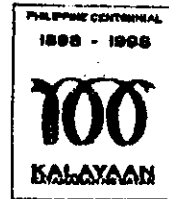




REPUBLIC OF THE PHILIPPINES  
DEPARTMENT OF FINANCE  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila



S.E.C. Reg. No. AS095-008557

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

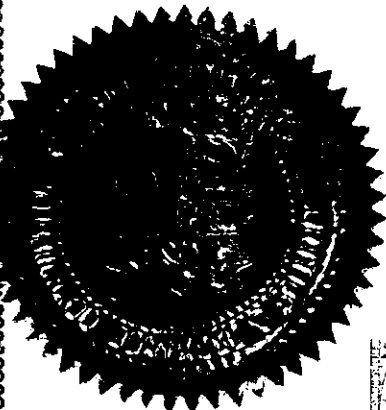
**KNOW ALL MEN BY THESE PRESENTS:**

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

**MULTITECH INVESTMENTS CORP.  
(Formerly: Armstrong Holdings Incorporated)  
(Amending Article I thereof)**

copy annexed, adopted on May 31 & June 02, 2000 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 Corporate Secretary and a majority of the directors of the corporation was approved by the Commission on this date pursuant to the provisions 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.

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 31<sup>st</sup> day of August, Two Thousand.



*Sonia M. Ballo*  
SONIA M. BALLO  
Director  
Corporate and Legal Department



SEC Number: 008557  
File Number: \_\_\_\_\_

## COVER SHEET

**ARMSTRONG HOLDINGS, INCORPORATED**  
(Company's Full Name)

**2205-A East, Philippine Stock Exchange Centre, Pasig City**  
(Company's Address: No. Street/City/Town/Province)

633-54-88  
Company's Telephone Number

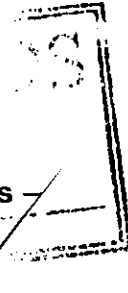
December 31  
(Fiscal Year Ending)  
(Month & Day)

**Amendment of Articles of Incorporation & By-Laws**  
**Change of Name**  
(Form Type)

\_\_\_\_\_  
(Amendment Designation if Applicable)

\_\_\_\_\_  
(Period Ended Date)

\_\_\_\_\_  
(Secondary License Type and File Number)



779-075

ARTICLES OF INCORPORATION  
OF  
MULTITECH INVESTMENTS CORP.

[Formerly ARMSTRONG HOLDINGS INCORPORATED]

(As Amended on June 2, 2000)

**KNOW ALL MEN BY THESE PRESENTS:**

That we, all of legal age, citizens and residents of the Republic 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 the said corporation shall be:

**MULTITECH INVESTMENTS CORP.**

(As Amended on June 2, 2000)

*replace*

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

**Primary Purpose**

*To engage in the business of investment by way of purchase or acquisition of and to own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose real and personal property of every kind and description, including any share or shares, bonds, debentures, notes, evidences of indebtedness, voting trust certificates, mortgages, trust receipts, certificates of interest, other securities, contracts or obligations of any corporation or corporations, association or associations, partnership, banks and business entities, domestic or foreign, and to pay therefore, in whole or in part in cash or by exchanging therefore stocks, bonds or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal*

*[Signature]*

*[Signature]*  
*replace*

*property, stocks, bonds, debentures, notes or evidences of indebtedness or other securities, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting power on any stocks so owned; to manage any business, joint venture, firm partnership, corporation, institution or entity or otherwise act as manager of said business, joint venture, firm, corporation, institution or entity as such, or as holding or management corporation thereof, except management of funds, securities, portfolios and similar assets of such corporations, entities or institutions nor shall it engage itself as a broker or a dealer in securities.*

### Secondary Purposes

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation.

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds,

*[Handwritten signature]*

*[Handwritten signature]*  
*[Handwritten signature]*

debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise.

5. To enter into any lawful arrangement for sharing profits, union of interest, unionization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restriction as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

8. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one of more or the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

**THIRD:** That the place where the principal office of the corporation is to be established or located is at Pasig City, Philippines.

*Mr. PCdt* *Spase*

**FOURTH:** That the term for which the said association is to exist is Fifty (50) years from and after the date of incorporation.

