



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. 86335

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 P 14,000,000.00, divided into 140,000
 as shares of the par value of P 100.00 each to P 28,000,000.00
 divided into 280,000 shares of the par value of P 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 April 4,
 1989, 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 24th day of April, 1989, 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 24th day
 of April, in the year of Our Lord nineteen hundred and eighty-nine



[Signature]
 CORAZON I. MORANDO
 Director
 Corporate and Legal Department



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

RECORDED BY
 RECEIVED BY

89 APR 24 A 8:48

LIST OF STOCKHOLDERS AS OF JANUARY 31, 1989

NAME OF STOCKHOLDERS	CITIZENSHIP	NO. OF SHARES	AMOUNT SUBSCRIBED/PAID
1. Betty Ang		39,200-	P 3,920,000.00
2. Ang Chan Eng		14,000-	1,400,000.00
3. Guadalupe T. Ang		14,000-	1,400,000.00
4. James Ang Yiok Teck		7,000-	700,000.00
5. David Ang		5,000-	500,000.00
6. Ramon Raganas		5,700-	570,000.00
7. Leticia C. Raganas		4,200-	420,000.00
8. Eusebio Brigado		4,200-	420,000.00
9. Agustin Yian		4,200-	420,000.00
10. Cynthia Ang		500-	50,000.00
11. Hidajat Darmono		7,000-	700,000.00
12. Hartono Kweefanus		19,000-	1,900,000.00
13. Hoediono Kweekanus		1,000-	100,000.00
14. Tjahya Kailani		1,400-	140,000.00
15. Eveline Darmono		1,400-	140,000.00
16. Ira Susanti		400-	40,000.00
17. Monica Darmono		1,400-	140,000.00
18. Anna Roosdiana Darmono		1,400-	140,000.00
19. Henry Soesanto		9,000-	900,000.00
Total		140,000-	P 14,000,000.00

CERTIFIED CORRECT:

By:


 RAMON RAGANAS
 Corporate Secretary

4-6-'89

(Date) 4 8:48

Securities and Exchange Commission
Central Bank of the Philippines

M e t r o - M a n i l a


This is to authorize your office to examine and verify the deposit in the EQUITABLE BANK, in my name as Treasurer- for MONDE DENMARK NISSIN BISCUIT CORPORATION in the amount of ONE MILLION SEVEN HUNDRED FIFTY THOUSAND PESOS (P 1,750,000.00) representing the paid up capital of the Subscription to the increase of Authorized Capital Stock from P14M to P28M.

This authority is valid and inspection of said deposit may be made even after the issuance of certificate of **Increase to the corporation**

Should the deposit be transferred to another bank prior to or after incorporation this letter will also serve as authority to verify and examine the same.

The representative of the Securities and Exchange Commission is also authorized to examine the pertinent books and records of accounts of the corporation as well as all supporting papers to determine the utilization and disbursement of the paid-up capital.

Monde Denmark Nissin Biscuit Corporation
BY:


Ang Chan Eng

Treasurer

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' Meeting/Directors' Meeting of the corporation duly held at its principal office on January 4, 1989, where all the stockholders and Directors were present. The Authorized Capital Stock of said corporation was duly increased from FOURTEEN MILLION PESOS (P14,000,000.00) with a par value of ONE HUNDRED PESOS (P100.00) each and divided into ONE HUNDRED FORTY THOUSAND SHARES (140,000-) to TWENTY-EIGHT MILLION PESOS (P28,000,000.00) with a par value of ONE HUNDRED PESOS (P100.00) each and divided into TWO HUNDRED EIGHTY THOUSAND SHARES (280,000-) by the adoption of the following resolutions, to wit:

"RESOLVED, that the authorized capital stock of said corporation be and it is hereby increase from FOURTEEN MILLION PESOS (P14,000,000.00) ONE HUNDRED FORTY THOUSAND SHARES (140,000-) to TWENTY-EIGHT MILLION PESOS (P28,000,000.00) divided into TWO HUNDRED EIGHTY THOUSAND SHARES (280,000-) with a par value of ONE HUNDRED PESOS (P100.00) each".

