



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

Company Reg. No. 107887

**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

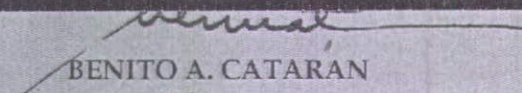
**DBP DATA CENTER, INC.**  
(Amending Articles II and VII thereof)

copy annexed, adopted on March 11, 2008 by a majority vote of the Board of Director and on June 20, 2008 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 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 3rd day of April, Two Thousand Nine.



  
BENITO A. CATARAN  
Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION  
OF  
DBP DATA CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age and residents of the Philippines, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of corporation shall be DBP DATA CENTER, INC.

SECOND: That the purpose for which the corporation is formed are:

PRIMARY PURPOSE

To engage in Information Technology (IT) facilities management, systems application development, systems integration, providing IT solutions, contact centers operation, business processes outsourcing, consultancy services and other IT related services for government and non-government institutions. (As amended on June 20, 2008).

SECONDARY PURPOSES

To monitor the flow of records and accounts of the different corporations, firms and entities engaged in business within and outside the Philippines;

To develop information systems that will provide data and information needed for the business of a particular firm, corporation or entity;

To provide consultancy services for the effective evaluation of Management Information System and related programs for the efficient and economical realization of business objectives;

To engage in partnership with other firms, organizations and agencies that will provide the needed technology in the IT industry.

To perform such other services related hereto. (As amended on June 20, 2008).

THIRD: That the place where the principal office of the corporation is to be established or located is at DBP Bldg., Buendia Avenue, Makati City, Metro Manila, Philippines.

FOURTH: That the term of which said corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH: That the names and residences of incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
CESAR C. ZALAMEA	Filipino	4903 Pasay Road, Dasmariñas Village, Makati, Metro Manila
DON M. FERRY	Filipino	Olivia St., Valle Verde Subd. Pasig, Metro Manila
JOSE R. TENGCO, JR.	Filipino	20 Times St., Diliman Quezon City
ALICIA LI. REYES	Filipino	16 Caraballo St., Talayan Village, Quezon City
ROLANDO M. ZOSA	Filipino	43 Don Vicente Madrigal St. Corinthian Gardens, Pasig, MM
JESUS A. AVANCEÑA	Filipino	85 Cambridge Circle, North Forbes Park, Makati City
ANGEL C. ROMUALDEZ	Filipino	6 Davao St., Philamlife Village Pampiona, Las Piñas

SIXTH: That the number of directors of said corporation shall be seven (7) and that the names and residences of the directors who are to serve until their successors are elected and qualified as provided for in the By-Laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
CESAR C. ZALAMEA	Filipino	4903 Pasay Road, Dasmariñas Village, Makati, Metro Manila
DON M. FERRY	Filipino	Olivia St., Valle Verde Subd. Pasig, Metro Manila
JOSE R. TENGCO, JR.	Filipino	20 Times St., Diliman, Quezon City
ALICIA LI. REYES	Filipino	16 Caraballo St., Talayan Village, Quezon City
ROLANDO M. ZOSA	Filipino	43 Don Vicente Madrigal St. Corinthian Gardens, Pasig, MM
JESUS A. AVANCEÑA	Filipino	85 Cambridge Circle, North Forbes Park, Makati City
ANGEL C. ROMUALDEZ	Filipino	6 Davao St., Philamlife Village Pampiona, Las Piñas

SEVENTH: That the capital stock of said corporation is FIFTY MILLION PESOS (P50,000,000.00), Philippines Currency, and said capital stock is divided into FIVE HUNDRED THOUSAND (500,000) shares with a par value of ONE HUNDRED PESOS (P100.00) each. (As amended on June 20, 2008).

EIGHTH: That the amount of said capital stock which has been actually subscribed is ONE MILLION TWO HUNDRED FIFTY THOUSAND PESOS (P1,250,000.00), Philippine Currency, and the following persons have subscribed from the number of shares and amount of capital stock set out after their respective names:

Name	No. of Shares	Amount of Capital Stock Subscribed
CESAR C. ZALAMEA	400	P 40,000.00
DON M. FERRY	350	P 35,000.00
JOSE R. TENGCO, JR.	350	P 35,000.00
ALICIA LI. REYES	350	P 35,000.00
ROLANDO M. ZOSA	350	P 35,000.00
JESUS A. AVANCEÑA	350	P 35,000.00
ANGEL G. ROMUALDEZ	350	P 35,000.00
DEV'T. BANK OF THE PHILS	<u>10,000</u>	<u>P 1,000,000.00</u>
	<u>12,500</u>	<u>P 1,250,000.00</u>

