



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



S.E.C. REG. AS093000120

**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

FORUM PACIFIC, INC.
 (Formerly: Air Philippines International Corporation)
 (Amending Article I thereof)

copy annexed, adopted on May 02 & August 08, 2000 by 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, respectively, and certified under oath by the Secretary and a majority of the 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 Dlg. 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 20th day of November, Two Thousand.

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

JG/bless

CERTIFIED MACHINE COPY
 PAGE 11 OF 11 PAGES
 VERIFIED BY

SEC Number AS 003000120
File Number

FORUM PACIFIC, INC.
(formerly: AIR PHILIPPINES INTERNATIONAL CORPORATION)

(Company's Full Name)

22/F Citibank Tower, 8741 Paseo de Roxas, Makati City

(Company's Address)

848-1075

(Telephone Number)

(Fiscal Year Ending)
(month & day)

Accounting Unit

okay/rec.

By:

9/27/2007

**AMENDED ARTICLES OF INCORPORATION
(CHANGE NAME)**

(Form Type)

Securities & Exchange Commission
Cashier
RECEIVED
By: *[Signature]*

(Amended Designation (if Applicable))

(Period Ended Date)

(Secondary License Type and File Number)

RECORDS
LCU: *[Signature]*

928-176

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SEC 9-27-008194 # 83692000000

AMENDED
ARTICLES OF INCORPORATION

of

FORUM PACIFIC, INC.
(Formerly Air Philippines International Corporation)

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 Corporation shall be:

FORUM PACIFIC, INC.

(Amended as per Stockholders' meeting on August 8, 2000 and Board of Directors meeting on May 2, 2000.)

SECOND: That the purposes for which the Corporation is formed are:

PRIMARY PURPOSE

To invest in, purchase or otherwise acquire, hold, own, subscribe, or use, assign, pledge, mortgage, exchange, sell, transfer, or otherwise dispose of any or all or part of the businesses, rights, patents, franchises, goodwill, real or personal property and assets of any and all kinds and description, including shares of stock, notes, bonds, debentures and/or other forms of indebtedness, securities or obligations of any person or entity, association or corporation, and/or commercial, industrial, financial, or agricultural enterprises, whether domestic or foreign, public or private, for whatever purpose the same was formed, and in general, to carry on and undertake such activities which may seem to the Corporation capable of being conveniently carried on in connection with the above, or calculated, directly or indirectly, to enhance the value of or render profitable, any of the Corporation's properties or rights.

SECONDARY PURPOSES

1. (a) To prospect for, conduct geological, geophysical and all kinds of exploration work, mine, extract, dig and drill for, exploit, produce, purchase, or otherwise apply, acquire and own concessions on any and all kinds of petroleum and petroleum products, rock or carbon oils, natural gas and other volatile materials, chemical substances and salts, precious and base metals, diatomaceous earth as well as other minerals of whatever nature

IDENTIFIED MACHINE COPY

whether similar or dissimilar to those enumerated herein; to refine, treat, reduce, distill, manufacture and smelt, prepare for market, buy, sell, import, export, transport and otherwise deal in petroleum and other minerals of whatever nature, whether similar or dissimilar thereto, their products, compounds and derivatives and other mineral and chemical substances, in crude or refined condition, and to engage generally, as may be permitted by law, in the business of, and/or invest in, mining, manufacturing, contracting and servicing and oil exploration.

(b) To construct and maintain conduits, pipelines and lines of tubing for the public generally as well as for the use of said Corporation, and to lay, rig, buy, lease, sell and otherwise contract for, and operate said conduits, pipelines and lines of tubing, as well as storage tanks, railways, tramways, roadways and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business.

2. To buy, sell, charter, operate and maintain tank and other vessels of all kinds for the transportation of goods and products by the Corporation.

3. To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of, any and all kinds of refineries, gas works, mills, factories, installation, laboratories, electrical works, power and other facilities as may be required in the pursuit of its business.

4. 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.

5. 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.