SIXTH.- That the capital stock of said corporation is TWENTY-EIGHT MILLION PESOS (P28,000,000.00), Philippine Currency divided into TWO HUNDRED EIGHT THOUSAND SHARES, 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 January 4, 1989)

"RESOLVED, FINALLY, that out of such increase of capital stock worth FOURTEEN MILLION PESOS, at least TWENTY-FIVE (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		19,600-	P1,960,000.00	P 490,000.00
Ang Chan Eng		7,000-	700,000.00	175,000.00
Guadalupe T. Ang		7,000-	700,000.00	175,000.00
James Ang Yiok Teck		3,500-	350,000.00	87,500.00
David Ang		2,500-	250,000.00	62,500.00
Ramon Raganas		2,850-	285,000.00	71,250.00
Leticia C. Raganas		2,100-	210,000.00	52,500.00
Eusebio Brigado		2,100-	210,000.00	52,500.00
Agustin Yian		2,100-	210,000.00	52,500.00
Cynthia Ang		250-	25,000.00	6,250.00
Hartono Kweefanus		21,000-	2,100,000.00	525,000.00
Total		70,000-	P7,000,000.00	P 1,750,000.00

2. That all the requirements of the NEW CORPORAT ION 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 increase;
5. That the actual indebtedness of the corporation as of January 4, 1988 (Date of Stockholders' Meeting is P)
6. That at least TWENTY-FIVE PERCENT (25%) of said increase of FOURTEEN MILLION PESOS of the authorized capital stock 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 APR - 4, 1989 day of January, 1989, in the City of Manila, Philippines.

CONTINUED IN PAGE "2"


Guadalupe T. Ang
Cynthia Ang
James Ang Yiok Teck
David Ang
Ramon Raganas
Leticia C. Raganas
Eusebio Brigado
Agustin Yian
Hartono Kweefanus

Agustin Yian
James Ang Yiok Teck
David Ang
Ramon Raganas
Leticia C. Raganas
Eusebio Brigado
Agustin Yian
Cynthia Ang
Hartono Kweefanus
Guadalupe T. Ang
Betty Ang
Ang Chan Eng
Guadalupe T. Ang
James Ang Yiok Teck
David Ang
Ramon Raganas
Leticia C. Raganas
Eusebio Brigado
Agustin Yian
Cynthia Ang
Hartono Kweefanus

CERTIFICATE OF INCREASE OF CAPITAL STOCK * Page 2

 BETTY ANG Director	 ANG CHAN ENG Director	 GUADALUPE T. ANG Subscriber	 JAMES ANG YIOCK TECK Subscriber
 DAVID ANG Director	 RAMON RAGANAS Director	 LETICIA C. RAGANAS Subscriber	 EUSEBIO BRIGADO Subscriber
 AUGUSTIN YIAN Subscriber	 CYNTHIA ANG Subscriber	 HIDAJAT DARMONO Director/Waiver	 HARTONO KWEEFANUS Director
 HOEDIONO KWEKANUS Stockholder/Waiver	 TJAHYA KAILANI Stockholder/Waiver	 EVELINE DARMONO Stockholder/Waiver	 IRA SUSANTI Stockholder/Waiver
 MONICA DARMONO Stockholder/Waiver	 ANNA ROOSDIANA DARMONO Stockholder/Waiver	 HENRY SOESANTO Director/Waiver	

A T T E S T E D :


RAMON RAGANAS
Corporate Secretary

RECEIVED
REC'D

88 APR 24 4:47

TREASURERS' AFFIDAVIT

ANG CHAN ENG of legal age, Filipino and resident of the Philippines, after having been sworn to in accordance with law, depose and say:

1. That I am the only elected Treasurer of MONDE DENMARK NISSIN BISCUIT CORPORATION, a domestic corporation with principal address at Sta. Rosa, Laguna.
2. That as a result of the increase in authorized capital stock from ₱ 14,000,000.00 to ₱ 28,000,000.00. SEVEN MILLION (₱7,000,000.00) has been actually subscribed and that of the said subscription, ONE MILLION SEVEN HUNDRED FIFTY THOUSAND PESOS (₱1,750,000.00) has been actually paid and 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 ₱1,750,000.00 cash payment represents fresh and additional capital of the corporation.

AFFIANT FURTHER SAVETH NAUGHT.