NINTH: That the following persons have paid on the shares of capital for which they have subscribed the amount set out after their respective names:

Name	Amount Paid on Subscription
CESAR C. ZALAMEA	P 10,000.00
DON M. FERRY	P 8,750.00
JOSE R. TENGCO, JR.	P 8,750.00
ALICIA LI. REYES	P 8,750.00
ROLANDO M. ZOSA	P 8,750.00
JESUS A. AVANCEÑA	P 8,750.00
ANGEL G. ROMUALDEZ	P 8,750.00
DEV'T. BANK OF THE PHILS.	<u>P 250,000.00</u>
	<u>P 312,500.00</u>

TENTH: That PURITA M. FLORO has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer she has been authorized to receive for the corporation and to accept in its name for all subscription paid in by said subscribers.

ELEVENTH: That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands on this 14<sup>th</sup> day of October, 1982, at  
Makati, Metro Manila, Philippines.

(SGD) CESAR C. ZALAMEA  
TAN - 24520-C2729-A3

(SGD) DON M. FERRY  
TAN - 23950447

(SGD) JOSE R. TENGCO, JR.  
TAN - T5226-J2930-A0

(SGD) ALICIA L. REYES  
TAN - 1485-996-0

(SGD) ROLANDO M. ZOSA  
TAN - 2832-655-1

(SGD) JESUS A. AVANCENA  
TAN - A1520-A1715-A1

(SGD) ANGEL G. ROMUALDEZ  
TAN - 3213-589-7

SIGNED IN THE PRESENCE OF:

(SGD) JOAN T. LUMBA

(SGD) OFELIA B. ROMANO

REPUBLIC OF THE PHILIPPINES )  
MAKATI, METRO MANILA ) S.S.

On this 14<sup>th</sup> day of October, 1982, before me, a Notary Public in and for Makati, Metro Manila, Philippines, personally appeared:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date &amp; Place of Issue</u>
CESAR C. ZALAMEA	6214202	03-01-82; Manila
DON M. FERRY	7071823	04-14-82; Makati, Metro Manila
JOSE R. TENGCO, JR.	5625679	03-01-82; Malolos, Bulacan
ALICIA LI. REYES	5128170	02-04-82; Las Pinas, Metro Manila
ROLANDO M. ZOSA	2449546	03-25-82; Makati, Metro Manila
JESUS A. AVANCEÑA	7069067	04-05-82; Makati, Metro Manila
ANGEL G. ROMUALDEZ	3505234	07-01-82; Las Pinas, Metro Manila

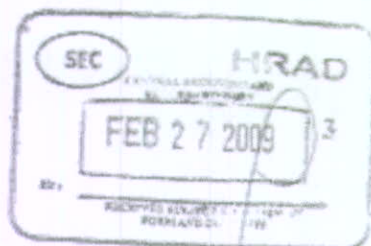
known to me and to me known to be the same persons whose names are subscribed on, and who executed the foregoing Articles of Incorporation and each of them acknowledged to me that he/she freely and voluntarily executed the same.

WITNESS MY HAND AND SEAL on the day, year and place first above written.

(SGD) EMMA G. URIETA  
NOTARY PUBLIC  
Until December 31, 1982

Doc. No. 454;  
Page No. 91;  
Book No. 1;  
Series of 1982.

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



CERTIFICATE OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION AND BY-LAWS  
OF DBP DATA CENTER, INC.

We, the undersigned, constituting a majority of the members of the Board of Directors and the Corporate Secretary of DBP Data Center, Inc., in a regular meeting of the Board of Directors last March 11, 2008 and the annual meeting of the stockholders held on 20 June 2008, do hereby certify that:

1. A regular meeting of the Board of Directors was duly called and held on 11 March 2008 at the Office of the President Conference Room, 8<sup>th</sup> Floor, DBP-Building, Buendia, Makati City.

2. On 20 June 2008 at 10:30 a.m., an annual meeting of the stockholders was duly held at the Office of the President Conference Room, 8<sup>th</sup> Floor, DBP Building, Buendia, Makati City, to consider the resolutions adopted by the Board of Directors.

2. Stockholders owning more than two-thirds (2/3) of the Corporation's issued and outstanding shares were present at the stockholders' meeting in person.

3. Mr. Reynaldo G. David presided as the chairman and Atty. Lutgarda C. Baquiran-Peralta acted as the corporate secretary of both meetings and recorded the minutes thereof.

