



REPUBLIC OF THE PHILIPPINES

SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. 86335

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

**MONDE NISSIN CORPORATION
(Amending Article VI thereof)**

copy annexed, adopted on November 14, 2005 by a majority vote of the Board of Directors and by 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 the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

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 8th day of February, Two Thousand Six.

Benito A. Cataran
BENITO A. CATARAN
Director

Company Registration and Monitoring Department



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, PACKAGING, 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 REGISTRER 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 ADVANGEMENT 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 LAWS OF THE PHILIPPINES NOW OR WHICH MAY HEREINAFTER BE IN FORCE.

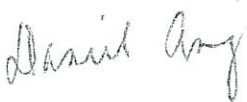
THIRD.-

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;

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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	578-4 MITO CRUZ STREET, MALATE, MANILA
GUADALUPE T. ANG	FILIPINO	578 VITO CRUZ STREET, MALATE, MANILA
DAVID ANG	FILIPINO	C/O U-TEX, MARIKINA, METRO MANILA
RAMON RAGANAS	FILIPINO	1353-B.F.MA. GUERRERO STREET, TONDO, MANILA
LETICIA C. RAGANAS	FILIPINO	1353-B.F.MA GUERRERO STREET, TONDO, MANILA
EUSEBIO BRIGADO	FILIPINO	2 ESPERANZASTREET, NOVALICHES, QUEZON CITY

SIXTH- THAT THE AMOUNT OF CAPITAL STOCK OF SAID CORPORATION IS FOUR BILLION EIGHT HUNDRED MILLION PHILIPPINE PESOS (PHP 4,800,000,000.00) AND SAID CAPITAL STOCK IS DIVIDED INTO FORTY EIGHT MILLION (48,000,000) SHARES OF THE PAR VALUE OF ONE HUNDRED PESOS (PHP 100.00) EACH.
 (As amended on 4.4.89; further amended on 6.15.92; further amended on 9.1.98 and further amended on 11.14.2005)

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	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 YIOK TECK	FILIPINO	2,000	200,000.00	50,000.00
DAVID ANG	FILIPINO	2,000	200,000.00	50,000.00
RAMON RAGANAS	FILIPINO	1,200	120,000.00	30,000.00
LETICIA C. RAGANAS	FILIPINO	1,200	120,000.00	30,000.00
EUSEBO BRIGADO	FILIPINO	1,200	120,000.00	30,000.00
AGUSTIN YIAN	FILIPINO	1,200	120,000.00	30,000.00
TOTALS		28,000	P2,800,000.00	P 700,000.00
		VVVVVV	VVVVVVVVVVVV	VVVVVVVVVVVV

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.

SIGNED _____ SIGNED _____ SIGNED _____
 ANG CHAN ENG GUADALUPE T. ANG RAMON RAGANAS LETICIA C. RAGANAS EUSEBIO BRIGADO
 INCORPORATOR INCORPORATOR INCORPORATOR INCORPORATOR INCORPORATOR

SIGNED IN THE PRESENCE OF:

SIGNED _____ SIGNED _____ AND _____ SIGNED _____
 BETTY ANG DAVID ANG AGUSTIN YIAN JAMES ANG YIOK TECK
 INCORPORATOR INCORPORATOR

(Handwritten signatures of Betty Ang, David Ang, Agustin Yian, and James Ang Yok Teck)

REPUBLIC OF THE PHILIPPINES) s.s.

CITY OF MANILA

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

NAME	T.A.#	NUMBER-A/B	ISSUED AT AND ON
ANG CHAN ENG	1033-886-1	2655303-N	MARIKINA, METRO-MANILA/2.2.79
GUADALUPE T. ANG	1033-886-1	2655301-N	MARIKINA, METRO-MANILA/2.2.79
BETTY ANG	7533-823-C	2655250	MARIKINA, METRO-MANILA/2.2.79
RAMON RAGANAS	R2621-G1533-A-3	67112322	MANILA / 1.25.79
LETICIA G. RAGANAS	R2521-K2538-A-0	5207821	MANILA / 1.30.79
EUSEBIO BRIGADO	4458-741-B	0321147-N	MANILA / 3.29.79
AGUSTIN YIAN	Y5220-H10252-A-0	5207818	MANILA / 1.30.79
DAVID ANG	1034-044-6	2660667	MARIKINA, METRO-MANILA/2.2.79
JAMES ANG YIOK TECK	A521-G-7334-A-2	2660668	MARIKINA, 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 HEREINBOLE FIRST WRITTEN.

DOC. NO. 353 ; PAGE NO. 22 ;
BOOK NO. XXX ; SERIES OF 1979.

UNTIL DECEMBER 31, 1980

PTR NO. C1015-2740E

JANUARY 2, 1979, MANILA

TAN: U5549-A1046-A-7

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

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 (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, TWOMILLION 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.

AFFIANT FURTHER SAYETH NAUGHT.

ANG CHAN ENG
AFFIANT/TREASURER-IN-TRUST

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS 22 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.

MANILITA T. OY

NOTARY PUBLIC

UNTIL DECEMBER 31, 1980

PTR NO. C1015-2740E

JANUARY 2, 1979, MANILA

TAN: U5549-A1046-A-7

SERIES OF 1979.