Ang Chan Eng
ANG CHAN ENG
Treasurer

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

APR - 6 1989

SUBSCRIBED AND SWORN to before me on this 6 day of January, 1989, in the City of Manila, Philippines. Ang Chan Eng in his capacity as the Treasurer of said corporation hereby exhibited to me this [redacted] issued at [redacted]

Doc No. 42
Page No. 88
Book No. XCI
Series of 1989

Manuel T. Uy
MANUEL T. UY
NOTARY PUBLIC
Until December 31, 1989
PTR No. 534403, 1/2/CO, MANILA
TAN U5549-A-19-G A-7

Ref. No. 86335



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. 86335

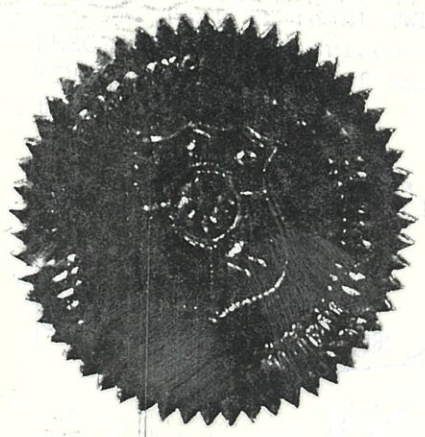
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

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

MONDE DENMARK NISSIN BISCUIT CORPORATION

copy annexed, from ₱ 14,000,000.00, divided into 140,000
as shares of the par value of ₱ 100.00 each to ₱ 28,000,000.00
divided into 280,000 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 April 4,
19⁸⁹, 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 24th day of April, 1989, 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 24th day
of April, in the year of Our Lord nineteen hundred and eighty-nine



Corazon I. Morando
CORAZON I. MORANDO
Director
Corporate and Legal Department

SEC. RECORDS DIV.
 RECEIVED BY: *[Signature]*

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' Meeting/Directors' Meeting of the corporation duly held at its principal office on January 4, 1989, where all the stockholders and Directors were present. The Authorized Capital Stock of said corporation was duly increased from FOURTEEN MILLION PESOS (P14,000,000.00) with a par value of ONE HUNDRED PESOS (P100.00) each and divided into ONE HUNDRED FORTY THOUSAND SHARES (140,000-) to TWENTY-EIGHT MILLION PESOS (P28,000,000.00) with a par value of ONE HUNDRED PESOS (P100.00) each and divided into TWO HUNDRED EIGHTY THOUSAND SHARES (280,000-) by the adoption of the following resolutions, to wit:

"RESOLVED, that the authorized capital stock of said corporation be and it is hereby increase from FOURTEEN MILLION PESOS (P14,000,000.00) ONE HUNDRED FORTY THOUSAND SHARES (140,000-) to TWENTY-EIGHT MILLION PESOS (P28,000,000.00) divided into TWO HUNDRED EIGHTY THOUSAND SHARES (280,000-) with a par value of ONE HUNDRED PESOS (P100.00) each".

SIXTH.- That the capital stock of said corporation is TWENTY-EIGHT MILLION PESOS (P28,000,000.00), Philippine Currency divided into TWO HUNDRED EIGHT THOUSAND SHARES, 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 January 4, 1989)

"RESOLVED, FINALLY, that out of such increase of capital stock worth FOURTEEN MILLION PESOS, at least TWENTY-FIVE (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		19,600-	P1,960,000.00	P 490,000.00
Ang Chan Eng		7,000-	700,000.00	175,000.00
Guadalupe T. Ang		7,000-	700,000.00	175,000.00
James Ang Yiok Teck		3,500-	350,000.00	87,500.00
David Ang		2,500-	250,000.00	62,500.00
Ramon Raganas		2,850-	285,000.00	71,250.00
Leticia C. Raganas		2,100-	210,000.00	52,500.00
Eusebio Brigado		2,100-	210,000.00	52,500.00
Agustin Yian		2,100-	210,000.00	52,500.00
Cynthia Ang		250-	25,000.00	6,250.00
Hartono Kweefanus		21,000-	2,100,000.00	525,000.00
Total		70,000-	P7,000,000.00	P 1,750,000.00

2. That all the requirements of the NEW CORPORAT ION 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 increase;
5. That the actual indebtedness of the corporation as of January 4, 1988 (Date of Stockholders' Meeting is P)
6. That at least TWENTY-FIVE PERCENT (25%) of said increase of FOURTEEN MILLION PESOS of the authorized capital stock 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 APR 4 1989 day of January, 1989, in the City of Manila, Philippines.