4. At the respective meetings, upon motion duly made and seconded, the following resolutions were unanimously adopted by the Board and approved by the stockholders representing more than two-thirds (2/3) of the issued and outstanding capital stock of the Corporation:

1.1 Amendment of Articles of Incorporation

*RESOLVED, that Articles II, ~~4~~ VII of the Articles of Incorporation be amended to read as follows:*

*SECOND: That the purpose for which the corporation is formed are:*

PRIMARY PURPOSE

To engage in Information Technology (IT) facilities management, systems application development, systems integration, providing IT solutions, contact centers operation, business processes outsourcing, consultancy services and other IT related services for government and non-government institutions.

SECONDARY PURPOSES

To monitor the flow of records and accounts of the different corporations, firms and entities engaged in business within and outside the Philippines;

To develop information systems that will provide data and information needed for the business of a particular firm, corporation or entity;

To provide consultancy services for the effective evaluation of Management Information System and related programs for the efficient and economical realization of business objectives;

To engage in partnership with other firms, organizations and agencies that will provide the needed technology in the IT industry.

To perform such other services related hereto.;

"SEVENTH: That the capital stock of said corporation is FIFTY MILLION PESOS (P50,000,000.00), Philippines Currency, and said capital stock is divided into FIVE HUNDRED THOUSAND (500,000) shares with a par value of ONE HUNDRED PESOS (P100.00) each.;"

1.2 Amendment of By-Laws

RESOLVED FURTHER, that the Articles III, XI, XII, XVII, XVIII, XXI, XXII, XXV and XXVI of the By-Laws of the Corporation be amended to read as follows:



*ARTICLE III - Capital Stock - The Capital Stock of the Corporation is FIFTY MILLION PESOS (P50,000,000.00), divided into FIVE HUNDRED THOUSAND (500,000) shares with a par value of ONE HUNDRED PESOS (P100.00) per share, which shall be issued by the Corporation in the amount which the Board of Directors, by resolution shall determine from time to time.;*

*ARTICLE XI - The Board of Directors of the Corporation shall be seven (7) members who shall be elected annually by the stockholders at their annual meeting. Immediately after the election, the directors shall organize themselves by electing a Chairman, a Vice Chairman and a President, all of whom must be members of the Board and a Corporate Secretary who shall be resident and citizen of the Philippines, and transact such other business as shall properly come before the Board. The officers first so elected shall hold office until their successors are elected as provided herein, by the Board of directors which is elected at the first annual meeting of stockholders. The officers so elected by such Board and thereafter elected as provided herein shall hold office for one year from the date of their election unless sooner removed by the Board.;*

*ARTICLE XII - The Board of Directors shall meet at the discretion of the Chairman once every three months or oftener as he deems necessary for the profitable operation of the business of the corporation. At all meetings of the Board of Directors, a majority of the entire membership shall constitute a quorum, and for approval of a resolution taken up during the meeting, an affirmative vote of a majority of those present.;*

*ARTICLE XVII - The officers of the corporation shall consist of the Chairman of the Board of Directors, the Vice Chairman, the President, a Treasurer, a Corporate Secretary, an Executive-Vice President, Vice President and such other Vice Presidents and Assistant Vice Presidents as may be necessary, in the discretion of the Board of Directors depending on the needs and requirements of the Corporation whose powers and duties shall be as hereinafter provided and who shall be elected annually by the Board of Directors at its regular annual meeting of the stockholders. With the exception of the Chairman and the President, the members of the Board of Directors, and the Corporate Secretary, who shall hold office for one year or until*

their successor shall have been duly elected and qualified, all executive officials appointed by the Board shall hold office until relieved by said Board. Except the Chairman and the President, all other officers of the Corporation need not be directors thereof. Any two offices may be held by the same person, except the position of the President or Executive Vice President and Corporate Secretary. The Board may create such offices and appoint such officers and agents as it may deem necessary to efficiently carry out the program and objectives of the corporation. The Chairman shall preside at all meetings of the stockholders and the Board of Directors, but in his absence or incapacity to do so, Vice Chairman shall do so.;

ARTICLE XVIII - The President shall be elected by the Board of Directors from its own members. He shall directly or through the Executive Vice President and/or Vice Presidents have the general active management of the business and property of the Corporation and shall perform all transactions necessary and incident to such business under the supervision of the Board of Directors. Any provision in the foregoing clause, however, to the contrary not withstanding, the President shall have the power to delegate in writing the power to manage said business and property of the Corporation provided that a confirmation by resolution of said person or persons so delegated by the Board of Directors be made.;

ARTICLE XXI - The Corporate Secretary shall be elected by the Board and may or may not be elected from the members thereof. He shall hold office at the pleasure of the Board and until the same or an ensuing Board shall have elected and appointed his successor.

