



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION
EDSA, Mandaluyong, Metro Manila

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

S.E.C. Reg. No. -----

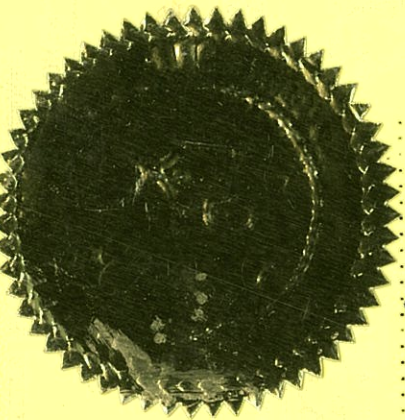
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the certificate of increase of capital stock of the

MONDE DENMARK NISSIN BISCUIT CORPORATION

copy annexed, from ₱ **28,000,000.00**, divided into **280,000**
as shares of the par value of ₱ **100.00** each to ₱ **70,000,000.00**
divided into **700,000** shares of the par value of ₱ **100.00**
each, approved by a vote of the shareholders owning or representing at least two-
thirds of the outstanding capital stock at a meeting held on **June 15**,
19. **92**, certified to by the Chairman and the Secretary of the Stockholders' meeting,
and a majority of the Board of Directors of the corporation, was approved by this Office
on the **25th** day of **June**, 19. **92**, 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 attached to the other papers pertain-
ing 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 **25th**
of **June**, in the year of Our Lord nineteen hundred and **nine**ty-**two**.



F. M. C. R.
FE ELIOTSA C. GLORIA
Associate Commissioner



CERTIFICATE OF INCREASE OF CAPITAL STOCK

That we, the undersigned, all the members of the Board of Directors, the President and the 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 15 June 1992, 1992, the authorized capital stock of said corporation was duly increased from TWENTY-EIGHT MILLION PESOS

(P 28,000,000.00) with a par value of ONE HUNDRED PESOS (P 100.00) each and divided into TWO HUNDRED EIGHT THOUSAND SHARES (280,000-) to SEVENTY MILLION PESOS

(P 70,000,000.00) with a par value of ONE HUNDRED PESOS (P 100.00) each and divided into SEVEN HUNDRED TWENTY-EIGHT MILLION PESOS (P 70,000,000.00) 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 TWO HUNDRED EIGHTY MILLION PESOS (P 28,000,000.00) divided into SEVEN HUNDRED

TWO HUNDRED EIGHTY THOUSAND SHARES (280,000-) to SEVENTY MILLION PESOS

(P 70,000,000.00) divided into SEVEN HUNDRED THOUSAND SHARES

(P 700,000.00-) with a par value of ONE HUNDRED PESOS (P 100.00) each.

SIXTH, - That the capital stock of said corporation is SEVENTY MILLION PESOS

THOUSAND SHARES (P 70,000,000.00) Philippine Currency divided into SEVEN HUNDRED

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 registered in the proper books of the corporation and that this restriction shall be indicated in all the stock certificates of the corporation.
(ANENED ON APRIL 4, 1989 and further amended on 6.15.92)

*RESOLVED, FINALLY, that out of such increase of capital stock worth FORTY-TWO MILLION PESOS

(P 42,000,000.00) 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 SUBSCRIBERS	CITIZENSHIP	NO. OF SHARES	AMOUNT SUBSCRIBED	AMOUNT PAID-UP
Betty Ang	Filipino	97,000-	P 9,700,000.00	P 2,425,000.00
Ramon Raganas	Filipino	1,000-	100,000.00	25,000.00
Hartone Kweefanus	Indonesian	7,000-	700,000.00	175,000.00
Henry Soesanto	Indonesian	7,000-	700,000.00	175,000.00
Ira Susanti	Indonesian	7,000-	700,000.00	700,000.00
Eveline Darmene	Indonesian	7,000-	700,000.00	700,000.00
Henica Darmene	Indonesian	7,000-	700,000.00	700,000.00
Anna Reesdiana Darmene	Indonesian	7,000-	700,000.00	700,000.00
Total.			P14,000,000.00	P 5,600,000.00

Res. Alien

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 6.15.92. (Date of Stockholders' Meeting) is P100,000,000.00, approximately TWO MILLION PESOS (P 42,000,000.00) 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 CASH by the subscriber to the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands on this _____ day of 5 JUN 1992, 1992, in the City of Manila, Philippines.