[Vertical signatures on the left margin: Agustin Yian, Guadalupe T. Ang, Betty Ang, James Ang Yiok Teck, David Ang, Ramon Raganas, Leticia C. Raganas, Eusebio Brigado, Cynthia Ang, Hartono Kweefanus]




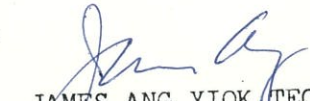
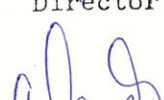
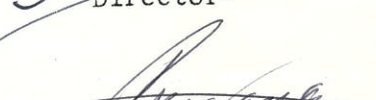



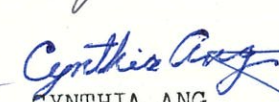


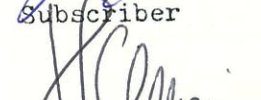
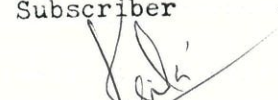
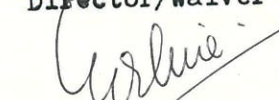
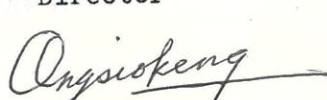
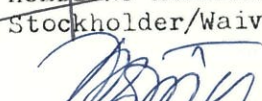
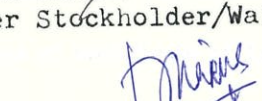
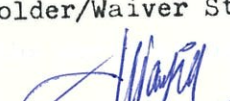
[Signatures of Betty Ang and Agustin Yian]

CONTINUED IN PAGE "2"


[Signatures at the bottom of the page: Agustin Yian, Ramon Raganas, Leticia C. Raganas, Eusebio Brigado, Cynthia Ang, Hartono Kweefanus]

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

CERTIFICATE OF INCREASE OF CAPITAL STOCK * Page 2

 BETTY ANG Director	 ANG CHAN ENG Director	 GUADALUPE T. ANG Subscriber	 JAMES ANG YIOK TECK Subscriber
 DAVID ANG Director	 RAMON RAGANAS Director	 LETICIA C. RAGANAS Subscriber	 EUSEBIO BRIGADO Subscriber
 AGUSTIN YIAN Subscriber	 CYNTHIA ANG Subscriber	 HIDAJAT DARMONO Director/Waiver	 HARTONO KWEEFANUS Director
 HEDIONE KWEKANUS Stockholder/Waiver	 TJAHYA KAILANI Stockholder/Waiver	 EVELINE DARMONO Stockholder/Waiver	 ERA SUSANTI Stockholder/Waiver
 MONICA DARMONO Stockholder/Waiver	 ANNA ROOSDIANA DARMONO Stockholder/Waiver	 HENRY SOESANTO Director/Waiver	

A T T E S T E D :


RAMON RAGANAS
Corporate Secretary

REGISTRATION DIV
4-6-89 8:48
(Date)

Securities and Exchange Commission
Central Bank of the Philippines

M e t r o - M a n i l a

This is to authorize your office to examine and verify the deposit in the EQUITABLE BANK, in my name as Treasurer for MONDE DENMARK NISSIN BISCUIT CORPORATION in the amount of ONE MILLION SEVEN HUNDRED FIFTY THOUSAND PESOS (P 1,750,000.00) representing the paid up capital of the Subscription to the increase of Authorized Capital Stock from P14M to P28M.

This authority is valid and inspection of said deposit may be made even after the issuance of certificate of Increase to the corporation

Should the deposit be transferred to another bank prior to or after incorporation this letter will also serve as authority to verify and examine the same.

The representative of the Securities and Exchange Commission is also authorized to examine the pertinent books and records of accounts of the corporation as well as all supporting papers to determine the utilization and disbursement of the paid-up capital.

