



REPUBLIC OF THE PHILIPPINES

SECURITIES AND EXCHANGE COMMISSION

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

Company Reg. No. PW-808

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

KNOW ALL PERSONS BY THESE PRESENTS:

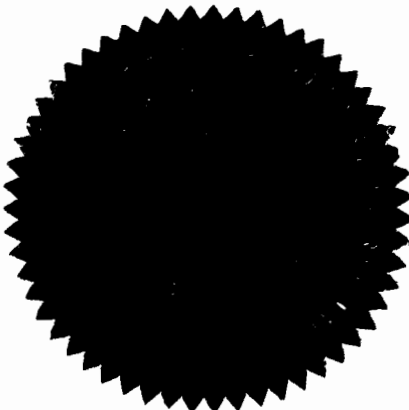
THIS IS TO CERTIFY that the amended articles of incorporation of the

**ISM COMMUNICATIONS CORPORATION
(Amending Article VII thereof)**

copy annexed, adopted on November 08, 2007 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 6th day of August, Two Thousand Eight.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION

OF

ISM COMMUNICATIONS CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, A.T. Simmie, Herbert Hellis, F.B. Ingersoll, I.B. Dexter and _____, each of legal age, resident of the Philippine Islands and a majority of whom are citizens of the United States of America or the Philippine Islands, have this day associated ourselves together for the purpose of forming a corporation under the laws of the Philippine Islands.

AND WE HEREBY CERTIFY:

First - That the name of said corporation shall be **ISM COMMUNICATIONS CORPORATION***

Second -

PRIMARY PURPOSE

That the primary purpose or object for which the corporation is formed is**

To engage in any and all business related to pay-television (including cable and satellite), multi-media and information technology and other related businesses, including the development, licensing, marketing, sales, resale, distribution, operations, upgrading and maintenance of content and computer

* As amended at the stockholders' meeting held on March 26, 1956; As amended at the stockholders' meeting and Board of Directors' meeting both held on April 10, 2002.

** As amended at the stockholders' meeting held on February 4, 1974; As amended at the stockholders' meeting and Board of Directors' meeting both held on April 10, 2002.

software, primarily for but not limited to pay television or internet applications, provide internet, intranet, extranet and other telecommunications value-added services to any and all types of information technology users, in the local, regional and global markets, including but not limited to manufacturing, assembling, processing, producing, inventing and developing, any and all kinds of communications and telecommunications products and services; providing technical and maintenance support and services; purchase, sale, import and export, license, distribution and rental of any content, computer hardware, software, equipment and all other types of similar or allied products and the components thereof; engage in, conduct, carry on the business of buying and selling, distributing, marketing all kinds of goods, commodities, wares and merchandise over the internet; to invest in shares of stock or otherwise to acquire interests in any corporation, firm, or entity engaged or intending to engage, in any of the foregoing or similar, related or ancillary business or activity, and in connection therewith, to issue guarantees for the obligations of its subsidiaries or affiliates; and in consequence or as may be necessarily useful and convenient in the premises, undertake such activities which may be reasonably and conveniently carried on in connection with or incidental to the above purpose, or calculated, directly and indirectly to enhance the value of or render profitable any of the Corporation's properties or rights.*

SECONDARY PURPOSES

That the second purposes or objects for which the corporation is formed are:

1. To construct and maintain conduits, pipelines and lines of tubing for general purposes as well as for the use of said corporation, and to lay, rig, buy, lease, sell by wholesale; and otherwise contract for, and operate said conduits, pipelines and lines of tubings, as well as storage tanks, railways, transways, roadways, and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business; to buy, sell charter, operate and maintain tank steamers and other vessels of all kinds for the transportation of merchandise dealt in by the corporation;

2. To purchase otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, charge, sell, convey or otherwise dispose of, any and all kinds of gas works, mills, factories, installations, plants, shops, laboratories, electrical works, powerhouse, warehouses, terminals, office buildings, and other buildings and structures, roads, railroads, cars, railroad

* As amended at the stockholders' meeting and Board of Directors' meeting both held on April 10, 2002.

equipment, garages, motor and road equipment, aircraft and aircraft equipment, aviation fields, telephone and telegraph lines, transmission lines, wireless facilities, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment, and any and all kinds of machinery, apparatus, instruments, fixtures and appliances;

3. To acquire by purchase, lease, construct, concession or otherwise any and all real estate, lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interest and properties of every kind and description whatsoever which the corporation may deem necessary or appropriate in connection with the conduct of any business enumerated in these Articles of Incorporation, or of any other business in which the corporation may lawfully engage, and to own, hold, operate, improve, develop, reorganize, manage, grant, lease, sell, exchange or otherwise dispose of all the whole or any part thereof, to purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of all the whole or any part thereof, to purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of, water, and to acquire by purchase, lease or otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works and water systems for supplying water and water power for any and all uses and purposes; to purchase, create, generate or otherwise acquire, use, sell, supply or otherwise dispose of, electric current and electric steam and water power of every kind and description, and to sell, supply or otherwise dispose of light, heat and power of every kind and description;

4. Insofar as may be permitted by law, to purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, mortgage, assign, deal in, exchange, sell and otherwise dispose of, alone, or in conjunction with others, all kinds of securities, including but not limited to stocks, bonds, debentures, trust certificates, trust receipts, notes and other securities, choses in action and evidence of indebtedness of any corporation, association, partnership, syndicate, entity person or government, municipal or public authority, domestic or foreign, and evidence of any interest therein; and to promote, manage, participate in or act as principal or agent or any underwriting, purchasing or selling syndicate or group, and otherwise to take part in and assist in any legal manner in the purchase, sale or disposition of any such securities, provided, however, that the corporation shall not act as stock brokers;

5. Insofar as may be necessary to carry on the primary purpose of the corporation, to purchase or otherwise acquire and to own, sell, hold, use, convey, exchange, lease, mortgage, take options to, and otherwise deal in real properties, and to construct, enlarge, alter, improve or lease buildings or other structures on land held or owned by the corporation.