[Signature]
ROBERT ANG
Director / Pres Stockholder / Waiver

[Signature]
Hidayat Darmene
Director / Waiver

[Signature]
Hartone Kweefanus
Director

[Signature]
DAVID ANG
Director

[Signature]
RAMON RAGANAS
Director

[Signature]
CYRILIA ANG
Stockholder / Waiver

[Signature]
DANIEL ANG
Stockholder

[Signature]
HOEDIONO EFFENDUS
Stockholder / Waiver

[Signature]
MONICA DARMONO
Stockholder

[Signature]
TAHYA KATIANI
Stockholder / Waiver

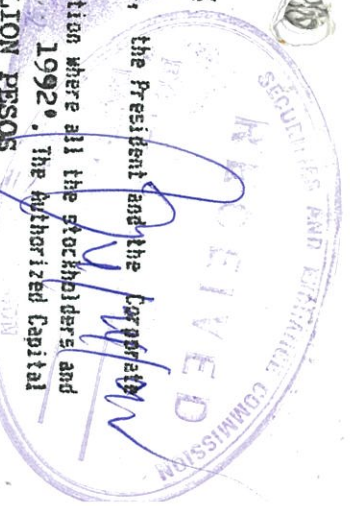
[Signature]
ANNA ROOSDIANA DARMONO
Stockholder

REGISTERED:
CORPORATE SECRETARY OF THE SPECIAL STOCKHOLDERS' / DIRECTORS' MEETINGS

[Signature]
RAMON RAGANAS

[Signature]
EVELINE DARMONO
Stockholder

[Signature]
HENRY SOESANTO
Director



SECRETARY'S CERTIFICATE

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

1. That I am the incumbent corporate secretary of **MONDE DENMARK NISSIN BIS-** Corporation, a domestic corporation duly organized and existing under the laws of the Philippines.

2. That on **JUN 15 1992**, a special Board of Directors/Stockholders Meeting was held to discuss and approved to the increase of AUTHORIZED CAPITAL STOCK from P 28,000,000.00 to P 70,000,000.00, and such resolutions was approved. FINALLY, that all officers concerned shall initiate all the ne- cessary documents or actions that will facilitate the above-mentioned transac- tions.

3. That on **JUN 15 1992**, the lists of stockholders with their No. of Shares, Amount Subscribed/Paid-Up are as follows:

NAME OF STOCKHOLDERS	NO. OF SHARES	AMOUNT SUBSCRIBED/PAID-UP	Nationality
Betty Ang	165,000-	P 16,500,000.00	Filipino
James Ang	14,000-	P 1,400,000.00	Filipino
David Ang	10,000-	P 1,000,000.00	Filipino
Ramon Raganas	2,000-	P 200,000.00	Filipino
Cynthia Ang	1,000-	P 100,000.00	Filipino
Daniel Ang	4,000-	P 400,000.00	Filipino
Hidayat Darmone	7,000-	P 700,000.00	Indonisia
Hartono Kweefanus	40,000-	P 4,000,000.00	Indonisia
Heedlene Kweefanus	1,000-	P 100,000.00	Indonisia
Tjahya Kailant	1,400-	P 140,000.00	Indonisia
Ira Susanti	8,800-	P 880,000.00	Indonisia
Eveline Darmone	5,600-	P 560,000.00	Indonisia
Menica Darmone	5,600-	P 560,000.00	Indonisia
Anna Reosdiana Darmone	5,600-	P 560,000.00	Indonisia
Henry Seesante	9,000-	P 900,000.00	Indonisia
Total	280,000-	P 28,000,000.00	


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

AFFIANT FURTHER SAYETH NAUGHT.


RAMON RAGANAS
 CORPORATE SECRETARY/AFFIANT

REPUBLIC OF THE PHILIPPINES) s.s.
 CITY OF MANILA)
 SUBSCRIBED AND SWORN to before me on this JUN 15 1992 day of
 The Corporate Secretary of said corporation hereby exhibited to me his/her
 Res. Cert. No. A- 1181187 issued at Sta. Rosa, Laguna on 1-31-92

Doc. No. 434
 Page No. 84
 Book No. 81
 Series of 1992


MANIET T. TULLY
 NOTARY PUBLIC
 Until December 31, 1990
 PTR No. 077A3374 1/3/92 MANILA
 TAN U5549-A-1946-A-7

TREASURER'S AFFIDAVIT

ANG CHAN ANG of legal age, Filipino and residing 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 MONDE 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 ₱ 28,000,000.00 to ₱ 70,000,000.00, FOURTEEN MILLION PESOS (₱ 14,000,000.00), Philippine Currency, has been actually subscribed and that of the said subscription, (₱ 5,600,000.00) has been actually FIVE MILLION SIX HUNDRED THOUSAND PESOS (₱ 5,600,000.00) has been actually paid; and that at least Twenty-five (25%) percentage of such capital stock has been subscribed and that at least Twenty-five (25%) percentage of such subscription has been actually paid in the form of cash.
3. That the said ₱ 5,600,000.00 cash payment represents fresh and additional capital of the corporation.

