



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. ASO95-006755

COVER SHEET
**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

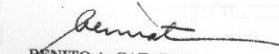
THIS IS TO CERTIFY that the amended articles of incorporation of the

TRANSPACIFIC BROADBAND GROUP INT'L INC.
(Formerly: Transpacific Broadcast Group Int'l. Inc.)
**(Amending Articles I and II Primary and
Secondary Purposes thereof.)**

copy annexed, adopted on November 28, 2003, 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 15th day of December, Two Thousand Three.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department



CERTIFICATE OF INCORPORATION
OF ARTICLES OF INCORPORATION
OF

TRANSPACIFIC BROADCAST GROUP, INC.

COVER SHEET

S.E.C. Registration Number

TRANSPACIFIC BROADCAST
GROUP INT'L. INC.

(Company's Full Name)

9F SUMMIT ONE TOWER
530 SHAW BOULEVARD
MANDALUYONG CITY

(Business Address : No. Street/City/Province)

c/o GABRIEL A. DEE
Contact Person

888-0-999
Company Telephone Number

1 2 3 1
Month Day
Fiscal Year

Amended
Articles of
Incorporation
FORM TYPE

0 5 Last
Month Day Wednesday
Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

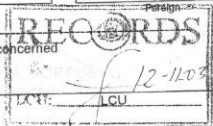
Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.



Cashier

STAMPS



**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF**

2003 DEC 11 PM 4 26

TRANSPACIFIC BROADCAST GROUP INT'L., INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned majority of the members of the Board of Directors and Corporate Secretary of **TRANSPACIFIC BROADCAST GROUP INT'L., INC.** (hereinafter, the "Corporation") do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation embodying the following underscored amendments:

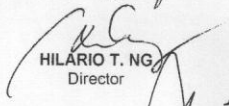
Provision	Amendment
Article First	Change in the Corporate Name from Transpacific Broadcast Group International, Inc." to "Transpacific Broadband Group International, Inc."
Article Second, Primary Purpose	Change in the Primary Purpose of the Corporation
Article Second, Additional Secondary Purpose	Change in the Secondary Purpose of the Corporation


is true and correct and was approved by the affirmative vote of the majority of the members of the Board of Directors at their meeting held on November 28, 2003 at the principal office of the Corporation and by stockholders owning at least Two-third (2/3) of the total outstanding capital stock of the Corporation at their meeting held on November 28, 2003 at the principal office of the Corporation.

IN WITNESS WHEREOF, we have hereunto signed this Certificate this Dec. 02 2003 at Makati City.


ARSENIO T. NG
Director/Chairman


JOSE M. CORPUS
Director



HILARIO T. NG
Director


PAUL B. SARIA
Director

SUBSCRIBED AND SWORN to before me this Dec. 2 2003,
Affiants exhibiting to me their respective Community Tax Certificate Numbers
described as follows:

Name	Community Tax Certificate No.	Issue date/place
Arsenio T. Ng	13249618	20/01/2003 Manila
Hilario T. Ng	13578318	20/01/2003 Manila
Jose M. Corpus	13247328	20/01/2003 Manila
Paul B. Saria	13247330	15/01/2003 Manila
Mario Mina	11799390	18/01/2003 Asingan Pangasinan

Doc. No. 275
Page No. 52
Book No. 1
Series of 2003.


ATTY. NATALIO P. OLIVERIO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2003
IBP NO. 548949
PTR NO. MLA 0969313
TIN NO. 163-938-688

AMENDED ARTICLES OF INCORPORATION
OF
TRANSPACIFIC BROADBAND GROUP INT'L. INC.

(formerly TRANSPACIFIC BROADCAST GROUP INT'L., INC.)

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 (the "Corporation") under the laws of the Philippines,

AND WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be:

TRANSPACIFIC BROADBAND GROUP INT'L. INC.
(As amended on November 28, 2003)

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

PRIMARY PURPOSE

To engage in the business of public commercial radio, terrestrial, cable, satellite, including, among other things, distribution, re-distribution, up-link, re-uplink, down-link, re-downlink, transmission, re-transmission, dissemination, receive and relay of voice, audio, data, video signals such as news, sports, general entertainment, education, information, advertisements and other genres within and/or outside the Philippines by using satellite, microwave, electronic, cable, electrical and/or other means and to build, maintain, provide, purchase, rent, develop, import, export, lease, acquire, operate, sell, exchange, deal in and with radio, terrestrial cable, satellite, transmission, relay equipment, facilities, accessories, parts, supplies, electronics, appliances of every kind and description. (As amended on November 28, 2003)

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses, 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 re-payment 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 of 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, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for the corporation, directly or indirectly or through other corporations or otherwise;

5. To enter into any lawful arrangement for sharing profits, union of interest, unitization 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 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;

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 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.

