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

COMPANY REG. NO. A199701848

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

AGRINURTURE, INC.
(Amending Article VII thereof.)

copy annexed, adopted on August 19, 2008 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, 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 November, Two Thousand Nine.

BENITO A. CATARAN
Director
Company Registration and Monitoring Department

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

42

Accountable Form No. 51 Revised 2006	**ORIGINAL** 78
DATE October 27, 2009	No. 0348717

PAYOR AGRINURTURE INC.
Q.C.

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
LRF (A0823)	131	CRMD	10.00
AMENDED ARTICLES	606	CRMD	500.00
		TOTAL	PHP 510.00

APPROVED ON 11-09-09
DATE CLAIMED 11-09-09
CENTRAL RECEIVING AND RELEASING UNIT

AMOUNT IN WORDS
FIVE HUNDRED TEN PESOS AND 0/100

Received ☒ Cash ☐ Treasury Warrant ☐ Check ☐ Money Order	Received the Amount Stated Above
Treasury Warrant, Check, Money Order Number	Ofelia A. Capispisan COLLECTING OFFICER
Date of Treasury Warrant, Check, Money Order	O.R. No. 0348717

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

4 10/26 21:05 ZLD

COVER SHEET

A 1 9 9 7 0 1 8 4 8

S.E.C. Registration Number

A G R I N U R T U R E , I N C .

(Company's Full Name)

3 5 G A S A N S T , M A S A M B O N G , S F D M

Q U E Z O N C I T Y , M E T R O M A N I L A

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

MARTIN C. SUBIDO

Contact Person

Company Telephone Number

AMENDED

1 2 3 1

Month Day

Fiscal Year

A O I

FORM TYPE

Last Saturday of December

Month Day

Annual Meeting

N/A

Secondary License Type, If Applicable

Dept. Requiring this Doc.

N/A

Amended Articles Number/Section

Total Amount of Borrowings

Five Hundred Two (502)

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU 10/28/09

Document I. D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

AMENDED

ARTICLES OF INCORPORATION
OF

AGRINURTURE, INC.
(Formerly: MABUHAY 2000 ENTERPRISES, INC.)

KNOW ALL MEN BY THESE PRESENTS:

That we are all of legal age, majority are residents of the Republic of the Philippines, have this day voluntarily associated ourselves together, for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

AGRINURTURE, INC.

SECOND: That the purpose for which said corporation is formed are:

PRIMARY PURPOSE

To engage in, conduct, and carry on the business of manufacturing, producing, growing, buying, selling, distributing, marketing, at wholesale only, insofar as may be permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description, including but not limited to food and agricultural products; to enter into all kinds of contracts for the export, import, purchase, acquisition, sale at wholesale only; and other disposition for its own account as principal or in a representative capacity as manufacturer's representative, upon consignment of all kinds of goods, wares, merchandise or products whether natural or artificial.

SECONDARY PURPOSE

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machines, 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 repayment thereof by mortgage, pledge, deed of trust

or lien upon properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the corporation in such manner as may be 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 this 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 out any of the purposes of this corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the right to hold purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines; and

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.

THIRD: That the place where the principal office of the corporation is to be established or located is in National Road, Pulilan, Bulacan, Philippines.

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

Name	Nationality	Residence
ANTONIO TIU		
LIN, SHIH-WEN		
YANG, CHUNG-MING		
JEFFREY HAO		
RAYMOND SHIH		

SIXTH: That the number of directors of the corporation shall be seven (7) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified by the by-laws are as follows:

Name	Nationality	Residence
ANTONIO TIU		
LIN, SHIH-WEN		
YANG, CHUNG-MING		
JEFFREY HAO		
RAYMOND SHIH		

SEVENTH: That the authorized capital stock of said corporation is THREE HUNDRED MILLION PESOS (P300,000,000.00) Philippine Currency and said capital stock is divided into THREE HUNDRED MILLION (300,000,000) shares with a par value of ONE PESO (P1.00) each. **The stockholders of the Corporation shall not enjoy any preemptive right to subscribe to all issues or disposition of shares of any class of the corporation.** *(As amended on 19 August 2008)*

