



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 April 20, 2010 by majority vote of the Board of Directors and on May 27, 2010 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, 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 9th day of September, Twenty Ten.


BENITO A. CATARAN

Director

Company Registration and Monitoring Department



COVER SHEET

0 0 0 0 0 0 0 8 0 8

S.E.C. 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

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(Company's Full Name)

P H A L P H A L A N D S O U T H G A T E T O W E R

2 2 5 8 C H I N O R O C E S A V E M A K A T I

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

RODOLFO MA. A. PONFERRADA

Contact Person

338-5599

Company Telephone Number

Amendment of Articles of Incorporation

1 2 3 1
Month Day
Fiscal Year

[Empty grid]
FORM TYPE

0 5 2 7
Month Day
Annual Meeting

[Empty box]
Secondary Licence Type, if Applicable

[Empty grid]
Dept. Requiring this Doc.

[Empty box]
Amended Articles Number/Section

[Empty box]
Total No. Of Stockholders

Total Amount of Borrowings
Domestic Foreign

TO BE ACCOMPLISHED BY SEC PERSONNEL CONCERNED

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File Number

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Document I.D.

STAMPS

LCU 9-9-10
Cashier

Remarks: Please use black ink for scanning purposes

AMENDED ARTICLES OF INCORPORATION
OF
ISM COMMUNICATIONS CORPORATION

KNOW ALL BY MEN BY THESE PRESENTS:

That we, A.T. Simmie, Herbert Hellis, F.B. Ingersoll and I.B Dexter, 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 software, primarily for but not limited to pay television or internet applications, provide internet, intranet 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

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

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 tubing, 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, plant, shops, laboratories, electrical works, powerhouse, warehouses, terminals, office buildings, and other buildings and structures, roads, railroads, cars, railroad 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, interests 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, 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 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 or for 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 require, 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, 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 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 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 the 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 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 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 therefore 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.*
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 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, reginning, manufacturing, piping, transporting, buying and

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

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selling petroleum and other oil products and by-products; to buy, sell, furnish and supply the same ; to operate and 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. ***

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 characters, 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;

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

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

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

(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 capital stock, bonds, debentures and others 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 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 residences of the directors of the corporation who are to serve until their successors are elected and qualified are as follows:

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

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

<u>Name</u>	<u>Residences</u>
Rafael O. Ortigas, Jr.	888 Notre Dame St., Mandaluyong City
Jose Ernesto C. Villaluna	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	#2 Plaza Biñan, Laguna
Luciano H. Tan	3122 Second St., Sta. Mesa, Manila

Seventh - That the authorized capital stock of said corporations is Two Billion Eight Hundred Million Pesos (P2,800,000,000), Philippine currency, and said capital stock is divided into **Two Billion Eight Hundred Million (2,800,000,000)** shares with par value of **One Peso (P1.00)** each. **(as amended on May 27, 2010)*

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 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 transfers 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.

* As first amended at the stockholders' meeting held on March 28, 1966; then as later amended at the stockholders' meeting held on February 3, 1975; and then as later amended at the stockholders' meeting held on June 4, 1993; and then as later amended at the stockholders' meeting held on May 5, 1995 and by the Board of Directors on March 24, 1995; and then as later amended in the stockholders' meeting held on July 25, 2001 and by the members of the Board of Directors at the board meeting held on June 22, 2001 resulting in the declassification of Class Common "A" shares and Class "B" shares into one unclassified shares; and then as later amended at the stockholders' meeting held on April 10, 2002 and at the Board of Directors meeting held on September 2, 2005; and then as later amended at the stockholders' meeting held on November 8, 2007 and at the Board of Directors meeting held on November 8, 2007; and then as further amended at the stockholders' meeting held on August 4, 2008 and at the Board of Directors meeting held on August 4, 2008; and finally as amended at the stockholders' meeting held on May 27, 2010 and by the Board of Directors on April 20, 2010.

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>No. of Shares</u>	<u>Amount Paid on Subscription</u>
A.T. Simmie	_____	_____	_____
Herbert Hellis	_____	_____	_____
F.B. Ingersoll	_____	_____	_____
I.Q. Dexter	_____	_____	_____

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 WHEREOF, we have hereunto set our hands and seal this _____ day of _____, 1925, at _____,

* Subscription based on original authorized capital stock.

IN THE PRESENCE OF:

_____	_____
_____	_____
_____	_____