The Corporate Secretary shall attend all sessions of the Board and Stockholders and keep full and complete minutes of said meeting.

He shall give or cause to be given the notice of meetings to the stockholders and to the Board and shall perform such other duties as may be prescribed by the Board and by the President.

*He shall sign jointly with the President, certificates for the shares of stock and shall keep a register of all outstanding certificates in the manner required by the Corporation Law.*

*He shall have charge of the seal and corporate books and shall verify the correctness and validity of proxies and voting trust agreement. He shall keep and preserve up-to-date specimen signature cards of all stockholders of record.;*

*ARTICLE XXII - An Executive Committee, consisting of three (3) directors, one of whom must be the President, shall be formed by the Board of Directors, having the powers conferred upon the Board if not in session, except the power to make radical changes and departures from policies heretofore followed by the directorate; it is furthermore understood that the power to sell, mortgage or in any manner alienate or encumber real holdings or properties of the corporation is not within its power. ;*

*ARTICLE XXV - The Board of Directors may create such other committees as may be necessary with such powers as the Board may determine; and the Chairman or the President, as the Board may determine, shall, with the approval of the Board, appoint the members and the Secretary of such committees. ;*

*ARTICLE XXVI - The general meeting of the stockholders or any special meeting may be attended by all the stockholders of the Corporation who are duly registered in the book of the Company.*

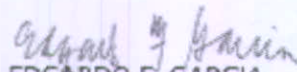
*The Chairman of the Board shall preside over all stockholders' meeting, provided, however, that during the illness or his absence or disability for any cause, the Vice- Chairman shall preside.*

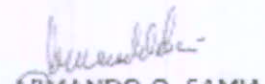
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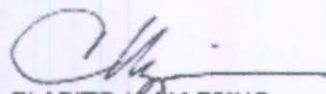
5. As above set forth, all the requirements of Sections 16 and 48 of Batas Pambansa Bldg. 68 have been complied with.

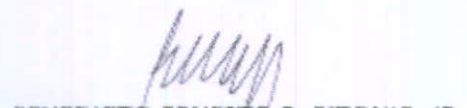
6. The attached copies of the By-Laws and Articles of Incorporation are true copies of the By-Laws and Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the undersigned Directors of DBP Data Center, Inc. have signed this Certificate, and the Presiding Chairman and Corporate Secretary of the meetings have countersigned the same this \_\_\_\_\_ day of \_\_\_\_\_ 2008.


  
EDGARDO F. GARCIA  
TIN - 120-117-141

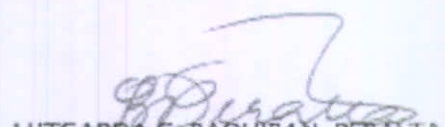
  
ARMANDO O. SAMIA  
TIN - 108-730-905

  
CLARITO L. MAGSINO  
TIN - 108-735-967

  
BENEDICTO ERNESTO R. BITONIO, JR.  
TIN - 135-071-734

COUNTERSIGNED:

  
REYNALDO G. DAVID  
TIN - 911-650-126  
Presiding Chairman  
Stockholders' Meeting

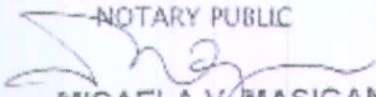
  
LUTGARDA C. BAQUIRAN-PERALTA  
Corporate Secretary  
TIN - 101-589-425

AUG 07 2008

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_ 2008 in Makati City by the above-named persons who exhibited to me their Community Tax Certificates as follows:

NAME	Community Tax Certificate No.	DATE/PLACE ISSUED
Reynaldo G. David	19440244	01/04/2008 - Makati City
Edgardo F. Garcia	01339935	02/18/2008 - Manila
Armando O. Samia	10208455	01/19/2008 - Pasig City
Clarito L. Magsino	19288542	01/29/2008 - Makati City
Benedicto Ernesto R. Bitonio, Jr.	01339934	02/19/2008 - Manila
Lutgarda C. Baquiran-Peralta	13262520	01/09/2008 - Manila

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Series of 2008.

NOTARY PUBLIC  
  
MICAELA V. MASIGAN  
NOTARY PUBLIC  
Makati City Until December 31, 2009  
10th Flr DBP Building  
Sen Gil Puyat Ave, Makati City  
Roll No 40753 IBP No 733032  
PTR Exempt Under RA 7160