AFFIANT FURTHER SAYETH NAUGHT.


ANG CHAN ANG
TREASURER/AFFIANT

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

SUBSCRIBED AND SWORN to before me on this JUN 15 1992 day of JUNE in the City of Manila, Philippines, in his/her capacity as the TREASURER of said corporation hereby exhibited to me his/her Res. Cert. No. A/B- 13048382 issued at MARIKINA on 2-20-92

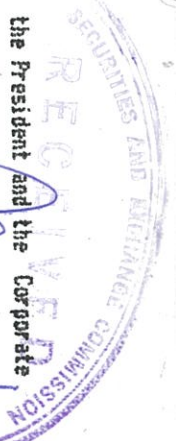

MONTIPE UY
NOTARY PUBLIC

Until December 31, 199 2

P.R. No. 077A3974 1/3/92 MANILA
TAN US549-A-1946-A-7

Doc. No. 433
Page No. 88
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Series of 199 2

CERTIFICATE OF INCREASE OF CAPITAL STOCK



That we, the undersigned, all the 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 15 JUN 1992 1992. The Authorized Capital Stock of said corporation was duly increased from TWENTY-EIGHT MILLION PESOS to TWO HUNDRED EIGHT

(P 28,000,000.00) with a par value of ONE HUNDRED PESOS (P 100.00) each and divided into TWO HUNDRED EIGHT THOUSAND SHARES (280,000-) to SEVENTY MILLION PESOS

(P 70,000,000.00) with a par value of ONE HUNDRED PESOS (P 100.00) each and divided into SEVEN HUNDRED THOUSAND SHARES (700,000-) 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

TWENTY-EIGHT MILLION PESOS (P 28,000,000.00) divided into

TWO HUNDRED EIGHTY THOUSAND SHARES (280,000-) to SEVENTY MILLION PESOS

(P 70,000,000.00) divided into SEVEN HUNDRED THOUSAND SHARES

(700,000-) with a par value of ONE HUNDRED PESOS (P 100.00) 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 SEVENTY MILLION PESOS

TWO HUNDRED SHARES (700,000-) with a par value of ONE HUNDRED PESOS (P 100.00) 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 April 4, 1989 and further amended on 6.15.92)

RESOLVED, FINALLY, that out of such increase of capital stock worth FORTY-TWO MILLION PESOS

(P 42,000,000.00) 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 SUBSCRIBERS	CITIZENSHIP	NO. OF SHARES	AMOUNT SUBSCRIBED	AMOUNT PAID-UP
Betty Ang	Filipino	97,000-	P 9,700,000.00	P 2,425,000.00
Ramon Raganas	Filipino	1,000-	100,000.00	25,000.00
Hartono Kweefanus	Indonesian	7,000-	700,000.00	175,000.00
Henry Soesanto	Indonesian	7,000-	700,000.00	700,000.00
Ira Susanti	Indonesian	7,000-	700,000.00	700,000.00
Eveline Darmone	Indonesian	7,000-	700,000.00	700,000.00
Henica Darmone	Indonesian	7,000-	700,000.00	700,000.00
Anna Roosdiana	Indonesian	7,000-	700,000.00	700,000.00
Total		140,000-	P14,000,000.00	P 5,600,000.00

Res. Alien

- That all the requirements of the NEW CORPORATION CODE have been complied with;
- That the votes authorizing the increase capital stock were unanimous, and no shares vote against the said increase;
- That no bonded indebtedness has been created, incurred and increased;
- That the actual indebtedness of the corporation as of 6.15.92 (date of Stockholders' Meeting) is P

6. That of said increase of FORTY-TWO MILLION PESOS (P 42,000,000.00) 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 CASH by the subscriber to the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands on this 15 JUN 1992 day of JUNE, 1992, in the City of Manila, Philippines.