6. To act as managers or managing agents of the corporation, partnership, and other forms of business organizations; to provide advice for a commercial, industrial, manufacturing and other kinds of enterprise provided, however, that the corporation shall not manage funds, securities, portfolios or similar assets.

7. Insofar as may be permitted by law, to enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession and cooperation with any person, firm, partnership, corporation, association or other entity, whether domestic or foreign, for the purpose of carrying on any transactions deemed necessary, convenient or incidental to the purpose of which the corporation is organized and to undertake and carry on any other business venture on mercantile activity which may be undertaken or carried on by judicial persons as capitalists; financiers, merchants, contractors, commercial brokers, or agents, either directly itself in its own name or indirectly through the medium of ownership of shares or other interest in such business or enterprises;

8. To purchase or otherwise acquire as a going concern or otherwise, all or any part of the business, goodwill, rights, property, real or personal, and assets of all kinds, and in connection with the acquisition of the same to undertake, assume and guarantee all or any part of the liabilities of any corporation, association, partnership or person deemed to be beneficial to the corporation, in any manner in connection with any of its objects or purposes; and to pay for the same in cash, stock, bonds, notes and/or other securities of this corporation; to hold, possess, manage, conduct and carry on the whole or any part of the business so acquired and to pledge, mortgage, sell or otherwise dispose of any business or property so acquired in the manner and to the extent now or hereafter authorized or permitted by law.

9. To carry on a general import and exports business; to buy, sell or otherwise deal in wholesale quantities in all goods and merchandise which are the lawful objects of commerce.

10. To engage in and carry on any lawful manufacturing enterprise in the Philippines for the production of articles for domestic use of consumption or for export; to import, buy, sell and generally deal in at wholesale and with all machinery equipment, appliances and supplies required for such manufacturing operations; and to lease, purchase, or otherwise acquire, own, maintain, and operate factories, mills, warehouses, and other buildings or structures necessary or incidental to the conduct of such manufacturing activities;

11. To enter into, make and perform contract and arrangements of every kind and description for any lawful purpose for itself and for others with any person, firm association, corporation, municipality, body politic, county, territory, province, state, government or colony or dependency thereof, without limit as to amount and to obtain from any government or authority any rights, privileges, contracts and concessions which the corporation may deem desirable to obtain and carry out, exercise or comply with any such contracts, arrangements, rights, privileges and concessions, to acquire and to take over all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of, any person, firm association or corporation carrying on a business which the corporation is or may become authorized to carry on, or possessed of property suitable for the purpose of the corporation and to pay for the same in cash or in stock, bonds, or securities of the corporation, or other, and to hold, manage, operate, conduct, and dispose of in any manner the whole or any part of any such acquisitions and to exercise all the powers necessary or convenient in and about the conduct and management thereof.

12. To apply for, obtain, register, purchase, lease or otherwise acquire and to hold, own, use, exercise, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect of, or otherwise to turn to account or dispose of, any copyrights, trademarks, trade names, brands, labels, patents or inventions, improvements or processes used in connection with or secured under letters patent of any country, Government of authority, of otherwise, in relation in any of the purposes herein stated and to acquire use, exercise, or otherwise turn to gain licenses or rights in respect of any such copyrights trademarks, trade names, brands, labels, patents, inventions, improvements, processes and the like;

13. To borrow, or raise money for any of the purposes of the corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, discount, transfer, assign, execute, and issue promissory notes, draft, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and evidences of indebtedness and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time held or owned by the corporation on such terms and conditions as the Board of Directors of the Corporation shall authorize and as may be permitted by law; and to sell or otherwise dispose of any bonds, debentures, or other obligations of the corporation for its corporate purposes;

14. To purchase, hold, sell, exchange, reissue, transfer or otherwise deal in shares of its won capital stock, in its won bonds or other obligations

from time to time upon such terms as its Board of Directors shall determine, but the corporation shall not use any of its funds or property for the purchase of its own shares of stock when such use would impair the capital of the corporation;

15. Insofar as may be permitted by law, to mine, extract, remove or otherwise acquire, and use, turn to account and dispose of coal, oil, timber, metal, stone and minerals of every kind.

16. Insofar as may be permitted by law, to purchase, develop or in anyway acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements and any other real property of any kind or any interest therein; and to enter into contracts to buy or sell lands, buildings improvements and any other real property;*

17. Insofar as may be permitted by law, to design, construct, erect assemble, install, commission, operate and maintain power generating plants and related facilities for the conversion into electricity of hydropower, coal distillate, geothermal steam, landfill gas and other fuel;*

18. Insofar as may be permitted by law, to carry on and conduct a general construction business, including designing, constructing, enlarging, extending, repairing, completing, removing or otherwise engaging in any work on commercial or industrial structures, using any building materials and construction techniques now employed or to be developed; to make, execute, and receive contracts therefor or relating thereto or connected therewith.*

19. Insofar as may be permitted by law, to engage in the business of information technology, and telecommunication (wireless or otherwise) using computer hardware and/or software and other facilities encompassing various relevant stages inherent in the conduct of the business from project inception all the way through the normal process flow of planning, design, engineering, acquisition, erection/assembly, operation, maintenance, sale, servicing, and/or disposal relative to the foregoing business.**

* As amended at the stockholders' meeting held on May 5, 1995 and by the Board of Directors on March 28, 1995.

* As amended at the stockholders' meeting held on May 5, 1995 and the Board of Directors on March 28, 1995.