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
TONY O. KING	Filipino	3917 Sociego St., Sta. Mesa, Manila
PACITA K. YAP	Filipino	Unit 2301 23/F PSE Center, Pasig City
FELISA D. KING	Filipino	3917 Sociego St., Sta. Mesa, Manila
ALBERTO TY	Filipino	3219 Reposo St., San Juan, Metro Manila
JOSELYN S. CUA	Filipino	1551 Bambang St., Sta. Cruz, Manila

**SIXTH:** That the number of directors of said corporation shall be Seven (7) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:  
(Amended, October 23, 1997)

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
TONY O. KING	Filipino	3917 Sociego St., Sta. Mesa, Manila
PACITA K. YAP	Filipino	Unit 2301 PSE Center, Pasig
FELISA D. KING	Filipino	3917 Sociego St., Sta. Mesa, Manila
ALBERTO TY	Filipino	3219 Reposo St., San Juan, M. Manila
JOSELYN S. CUA	Filipino	1551 Bambang St., Sta. Cruz, Manila

**SEVENTH:** That the authorized capital stock of said corporation is Two Hundred Forty Million Pesos (P240,000,000.00), Philippine Currency, and said capital stock is divided into Two Hundred Forty Million shares (240,000,000) with a par value of One Peso (P1.00) each.

Handwritten signatures of the incorporators: Tony O. King, Pacita K. Yap, Felisa D. King, Alberto Ty, and Joselyn S. Cua.

**EIGHT:** That the amount of said capital stock which has been actually subscribed is Sixty Million Pesos (Php 60,000,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>Citizenship</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>
TONY O. KING	Filipino	59,996,000	P 59,996,000.00
PACITA K. YAP	Filipino	1,000	1,000.00
FELISA D. KING	Filipino	1,000	1,000.00
ALBERTO TY	Filipino	1,000	1,000.00
JOSELYN S. CUA	Filipino	1,000	1,000.00
		<u>60,000,000</u>	<u>P 60,000,000.00</u>

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

<u>Name</u>	<u>Amount Paid</u>
TONY O. KING	P 59,996,000.00
PACITA K. YAP	1,000.00
FELISA D. KING	1,000.00
ALBERTO TY	1,000.00
JOSELYN S. CUA	<u>P 1,000.00</u>
	<u>P 60,000,000.00</u>

**TENTH:** That no issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

**ELEVENTH:** That PACITA K. YAP has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and shall

have qualified in accordance with the by-laws; and that, as such Treasurer, he/she has been authorized to receive for the corporation, and to issue in its name receipts for, all subscription paid in by the subscribers.

**TWELFTH:** That the stockholders of the corporation shall have no preemptive right to subscribe to all issues or disposition of any class of shares of stock of the corporation. (New, October 23, 1997)

IN WITNESS WHEREOF, we have hereunto set our hands, this 28th day of August 1995 at Pasig, Philippines.

Sgd. JOSELYN S. CUA

Sgd. TONY O. KING

Sgd. FELISA D. KING

Sgd. PACITA K. YAP

Sgd. ALBERTO TY

Signed in the presence of:

Sgd. (illegible)

Sgd. (illegible)

*[Handwritten signature]*  
4pbase A



## ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES     )  
 City of Makati                         ) S.S.

BEFORE ME, a Notary Public, in and for the City of Makati, Philippines, this  
 28th day of August 1995, personally appeared:

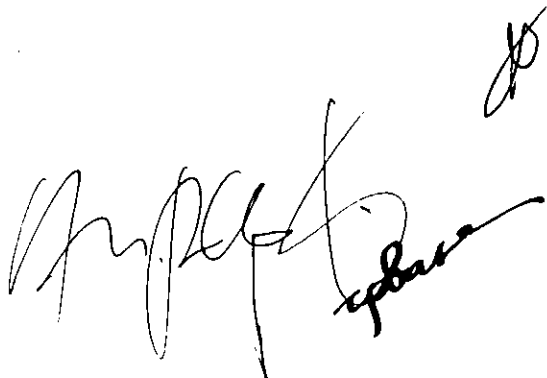
<u>Name</u>	<u>Com. Tax Cert. No.</u>	<u>Date/Place Issued</u>
TONY O. KING	23514550	1-31-95/Manila
PACITA K. YAP	3592312	1-18-95/Pasig City
FELISA D. KING	1280000C	2-24-95/Quezon City
ALBERTO TY	80398334	1-16-95/San Juan, M. M.
JOSELYN S. CUA	280443	1-31-95/Manila

all known to me and to me known to be the same persons who executed the foregoing  
 Articles of Incorporation and they acknowledge to me that the same is their free and  
 voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my  
 notarial seal on the date and at the place first above-written.