<i>[Signature]</i> BETTY ANG Director/Pres Stockholder/Waiver	<i>[Signature]</i> JAMES ANG YIOK TEOK Director/Pres Stockholder/Waiver	<i>[Signature]</i> DAVID ANG Director	<i>[Signature]</i> RAMON RAGANAS Director	<i>[Signature]</i> CYNTHIA ANG Stockholder/Waiver	<i>[Signature]</i> DANIEL ANG Stockholder/Waiver
<i>[Signature]</i> Hidayat Darmone Director/Waiver	<i>[Signature]</i> Hartono Kweefanus Director	<i>[Signature]</i> HOEDIONO KWEEFANUS Stockholder/Waiver	<i>[Signature]</i> TAHYA KATIANTI Stockholder/Waiver	<i>[Signature]</i> IRRA SUSANTI Stockholder	<i>[Signature]</i> ANNA ROOSDIANA DARMONO Stockholder

ATTESTED:

<i>[Signature]</i> KAMON RAGANAS CORPORATE SECRETARY OF THE SPECIAL STOCKHOLDERS' DIRECTORS MEETING	<i>[Signature]</i> EVELINE DARMONO Stockholder	<i>[Signature]</i> MONICA DARMONO Stockholder	<i>[Signature]</i> ANNA ROOSDIANA DARMONO Stockholder
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MONDE DENMARK NISSIN BISCUIT CORPORATION
Sta. Rosa, Laguna
Reg. No. 86335

TREASURER'S AFFIDAVIT

ANG CHAN ANG of legal age, Filipino and residing 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 MONDE 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 ₱ 28,000,000.00 to ₱ 70,000,000.00, FOURTEEN MILLION PESOS (₱ 14,000,000.00), Philippine Currency, has been actually subscribed and that of the said subscription, (₱ 5,600,000.00) has been actually FIVE MILLION SIX HUNDRED THOUSAND PESOS (₱ 5,600,000.00) has been subscribed and that at least Twenty-five (25%) percentage of such capital stock has been subscribed and that at least Twenty-five (25%) percentage of such subscription has been actually paid in the form of cash.
3. That the said ₱ 5,600,000.00 cash payment represents fresh and additional capital of the corporation.

AFFIANT FURTHER SAYETH NAUGHT.


ANG CHAN ANG
TREASURER/AFFIANT

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

SUBSCRIBED AND SWORN to before me on this JUN 15 1992, 1992 in the City of Manila,
Philippines, in his/her capacity as the TREASURER of said corporation hereby exhibited to
me his/her Res. Cert. No. A/B- 13048382 issued at MARIKINA on 2-20-92


MANUEL T. UY
NOTARY PUBLIC

Until December 31, 1992
PTR No. 077A3374 1/3/92 MANILA
TAN US549-A-1946-A-7

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

SECRETARY'S CERTIFICATE

That I, RAMON RAGANAS of legal age, Filipino and with address at the principal office, do hereby duly sworn to in accordance with Law, de- pose and say:

1. That I am the incumbent corporate secretary of MONDE DENMARK NISSIN BIS- Corporation, a domestic corporation duly organized and existing under the laws of the Philippines.

2. That on JUN 15 1992, a special Board of Directors/Stockholders Meeting was held to discuss and approved to the increase of AUTHORIZED CAPITAL STOCK from ₱ 28,000,000.00 to ₱ 70,000,000.00, and such resolutions was approved. FINALLY, that all officers concerned shall initiate all the ne- cessary documents or actions that will facilitate the above-mentioned transac- tions.

3. That on JUN 15 1992, the lists of stockholders with their No. of Shares, Amount Subscribed/Paid-Up are as follows:

NAME OF STOCKHOLDERS	NO. OF SHARES	AMOUNT SUBSCRIBED/PAID-UP
Betty Ang	165,000-	16,500,000.00
James Ang	14,000-	1,400,000.00
David Ang	10,000-	1,000,000.00
Ramon Raganas	2,000-	200,000.00
Cynthia Ang	1,000-	100,000.00
Daniel Ang	4,000-	400,000.00
Hidayat Darmene	7,000-	700,000.00
Hartone Kweefanus	40,000-	4,000,000.00
Heedlene Kweefanus	1,000-	100,000.00
Tjahya Kallant	1,400-	140,000.00
Ira Susanti	8,800-	880,000.00
Eveline Darmene	5,600-	560,000.00
Menica Darmene	3,600-	360,000.00
Anna Reodiana Darmene	5,600-	560,000.00
Henry Soesanto	9,000-	900,000.00
Total	280,000-	2,800,000.00

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

AFFIANT FURTHER SAYETH NAUGHT.

REPUBLIC OF THE PHILIPPINES), s.s.
 CITY OF MANILA


 RAMON RAGANAS
 CORPORATE SECRETARY/AFFIANT

SUBSCRIBED AND SWORN to before me on this JUN 15 1992 day of JUN 15 1992 The Corporate Secretary of said corporation hereby exhibited to me his/her Res. Cert. No. A- 1181183 issued at MANILA on 1-31-92.

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 NOTARY PUBLIC

Until December 31, 1990

PTR No. 077A3374 1/3/92 MANILA
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