S REPRESENTATIVE, COMMERCIAL BROKER, COMMISSION AGENT, DISTRIBUTOR AND IN ANY OTHER REPRESENTATIVE CAPACITY FOR DOMESTIC AND FOREIGN COMPANIES EXCEPT INSURANCE;

TO ENGAGE IN, OR OTHERWISE DEALING IN, THE PURCHASE, LEASE, SUB-LEASE, APPLY FOR, ACQUIRE, OBTAIN, OR REGISTER LETTERS, PATENTS, CONCESSIONS, LICENSES, COPYRIGHTS, TRADENAMES, TRADEMARKS, INVENTIONS, WHETHER EXCLUSIVE OR NON-EXCLUSIVE, IN ANY PART OF THE WORLD IN RELATION TO ITS BUSINESS;

TO INVEST AND DEAL WITH THE MONEY AND PROPERTY OF THE CORPORATION IN SUCH MANNER AS MAY FROM TIME TO TIME BE CONSIDERED WISE OR EXPEDIENT FOR THE ADVANCEMENT OF THE BUSINESS, PROPERTY AND GOODWILL OF THE CORPORATION OR ANY PART THEREOF, FOR SUCH CONSIDERATION AND UNDER SUCH TERMS AND CONDITIONS AS IT SHALL BE FIT TO ACCEPT TO THE EXTENT ALLOWED BY LAW; AND IN GENERAL, TO DO ALL SUCH OTHER THINGS WHICH ARE INCIDENTAL OR CONDUCTIVE TO THE ATTAINMENT OF THE ABOVE-MENTIONED OBJECT WHICH MAY BE CONVENIENTLY CARRIED ON IN CONNECTION THEREIN, OR WHICH MAY BE CALCULATED DIRECTLY OR INDIRECTLY, TO ENHANCE THE VALUE OR RENDER PROFITABLE ANY BUSINESS OR PROPERTY OF THE CORPORATION. PROVIDED, HOWEVER, THAT NOTHING SHALL BE DONE IN CONNECTION WITH ANY OF THE ABOVE-MENTIONED OBJECT WHICH IS PROHIBITED BY ANY LAW OF THE PHILIPPINES NOW OR WHICH MAY HEREINAFTER BE IN FORCE.

THIRD. - THAT THE PRINCIPAL OFFICE AND PLACE OF BUSINESS OF THE CORPORATION SHALL BE LOCATED IN THE MUNICIPALITY OF STA. ROSA, PROVINCE OF LAGUNA, PHILIPPINES; AND MAY ESTABLISH BRANCHES, SALES OFFICES AND FACTORY SITES IN ANY PLACE WHENEVER WARRANTED BY THE EXIGENCIES OF ITS BUSINESSES;

FOURTH. - THAT THE TERM FOR WHICH THE SAID CORPORATION IS TO EXIST IS FIFTY (50) YEARS, FROM AND AFTER THE DATE OF ITS INCORPORATION;

FIFTH. - THAT THE NUMBER OF DIRECTORS OF SAID CORPORATION SHALL BE SEVEN (7) WHO ARE TO SERVE UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFIED FOR IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION. THAT THE NAMES, CITIZENSHIP AND ADDRESSES OF THE INCORPORATORS WHO ARE AT THE SAME TIME THE INCORPORATING-DIRECTORS OF SAID CORPORATION ARE AS FOLLOWS:

NAME	CITIZENSHIP	ADDRESS
BETTY ANG	FILIPINO	578 VITO CRUZ STREET, MALATE, MANILA
ANG CHAN ENG	FILIPINO	578 VITO CRUZ STREET, MALATE, MANILA
GUADALUPE T. ANG	FILIPINO	578 VITO CRUZ STREET, MALATE, MANILA
DAVID ANG	FILIPINO	270 D-11, MARIKINA, METRO-MANILA
RAMON RAGANAS	FILIPINO	1353-B F. MA. GUERRERO STREET, TOROJO, MANILA
LETICIA C. RAGANAS	FILIPINO	1353-B F. MA. GUERRERO STREET, TOROJO, MANILA
EUSEBIO BRIGADO	FILIPINO	2 ESPERANZA STREET, NOVALICHES, QUEZON CITY

SIXTH. - That the capital stock of said corporation is EIGHT HUNDRED MILLION PESOS (P800,000,000.00) Philippine Currency divided into EIGHT MILLION SHARES (8,000,000-) with a par value of ONE HUNDRED PESOS, (P100.00) each. That no transfer of interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital allowed or permitted to be recorded in the proper books of the corporation and that this restriction shall be indicated in all the stock certificates of the corporation.

(As Amended on 4.4.89 and further amended on 5.15.92 and further Amended on 9.1.98)

SEVENTH. - THAT THE AMOUNT OF CAPITAL STOCK WHICH HAVE BEEN ACTUALLY SUBSCRIBED AND PAID FOR ARE TWO MILLION EIGHT HUNDRED THOUSAND PESOS AND SEVEN HUNDRED THOUSAND PESOS, PHILIPPINE CURRENCY, RESPECTIVELY; AND THAT THE FOLLOWING PERSONS HAVE ACTUALLY SUBSCRIBED AND PAID FOR THE NUMBER OF SHARES SET OUT AFTER THEIR RESPECTIVE NAMES, TO WIT:

NAME	CITIZENSHIP	NO. OF SHARES	AMOUNT SUBSCRIBED	AMOUNT PAID
BETTY ANG	FILIPINO	11,200	P 1,120,000.00	P 280,000.00
ANG CHAN ENG	FILIPINO	4,000	400,000.00	100,000.00
GUADALUPE T. ANG	FILIPINO	4,000	400,000.00	100,000.00
JAMES ANG YICK TECK	FILIPINO	2,000	200,000.00	50,000.00
DAVID ANG	FILIPINO	2,000	200,000.00	50,000.00
RAMON RAGANAS	FILIPINO	1,200	120,000.00	30,000.00
LETICIA C. RAGANAS	FILIPINO	1,200	120,000.00	30,000.00
EUSEBIO BRIGADO	FILIPINO	1,200	120,000.00	30,000.00
AGUSTIN YIAN	FILIPINO	1,200	120,000.00	30,000.00
Total		28,000	P 2,800,000.00	P 700,000.00