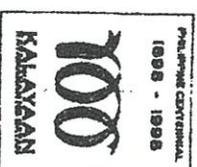




REPUBLIC OF THE PHILIPPINES  
 DEPARTMENT OF FINANCE  
**SECURITIES AND EXCHANGE COMMISSION**  
 SEC Building, EDSA, Greenhills  
 City of Mandaluyong, Metro Manila



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)

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 17<sup>th</sup> 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  
17<sup>th</sup> 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



TAXPAYER'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, Leguna

(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

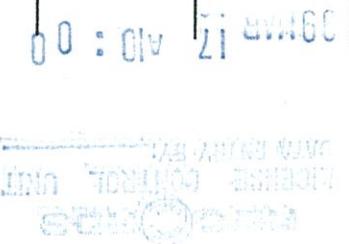
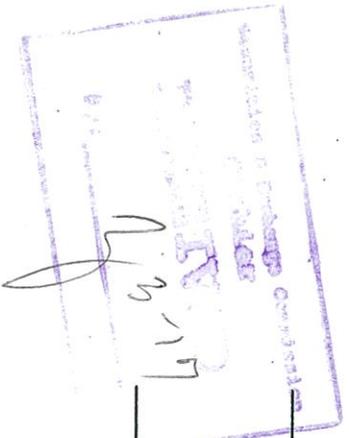
AMENDMENT DESIGNATION ( IF APPLICABLE )

3rd Monday of April

PERIOD ENDED DATE

NOT APPLICABLE

(SECONDARY LICENSE TYPE & FILE NUMBER)



93/ 917-103

**Amended articles of Incorporation**

**WONDE NISSIN CORPORATION**  
(Formerly WONDE DENMARK NISSIN BISCUIT CORPORATION)

AND 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 **WONDE NISSIN CORPORATION**. *(As amended on 3/8/92)*

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, DISCULTS, 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, DISCOUNT 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, COPRIGHTS, TRADEMARKS, TRADE NAMES, 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. KRISTINA, 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    | 770 B-DEK, MANILA, METRO-ALABILLA            |
| RAMON BAGANAS      | FILIPINO    | 1353-A F. MA. SURENANO STREET, TOMBO, MANILA |
| LETICIA C. BAGANAS | FILIPINO    | 1353-B F. MA. QUERERO STREET, BANDO, MANILA  |
| EUSEBIO BRIGADO    | FILIPINO    | 2 ESPERANZA STREET, NOVALICNES, QUEZON CITY  |

SIXTH. - That the capital stock of said corporation is **FOUR HUNDRED MILLION PESOS (P400,000,000.00)** Philippine Currency divided into **FIVE MILLION SHARES (5,000,000)** 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 NO 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 BAGANAS       | FILIPINO    | 1,200         | 120,000.00        | 30,000.00    |
| LETICIA C. BAGANAS  | FILIPINO    | 1,200         | 120,000.00        | 30,000.00    |
| EUSEBIO BRIGADO     | FILIPINO    | 1,200         | 120,000.00        | 30,000.00    |
| AUGUSTIN YUAN       | FILIPINO    | 1,200         | 120,000.00        | 30,000.00    |

**Total . . . . . P 2,800,000.00 P 700,000.00**

I, JAMES ANGELO YOR TECK, HAVE 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 14<sup>th</sup> DAY OF MAY, 1979, IN THE CITY OF MANILA, PHILIPPINES.

|   |   |   |   |   |
|---|---|---|---|---|
| SCD. ANG CHAN ENG<br>ANG CHAN ENG<br>INCORPORATOR | SCD. GUADALUPE T. ANG<br>GUADALUPE T. ANG<br>INCORPORATOR | SCD. RAYON BAGAMAS<br>RAYON BAGAMAS<br>INCORPORATOR | SCD. LETICIA C. BAGAMAS<br>LETICIA C. BAGAMAS<br>INCORPORATOR | SCD. EUSEBIO BRIGADO<br>EUSEBIO BRIGADO<br>INCORPORATOR |
|---|---|---|---|---|

— SIGNED IN THE PRESENCE OF —

|   |   |                                   |     |   |
|---|---|-----------------------------------|-----|---|
| SCD. BETTY ANG<br>BETTY ANG<br>INCORPORATOR | SCD. DAVID ANG<br>DAVID ANG<br>INCORPORATOR | SCD. AGUSTIN YUAN<br>AGUSTIN YUAN | AND | SCD. JAMES ANGELO YOR TECK<br>JAMES ANGELO YOR TECK |
|---|---|-----------------------------------|-----|---|

