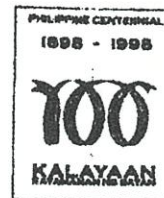




REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila



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)

copy annexed, adopted on 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 17th 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
17th 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, Laguna

(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

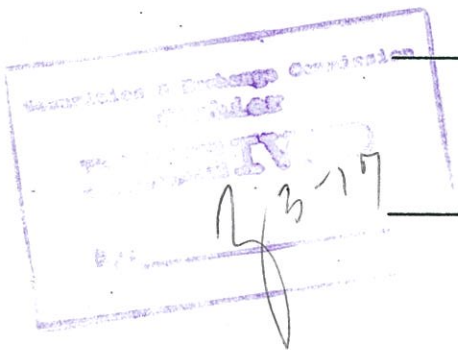
AMENDMENT DESIGNATION (IF APPLICABLE)

3rd Monday of April

PERIOD ENDED DATE

NOT APPLICABLE

(SECONDARY LICENSE TYPE & FILE NUMBER)



09MAR 17 10:00

RECEIVED
LICENSE CONTROL UNIT
JAN 17 1979

9/7-103

Amended articles of Incorporation
OF

MONDE NISSIN CORPORATION
(Formerly: 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 NISSIN CORPORATION". (As amended on 3/8/99)

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 INCENTOR, 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 LETTENS, PATENTES, 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 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. 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 ATTER 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		
ANG CHAN ENG		
GUADALUPE T. ANG		
DAVID ANG		
RAMON RAGANAS		
LETICIA C. RAGANAS		
EUSEBIO BRIGADO		

SIXTH. - That the capital stock of said corporation is EIGHT HUNDRED MILLION PESOS (P800,000,000.00) Philippine Currency divided into EIGHT MILLION SHARES (8,000,000-) 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 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 OUT AFTER THEIR RESPECTIVE NAMES, TO WIT:

NAME	CITIZENSHIP	NO. OF SHARES	AMOUNT SUBSCRIBED	AMOUNT PAID
BETTY ANG		11,200	P 1,120,000.00	P 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 YICK 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- P 2,800,000.00 P 700,000.00

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS ON THIS 14th DAY OF MAY, 1979, IN THE CITY OF MANILA, PHILIPPINES.

SEN. EUSEBIO BRIGADO
INCORPORATOR

- SIGNED IN THE PRESENCE OF -

Sgt. James Ang Yick Teck

REPUBLIC OF THE PHILIPPINES } 3.3.
CITY OF MANILA

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

NAME
ANG CHAN ENG
GUADALUPE T. ANG
BETTY ANG
RAMON RAGANAS
LETICIA C. RAGANAS
EUREBIO BRIGADO
AGUSTIN YIAN
DAVID ANG
JAMES ANG YIOK TEE

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. 1-36 ; PAGE NO. 22 ;

BOOK NO. XXX ; SERIES OF 1979.

MANUEL NOTARY PUBLIC

UNTIL DECEMBER 31, 1980

REPUBLIC OF THE PHILIPPINES }
CITY OF MANILA } 5.30

PTB NO C1015 0701 ---
JANU 19 1964 MANILA
TAM: 0000001000-A-7

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 QUALIFIES FOR AN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION, THAT AS SUCH TREASURER, HE HAS BEEN AUTHORIZED TO RECEIPT 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 HUNDRED 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 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.

AFFAINT FURTHER BAYETH NAUGHT.

SOD. ANG CHAN ENG
ANG CHAN ENG
ASSISTANT/TREASURER-HK-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

00C. 110. 358

PAGE NO. 7

BOOK NO. XXX

SERIES OF 1979.

NOTARY PUBLIC

UNTIL DECEMBER 31, 1980

PTR NO. C-100-100

...NILA

TAN: 623.7.1000-8-7


MONDE NISSIN CORPORATION
(Formerly: MONDE DENMARK NISSIN BISCUIT CORPORATION)
Sta. Rosa, Laguna
Reg. No. 86335/5.23.79


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 corp), 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 MAR 12 1999 day of MAR 12 1999 in the City of Manila, Philippines.



BETTY ANG
Director/Pres.