** As approved by the stockholders' representing at least 2/3 of the outstanding capital stock of the Corporation at the Stockholders' meeting held on July 25, 2001 and by the majority of the members of the board of directors at the board meeting held on June 22, 2001.

20. To carry on for itself or for others the business of mining in all its branches and to that end, to acquire, own, improve, develop, sell, lease, and convey lands and tenements or any right, title, interest, or privilege therein; to search, explore, examine, prospect for ores, minerals and mineral substances and all kinds, grades, forms descriptions and combinations, including but not limited to copper, nickel, manganese, gold, zinc, silver, brass, iron, tin, asbestos, sulphur and other sub-oil products and subsurface deposits of every nature and the products and by-products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances; to locate, purchase, lease and acquire land and/or off-shores areas with rights to prospect, drill, mine, bore and sink wells and shafts; to prospect, drill, produce, convey and transport oil, petroleum and gas, to carry on the business of storing and prospecting for, mining, producing, regrading, manufacturing, piping, transporting, buying and selling petroleum and other oil products and by-products; to buy, sell, furnish and supply the same; to operate and maintain oil and gas wells; to build, construct, purchase, maintain and operate warehouse, pumping plants, pipe lines, refineries, factories, mills, workshops, laboratories, and dwelling houses for workmen and others, to manufacture, buy, sell, by wholesale, import, export and deal in pumps, drills, fuses, caps candles, nitroglycerin, dynamite, and the necessary machinery, engines, drills and all appliances and conveniences for use in connection with mining and drilling for oil and gas; and to acquire petroleum, gas, oil and all kinds of minerals leaseholds, rights, properties, franchises, privileges, concessions and other interests.*

21. To engage in and carry on the business of milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in gold, silver, copper, lead, zinc, platinum, brass, iron and all kinds of ores, metals and minerals and the products and by-products thereof of every kind and description and by whatever process the same can be or may hereafter be produced;**

22. To carry on the business of metallurgists, contractors, assayers, manufacturers, importers, exporters, merchants, factors, agents, commission merchants and general brokers.***

*As amended at the stockholders' meeting held on February 4, 1974; Amended at the stockholders' meeting and Board of Directors' meeting both held on April 10,2002.

** Amended at the stockholders' meeting and Board of Directors' meeting both held on April 10,2002.

*** Amended at the stockholders' meeting and Board of Directors' meeting both held on April 10,2002

IN FURTHERANCE OF THE FOREGOING PURPOSES, the corporation shall have, among others, the following incidental powers:

(a) To acquire or obtain from any government authority, national or municipal, local or otherwise, or any corporation, company or person, such charters, franchises, licenses, rights, privileges, and concessions, as may be necessary or conducive to the attainment of any of the objects of the corporation;

(b) To apply for, obtain, register, purchase, lease, or otherwise acquire, and to the extent authorized by law, to hold, use, own, sell, assign, and otherwise dispose of any trademarks, trade names, distinctive marks, patents, inventions, improvements and processes, used in connection with or secured under letters patent of the Philippines or of any foreign country, and to use, exercise, grant licenses, in respect of and otherwise avail of the benefits of any patents, inventions, processes and the like, of any such property or rights;

(c) To enter into, make, perform and carry out contracts of every kind and for any lawful purposes, pertaining to the business of the corporation in any manner incident thereto, as principal agent, or otherwise with any person, firm, association or corporation.

(d) To borrow or raise money necessary to meet the financial requirement 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, bonds, debentures and other evidences of indebtedness in payment for property acquired by the corporation or for money borrowed in the prosecution of its lawful business.

(e) To do and perform all acts and things necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated or which shall at any time appear conducive to the protection or benefit of the corporation including the exercise of the powers and authority conferred upon corporations organized under the laws of the Philippines in general and upon domestic corporation like nature in particular, provided, however, that the funds of the corporation shall not be invested in any other corporation or business, or for any purpose other

than the main purpose for which this corporation has been organized, unless the requirements of Section 17-1/2 of the Corporation Law, as amended have complied with.

Third - That the principal office of the corporation is to be established or located is Metro Manila, Philippines*

Fourth - That the term for which said corporation is to exist is fifty (50) years from and after December 14, 1975.**

Fifth - That the names and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Residences</u>
A.R. Simmie	_____
Herbert Hellis	_____
F.B. Ingersoll	_____
I.B. Dexter	_____

Sixth - That the number of directors of said corporation shall be fifteen (15)*** and the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified are as follows:***

<u>Name</u>	<u>Residences</u>
Rafael O. Ortigas, Jr.	888 Notre Dame St., Mandaluyong City

* As amended at the stockholders' meeting held on May 9, 1986.

** As amended at the stockholders' meeting held on February 4, 1974.

***As amended by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at the stockholders' meeting held on July 25, 2001 and by the majority of the members of the board of directors and by the majority of the members of the Board of Directors at the board meeting held on June 22, 2001.

**** As amended at the stockholders' meeting and Board of Directors meeting both held on April 10, 2002.

Jose Ernesto C. Villaluna, Jr. 28 Kingfisher St., Green Meadows Q.C.

Froilan C. Gervasio 31 San Agustin, Capitol 8 Subd. Pasig

Alberto M. Montilla 878 Harvard St., Wack-Wack Vill. Mand

Celia V. De Jesus 405 Duke St. Greenhills, Mandaluyong

Rafael Andoni B. Ortigas Wack-Wack Subd. Mandaluyong City

Ignacio Ortigas 898 Notre Dame St., Mandaluyong City

Luis M. Alberto #2Plaza Binan, Laguna

Luciano H. Tan 3122 Second St., Sta. Mesa, Manila

Seventh - That the authorized capital stock of said corporation is One Billion Eight Hundred Million Pesos (P1,800,000,000), Philippine currency, and said capital stock is divided into One Hundred Eighty Billion (180,000,000,000) shares with a par value of One Centavo (P0.01) each.**

No stockholder shall because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or of any other securities convertible or carrying options or warrants to purchase stock of the Corporation. Any part of such stock or other securities

* *As amended at the stockholders' meeting held on March 28, 1966.