JENETTE MARIE B. CRISOLOGO  
 NOTARY PUBLIC  
 Until Dec. 31, 1996  
 PTR No. 3261838  
 Issued on May 4, 1995  
 Issued at City of Makati

Doc. No. 4;  
 Page No. 1;  
 Book No. 1;  
 Series of 1995.



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

### DIRECTORS' CERTIFICATE OF AMENDMENT

KNOW ALL MEN BY THESE PRESENTS:

WE, the Board of Directors and the Corporate Secretary of **ARMSTRONG HOLDINGS, INC.** (the Corporation), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office at Pasig City, Philippines do hereby certify that:

1. The attached **AMENDED ARTICLES OF INCORPORATION** and **BY-LAWS** is a true and correct copy of the Amended Articles of Incorporation and By-Laws of **ARMSTRONG HOLDINGS, INC.**, duly amended by <sup>at least a majority of</sup> the Board of Directors in a special meeting held at the principal office of the corporation on May 31, 2000 and approved and ratified by the affirmative vote of the stockholders representing more than two-thirds (2/3) of the entire outstanding capital stock of the Corporation during the Annual Stockholders' Meeting held on June 2, 2000 at Manila Galleria Suites, EDSA, Pasig City.
2. The amendment particularly refers to the **FIRST ARTICLE** of the Articles of Incorporation with the change of the name of the Corporation to **MULTITECH INVESTMENTS CORP.** and consequently, to the title of both the Articles of Incorporation and the By-Laws.

IN WITNESS WHEREOF, we have set our hands this JUL 14 day of 2000 of \_\_\_\_\_, 2000 at QUEZON CITY, Philippines.

*Marietta M. Fondevilla*  
MARIETTA M. FONDEVILLA  
Director


*Tirso Tardecilla*  
TIRSO TARDECILLA  
Director


*Michael Rex Celiz*  
MICHAEL REX CELIZ  
Director

*Leonardo Verdolaga*  
LEONARDO VERDOLAGA  
Director

*Jose Manuel Diokno*  
JOSE MANUEL DIOKNO  
Director

Attested by:

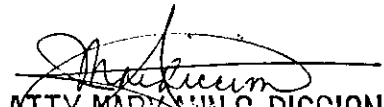
  
CHRISTINE P. BASE  
Corporate Secretary

  
DOMINADOR AYTONA  
Chairman and President

SUBSCRIBED AND SWORN to before me this JAN 14 2000 at  
QUEZON CITY affiants exhibited to me their Community Tax Certificates as follows:

Name	CTC No.	Date & Place of Issue
Dominador Aytona	11379768	Jan. 4, 2000, Manila
Christine P. Base	14492564	Feb. 28, 2000, Makati City
Marietta M. Fondevilla	12547622	March 2, 2000, Manila
Michael Rex Celiz	10008603	April 13, 2000, Makati City
Tirso Tardecilla	09971272	March 20, 2000, Makati City
Leonardo Verdolaga	14467401	Feb. 14, 2000, Makati City
Jose Manuel Diokno	01603780	Jan. 14, 2000, Pasig City

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first abovewritten.

  
ATTY. MARY ANN C. DICCION  
Notary Public  
NOTARY PUBLIC

UNTIL DECEMBER 31, 2001  
PTR NO. 7781445; 1-31-n; PP516

Doc. No. 62  
Page No. 14  
Book No. I  
Series of 2000.



