Republic of the Philippines

Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No._____

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 June 15, 19 92 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 25th day of June nineteen hundred and ninety-two, 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 25th day of June in the year of our Lord nineteen hundred and ninety-two.

FE ELOISA C. GLORIA
Associate Commissioner

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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 5.15.92' 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 5.15.92'.

IN WITNESS WHEREOF, we, being all the stockholders/directors of said corporation have hereunto set our hands on this _____ day of 15 JUN 1992 199_2_, in the City of Manila, Philippines.

BETTY ANG
Director/Pres. Director

DAVID ANG

RAMON RAGANAS
Director

HIDAYAT DARMONO
Director

HARTONO KWEEFANUS
Director

HENRY SOESANTO
Director

A T T E S T E D :

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.A.N.	Res. Cert. No. A/B-	Issued at/on
Betty Ang	[redacted]		
David Ang			
Ramon Raganas			
Hidayat Darmono			
Henry Soesanto			
Hartono Kweefanus			

Doc. No. 832;
Page No. 88;
Book NO. CVI;
Series of 1992

MANUEL T. UY
NOTARY PUBLIC
Until December 31, 1992
PTR No. 077A3374 1/3/92 MANILA
TAN U5549-A-1946-A-7

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, 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 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 INDENTOR, 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 CONDUCIVE 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	[redacted]	
ANG CHAN ENG		
GUADALUPE T. ANG		
DAVID ANG		
RAMON RAGANAS		
LETICIA C. RAGANAS		
EUSEBIO BRIGADO		

SIXTH. - That the capital stock of said corporation is SEVENTY MILLION PESOS(₱70,000,000.00), Philippine Currency divided into SEVEN HUNDRED THOUSAND SHARES (700,000-) w/par value of (₱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.

(As Amended on 4.4.89' and further amended on 6.15.92')

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 ONE AFTER THEIR RESPECTIVE NAMES, TO WIT:

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

EIGHT. - THAT ANG CHAN ENG 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 FOR 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			

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

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/D	ISSUED AT AND ON
ANG CHAN ENG	[redacted]		
GUADALUPE T. ANG			
BETTY ANG			
RAMON RAGANAS			
LETICIA C. RAGANAS			
EUSEBIO BRIGADO			
AGUSTIN YIAN			
DAVID ANG			
JAMES ANG YIOK TECK			

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. 352 ; PAGE NO. 73 ;
BOOK NO. XXX ; SERIES OF 1979.

MANUEL [illegible]
NOTARY PUBLIC
UNTIL DECEMBER 31, 1980
PTR NO. [illegible]
JAN[illegible] MANILA
TAN: [illegible]

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

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 FOR 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 (₱14,000,000.00), PHILIPPINE CURRENCY, DIVIDED INTO ONE HUNDRED FORTY THOUSAND SHARES (140,000) OF THE PAR VALUE OF ONE HUNDRED (₱100.00) EACH, TOW MILLION EIGHT HUNDRED THOUSAND PESOS WORTH OF SHARES HAD BEEN ACTUALLY SUBSCRIBED AND OF SAID SUBSCRIPTION, SEVEN HUNDRED THOUSAND PESOS (₱700,000.00), 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.

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 [redacted]

MANUEL [illegible]
NOTARY PUBLIC
UNTIL DECEMBER 31, 1980
PTR NO. [illegible]
JAN[illegible] MANILA
TAN: [illegible]

DOC. NO. 353
PAGE NO. 74
BOOK NO. XXX
SERIES OF 1979.