ADDITIONAL SECONDARY PURPOSE:

9. To engage in the business of developing, planning, producing, co-producing, marketing, programming, selling, distributing, managing, and operating all kinds of services and programs. (As amended on November 28, 2003)

10. To provide graphic design, videographic, computer graphic, photographic and cinematographic production services, and to engage in any manner, shape or form in post production mixing, dubbing, overdubbing, audio-video processing, sequence alteration and modification of every nature of all kinds of audio and video productions.

THIRD: That the place where the principal office of the Corporation is to be established or located is at Clark Field, Angeles City.

FOURTH: That the term for which the said corporation 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 the corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Jose M. Corpus	Filipino	#11 Madrid St., Merville Subd. Paranaque, Metro Manila
Rene G. Canlas	Filipino	1581 Iriga St. Santiago Village, Makati City
Mariano Sy	Filipino	Rm. 107 State Cond. V EDSA Guadalupe, Makati City
Elizabeth L. Liong	Filipino	190-B Wilson St. San Juan, Metro Manila
Jeraldine K. Ching	Filipino	297 Connecticut St., Mandaluyong City

SIXTH: That the number of directors of the Corporation shall be five (5) 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: (As amended on December 27, 2002):

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Jose M. Corpus, Jr.	Filipino	#11 Madrid St., Merville Subd., Paranaque, Metro Manila
Rene G. Canlas	Filipino	1581 Iriga St. Santiago Village, Makati City
Mariano Sy	Filipino	Rm. 107 State Cond. V EDSA Guadalupe, Makati City
Elizabeth L. Liong	Filipino	190-B Wilson St. San Juan, Metro Manila
Jeraldine K. Ching	Filipino	297 Connecticut St., Mandaluyong City

SEVENTH: That the authorized capital stock of the corporation is THREE HUNDRED EIGHTY MILLION Pesos (P380,000,000) Philippine Currency, and said capital stock is divided into THREE HUNDRED EIGHTY MILLION (380,000,000) with a par value of One Peso (P1.00) each. (As amended on December 27, 2002).

authorized, or of any bonds, debentures, or other securities convertible into stock of any class; and all such additional shares of stock, bonds, debentures or other securities convertible into stock may be issued to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the board of directors, in their absolute discretion, may deem advisable. (As amended on December 27, 2002).

EIGHTH: That the amount of said capital stock which has been actually subscribed is Six Million Two Hundred Fifty Thousand Pesos (P6,250,000.00), 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>
Jose M. Corpus, Jr.	Filipino	12,500	P1,250,000.00
Rene G. Canlas	Filipino	12,500	P1,250,000.00
Mariano Siy	Filipino	12,500	P1,250,000.00
Elizabeth L. Liong	Filipino	12,500	P1,250,000.00
Jeraldine K. Ching	Filipino	12,500	P1,250,000.00
	Total	62,500	P6,250,000.00

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>
Jose M. Corpus	P312,500.00
Rene G. Canlas	P312,500.00
Mariano Siy	P312,500.00
Elizabeth L. Liong	P312,500.00
Jeraldine K. Ching	P312,500.00
	P1,562,500.00

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 Mr. William G. Flores 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 subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 9th day of June 1995, at San Fernando, Pampanga, Philippines.

Rene G. Canlas

Jose M. Corpus, Jr.

Mariano Siy

Elizabeth L. Liong

Marital conformity:

Jeraldine K. Ching

Peter Chan Liong

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public in and for Mandaluyong City, Metro Manila, Philippines, this 29th day of June, 1995 personally appeared:

<u>Name</u>	<u>Comm. Tax Cert./ Passport No.</u>	<u>Date & Place Issued</u>
Jose M. Corpus	674575C	2/22/95 Paranaque
Rene G. Canlas	2665046	4/11/95 San Fernando, Pampanga
Mariano Siy	8998113	3/15/95 Makati City
Elizabeth L. Liong	7793827	June 8, 1995 San Juan
Jeraldine K. Ching	1634C	6/16/95 Manila

all known to me and by 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.

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

NOTARY PUBLIC

Doc. No. 134;
Page No. 28;
Book No. 65;
Series of 1995.



REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF TRANSPORTATION AND COMMUNICATIONS
NATIONAL TELECOMMUNICATIONS COMMISSION
BIR Road, East Triangle, Diliman, Quezon City

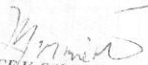
2nd Indorsement

December 10, 2003

Respectfully returned to the Securities and Exchange Commission (SEC), Attn.: Ferdinand B. Sales, Assistant Director, Corporate and Partnership Registration Division, the herein attached Amended Articles of Incorporation of **TRANSPACIFIC BROADBAND GROUP INT'L, INC. (Formerly: Transpacific Broadcast Group Int'l, Inc.)**, interposing no objection to the amendments contained in Article I & II thereof, subject to the following conditions:

1. This shall not be construed as an authority for the applicant to engage in any telecommunication/broadcast related activities without first securing from this Commission the appropriate permits and licenses and/or certificate of public convenience, after due notice and public hearing;
2. Applicant must have a valid congressional franchise;
3. No single franchise shall be issued embracing both broadcast and telecommunications, pursuant to RA 7925; and
4. Any issue or transfer of shares of stocks by the Corporation must be in accordance with the provisions of CA 146, as amended.

Quezon City, Philippines.


JORGE V. SARMIENTO
Deputy Commissioner
Officer-In-Charge

FORM 99-1

 COMPANY DATA MAINTENANCE FORM
 GENERAL BUSINESS COMPANY RELATIONSHIP INFORMATION
 (FOR DOMESTIC COMPANIES ONLY)

SEC NUMBER (A, S, O, J, F, J, S, L, B, L, O, B, L, Z, I, S, I, S)

FOR SEC TO PROVIDE

MAINTENANCE NO. _____ TRANSACTION DATE _____

FULL UP INSTRUCTIONS - Type or print legibly. Underlined boxes and codes are to be filled out by the SEC, including the SIC number. Check the appropriate boxes. Refer to the back of this form for additional instructions.

CURRENT COMPANY NAME (This must always be provided)

TRANSPIACIFIC BROADCAST GROUP INTERNATIONAL, INC.

RESTRICT USE BY OTHERS?
YES _____
NO _____

RESERVATION NUMBER

TRANSPACIFIC BROADCAST GROUP INTERNATIONAL, INC.

GENERAL INFORMATION

COMPANY TYPE (A1, DS, DOMESTIC STOCK, DN - DOMESTIC NON-STOCK, DP - DOMESTIC PARTNERSHIP)

PRINCIPAL OFFICE ADDRESS

849 1251 Chero Street, Cary, Special Economic Zone, Angers City, Permayil

CHANGE FROM STOCK TO NON-STOCK? YES NO

AREA CODE

BUSINESS OFFICE ADDRESS

POSTAL CODE

TEL. NO.

FAX NO.

CHANGE IN PRIMARY PURPOSE? YES NO

AREA CODE

BUSINESS INFORMATION

PARTNERSHIP TYPE

INDUSTRY CODE

NUMBER OF

TYPE OF NON-STOCK CORPORATION (refer to back of page for classifications)

RELATIONSHIP TYPE

MAIN MD

CERTIFIED CORRECT

DATE REVIEWED

1 - LIMITED
0 - GENERAL

TYPE OF ENTERPRISE

1 - N - NO SPECIAL REGISTRATION
E - FA EXPORT
D - FA DOMESTIC

FISCAL YEAR END

90 YEARS

JULY 14 2045

DECEMBER 31

TOTAL CONTRIBUTION (OF non-stock companies)

TOTAL CONTRIBUTION (OF non-stock companies)

PARTNERSHIP (OF non-stock companies)

% OF FOREIGN MEMBERSHIP (OF non-stock companies)

STOCKHOLDER (IF stock co.)

TOTAL CONTRIBUTION (OF domestic companies)

FOREIGN

FILING NO.

DATE REVIEWED

DATE REVIEWED

DATE REVIEWED

DATE REVIEWED

DATE REVIEWED

DATE REVIEWED

DATE REVIEWED

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DATE REVIEWED

DATE REVIEWED

DATE REVIEWED

DATE REVIEWED

 MAIN NO. A - NEW, E - (UPON) EXISTING, OR DUPLICATE RELATIONSHIP
 RELATIONSHIP TYPE
 (RELN TYPE) V - DISSOLVED COMPANY (if due to merger) S - PARENT COMPANY (if registered as a subsidiary)
 W - DISSOLVED COMPANY (if change in company type) A - AFFILIATE (for registration)
 O - OTHERS
 SEC NUMBER COMPANY NAME START DATE END DATE
 N/A N/A
 INDICATE START (if NEW) OR END DATE OF RELATIONSHIP

 PROCESSING ATTORNEY DATA CONTROL CLERK
 DATE REVIEWED

 DATE ENCODED BY
 DATE REVIEWED