REPUBLIC OF THE PHILIPPINES;  
QUEZON CITY ) S.S

**CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION  
OF ARMSTRONG HOLDINGS, INC.**

WE, the undersigned, being the Board of Directors of ARMSTRONG HOLDINGS, INC. and the Chairman and Corporate Secretary of the Stockholders' Meeting, do hereby certify that:

1. A special meeting of the Board of Directors of Armstrong Holdings, Inc. was duly called and held on May 31, 2000 at the principal office of the corporation at 2101A East Tower, PSE Centre, Exchange Road, City of Pasig.
2. At the said meeting, the Board of Directors unanimously adopted the following resolutions:

**RESOLVED**, that the name of Armstrong Holdings Incorporated be changed to **MULTITECH INVESTMENTS CORP.**;

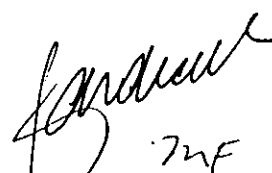
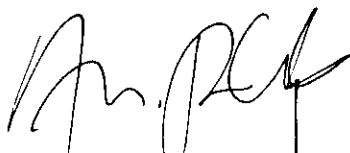
**RESOLVED FURTHER**, that the title of the Articles of Incorporation be amended to read:

ARTICLES OF INCORPORATION  
OF  
MULTITECH INVESTMENTS CORP.  
[FORMERLY ARMSTRONG HOLDINGS INCORPORATED.]  
(As amended on June 2, 2000)

**RESOLVED FURTHER**, that the First Section of the Articles of Incorporation be amended to read:

"FIRST. The name of the said corporation shall be

MULTITECH INVESTMENTS CORP.  
[FORMERLY ARMSTRONG HOLDINGS INCORPORATED.]  
(As amended on June 2, 2000)

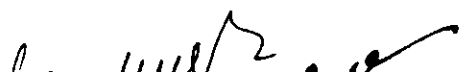
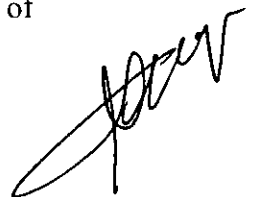


**RESOLVED FURTHER**, that the title of the By-Laws be amended to read:

“BY-LAWS  
OF  
MULTITECH INVESTMENTS CORP.  
[FORMERLY ARMSTRONG HOLDINGS INCORPORATED.]  
(As amended on June 2, 2000)

**RESOLVED FINALLY**, that the foregoing resolutions be submitted to the stockholders of record for ratification and that Dominador Aytona and Christine P. Base be authorized to perform such acts and execute such documents and papers necessary to carry into effect the foregoing resolutions.

3. On June 2, 2000, a meeting of the stockholders was duly called and held at Manila Galleria Suites, EDSA, *Pasig* ~~City~~ *epbase* City, to consider the foregoing resolutions.
4. During the stockholders' meeting, there appeared in person or by proxy stockholders of the corporation owning and representing more than two thirds (2/3) of the total outstanding capital stock.
5. At the said stockholders' meeting, on motion duly made and seconded, resolutions were adopted by the unanimous vote of all the stockholders present in person or by proxy, approving, ratifying and adopting the aforequoted resolutions of the Board of Directors.
6. The votes of the stockholders authorizing the amendment of the Articles of Incorporation and the By-Laws of the Corporation represented more than two thirds (2/3) of the entire outstanding capital stock of the corporation.
7. The attached Articles of Incorporation and By-Laws are true copies of the articles of incorporation and by-laws of Armstrong Holdings Incorporated including the foregoing amendments approved by the Board of Directors and stockholders of the corporation.



IN WITNESS WHEREOF, we have set our hands this JUL 14 2000 day of \_\_\_\_\_, 2000 at QUEZON CITY, Philippines.

*Marietta M. Fondevilla*  
MARIETTA M. FONDEVILLA  
Director

*Michael Rex Celiz*  
MICHAEL REX CELIZ  
Director

*Tirso Tardecilla*  
TIRSO TARDECILLA  
Director

*Leonardo Verdolaga*  
LEONARDO VERDOLAGA  
Director

*Jose Manuel Diokno*  
JOSE MANUEL DIOKNO  
Director

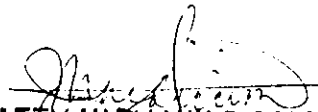
Attested by:

*Christine P. Base*  
CHRISTINE P. BASE  
Corporate Secretary

*Dominador Aytóna*  
DOMINADOR AYTONA  
Chairman



SUBSCRIBED AND SWORN to before me this 2000 at QUEZON CITY affiants exhibited to me their Community Tax Certificates as follows:

Name	CTC No.	Date & Place of Issue
Dominador Aytona	11379768	Jan. 4, 2000, Manila
Christine P. Base	14492564	Feb. 28, 2000, Makati City
Marietta M. Fondevilla	12543622	March 2, 2000, Manila
Michael Rex Celiz	10008603	April 13, 2000, Makati City
Tirso Tardecilla	09971272	March 20, 2000, Makati City
Leonardo Verdolaga	14467401	Feb. 14, 2000, Makati City
Jose Manuel Diokno	01603780	Jan. 14, 2000, Pasig City

  
 ATTY. MARISSA C. DICCION  
 Notary Public  
 UNTIL DECEMBER 31, 2001  
 PTR NO. 2281045, 1-31-D, PASIG

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 Page No. 14  
 Book No. I  
 Series of 2000.