Monde Denmark Nissin Biscuit Corporation
BY:


Ang Chan Eng
Treasurer

MONDE DENMARK NISSIN BISCUIT CORPORATION
Sta. Roma, Laguna
Reg. No. 35335

RECORDS DIV

4-6-89

(Date)

Securities and Exchange Commission
Central Bank of the Philippines

M e t r o - M a n i l a


This is to authorize your office to examine and verify the deposit in the
EQUITABLE BANK, in my name as
Treasurer- for MONDE DENMARK NISSIN BISCUIT CORPORATION
in the amount of ONE MILLION SEVEN HUNDRED FIFTY THOUSAND PESOS
(₱ 1,750,000.00) representing the paid up capital of the Subscription
to the increase of Authorized Capital Stock from ₱14M to ₱28M.

This authority is valid and inspection of said deposit may be made even
after the issuance of certificate of Increase to the corporation

Should the deposit be transferred to another bank prior to or after in-
corporation this letter will also serve as authority to verify and examine
the same.

The representative of the Securities and Exchange Commission is also
authorized to examine the pertinent books and records of accounts of the
corporation as well as all supporting papers to determine the utilization
and disbursement of the paid-up capital.

Monde Denmark Nissin Biscuit Corporation
BY:


Ang Chan Eng

Treasurer

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

RECORDS DIV.
 RECEIVED BY: *[Signature]*

89 APR 24 A 8:48

LIST OF STOCKHOLDERS AS OF JANUARY 31, 1989

NAME OF STOCKHOLDERS	CITIZENSHIP	NO. OF SHARES	AMOUNT SUBSCRIBED/PAID
1. Betty Ang		39,200-	₱ 3,920,000.00
2. Ang Chan Eng		14,000-	1,400,000.00
3. Guadalupe T. Ang		14,000-	1,400,000.00
4. James Ang Yiok Teck		7,000-	700,000.00
5. David Ang		5,000-	500,000.00
6. Ramon Raganas		5,700-	570,000.00
7. Leticia C. Raganas		4,200-	420,000.00
8. Eusebio Brigado		4,200-	420,000.00
9. Agustin Yian		4,200-	420,000.00
10. Cynthia Ang		500-	50,000.00
11. Hidajat Darmono		7,000-	700,000.00
12. Hartono Kweefanus		19,000-	1,900,000.00
13. Hoediono Kweekanus		1,000-	100,000.00
14. Tjahya Kailani		1,400-	140,000.00
15. Eveline Darmono		1,400-	140,000.00
16. Ira Susanti		400-	40,000.00
17. Monica Darmono		1,400-	140,000.00
18. Anna Roosdiana Darmono		1,400-	140,000.00
19. Henry Soesanto		9,000-	900,000.00
Total		140,000-	₱ 14,000,000.00

CERTIFIED CORRECT:
 By:

[Signature]
 RAMON RAGANAS
 Corporate Secretary

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

RECEIVED BY

89 APR 24 A 8:47

TREASURERS' AFFIDAVIT

ANG CHAN ENG of legal age, Filipino and resident of the Philippines, after having been sworn to in accordance with law, depose and say:

1. That I am the only elected Treasurer of MONDE DENMARK NISSIN BISCUIT CORPORATION, a domestic corporation with principal address at Sta. Rosa, Laguna,
2. That as a result of the increase in authorized capital stock from ₱ 14,000,000.00 to ₱ 28,000,000.00. SEVEN MILLION (₱7,000,000.00) has been actually subscribed and that of the said subscription, ONE MILLION SEVEN HUNDRED FIFTY THOUSAND PESOS (₱1,750,000.00) has been actually paid and 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 ₱1,750,000.00 cash payment represents fresh and additional capital of the corporation.

AFFIANT FURTHER SAVETH NAUGHT.

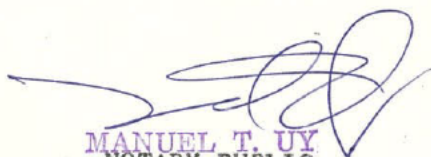

ANG CHAN ENG
Treasurer

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

APR - 6 1989

SUBSCRIBED AND SWORN to before me on this ___ day of ~~January~~, 1989, in the City of Manila, Philippines. Ang Chan Eng in his capacity as the Treasurer of said corporation hereby exhibited to me this [REDACTED] issued at [REDACTED]

Doc No. FX
Page No. 86
Book No. XCVI
Series of 1989


MANUEL T. UY
NOTARY PUBLIC
Until December 31, 1989
PTR No. 564403, 1/2/CO, MANILA
TAN U5643-A-19.6 A-7