ISSUED AT AND ON

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

| NAME                  | T.A.N.          | NUMBER-1/0 | ISSUED AT AND ON            |
|-----------------------|-----------------|------------|-----------------------------|
| ANG CHAN ENG          | 1033-088-1      | 2655303-M  | MARINA, METRO-MANILA/2.2.79 |
| GUADALUPE T. ANG      | 1033-088-1      | 2655301-M  | MARINA, METRO-MANILA/2.2.79 |
| BETTY ANG             | 7531-523-C      | 2655323-D  | MARINA, METRO-MANILA/2.2.79 |
| RAYON BAGAMAS         | R2621-C1533-A-3 | 6112322    | MANILA / 1.25.79            |
| LETICIA C. BAGAMAS    | R2521-K2538-A-0 | 5207821    | MANILA / 1.30.79            |
| EUSEBIO BRIGADO       | 4458-741-B      | 0331147-M  | MANILA / 3.21.79            |
| AGUSTIN YUAN          | 95220-H0232-A-0 | 5207818    | MANILA / 1.30.79            |
| DAVID ANG             | 1034-044-6      | 2666467-F  | MANILA / 1.30.79            |
| JAMES ANGELO YOR TECK | 91217-5222-A-2  | 2666464-F  | MARINA, METRO-MANILA/2.2.79 |
|                       |                 |            | MARINA, 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 HEREINAFORE FIRST WRITTEN.

DOC. NO. 262; PAGE NO. 22  
 BOOK NO. XXX; SERIES OF 1979.

UNTIL DECEMBER 31, 1980

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

TREASURER'S AFFIDAVIT

MANILA PUBLIC NOTARY

JUAN C. ...  
 T.A.N. ...

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

AFFIDANT: RAYON BAGAMAS  
 AFFIDANT: RAYON BAGAMAS

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 14<sup>th</sup> 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.

ANG CHAN ENG  
 TREASURER-IN-TRUST

MANILA PUBLIC NOTARY  
 UNTIL DECEMBER 31, 1980

JUAN C. ...  
 T.A.N. ...

DOC. NO. 262  
 PAGE NO. 22  
 BOOK NO. XXX  
 SERIES OF 1979.

MONDE NISSIN CORPORATION  
 (Formerly: MONDE DENMARK NISSIN BISCUIT CORPORATION)  
 Sta. Rosa, Laguna  
 Reg. No. 86355/5-23-79

DIRECTOR'S CERTIFICATE

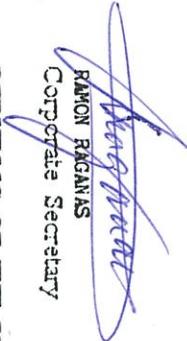
KNOW ALL MEN BY THESE PRESENTS:

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 <sup>corp</sup>), 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 day of MAR 12, 1999 in the City of Manila, Philippines.

BETTY ANG Director / Pres.      RAMON REGANAS Director      DANIEL ANG Director      HIDAYAT DARMOND Director      HARTONO KWEEFANUS Director      HENRY SOSSAMTO Director      CYNTHIA ANG Director

ATTESTED:

  
 RAMON REGANAS  
 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              | TIN         | RESID. CERT. NO. A | ISSUED AT AND ON   |
|-------------------|-------------|--------------------|--------------------|
| Betty Ang         | 100-573-637 | 10848089           | Laguna 4-8-98      |
| Ramon Reganas     | 100-574-411 | 11575903           | Manila 3-9-98      |
| Daniel Ang        | 105-620-103 | 166040205          | Pasig 1-17-98      |
| Hidayat Darmond   |             | G28695             | Indonesian 7-15-97 |
| Hartono Kweefanus | 100-174-508 | P181132            | Indonesian 3-25-96 |
| Henry Soesanto    | 177-759-277 | 1084099            | Laguna 4-8-98      |
| Cynthia Ang       |             | 15608080E          | San Juan 1-3-98    |

Doc. No. 33  
 Page No. 33  
 Book No. XXXXXII  
 Series of 1999

  
 MANILA CITY  
 NOTARY PUBLIC  
 Until December 31, 199 9  
 PTR No. G-326300, 1/4/99; MANILA  
 TIN: 100-632-358



NAME RELATIONSHIP DATA MAINTENANCE FORM  
STOCKHOLDERS/DIRECTORS/OFFICERS INFORMATION  
(FOR DOMESTIC STOCK CORPORATION)

SEC NUMBER / 18161315111

TRANSACTION DATE : / /

FILL UP INSTRUCTIONS: Type or print legibly. Light shaded boxes are to be filled up by the SEC.

COMPANY NAME

HONDE BISCUIT CORPORATION (FORMERLY: HONDE DENMARK BISCUIT CORPORATION)

STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary. Fill up one line per relationship.)

| RELN | NAME<br>(Company Name, if company)<br>(Last Name, First Name, MI, Maiden Surname, if person) | SEC NO / | NATL | CODE | NATIONALITY | RELATIONSHIP | SHR | SHR | TYPE | NO. OF | SHARES | AMOUNT SUBSCRIBED | PERIOD START | PERIOD END |
|------|--|----------|------|------|-------------|--------------|-----|-----|------|--------|--------|-------------------|--------------|------------|
|      |  |          |      |      |             |              |     |     |      |        |        |                   | (MM/DD/YYYY) |            |