As amended at the stockholders' meeting held on February 3, 1975.

As amended at the stockholders' meeting held on February 3, 1975.

As amended at the stockholders' meeting held on June 4, 1993.

As amended at the stockholders' meeting held on May 5, 1995 and by the Board Directors on March 24, 1995.

Declassification of Class Common "A" shares and Class "B" shares into one unclassified shares as approved by the stockholders at the stockholders' meeting held on July 25, 2001 and by the members of the Board of Directors at the board meeting held June 22, 2001

As Amended at the stockholders' meeting held on April 10, 2002 and at the Board of Directors meeting held on September 2, 2005.

As Amended at the stockholders' meeting held on November 8, 2007 and at the Board of Directors meeting held on November 8, 2007.

may at any time be issued, optioned for sale, sold or disposed of by the Corporation pursuant to a resolution of its Board of Directors, to such persons and upon such terms as such Board may deem proper without first offering such stock or securities or any part thereof to existing stockholders.***

That no transfer of stock or interest which will reduce the percentage of ownership of citizens of the Philippines below that which is required by law shall be permitted to be registered in the books and records of the Corporation and this restriction shall be printed in all stock certificates of the corporation, unless such transfer shall have been first reported to the Board of Investment as required by the Rules and Regulations promulgated under R.A. No. 5455.

Eight - That the amount of said capital stock which has been actually subscribed is SIX HUNDRED THOUSAND PESOS (P600,000.00)*Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after each of their respective names:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
A.T. Simmie	_____	_____	_____
Herbert Hellis	_____	_____	_____
F.B. Ingersoll	_____	_____	_____
I.Q. Dexter	_____	_____	_____

Ninth - That the following persons have paid on the shares of capital stock for which they have subscribed the amount set out opposite their respective names:

<u>Name</u>	<u>Residence</u>	<u>Amount Paid On Subscription</u>
A.T. Simmie	Baguio	_____
Herbert Hellis	Baguio	_____
F.B. Ingersoll	_____	_____
I.B. Dexter	_____	_____

*** As amended by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at the stockholders' meeting held on July 25, 2001 and by the majority of the members of the board of directors and by the majority of the members of the Board of Directors at the board meeting held on June 22, 2001.

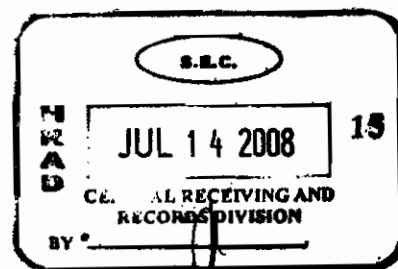
* Subscription based on original authorized capital stock.

Tenth - That _____ has been elected by the subscribers as treasurer of the Corporation, to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and that as such treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WIIEREOF, we have hereunto set our hands and seal this _____ day of _____, 1925, at _____, Philippine Islands.

IN THE PRESENCE OF:


DIRECTORS' CERTIFICATE




KNOW ALL MEN BY THESE PRESENTS:

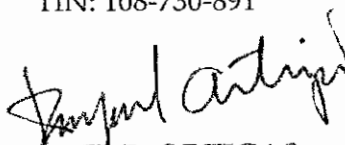
We, the undersigned, being the Chairman and Corporate Secretary and a majority of the members of the Board of Directors of ISM COMMUNICATIONS CORPORATION (the "Corporation"), do hereby certify that the accompanying Amended Articles of Incorporation of the Corporation reflecting the amendment to Article VII, increasing the authorized capital stock from Pesos One Billion Two Hundred Million (P1,200,000,000.00) divided into One Hundred Twenty Billion (120,000,000,000) shares, par value of One Centavo (P0.01) per share, to Pesos One Billion Eight Hundred Million (P1,800,000,000.00) divided into One Hundred Eighty Billion (180,000,000,000) shares, par value of One Centavo (P0.01) per share, is true and correct, and that the amendments were approved by at least a majority of the members of the Board of Directors and by the stockholders owning and/or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their respective meetings both held on 8 November 2007 at Makati City.

IN WITNESS WHEREOF, the undersigned directors, together with the Chairman and Secretary thereof, have hereunto set their hands this 8th day of November 2007 at Makati City.


ROBERTO V. ONGPIN
Chairman/Director
TIN: 130-725-714


ERIC O. RECTO
President/Director
TIN: 108-730-891


ROBERTO V. SAN JOSE
Corporate Secretary/Director
TIN: 126-470-483


RAFAEL B. ORTIGAS
Director
TIN: 190-639-264


IGNACIO R. ORTIGAS
Director
TIN: 113-029-376


ALBERTO M. MONTILLA
Director
TIN: 109-629-340

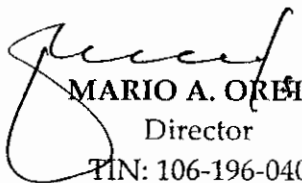



GREGORIO MA. ARANETA III
 Director
 TIN: 136-998-184


SCOTT SPROULE
 Director
 TIN: 245-771-430


LUCIANO H. TAN
 Director
 TIN: 103-971-988


WALTER W. BROWN
 Director
 TIN: 128-993-816


MARIO A. ORETA
 Director
 TIN: 106-196-040



DENNIS O. VALDES
 Director
 TIN: 141-808-058

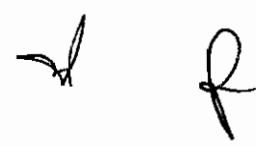
NOV 08 2007

SUBSCRIBED AND SWORN to before me this ___ day of _____ at
 Makati City, affiants exhibiting to me their Community Tax Certificate No. as follows:

<u>Name</u>	<u>TIN</u> <u>Comm. Tax Cert. No.</u>	<u>Issued On/At</u>
Roberto V. Ongpin	130-725-714	_____
Eric O. Recto	108-730-821	_____
Roberto V. San Jose	126-470-423	_____
Rafael B. Ortigas	190-639-244	_____
Ignacio R. Ortigas	113-029-376	_____
Alberto M. Montilla	109-029-340	_____
Gregorio Ma. Araneta III	136-998-184	_____
Scott Sproule	245-771-430	_____
Luciano H. Tan	103-971-988	_____
Walter W. Brown	128-993-816	_____
Mario A. Oreta	106-196-040	_____
Dennis O. Valdes	141-808-058	_____

Doc. No. 303
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 Series of 2007


ATTY. GERVACIO B. ORTIZ JR.
 NOTARY PUBLIC
 UNTIL DECEMBER 31, 2007
 PTR NO. 0017551
 APPT. M - 84/2007 TO 2008
 BP NO 658155 - LIFETIME MEMBER
 ROLL NO 40083





REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF TRANSPORTATION AND COMMUNICATIONS
NATIONAL TELECOMMUNICATIONS COMMISSION

2nd Indorsement

August 4, 2008

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 **ISM COMMUNICATIONS CORPORATION**, with the information that this Commission does not offer any objection to the amendments contained in Article VII thereof, subject to existing Constitutional and legal limitations and subject further to the condition that this shall not be construed as an authority for said corporation to engage in any telecommunication/broadcast activity without securing from Congress a franchise and from this Commission the appropriate permits and licenses, certificate of public convenience and necessity (CPCN), or certificate of public convenience (CPC), or certificate of authority (CA) in accordance with law.

Quezon City, Philippines.

JORGE V. SARMIENTO
Deputy Commissioner
(Officer-In-Charge)

ASF/mtzb
ind.110

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

SEC NUMBER: PW-808

FOR SEC TO PROVIDE: MAINTENANCE NO.:

TRANSACTION DATE

FILL-UP INSTRUCTIONS - Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes.

CURRENT COMPANY NAME (This must always be provided): ISM Communications Corporation

RESTRICT USE BY OTHERS

YES
 NO

RESERVATION NUMBER

NEW COMPANY NAME

COMPANY TYPE DS - DOMESTIC STOCK DN - DOMESTIC NON-STOCK DP - DOMESTIC PARTNERSHIP

PRINCIPAL OFFICE ADDRESS: 17th Floor Tower One, The Enterprise Center, 6766 Ayala Avenue, Makati City

AREA CODE

POSTAL CODE

TEL. NO. 886-6000

FAX NO. 886-6001

BUSINESS OFFICE ADDRESS

17th Floor Tower One, The Enterprise Center, 6766 Ayala Avenue, Makati City

AREA CODE

POSTAL CODE

TEL. NO. 886-6000

FAX NO. 886-6001

BUSINESS INFORMATION

PARTNERSHIP TYPE: L - LIMITED G - GENERAL
 N - NO SPECIAL REGISTRATION H - RA HOLDING F - FINANCIAL INSTITUTION
 E - FLA EXPORT R - FLA REPRESENTATIVE OFF Z - EPZA REGISTERED
 D - FLA DOMESTIC S - SUBIC REGISTERED B - BOI REGISTERED
 TERM OF EXISTENCE: 50 YEARS
 END DATE OF EXISTENCE: (MM/DD) DECEMBER 31
 ANNUAL MEETING (For domestic companies only): F - FIXED (MM/DD) / ___ / ___ V - VARIABLE: any day in May

NUMBER OF TYPE OF NON-STOCK CORPORATION (Refer to back of page for the classifications)	DIRECTORS (if stock co.): 15	TRUSTEES (if non-stock co.): N/A	PARTNERS (if partnership): N/A	STOCKHOLDERS (if stock co.):
	TOTAL CONTRIBUTION (Of non-stock Companies)	% OF FOREIGN MEMBERSHIP (Of non-stock companies)	TOTAL CONTRIBUTION (Of non-stock Companies)	TOTAL CONTRIBUTION (Of domestic partnership)
			Filipino:	Foreign:

COMPANY RELATIONSHIP - List all companies related to registrant. (Use additional sheets, if necessary.)
 RELATIONSHIP TYPE: M - DISSOLVED COMPANY (if due to merger) S - PARENT COMPANY (if registrant is a subsidiary) O - OTHERS
 (RELN TYPE) V - DISSOLVED COMPANY (if change of company type) A - AFFILIATE (Of registrant)

MAIN NO	RELN TYPE	SEC NUMBER	COMPANY NAME	START DATE	END DATE

MAIN NO - A (NEW), E (UPDATE EXISTING), OR D (DELETE) RELATIONSHIP

INDICATE START (if NEW) OR END DATE OF RELATIONSHIP

CERTIFIED CORRECT: ANA MARIA KATTIGBAK

POSITION Assistant Corporate Secretary

DATE: 9 January 2008

PROCESSING ATTORNEY: (Signature over printed name)

DATA CONTROL CLERK

DATE ENCODED BY: DATE ENCODED:

DATE RECEIVED: DATE REVIEWED:

COMPANY DATA MAINTENANCE FORM
 CHANGES IN CAPITAL STRUCTURE
 (FOR DOMESTIC STOCK CORPORATION ONLY)

SEC NUMBER: PW-808 FOR SEC TO PROVIDE: MAINTENANCE NO.: / / TRANSACTION DATE: / / PAGE 3 OF 3

FILL-UP INSTRUCTIONS: Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Refer to the back of this page for additional instructions.

COMPANY NAME: ISM Communications Corporation

CHANGE IN PAID-UP CAPITAL BY ASSET TYPE							
ASSET TYPE	C - CASH	P - PROPERTY	L - OFFSET OF LIABILITY	S - STOCK DIVIDEND	M - MEMBER	O - OTHERS	TOTAL
PREVIOUS BALANCE	P 941,224,190.20	P 68,167,610.93	P	P	P	P	P 1,009,391,801.13
INCREASE (DECREASE)	P 161,277,372.26						P 161,277,372.26
CURRENT BALANCE	P 1,102,501,562.46	P 68,167,610.93	P	P	P	P	P 1,170,669,173.39

INCREASE (DECREASE) IN FOREIGN EQUITY BREAKDOWN (Summarize by nationality the capital subscribed and paid up for by foreign stockholders - i.e., grouped by individuals and companies.)

NATIONALITY CODE		TOTAL FOREIGN EQUITY
NATIONALITY DESCRIPTION		
SUBSCRIBED CAPITAL		
PREVIOUS BALANCE	P	P
INCREASE (DECREASE) OF INDIVIDUALS		
COMPANY (IES)		
TOTAL INCREASE (DECREASE)		
NEW BALANCE	P	P

PAID-UP CAPITAL OF			
PREVIOUS BALANCE			
INCREASE (DECREASE) OF INDIVIDUALS			
COMPANY (IES)			
TOTAL INCREASE (DECREASE)			
NEW BALANCE	P	P	P

PERCENTAGE OF FOREIGN EQUITY:			
PREVIOUS BALANCE			
INCREASE (DECREASE) OF INDIVIDUALS			
COMPANY (IES)			
TOTAL INCREASE (DECREASE)			
NEW BALANCE	P	P	P

CERTIFIED CORRECT:  ANA MARIA KATTIGBAK
 (Signature over printed name) POSITION: Assistant Corporate Secretary
 DATE: January 9, 2008

PROCESSING ATTORNEY: PROCESSING EXAMINER: DATA CONTROL CLERK: DATA ENCODER:
 DATE RECEIVED: DATE REVIEWED: DATE REVIEWED: DATE ENCODED:



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

COMPANY REG. NO. FW-808

CERTIFICATE OF INCREASE OF CAPITAL STOCK

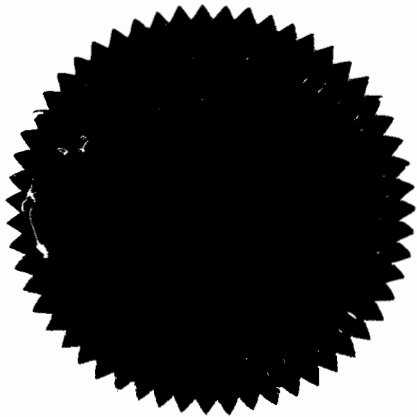
KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the certificate of increase of capital stock of the

ISM COMMUNICATIONS CORPORATION

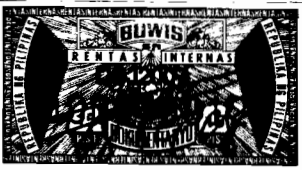
copy annexed, from P1,200,000,000.00 divided into 120,000,000,000 shares with the par value of P0.01 each, to P1,800,000,000.00 divided into 180,000,000,000 shares with the par value of P0.01 each, approved by majority of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on November 08, 2007 certified to by the Chairman and the Secretary of the stockholders' meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 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 6th day of August, Two Thousand Eight.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

- - - - - 8 0 8
SEC Registration Number

I S M C O M M U N I C A T I O N S C O R P O R A T I O N

(Company's Full Name)

1 7 t h F l o o r , T o w e r I , T h e E n t e r
p r i s e C e n t e r , 6 2 6 6 A Y a l a A v e . ,
M a k a t i C i t y

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

Sonia Veras
Contact Person

*MRD
CFD*

752-5858
Company Telephone Number

Increase in Authorized Capital Stock

1 2 3 1
Month Day
Fiscal Year

FORM TYPE

0 5
Month Day
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 ID

[Signature]
LCU 7-14 *[Signature]*
Cashier

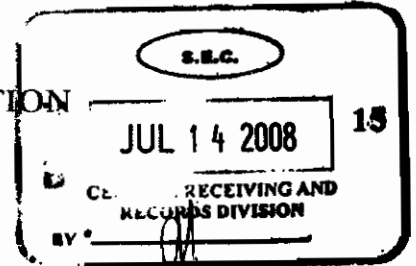
STAMPS

Remarks: Please use BLACK ink for scanning purposes

**DIRECTORS' CERTIFICATE OF INCREASE
OF AUTHORIZED CAPITAL STOCK**

OF

ISM COMMUNICATIONS CORPORATION



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being at least a majority of the Board of Directors of ISM Communications Corporation (the "Corporation"), together with the Chairman and Secretary of the meeting of the stockholders of said Corporation, duly held on November 8, 2007 at Makati City, do hereby certify:

I

That a meeting of the stockholders of the Corporation was duly called for the purpose of considering the increase of the authorized capital stock of the Corporation from Pesos One Billion Two Hundred Million (P1,200,000,000.00) divided into One Hundred Twenty Billion (120,000,000,000) shares, par value of One Centavo (P0.01) per share, to Pesos One Billion Eight Hundred Million (P1,800,000,000.00) divided into One Hundred Eighty Billion (180,000,000,000) shares, par value of One Centavo (P0.01) per share, and that all the requirements of Section 38 of Batas Pambansa Blg. 68, otherwise known as the Corporation Code of the Philippines, have been complied with.

II

That the stockholders owning at least two-thirds (2/3) of the entire issued and outstanding capital stock of the Corporation were present or represented at the stockholders' meeting on November 8, 2007.

