



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 BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

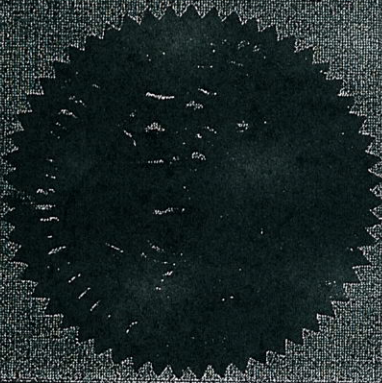
DBP DATA CENTER, INC.

copy annexed, adopted on March 11, 2008 by a majority vote of the Board of Directors 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 Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Big 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

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 BY-LAWS
OF
DBP DATA CENTER, INC

TITLE I

ORGANIZATION NAME

ARTICLE I - The name of the Corporation which has been organized in accordance with the laws of the Philippines shall be DBP DATA CENTER, INC.

ARTICLE II - The principal place of business of said Corporation shall be located in Makati City, Philippines.

TITLE II

CAPITAL STOCK OF THE CORPORATION

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. (As amended on June 20, 2008).

ARTICLE IV - Certificate of Shares - Ownership or proprietary interest in the assets of this Corporation shall be evidenced by Certificate or Certificates of Shares in the capital stock and the par value of the shares. Certificates of stock shall be numbered and registered in the order in which they are issued and shall be signed by the President, and the Secretary and the seal of the Corporation shall be affixed thereto. All certificates of stock shall be issued in consecutive order therefrom, and in the stub thereof shall be entered the name of the person owning the share therein represented, the number of share and the date thereof.

ARTICLE V- Disposition of Certificates - The Certificate of Stock may be transferred, sold and assigned or pledged, by signing the endorsement on the back of the certificates and delivery of same by the assignor in favor of the assignee, but the Corporation shall continue considering same to be the property of the person in whose name the said certificates have been issued until such certificates had been delivered to the Secretary for cancellation or exchange with the new certificates in the name of the assignee.

ARTICLE VI - Surrendered Certificates - All certificates of exchange or returned to the Corporation shall be marked "CANCELLED", with the date of cancellation by the Secretary and a note thereof shall be immediately made on the corresponding stub in the certificate book.

ARTICLE VII - Lost Certificates - Any registered holder of stock claiming that the certificate thereof has been lost or destroyed shall be issued a new certificate of stock in lieu of that which has been lost, stolen or destroyed in accordance with the provision of Sec. 73 of Batas Pambansa Big. 68 otherwise known as the "New Corporation Code of the Philippines".

ARTICLE VIII - Transfer of Shares - Transfer of shares shall only be made upon the book of the Corporation by the holder in person or by duly authorized persons upon the surrender of the shares outstanding therein, duly indorsed.

ARTICLE IX - Registry of Certificates of Stock - The Registry of Certificates of Stock shall be closed for any transfer during the ten (10) days prior to the date of the general meeting of the stockholders, but the same shall always be opened to inspection by any stockholders during office hours.

TITLE III
MANAGEMENT AND TRANSMISSION
UNDER THE BOARD OF DIRECTORS

ARTICLE X - The direction and management of the business, affairs and properties of this Corporation shall be vested in and be under the control of the Board of Directors, the members of which shall be elected annually during the annual meeting of the stockholders as in the succeeding paragraphs provided. The Board of Directors may maintain at such place as it may deem best, sub-officers or agencies for the carrying on the affairs of the Corporation.

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. (As amended on June 20, 2008).

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. (As amended on June 20, 2008).

ARTICLE XIII - The Directors, as such, shall receive per diem and such compensation or allowances as may be determined from time to time by the Board of Directors and approved by the stockholders.

ARTICLE XIV - If the Office of any Director shall become vacant by reason of death, resignation, disqualification, or otherwise except by renewal or expiration of term, the remaining directors, if constituting a quorum, by majority vote, may choose a successor or successors who shall hold office for the unexpired portion of the term of his predecessor at a special meeting called for the purpose.