DOC. NO. 353

PAGE NO. 22

BOOK NO. XXX

[Handwritten signatures and notes]

MONDE NISSIN CORPORATION
DIRECTORS' CERTIFICATE
On
AMENDMENT OF ARTICLES OF INCORPORATION


KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned majority of the Board of Directors, the Chairman and the Secretary of the stockholders' meeting of **MONDE NISSIN CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at Balibago, Sta. Rosa, Laguna, do hereby certify that the "*Amended Articles of Incorporation of MONDE NISSIN CORPORATION*" attached hereto, is a true and correct copy of the Articles of Incorporation of said Corporation, as amended in accordance with the provisions of Section 16 of the Corporation Code and as approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock and majority of the Board of Directors at a special meeting held at the principal office of the Corporation on November 14, 2005.

The amendment pertains to Article Six as follows:

"SIXTH. - THAT THE AMOUNT OF CAPITAL STOCK OF SAID CORPORATION IS FOUR BILLION EIGHT HUNDRED MILLION PHILIPPINE PESOS (Php 4,800,000,000.00), AND SAID CAPITAL STOCK IS DIVIDED INTO FORTY EIGHT MILLION (48,000,000) SHARES OF THE PAR VALUE OF ONE HUNDRED PESOS (Php 100.00) EACH."

IN WITNESS WHEREOF, we have hereunto set our hands on DEC 09 2005 at Manila City.


Hidajat Barmono
Director / Chairman of the

Stockholders' meeting
PASSPORT M270457 4/22/02; INDONESIA


Hartono Kweefanus
Director

PASSPORT M891293 6/24/04; INDONESIA

Betty Ang

Director

TIN 100-573-637

Daniel Ang

Director

TIN 105-620-103



Henry Soesanto

Director

TIN 100-574-508

Certified correct by:



Suzanne S. King

Secretary of the

Stockholders' meeting

SUBSCRIBED AND SWORN TO before me this DEC - 0 2005 at
City of Manila, affiants exhibiting to me their Community Tax Certificate / passports
numbers ; date issued ; place issued as follows:

Betty Ang	24763140	08 NOV 2005	Makati City
Hidajat Darmono	M278457	22 APR 2002	Indonesia
Hartono Kweefanus	M891293	24 JUN 2003	Indonesia
Daniel Ang	16145707	08 JAN 2005	Pasig City
Henry Soesanto	14644088	14 JAN 2005	Makati City
Suzanne S. King	1015772	01 FEB 2005	Manila City

Known to me to be the same persons who executed the foregoing Directors' Certificate,
and they acknowledged to me that the same is their own free and voluntary act and
deed.

IN WITNESS WHEREOF, I have hereunto set my hand and caused my
notarial seal to be affixed on this DEC - 0 2005, at Manila City, Philippines.

Doc. No. 137
Page No. 89
Book No. 011X


MANUELLA T. UY
NOTARY PUBLIC
Until December 31, 2005
PTR No. 383016; 132000; 144194A

Series of 2005

COMPANY DATA MAINTENANCE FORM
 CHANGES IN CAPITAL STRUCTURE
 (FOR DOMESTIC) COMPANIES ONLY

SEC NO. ASO 93 - 007295

FOR SEC TO PROVIDE: MAINTENANCE NO. / / / / / / / / / / TRANSACTION DATE: / / / / / / / /

FILL UP INSTRUCTIONS -- Type or print legibly. Light shaded boxes are to be filled up by the SEC. Refer to the back of this page for additional instructions.

COMPANY NAME
 MONDE NISSIN CORPORATION

CHANGE IN PAID UP CAPITAL BY ASSET TYPE

ASSET TYPE	C - CASH	P - PROPERTY	L - OFFSET OF LIABILITY	S - STOCK DIVIDEND	M - MERGER	O - OTHERS	TOTAL
PREVIOUS BALANCE	P 796,950,000	P	P	P	P	P	P 796,950,000
INCREASE (DECREASE)	616,830,000						616,830,000
CURRENT BALANCE	P 1,413,780,000	P	P	P	P	P	P 1,413,780,000

INCREASE (DECREASE) IN FOREIGN EQUITY BREAKDOWN (Summarize by nationality the capital subscribed and paid for by foreign stockholders -- i.e., grouped by individuals and companies.)

NATIONALITY CODE

NATIONALITY DESCRIPTION
 INDONESIAN

SUBSCRIBED CAPITAL

PREVIOUS BALANCE P 3,118,500 P P P P P

INCREASE (DECREASE) OF --

INDIVIDUALS 9,763,300

COMPANY (IES)

TOTAL INCREASE (DECREASE) 9,763,300

NEW BALANCE P 12,881,800 P P P P P

PAID UP CAPITAL OF --

PREVIOUS BALANCE P 311,850,000 P P P P P

INCREASE (DECREASE) OF --

INDIVIDUALS 976,330,000

COMPANY (IES)

TOTAL INCREASE (DECREASE) 976,330,000

NEW BALANCE P 1,288,180,000 P P P P P

PERCENTAGE OF FOREIGN EQUITY: 70.59%

CERTIFIED CORRECT: MA. LUZ VICTORIA BALLESPEROS POSITION: REPRESENTATIVE DATE: DEC. 12, 2005
 (Signature over printed name)

PROCESSING ATTORNEY: DATE REVIEWED: PROCESSING EXAMINER: DATE REVIEWED: DATA CONTROL CLERK: DATE REVIEWED: DATA ENCODER: DATE ENCODED: