



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. AS95006755

**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

TRANSPACIFIC BROADBAND GROUP INTL. INC.
(Amending Article VII Change in Par Value thereof.)

copy annexed, adopted on October 04, 2017 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, and certified under oath by the Corporate 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 18th day of January, Twenty Eighteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
AMENDED ARTICLES

SEC Registration Number
AS95006755

Former Company Name
**TRANSPACIFIC BROADBAND GROUP
INTERNATIONAL, INC.**

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)

**BUILDING 1751 CHICO STREET
CLARK SPECIAL ECONOMIC ZONE
ANGELES CITY PAMPANGA 2009**

Company's Email Address
N/A

Company's Telephone Number/s
N/A

Company's Facsimile Number/s
N/A

Name of Contact Person
PAUL B. SARIA

CONTACT PERSON INFORMATION
Email Address
N/A

Facsimile Number/s
N/A

Contact Person's Address

SAME AS ABOVE

To be Accomplished by CRMD Personnel

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

REPUBLIC OF THE PHILIPPINES]
CITY] S.S.


QUEZON CITY

SECRETARY'S CERTIFICATE

I, Paul B. Saria, Filipino, of legal age and with office address at 9th Floor Summit One Tower, Shaw Blvd., Mandaluyong City, after having been duly sworn in accordance with law, hereby depose and state that:

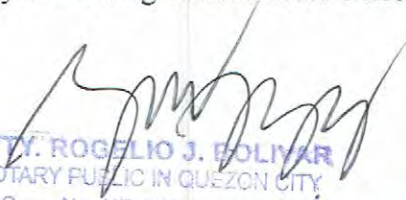
1. I am the duly elected Corporate Secretary of **TRANSPACIFIC BROADBAND GROUP INTERNATIONAL, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at Building 1751, Chico Street, Clark Special Economic Zone, Angeles, Pampanga City;
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual Directors and/or major Corporate Officers of the Corporation as its duly elected and/or appointed Directors or Officers or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this
at QUEZON CITY
NOV 23 2017


PAUL B. SARIA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this NOV 23 2017 day of _____ 2017,
affiant exhibiting to me competent evidence of his identity consisting of his Driver's License
No. N04-9326-4992, valid up to December 15, 2021.

Doc. No. 457 ;
Page No. 96 ;
Book No. XII ;
Series of 2017.


ATTY. ROGELIO J. BOLIVAR
NOTARY PUBLIC IN QUEZON CITY
AM Adm. Not. Com. No. NP-090-1-12-17 until 12-31-2018
IBP O.R. No. 1038374 Jan. 2017 up to Dec. 2018
PTR O.R. No. 3881630 C 01-12-17
Roll No. 33832 / TIN #129-871-009
MCLE No. V-0010296 valid from 04/15/2016 until 04/14/2019/PASIG CITY
Address: 31-F Harvard St. Cubao, Q.C.

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, uplink, re-uplink, downlink, 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 farm-out 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 our 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 Building 1752, Chico Street, Clark Special Economic Zone, Angeles, Pampanga City. (As amended on October 22, 2016)

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, Jr.	Filipino	
Rene G. Canlas	Filipino	
Mariano Sy	Filipino	
Elizabeth L. Liong	Filipino	
Jeraldine K. Ching	Filipino	

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	
Rene G. Canlas	Filipino	
Mariano Sy	Filipino	
Elizabeth L. Liong	Filipino	
Jeraldine K. Ching	Filipino	

“SEVENTH: That the authorized capital stock of the corporation is THREE HUNDRED EIGHTY MILLION PESOS (P380,000,000.00) Philippine Currency, and said capital stock is divided into THREE BILLION EIGHT HUNDRED MILLION (3,800,000,000) with a par value of Ten Centavos (P0.10) each. (As amended on December 27, 2002 and as further amended on October 4, 2017)

Stockholders of this corporation have no preemptive right whatsoever to subscribe to shares of stock of the company.” (As amended on October 4, 2017)

Except as otherwise stated herein, no holder of any class of shares in said corporation shall be entitled as of right to subscribe for, purchase, or receive any part of any new or additional issue or sale of stock of any class, whether now or hereafter 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 (P6,250,000,000), 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	Php 1,250,000.00
Rene G. Canlas	Filipino	12,500	Php 1,250,000.00
Mariano Siy	Filipino	12,500	Php 1,250,000.00
Elizabeth L. Liong	Filipino	12,500	Php 1,250,000.00
Jeraldine K. Ching	Filipino	12,500	Php 1,250,000.00
	Total	62,500	Php 6,250,000.00

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, Jr.	Php 312,500.00
Rene G. Canlas	Php 312,500.00
Mariano Siy	Php 312,500.00
Elizabeth L. Liong	Php 312,500.00
Jeraldine K. Ching	Php 312,500.00
	Php 1,562,500.00

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 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 Chian 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 of June, 1995 personally appeared:

<u>Name</u>	<u>Comm. Tax Cert / Passport No.</u>	<u>Date & Place Issued</u>
Jose M. Corpus, Jr. Rene G. Canlas		
Mariano Siy Elizabeth L. Liong Jeraldine K. Ching		

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 above written.

NOTARY PUBLIC

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



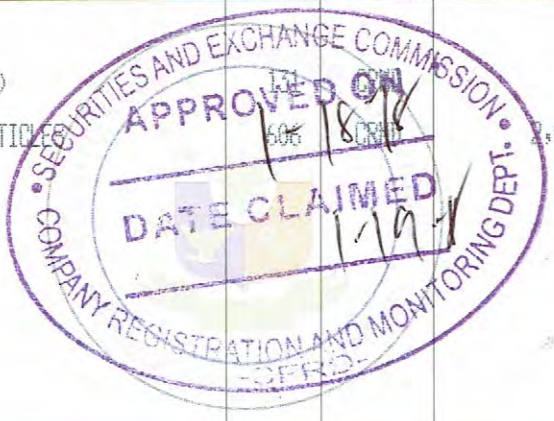
OFFICIAL RECEIPT
 Republic of the Philippines
 DEPARTMENT OF FINANCE
 SECURITIES & EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, 1554



Accountable Form No. 51 Revised 2006	ORIGINAL
DATE January 12, 2018	No. 1613869

PAYOR TRANSPACIFIC BROADBANK GROUP INTL. INC. ANGELES CITY PAMPANGA

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
LRF (A0823)			20.00
AMENDED ARTICLES			2,000.00
TOTAL			PHP 2,020.00



AMOUNT IN WORDS TWO THOUSAND TWENTY PESOS AND 0/100

Received <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above Mary Jane Dominguez COLLECTING OFFICER
Treasury Warrant, Check, Money Order Number	O.R. No. 1613869
Date of Treasury Warrant, Check, Money Order	

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.