|  |                    |  |  |  |           |   |   |     |        |         |  |                   |        |  |
|--|--------------------|--|--|--|-----------|---|---|-----|--------|---------|--|-------------------|--------|--|
|  | BETTY ANG          |  |  |  | PHILIPINO | M | 1 | OFF | Common | 449,000 |  | 149,000 / 149,000 | 3-N-99 |  |
|  | JAMES ANG YOKTEOK  |  |  |  | PHILIPINO | M | 1 | OFF |        | 72,000  |  | 72,000 / 72,000   | 3-N-99 |  |
|  | KARON KAGANAS      |  |  |  |           | M | 1 | COS |        | 16,000  |  | 16,000 / 16,000   | 3-N-99 |  |
|  | CYNTHIA ANG        |  |  |  |           | M | 1 | N   |        | 4,500   |  | 4,500 / 4,500     | 3-N-99 |  |
|  | DANIEL ANG         |  |  |  |           | M | 1 | N   |        | 28,000  |  | 28,000 / 28,000   | 3-N-99 |  |
|  | HIDAYAT DAKMOND    |  |  |  | INDONESIA | M | 1 | N   |        | 38,000  |  | 38,000 / 38,000   | 3-N-99 |  |
|  | HAKTANO KWEE PANUS |  |  |  |           | M | 1 | N   |        | 25,800  |  | 25,800 / 25,800   | 3-N-99 |  |
|  | HODONO KWEE PANUS  |  |  |  |           | M | 1 | N   |        | 5,000   |  | 5,000 / 5,000     | 3-N-99 |  |
|  | I HA SUHARTI       |  |  |  |           | M | 1 | N   |        | 86,900  |  | 86,900 / 86,900   | 3-N-99 |  |
|  | EVELINE DAKMOND    |  |  |  |           | M | 1 | N   |        | 69,200  |  | 69,200 / 69,200   | 3-N-99 |  |
|  | MONICA DAKMOND     |  |  |  |           | M | 1 | N   |        | 69,200  |  | 69,200 / 69,200   | 3-N-99 |  |
|  | JANNY KOOS DITAM   |  |  |  |           | M | 1 | N   |        | 69,200  |  | 69,200 / 69,200   | 3-N-99 |  |
|  | HENRY SOB SANTO    |  |  |  |           | M | 1 | N   |        | 69,200  |  | 69,200 / 69,200   | 3-N-99 |  |
|  | ANG CHAN ENG       |  |  |  |           | M | 1 | N   |        | 9,200   |  | 9,200 / 9,200     | 3-N-99 |  |

CERTIFIED CORRECT: BETTY ANG POSITION: PRESIDENT DATE: 3-8-99

PROCESSING ATTORNEY: \_\_\_\_\_ DATA CONTROL CLERK: \_\_\_\_\_ DATA ENCODER: \_\_\_\_\_

DATE REVIEWED: \_\_\_\_\_ DATE REVIEWED: \_\_\_\_\_ DATE ENCODED: \_\_\_\_\_

INSTRUCTIONS FOR FILLING UP THE COLUMNS:

RELATIONSHIP STATUS:  
 A - NEW, IF THE NAME HAS NOT PREVIOUSLY BEEN SUBMITTED TO THE SEC  
 E - EXISTING, IF THE NAME HAS PREVIOUSLY BEEN SUBMITTED TO THE SEC  
 D - IF THE NAME SHOULD NOT HAVE BEEN SET UP

INDICATOR:  
 BOARD (BRD)  
 C - CHAIRMAN  
 M - MEMBER  
 I - INCORPORATOR  
 S - STOCKHOLDER  
 INCORPORATOR (INC'R)  
 OFFICER (OFFR)  
 INDICATOR:  
 PRE - PRESIDENT  
 CEO - CHIEF EXEC. OFFR  
 CFO - TREASURER  
 COO - CHIEF OPER. OFFR  
 COS - CORP.  
 SECRETARY  
 LEG - LEGAL COUNSEL

AUD - EXTERNAL AUDITOR  
 GOV - GOV'T OFFICIAL  
 SLS - SALESMAN  
 OTH - OTHERS  
 N - NONE

The CHAIRMAN  
SECURITIES AND EXCHANGE COMMISSION  
Edsa, corner Ortigas Avenue, Pasig City

Madam :

In connection with our registration of the <sup>Amended</sup> ARTICLES OF INCORPORATION of  
MONDE NISSIN CORPORATION (Formerly: MONDE DENMARK NISSIN BISCUIT CORPORATION)

I, the undersigned representative and on behalf of the corporation thereof, hereby manifest our willingness to change its corporation name in the event another persons, firm or entity has acquired prior right to the use of the said name or one deceptively or confusingly similar to it.

Very Truly Yours,

MONDE NISSIN CORPORATION

\_\_\_\_\_  
Name of Corporation

By :

  
BETTY ANG  
\_\_\_\_\_  
President

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, 199  , 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 SWEATH NAUGHT.**

ATTESTED:

  
BENNY 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   , 199   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, 199  .

  
NOTARY PUBLIC  
Until December 31, 199  

PTR No. S-826880, 1/1/99, MANILA  
TIM: 100-620-553

Doc. No. 36  
Page No. 4  
Book No. 011111  
Series of 199