ARTICLE XV - The Board of Directors of this Corporation may hold any special meeting other than the regular meeting provided for in ARTICLE XII hereof upon written notice addressed to said directors at least three (3) days prior to the date of the meeting. If personal notice can be served upon the directors, any special meeting may be held within twenty-four (24) hours from said notice.

ARTICLE XVI - No director as such shall, for himself or as agent of others, either directly or indirectly, borrow any funds of the corporation nor shall he become guarantor, endorser or surety for loans from said corporation, or be an obligor for moneys borrowed from the corporation.

TITLE IV OFFICERS

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. (As amended on June 20, 2006).

ARTICLE XVIII - The President shall be elected by the Board of Directors from its own members. He shall directly or thru 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 notwithstanding, 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. (As amended on June 20, 2006).

ARTICLE XIX - The position of the President of the Corporation shall be filled at the annual election by the Board of Directors. The President, or the person designated by him, shall have the obligation to submit quarterly to the Board of Directors a report showing clearly and in detail the operations made during each quarter of the year, besides, the general balance sheet that he must submit to the Board of Directors at the end of every year.

ARTICLE XX - The Treasurer shall be the custodian of the records of the company and shall give accurate account of the receipts and disbursements and other commercial transactions in the books belonging to the company, and shall deposit or cause to be deposited all moneys or funds in

the name and to the credit of the Corporation in such depositories or banks as may be from time to time designated by the Board of Directors or by the President.

He shall make such disbursements of the funds of the Corporation as may be directed by the Board of Directors or by the President, taking proper vouchers for such disbursements, and shall render to the President and to the Board at the regular annual meeting or at such other times as he may be required an account of all his transactions as Treasurer.

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. (As amended on June 20, 2008).

TITLE V EXECUTIVE COMMITTEE

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. (As amended on June 20, 2008).

ARTICLE XXIII - The meetings of such committee shall be held at the principal office of the corporation or at such other places it may designate, at such time as may be determined by resolution, or upon the order of the President, provided that notice, at least twenty four (24) hours before the time of the said meeting is made.

ARTICLE XXIV - The quorum shall be constitutes by a majority of members, and for the approval of any action thereon, members present shall be sufficient.

TITLE VI
OTHER COMMITTEES

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. (As amended on June 20, 2008).

TITLE VII
STOCKHOLDERS MEETING

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. (As amended on June 20, 2008).

The annual meeting of the stockholders shall be held every 2nd Tuesday of June at 3:00 P.M. every year, for the approval of the balance sheet and election of the Directors of the Corporation, and to act upon any other matter within the power of such meeting.

The meeting shall promptly start at 3:00 P.M. of the day, except when it falls on a holiday, in which case it shall be held on the following business day commencing at the same hour. Notice of the time and place of such meeting shall be given either by mail to each stockholder of record at his last known place of residence or business, duly posted at least fifteen (15) days before the date thereof, or by publication once a week or three consecutive Tuesdays, the last of which shall be at least six (6) days before the date of meeting, in a newspaper of general circulation devoted to general news and published at the place of the principal office of the Corporation.

ARTICLE XXVII - If for any cause, the annual meeting of stockholders shall not be held at the time fixed by these by-laws, or the election the Directors shall not then be had, the Directors then in office shall hold over until their successors shall have been duly elected and qualified. Such new election may be held at any annual or special meeting duly called for that purpose.

ARTICLE XXVIII - Special meeting shall take place whenever the Chairman or the President shall call the same or the Board of Directors shall deem it convenient upon written demand of a majority of the Board of Directors, provided, however, that notice of said special meeting shall be sent to the stockholders at least five (5) days in advance of the date of such meetings by mail to his last known address, or where extreme urgency necessitates, one publication in a newspaper of general circulation shall suffice at least five (5) days before the meeting.