III

That at said stockholders' meeting, the stockholders owning or representing at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation approved the increase of the authorized capital stock of the Corporation from Php 1.2

Billion divided into 120 Billion shares at a par value of P0.01 each share, to Php 1.8 Billion divided into 180 Billion shares at a par value of P0.01 each share of one (1) class.

IV

That the increase of authorized capital stock of the Corporation from Pesos One Billion Two Hundred Million (P1,200,000,000.00) divided into One Hundred Twenty Billion (120,000,000,000) shares, par value of One Centavo (P0.01) per share, to Pesos One Billion Eight Hundred Million (P1,800,000,000.00) divided into One Hundred Eighty Billion (180,000,000,000) shares, par value of One Centavo (P0.01) per share, was likewise approved by the vote of the majority of the Board of Directors at a special meeting held on November 8, 2007.

V

That the amount of said increase in authorized capital stock of the Corporation is Six Hundred Million Pesos (P600,000,000.00) Pesos, divided into Sixty Billion (60,000,000,000) shares of the par value of One Centavo (P0.01) per share all of the same class.

VI

That of the increase in the authorized capital stock of Six Hundred Million Pesos (P600,000,000.00), divided into Sixty Billion (60,000,000,000) shares, par value of One Centavo (P0.01) per share, 16,127,737,226 shares, with a par value of P161,277,372.26, have been subscribed and fully-paid in cash by the subscribers as listed in **Annex "A"** hereof:

VII

That the capital structure of the Corporation as of November 8, 2007, the date of the special meeting of the stockholders and directors, appears in **Annex "B"** hereof.

VII

That no bonded indebtedness has been incurred, created or increased as of the date of the stockholders' meeting.


IX

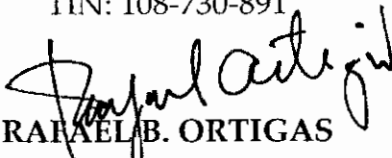
That the actual indebtedness of the Corporation at the day of the stockholders' meeting on November 8, 2007 amounted to approximately PhP10,719,490.82.

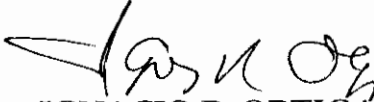
IN WITNESS WHEREOF, the undersigned Directors, Chairman and Secretary of the Stockholders' meeting have hereunto set their hands this 29th day of 2008 at Makati City.


ROBERTO V. ONGPIN
Chairman/Director
TIN: 130-725-714

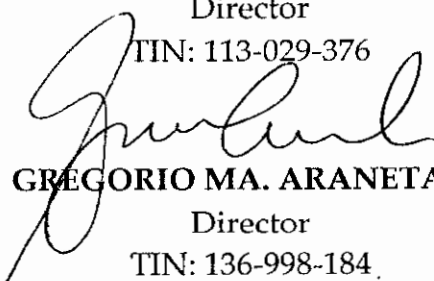

ERIC O. RECTO
President/Director
TIN: 108-730-891


ROBERTO V. SAN JOSE
Corporate Secretary/Director
TIN: 126-470-483

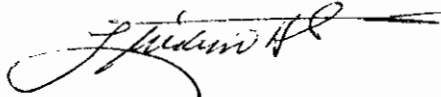

RARAEL B. ORTIGAS
Director
TIN: 190-639-264


IGNACIO R. ORTIGAS
Director
TIN: 113-029-376


ALBERTO M. MONTILLA
Director
TIN: 109-629-340

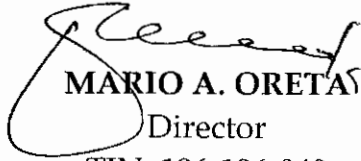

GREGORIO MA. ARANETA III
Director
TIN: 136-998-184


SCOTT SPROULE
Director
TIN: 245-771-430

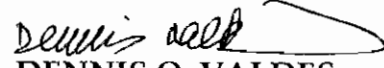


LUCIANO H. TAN
Director
TIN: 103-971-988

WALTER W. BROWN
Director
TIN: 128-993-816



MARIO A. ORETAS
Director
TIN: 106-196-040




DENNIS O. VALDES
Director
TIN: 141-808-058

SUBSCRIBED AND SWORN to before me this MAY 29 2008 at Makati City, affiants exhibiting to me their Community Tax Certificate No. as follows:

<u>Name</u>	<u>T. I. H. Comm. Tax Cert. No.</u>	<u>Issued On/At</u>
Roberto V. Ongpin	<u>TIN # 130-725-714</u>	_____
Eric O. Recto	<u>TIN # 108-730-891</u>	_____
Roberto V. San Jose	<u>TIN # 126-470-483</u>	_____
Rafael B. Ortigas	<u>TIN # 190-639-264</u>	_____
Ignacio R. Ortigas	<u>TIN # 113-029-376</u>	_____
Alberto M. Montilla	<u>TIN # 109-629-340</u>	_____
Gregorio Ma. Araneta III	<u>TIN # 136-998-184</u>	_____
Scott Sproule	<u>TIN # 245-771-430</u>	_____
Luciano H. Tan	<u>TIN # 103-971-988</u>	_____
Walter W. Brown	<u>TIN # 128-993-816</u>	_____
Mario A. Oreta	<u>TIN # 106-196-040</u>	_____
Dennis O. Valdes	<u>TIN # 141-808-058</u>	_____

Doc. No. 201 ;
Page No. 42 ;
Book No. 3 ;
Series of 2008.