6. 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.

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

8. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concessions, 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.

9. 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, privilege, exemption, license and concessions as may be conducive to any of the objects of the corporation.

10. 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 restrictions 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.

11. To distribute the surplus profits of the corporation to the stockholders thereof in kind, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and

12. 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 or more of 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 Metro Manila, Philippines.

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

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

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
SIXTO S. OROSA III	Filipino	2339 Macopa Street Dasmariñas Village, Makati Metro Manila

EDWARD F. DURKEE	American	4889 Durban Street Bel-Air Village Makati, Metro Manila
JOSUE A. CAMBA JR.	American	221 Recoletos Street Urdaneta Village Makati, Metro Manila
RUBEN M. GAN	Filipino	906 White Street Moonwalk Village, Phase I Paranaque, Metro Manila
ARTHUR R. PONSARAN	Filipino	97 L. Aurelio St. B.F. Resort Village Pamplona, Las Pinas, MM

SIXTH: That the number of directors of said corporation shall be eleven and the names, nationalities and residences of the Directors of the Corporation who are to serve until their successors are elected and qualified, as provided in the by-laws, are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
SIXTO S. OROSA III	Filipino	2339 Macopa Street Dasmariñas Village, Makati Metro Manila
EDWARD F. DURKEE	American	4889 Durban Street Bel-Air Village Makati, Metro Manila
JOSUE A. CAMBA, JR.	American	221 Recoletos Street Urdaneta Village Makati, Metro Manila
RUBEN M. GAN	Filipino	906 White Street Moonwalk Village, Phase I Paranaque, Metro Manila
ARTHUR R. PONSARAN	Filipino	97 L. Aurelio St. B.F. Resort Village Pamplona, Las Pinas, MM

SEVENTH: That the authorized capital stock of the Corporation is THREE BILLION FIVE HUNDRED MILLION PESOS (P3,500,000,000.00), Philippine Currency, and said capital stock is divided into THREE BILLION FIVE HUNDRED MILLION (3,500,000,000) shares with a par value of ONE PESO (P1.00) each.

The shares of stock of the Corporation shall be subscribed, issued and transferred, and the rights in respect thereof shall be exercised, on the condition that no stockholder shall have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation, whether out of the unissued authorized capital stock or any future increases thereof, or to any treasury stock held by the Corporation. Any part of such stock or other securities may at any time be issued, optioned for sale and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as the Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

EIGHT: That the amount of said capital stock which has been actually subscribed is TWO MILLION FIVE HUNDRED THOUSAND PESOS (P2,500,000.00), 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>
SIXTO S. OROSA	Filipino	10,000,000	P 100,000.00
EDWARD F. DURKEE	American	10,000,000	100,000.00
JOSUE A. CAMBA, JR.	American	10,000,000	100,000.00
RUBEN M. GAN	Filipino	210,000,000	2,100,000.00
ARTHUR R. PONSARAN	Filipino	10,000,000	100,000.00
		250,000,000	P2,500,000.00

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>
SIXTO S. OROSA	P 25,000.00
EDWARD F. DURKEE	100,000.00
JOSUE A. CAMBA, JR.	100,000.00
RUBEN M. GAN	525,000.00
ARTHUR R. PONSARAN	25,000.00
	P775,000.00

TENTH: That no issuance or transfer of shares of stock of the corporation which would reduce the 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 indicated in all the certificates of stock to be issued by the corporation.

ELEVENTH: That ARTHUR R. PONSARAN has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and shall have qualified in accordance with the by-laws and that as such Treasurer, she has been authorized to receive for the corporation and to issue in its name receipts for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set out hands this 29th day of December, 1992, at Makati, Metro Manila, Philippines.

(Original signed)
SIXTO S. OROSA III

(Original signed)
EDWARD F. DURKEE

(Original signed)
JOSUE A. CAMBA JR.