No binding resolution can be taken in any special meeting of the stockholders unless there concurs a number of stockholders representing at least a majority of the value of the registered shares of stock.

ARTICLE XXIX - At all stockholders' meeting, absent stockholders of record may vote by proxy authorized in writing, which must be deposited with the Secretary of the Corporation for authentication and determination as to validity at least two days before the scheduled date of meeting.

ARTICLE XXX - Except as otherwise provided by law, holders of the majority of the outstanding shares attending such meeting, either in person or by proxy, shall constitute a quorum for the transaction of any lawful business; provided, however, that for the election of directors there shall be present either in person or by proxy the holders of the majority of each class of subscribed shares. If no quorum is present at any meeting, the same shall be adjourned from time to time until such quorum shall be obtained. Each share of stock shall be entitled to one vote, except in the election of directors where cumulative voting shall be observed, and may be cast by the registered holder thereof, either in person or by proxy.

TITLE VII

NOTICE

ARTICLE XXXI - Whenever notice is required by these by-laws to be given to the stockholders or to any officer of the Company, personal notice is not meant, unless expressly so stated, and any notice required shall be deemed to be sufficient if given by depositing the same in the post office box properly stamped and addressed to such stockholders, directors, or officers, and such notice shall be deemed to have been given at the time of such mailing.

ARTICLE XXXII - All resolutions passed and adopted during any meeting of the stockholders shall be valid and binding even if the call or notice of said meeting was improperly made, provided, however, that the matter or resolution thus taken up are within the corporate powers of the Corporation and provided, however, that all the stockholders of the Corporation were present and voting without protest thereat.

ARTICLE XXXIII - The Resolution of the annual meeting of the stockholders shall be carried by a majority vote, the Chairman to decide in case of a tie.

TITLE VIII

OF THE AUDITS

ARTICLE XXIV - At each regular meeting held, the stockholders shall elect the person or persons who are to audit the accounts of the Corporation until the next regular annual meeting.

ARTICLE XXXV - No member of the Board of Directors shall act as Auditor of the Corporation but a stockholder of record shall qualify the position, unless such stockholder is also a Director, in which event, the prohibition stands in full force and effect.

ARTICLE XXXVI - The Auditor shall have the duty of auditing the books of accounts of the Corporation, whenever he shall see fit, and to report on the annual balance sheet, which shall be

published jointly with his report. The books of accounts, vouchers and all documents of the Corporation relating to its financial administration shall be at his full disposal.

TITLE IX
MISCELLANEOUS PROVISIONS

ARTICLE XXXVII - No interest shall be payable on unpaid subscriptions for share of capital stock of the corporation except to the extent that an amount payable on any such subscription shall not be paid on the due date thereof, in which event the amount due and unpaid shall bear interest at the rate of six per centum per annum from its due date to the date on which it is paid.

ARTICLE XXXVIII - Any notice, report or other communications which the Corporation is required to mail to stockholders of record in accordance with the provisions of these by-laws shall be sent by airmail to each stockholders of record whose last known place of residence or business is outside the Philippines.

ARTICLE XXXIX - The fiscal year of the corporation shall commence on the first day of January of each year, and shall close on the 31st day of December of the same year.

ARTICLE XL - The seal of the Corporation shall be circular in form and shall contain the words DBP DATA CENTER, INC.

TITLE X
DISSOLUTION OF THE CORPORATION

ARTICLE XLI - The Corporation shall be dissolved in any of the manner provided for by law for the purpose.

(Sgd.) CESAR C. ZALAMEA

(Sgd.) DON M. FERRY

(Sgd.) JOSE R. TENGCO, JR.

(Sgd.) ROLANDO M. ZOSA

(Sgd.) ALICIA LI. REYES

(Sgd.) JESUS A. AVANCENA

(Sgd.) ANGEL G. ROMUALDEZ

(Sgd.) DEVELOPMENT BANK OF THE PHILIPPINES

By:

CESAR C. ZALAMEA