



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. _____

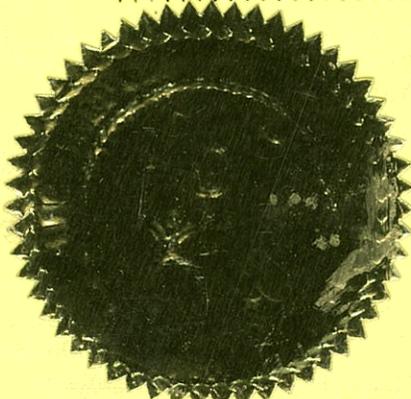
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

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

MONDE DENMARK NISSIN BISCUIT CORPORATION

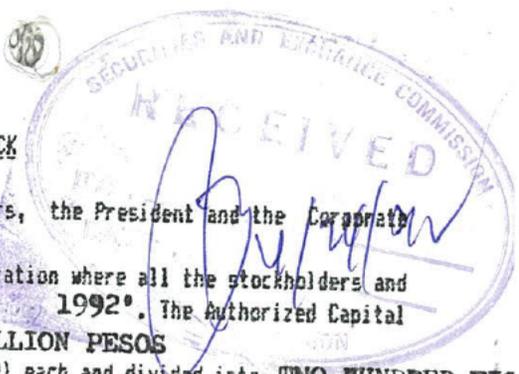
copy annexed, from ₱ 28,000,000.00 . . . , divided into 280,000
 as shares of the par value of ₱ 100.00 each to ₱ 70,000,000.00
 divided into 700,000 shares of the par value of ₱ 100.00
 each, approved by a vote of the shareholders owning or representing at least two-
 thirds of the outstanding capital 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 day
 of June, in the year of Our Lord nineteen hundred and
ninety-two.



A. E. C. Gloria
FE ELOISA 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 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. 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 EIGHTY 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** (P 70,000,000.00) Philippine Currency divided into **SEVEN HUNDRED THOUSAND 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		97,000-	P 9,700,000.00	P 2,425,000.00
Ramon Raganas		1,000-	100,000.00	25,000.00
Hartono Kweefanus		7,000-	700,000.00	175,000.00
Henry Soesanto		7,000-	700,000.00	175,000.00
Ira Susanti		7,000-	700,000.00	700,000.00
Eveline Darmono		7,000-	700,000.00	700,000.00
Monica Darmono		7,000-	700,000.00	700,000.00
Anna Roosdiana Darmono		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 **P100,000,000.00**, approximately.
- 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 _____ day of 5 JUN 1992, 1992, in the City of Manila, Philippines.

[Signature]
BETTY ANG
Director/Pres Stockholder/Waiver

[Signature]
JAMES ANG YIOK TECK
Director/Pres Stockholder/Waiver

[Signature]
DAVID ANG
Director/Waiver

[Signature]
RAMON RAGANAS
Director

[Signature]
CYNTHIA ANG
Stockholder/Waiver

[Signature]
DANIEL ANG
Stockholder/Waiver

[Signature]
Hidayat Darmono
Director/Waiver

[Signature]
Hartono Kweefanus
Director

[Signature]
HOEDIONO KWEEFANUS
Stockholder/Waiver

[Signature]
TJAHYA KAILANI
Stockholder/Waiver

[Signature]
IRA SUSANTI
Stockholder

ATTESTED:

[Signature]
RAMON RAGANAS
CORPORATE SECRETARY OF THE SPECIAL STOCKHOLDERS'/DIRECTORS' MEETING

[Signature]
EVELINE DARMONO
Stockholder

[Signature]
MONICA DARMONO
Stockholder

[Signature]
ANNA ROOSDIANA DARMONO
Stockholder

[Signature]
HENRY SOESANTO
Director

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, 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 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 necessary documents or actions that will facilitate the above-mentioned transactions.

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	National
James Ang Yiek Teck	14,000-	1,400,000.00	National
David Ang	10,000-	1,000,000.00	National
Ramon Raganas	2,000-	200,000.00	National
Cynthia Ang	1,000-	100,000.00	National
Daniel Ang	4,000-	400,000.00	National
Hidayat Darmene	7,000-	700,000.00	National
Hartono Kweefanus	40,000-	4,000,000.00	National
Heedione Kweefanus	1,000-	100,000.00	National
Tjahya Kailani	1,400-	140,000.00	National
Ira Susanti	8,800-	880,000.00	National
Eveline Darmene	5,600-	560,000.00	National
Monica Darmene	5,600-	560,000.00	National
Anna Reesdiana Darmene	5,600-	560,000.00	National
Henry Seesante	9,000-	900,000.00	National
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)
 CITY OF MANILA) s.s.

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
 issued at

Dec. No. 434
 Page No. 88
 Book No. CVI
 Series of 1992


 MANIEL T. UY
 NOTARY PUBLIC
 Until December 31, 1992

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, FIVE MILLION SIX HUNDRED THOUSAND PESOS (₱ 5,600,000.00) has been actually paid; and that at least 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 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.