(Original signed)
RUBEN M. GAN

(Original signed)
ARTHUR R. PONSARAN

SIGNED IN THE PRESENCE OF:

ILLEGIBLE

ILLEGIBLE

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public for Makati, Metro Manila, Philippines, this 29th day of December 1992, personally appeared:

Name	Res. Cert. No. / Passport No.	Date & Place issued
SIXTO S. OROSA III	1122585	01-28-92/Makati, Metro Manila
EDWARD F. DURKEE	50627279	12-31-84/SE, Cal USA
JOSUE A. CAMBA, JR.	1523283	02-19-92/Makati, Metro Manila
RUBEN M. GAN	4275150	05-07-92/Makati, Metro Manila
ARTHUR R. PONSARAN	1724374	02-14-92/Makati, Metro Manila

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

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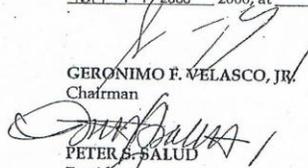
DIRECTORS' CERTIFICATE

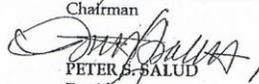
We, the undersigned majority members of the Board of Directors and the Secretary, do hereby certify that the Articles of Incorporation of FORUM PACIFIC, INC. formerly AIR PHILIPPINES INTERNATIONAL CORPORATION, was amended by an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held for that purpose at the principal office of the corporation on August 8, 2000, amending the FIRST Article as shown in the attached Amended Articles of Incorporation changing the corporate name into FORUM PACIFIC, INC. from AIR PHILIPPINES INTERNATIONAL CORPORATION, such that the same shall read as follows:

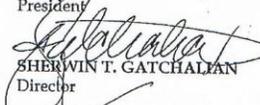
FIRST: That the name of the said corporation shall be:
FORUM PACIFIC, INC.

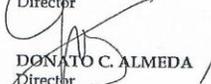
The amendment was likewise approved by majority of the directors at a meeting held at Makati City on May 2, 2000.

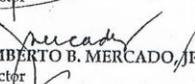
IN WITNESS WHEREOF, we have hereunto set our hands this 14th day of SEP 14 2000 2000, at _____, Philippines.


GERONIMO F. VELASCO, JR.
Chairman


PETER S. SALUD
President


SHERWIN T. GATCHALIAN
Director


DONATO C. ALMEDA
Director

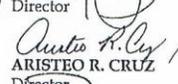

LAMBERTO B. MERCADO, JR.
Director


TOMAS V. APACIBLE
Director


ARTHUR R. PONSARAN
Corporate Secretary/Director


WILLIAM T. GATCHALIAN
Director


ELVIRA A. TING
Director


ARISTEO R. CRUZ
Director


FEDERICO E. PUNO
Director

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

SUBSCRIBED AND SWORN TO before me this 14th day of SEP 14 2000
2000 affiants exhibiting to me their Community Tax Certificate Nos. as follows:

<u>Name</u>	<u>Com. Cert. No.</u>	<u>Date and Place Issued</u>
Geronimo F. Velasco, Jr		
Peter S. Salud	10609031	2/4/00; Manila
William T. Gatchalian	04258371	1/13/00; Valenzuela
Sherwin T. Gatchalian	04258372	1/13/00; Valenzuela
Elvira A. Ting	04242615	1/6/00; Valenzuela
Donato C. Almeda	09997819	4/10/00; Makati City
Federico E. Puno	10499760	2/17/00; Quezon City
Lamberto B. Mercado, Jr.	10491549	2/22/00; Quezon City
Aristeo R. Cruz	14444537	1/27/00; Makati City
Arthur R. Ponsaran	14469036	2/11/00; Makati City
Tomas V. Apacible		

NOTARY PUBLIC
Until December 31, 2000

Doc. No. 70;
Page No. 14;
Book No. I;
Series of 2000.

Rizal C. Villenas
RIZAL C. VILLENAS
NOTARY PUBLIC
UNTIL DECEMBER 31, 2000
PTR NO. 1162264: 1/18/00:6.C



1 CERTIFIED