LIAM S. PAGDANGANAN
Notary Public for Makati City
6th Floor Telecoms Plaza
316 Sen. Gil Puyat Avenue, Makati City
Appointment No. M-405 until 31 December 2008
Roll of Attorney No. 50213
PTR No. 1057148 ; January 30 2008 ; Makati City
IBP No. 735813 ; January 25 2008 ; Bulacan
TIN No. 238-336-610

Directors' Certificate of Increase
of Authorized Capital Stock
Annex "A"

Subscriber	Subscription		Amount Paid on Subscription (See note below)
	No. of Shares	Amount	
Asset Holder PCC No.2 Limited in respect of Ashmore Asian Recovery Fund	8,063,868,613	P80,638,686.13	P80,638,686.13
EMDCD Limited	8,063,868,613	P80,638,686.13	P80,638,686.13
Total	16,127,737,226	P161,277,372.26	P161,277,372.26

Note: This amount is exclusive of additional paid-in capital (APIC) of P267,922,627.74 which represents the difference between the par value of subscriptions in the total amount of P161,277,372.26 and the total payment thereon in the amount of P429,200,000.00 (which is the equivalent of US\$10,000,000.00 using the exchange rate of US\$1.00 to P42.920 as of November 15, 2007, the date said amount was credited to the account of the Corporation).

Directors' Certificate of Increase
of Authorized Capital Stock
Annex "B"

CAPITAL STRUCTURE AS OF NOVEMBER 8, 2007

Authorized Capital Stock	Php1,200,000,000 divided into 120 billion common shares with a par value of Php0.01 per share
Amount Subscribed	Php1,099,443,643.90 with additional paid-in capital of Php177,512,163.00
No. of Subscribed (includes treasury Shares, fully paid and partially paid outstanding Shares)	109,944,364,390 common shares
No. of Issued and Fully Paid Shares (includes treasury shares)	100,944,296,100 common shares worth an aggregate par value of Php1,009,442,961.00
No. of Partially-Paid Shares	9,000,068,290 ¹ common shares (with subscriptions receivables of Php90,000,682.90)
Amount Paid on Partially-Paid Shares	Php0.00
No. of Treasury Shares	5,115,990 common shares
Percentage of Foreign Shareholders	
Before Increase (based on 109,944,364,390 issued and subscribed shares as of November 8, 2007)	= 24.984%
After Increase (based on 109,944,364,390 issued and subscribed shares as of May 31, 2008 + 16,127,737,226 shares to be issued to EMDCD and ARF) -	= 33.82%
Percentage of Filipino Shareholders	
Before Increase -	75.016%
After Increase (based on 109,944,364,390 issued and subscribed shares as of May 31, 2008 + 16,127,737,226 shares to be issued to EMDCD and ARF) -	= 66.18%

¹ These are part of the subscription to 12,000,068,290 ISM shares by Philweb Inc. approved by the ISM Board on April 10, 2002, of which 3,000,000,000 common shares were fully paid in cash and 9,000,068,290 common shares were subscribed. These 9,000,068,290 subscribed common shares have not yet been fully paid.

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

TREASURER'S AFFIDAVIT

I, **Raquel Georgina G. Patdu**, of legal age, Filipino, with office address at the 17th Floor, The Enterprise Center Tower 1, 6766 Ayala Avenue, Makati City, being duly sworn, depose and state that:

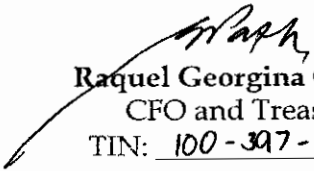
1. I am the duly elected Chief Financial Officer (CFO) and Treasurer of **ISM Communications Corporation** (the "Corporation"), and that as such CFO and Treasurer, I am authorized to receive for and in the name of the Corporation, all subscriptions paid or given by the subscribers.

2. At the special meeting of stockholders of the Corporation, duly held on 8 November 2007, the Corporation increased its authorized capital stock from Pesos: One Billion Two Hundred Million (₱1,200,000,000.00), divided into One Hundred Twenty Billion (120,000,000,000) shares, par value of One Centavo (₱0.01) per share, to Pesos: One Billion Eight Hundred Million (₱1,800,000,000.00), divided into One Hundred Eighty Billion (180,000,000,000) shares, par value of One Centavo (₱0.01) per share.

3. At least twenty-five (25%) or 16,127,737,226 shares (worth ₱161,277,372.26 at the par value of ₱0.01 per share) of the said increase in the authorized capital stock of the Corporation have been subscribed and fully paid in cash by **Asset Holder PCC No.2 Limited** in respect of **Ashmore Asian Recovery Fund** and **EMDCD Limited**, which payment represents fresh and additional paid-in capital of the Corporation.

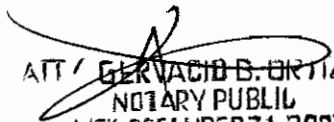
4. Since the **Asset Holder PCC No.2 Limited** in respect of **Ashmore Asian Recovery Fund** and **EMDCD Limited** have paid a total of ₱429,200,000.00 (the equivalent of US\$10,000,000.00 using the exchange rate of US\$1.00 to ₱42,920 as of November 15, 2007) for their subscriptions worth ₱161,277,372.26 at par value, there will be an additional paid-in capital (APIC) of ₱267,922,627.74.

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of November 2007, at Makati City, Metro Manila, Philippines.


Raquel Georgina G. Patdu
CFO and Treasurer
TIN: 100-397-003

SUBSCRIBED AND SWORN to before me this day of NOV 29 2007, at Makati City, Metro-Manila, affiant who is personally known to me exhibiting to me her ~~community tax certificate~~ ^{TIN} no. 100-347-003 issued on at .

Doc No.: 115;
Page No. 26;
Book No. LI;
Series of 2007.


ATTY. GERARDO B. ORTIZ
NOTARY PUBLIC
UNTIL DECEMBER 31, 2007
PTR NO. 0017551
APPT. M-84/2007 TO 2008
P NO. 656155 - LIFE TIME MEMBER
ROLL NO 40091