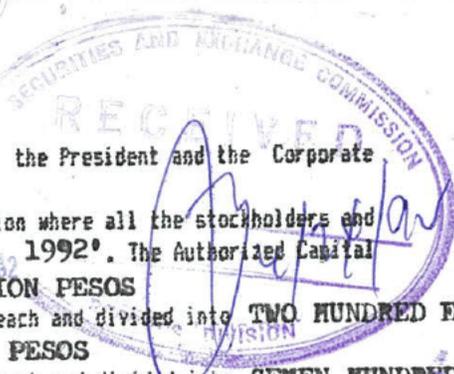
SUBSCRIBED AND SWORN to before me on this JUN 15 1992, 1992 in the City of Manila, Philippines, in his/her capacity as the TREASURER of said corporation hereby exhibited to me his/her  issued at 


MANUEL T. UY
NOTARY PUBLIC
Until December 31, 1992

P.R. No. 077A3374 1/3/92 MANILA
TAN U5549-A-1946-A-7

Doc. No. 433;
Page No. 88;
Book No. 07;
Series of 1992.

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. 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 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** (P 70,000,000.00), Philippine Currency divided into **SEVEN HUNDRED THOUSAND 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		97,000-	P 9,700,000.00	P 2,425,000.00
Ramon Raganas		1,000-	100,000.00	25,000.00
* Hartono Kweefanus		7,000-	700,000.00	175,000.00
* Henry Soesanto		7,000-	700,000.00	175,000.00
Ira Susanti		7,000-	700,000.00	700,000.00
Eveline Darmone		7,000-	700,000.00	700,000.00
Menica Darmone		7,000-	700,000.00	700,000.00
Anna Roosdiana Darmone		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
- 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.

(Signatures)
 BETTY ANG Director/Pres
 JAMES ANG YIOK TECK Stockholder/Waiver
 DAVID ANG Director/Waiver
 RAMON RAGANAS Director
 CYNTHIA ANG Stockholder/Waiver
 DANIEL ANG Stockholder/Waiver
 Hidayat Darmone Director/Waiver
 Hartono Kweefanus Director
 HOEDIONO KWEEFANUS Stockholder/Waiver
 TJAHYA KAILANI Stockholder/Waiver
 IRA SUSANTI Stockholder
 EVELINE DARMONO Stockholder
 MONICA DARMONO Stockholder
 ANNA ROOSDIANA DARMONO Stockholder
 HENRY SOESANTO Director

ATTESTED:
(Signature)
 RAMON RAGANAS
 CORPORATE SECRETARY OF THE SPECIAL STOCKHOLDERS'/DIRECTORS' MEETING

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 Philippine Currency, has been actually subscribed and that of the said subscription, FIVE MILLION SIX HUNDRED THOUSAND PESOS (₱ 5,600,000.00) has been actually paid; and that at least 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 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
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 _____, 199__ in the City of Manila, Philippines. _____ in his/her capacity as the TREASURER of said corporation hereby exhibited to me his/her _____ issued at _____ on _____

Manuel T. Uy
MANUEL T. UY
NOTARY PUBLIC
Until December 31, 199__
PIR No. 077A3374 1/3/82 MANILA
TAN U5549-A-1946-A-7

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Page No. 88;
Book No. CV;
Series of 199__

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, depose 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.

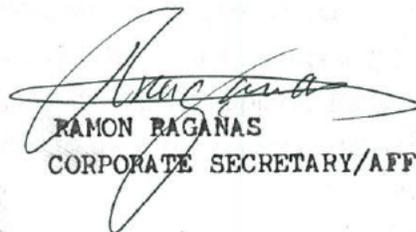
2. That on JUN 15 1992, a special Board of Directors/Stockholders Meeting was held to discuss and approved to the increase of AUTHORIZED CAPITAL STOCK from ₱ 28,000,000.00 to ₱ 70,000,000.00, and such resolutions was approved. FINALLY, that all officers concerned shall initiate all the necessary documents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

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 Yiek Teck	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 Darmone	7,000-	700,000.00
Hartone Kweefanus	40,000-	4,000,000.00
Heedione Kweefanus	1,000-	100,000.00
Tjahya Kailani	1,400-	140,000.00
Ira Susanti	8,800-	880,000.00
Eveline Darmone	5,600-	560,000.00
Monica Darmone	5,600-	560,000.00
Anna Reosdiana Darmone	5,600-	560,000.00
Henry Seesante	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.


 RAMON RAGANAS
 CORPORATE SECRETARY/AFFIANT

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

SUBSCRIBED AND SWORN to before me on this 15 day of JUN 15 1992
 The Corporate Secretary of said corporation hereby exhibited to me his/her
 issued at _____ on _____.

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 MANUEK T. IY
 NOTARY PUBLIC
 Until December 31, 1992
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