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

### SECRETARY'S CERTIFICATE

I, **CHRISTINE P. BASE**, of legal age, and with postal address at 8<sup>th</sup> Floor Chatham House Bldg., 116 Valero cor. Herrera Sts. Salcedo Village, Makati City, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly appointed Corporate Secretary of **ARMSTRONG HOLDINGS, INC.** ( the Corporation), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at E-2101 East Tektite Tower, PSE Centre, City of Pasig;

2. As such Corporate Secretary, I have in my custody the books and records and other papers of the Corporation, including but not limited to the minutes of the meetings of the Board of Directors and of the stockholders of the Corporation;

3. At a special meeting of the Board of Directors of the Corporation held at its principal office on May 31, 2000, at which meeting a quorum was duly determined and declared, a majority of the Board of Directors approved the following resolutions:

**RESOLVED**, that the name of Armstrong Holdings Incorporated be changed to **MULTITECH INVESTMENTS CORP.**;

**RESOLVED FURTHER**, that the title of the Articles of Incorporation be amended to read:

ARTICLES OF INCORPORATION  
OF  
MULTITECH INVESTMENTS CORP.  
[FORMERLY ARMSTRONG HOLDINGS INCORPORATED.]  
(As amended on June 2, 2000)

**RESOLVED FURTHER**, that the First Section of the Articles of Incorporation be amended to read:

"FIRST. The name of the said corporation shall be

MULTITECH INVESTMENTS CORP.  
[FORMERLY ARMSTRONG HOLDINGS INCORPORATED.]  
(As amended on June 2, 2000)

*Base*



**RESOLVED FURTHER**, that the title of the By-Laws be amended to read:

"BY-LAWS  
OF  
MULTITECH INVESTMENTS CORP.  
[FORMERLY ARMSTRONG HOLDINGS INCORPORATED]  
(As amended on June 2, 2000)

**RESOLVED FINALLY**, that the foregoing resolutions be submitted to the stockholders of record for ratification and that Dominador Aytona and Christine P. Base be authorized to perform such acts and execute such documents and papers necessary to carry into effect the foregoing resolutions.

4. On June 2, 2000, a meeting of the stockholders was duly called and held at Manila Galleria Suites, EDSA, Pasig City, to consider the foregoing resolutions.


5. During the stockholders' meeting, there appeared in person or by proxy stockholders of the corporation owning and representing more than two thirds (2/3) of the total outstanding capital stock.

6. At the said stockholders' meeting, on motion duly made and seconded, resolutions were adopted by the unanimous vote of all the stockholders present in person or by proxy, approving, ratifying and adopting the aforementioned resolutions of the Board of Directors.

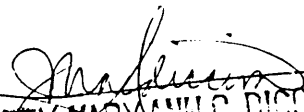
7. The votes of the stockholders authorizing the amendment of the Articles of Incorporation and the By-Laws of the Corporation represented more than two thirds (2/3) of the entire outstanding capital stock of the corporation.

8. The foregoing resolutions of the Board of Directors and stockholders remain valid and have not been revised, amended, or modified to this date.

Done this JUL 14 2000 day of \_\_\_\_\_, 2000 at QUEZON CITY

  
CHRISTINE P. BASE  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 10 day of February 2000  
2000 in the City of QUEZON CITY, affiant exhibiting to me her Community Tax  
Certificate No. 14492564 issued in the City of Makati on February 28, 2000.

  
ATTY. ~~MAR~~ MARIANNE C. DICCION  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2001  
PTR NO. 731445, 1-31-00, PPSIG  
ISSUED

Doc. No. 63 ;  
Page No. 14 ;  
Book No. I ;  
Series of 2000.

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