RAMON RAGANAS
Director


DANIEL ANG
Director



HIDAYAT DARMOND
Director


HARTONO KWEEFANUS
Director


HENRY SOESANTO
Director


CYNTHIA ANG
Director

ATTESTED:


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
Betty Ang
Ramon Raganas
Daniel Ang
Hidayat Darmond
Hartono Kweefanus
Henry Soesanto
Cynthia Ang

TIN

RESID CERT NO. A

ISSUED AT AND ON

Doc. No. 377
Page No. 27
Book No. XXXXII
Series of 1999


MANUEL T. LUY
NOTARY PUBLIC
Until December 31, 1999
PTR No. G-326300, 1/4/99; MANILA
TIN: 100-638-358

NDMF 96-1DS

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

SEC NUMBER / 1 / 86335 / 1 / 1

TRANSACTION DATE : 1 / 1 / 1 / 1 / 1 / 1

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

COMPANY NAME

MONDE NISSIN CORPORATION (FORMERLY: MONDE DENMARK NISSIN BISCUIT CORPORATION)

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

RELN STATUS	NAME (Company Name, if company) (Last Name, First Name, MI, Maiden Surname, if person)	SEC NO / BIRTHDATE	NAT'L CODE	NATIONALITY	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED	(MM/DD/YYYY) PERIOD START
	BRD				INC'R	OFR	PAID-UP CAPITAL				PERIOD END	
	BETTY ANG JAMES ANG YORTECK			PHILIPINO "	M N	1 N	PRE N		COMMON "	4496,000- 77,000-	149.6M / 149.6M 77M / 77M	3-N-99 3-N-99
	RAMON RAGANAS CYNTHIA ANG			" "	M M	1 N	COS N		" "	16,500- 5,500-	1.65M / 1.65M .55M / .55M	3-N-99 3-N-99
	DANIEL ANG HIDAYAT DARMOND			" INDONESIAN	M M	N N	N N		" "	28,000- 38,500-	2.8M / 2.8M 3.85M / 3.85M	3-N-99 3-N-99
	HARTONO KWEBPAMUS HOEDIONO KWEBPAMUS			" "	M N	N N	N N		" "	258,500 5,500-	25.85M / 25.85M .55M / .55M	3-N-99 3-N-99
	INA SUFATI EVELINE DARMOND			" "	N N	N N	N N		" "	86,900- 69,300-	8.69M / 8.69M 6.93M / 6.93M	3-N-99 3-N-99
	MONICA DARMOND ANNA KOOSDIANA			" "	N N	N N	N N		" "	69,300- 69,300-	6.93M / 6.93M 6.93M / 6.93M	3-N-99 3-N-99
	HENRY SOB SANTO ANG CHAN ENG			" PHILIPINO	M M	N 1	N CFO		" "	95,700- 95,700	9.57M / 9.57M	3-N-99

 CERTIFIED CORRECT: BETTY ANG
 (Signature over printed name)

 POSITION: PRESIDENT
 DATE: 3-8-99

PROCESSING ATTORNEY

PROCESSING EXAMINER :

DATA CONTROL CLERK :

DATA ENCODER :

DATE REVIEWED :

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

BOARD (BRD)
 INDICATOR:
 C - CHAIRMAN
 M - MEMBER
 N - NEITHER

INCORPORATOR (INC'R)
 INDICATOR:
 I - INCORPORATOR
 S - STOCKHOLDER
 N - NOT APPLICABLE

OFFICER (OFR)
 INDICATOR:
 PRE - PRESIDENT
 CEO - CHIEF EXEC. OFR
 CFO - TREASURER
 COO - CHIEF OPER. OFR
 COS - CORP.
 SECRETARY
 LEG - LEGAL COUNSEL

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

3.8.99

, 199

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

Madam :

In connection with our ^{amended} registration of the 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.

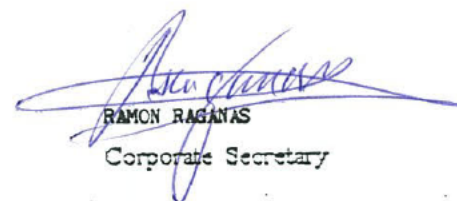
2. That on 3.8.1999, 1999, a special stockholders/directors' meeting was called to approved Articles I - changing the corporate name from MONDE DENMARK NISSIN BISCUIT CORPORATION to MONDE NISSIN CORPORATION and such meeting/ resolutions was duly approved by at least 2/3 of all the stockholders/directors 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 SAYETH NAUGHT.

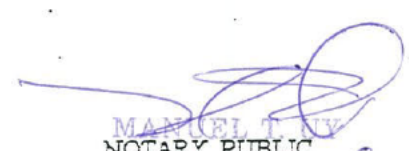
ATTESTED:


BETTY ANG
President


RAMON RAGANAS
Corporate Secretary

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

SUBSCRIBED AND SWORN to before me on this 16 day of MAR 16 1999, 1999 in the City of Manila, Philippines. The Corporate Secretary hereby exhibited to me his/her 
issued at 


MANUEL T. IV
NOTARY PUBLIC
Until December 31, 1999

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Page No. 77
Book No. 02XXIII
Series of 199 9

PTR No. G-326300, 1/8/92; DANILA
TIN: 100-832-053