EIGHTH: That the amount of said capital stock which has been actually subscribed is Two Million Five Hundred Thousand Pesos (P2,500,000.00), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed
Antonio Tiu		7,500	P750,000.00
Lin, Shih-Wen		5,000	500,000.00
Yang, Chung-Ming		5,000	500,000.00
Jeffrey Hao		3,750	375,000.00
Raymond Shih		3,750	375,000.00
Total		**25,000**	**P2,500,000.00**

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

Name	Amount Paid
Antonio Tiu	P187,500.00
Lin, Shih-Wen	125,000.00
Yang, Chung-Ming	125,000.00
Jeffrey Hao	93,750.00
Raymond Shih	93,750.00
TOTAL	**P625,000.00**

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 laws 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 certificates of stock to be issued by the corporation.

ELEVENTH: That ANTONIO L. TIU has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and shall have duly 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, the subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have set our hands this 23rd day of December 1996 at Manila, Philippines.

(Sgd.) **ANTONIO TIU**	(Sgd.) **LIN, SHIH-WEN**
(Sgd.) **YANG, CHUNG-MING**	(Sgd.) **JEFFREY HAO**

(Sgd.)
RAYMOND SHIH

Signed in the presence of:

(ineligible)   *(ineligible)*

ACKNOWLEDGMENT

Republic of the Philippines)
City of Manila) S.S.

BEFORE ME, a Notary Public in and for Manila, Philippines, this 23rd day of December 1996, personally appeared:

Name	Res. Cert. No.	Date & Place Issued
ANTONIO TIU		
LIN, SHIH-WEN		
YANG, CHUNG-MING		
JEFFREY HAO		
RAYMOND SHIH		

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

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

MA. LUCIA T. UY
Notary Public
Until December 31, 1997
PTR No. 0088844/4.15.96/Manila

Doc No. 309;
Page No. 63;
Book No. I;
Series of 1996.

(SEC Reg. No. A199701848)

REPUBLIC OF THE PHILIPPINES)
) S.S.

DIRECTORS' CERTIFICATE

We, the undersigned members of the Board of Directors of **AGRINURTURE, INC.** [formerly Mabuhay 2000 Enterprises, Inc.], (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with business address at No. 35 Gasan Street, Masambong, SFDM, Quezon City, Metro Manila, after having been duly sworn in accordance with law, hereby certify that:

1. At the Joint Special Meeting of the Stockholders and Board of Directors held on 19 August 2008 at the principal office of the Corporation, at which meeting the stockholders owning at least two-thirds (2/3) of the issued and outstanding shares of the capital stock of the Corporation were present in person or by proxy, and at least a majority of the members of the Board of Directors was present and acting throughout, the following resolutions were unanimously approved and adopted:

> "**RESOLVED**, That, subject to the approval of the Securities and Exchange Commission, the Corporation be hereby authorized and empowered to deny the preemptive right of the shareholders to subscribed to all issues or disposition of shares of any class;
>
> "**RESOLVED FURTHER**, That Article VII of the Articles of Incorporation be amended to read as follows:
>
>> "**SEVENTH:** The authorized capital stock of said corporation is Three Hundred Million Pesos (Php 300,000,000.00) Philippine Currency and said capital stock is divided into Three Hundred Million (300,000,000) shares with par value of One Peso (1.00) each. **The stockholders of the Corporation shall not enjoy any preemptive right to subscribe to all issues or disposition of shares of any class of the corporation.**"

2. The foregoing resolutions have not been amended nor rescinded, are still in full force and effect and are in accordance with the records of the Corporation presently in the custody of the Corporate Secretary.

IN WITNESS WHEREOF, we have hereunto set our hands this ____ day of 21 JUL 2009 2009 in MAKATI CITY.

ANTONIO L. TIU	**DENNIS SIA**
GEORGE UY	**LEONOR BRIONES**
CRISTINO LIM	**ALFONSO GO**

楊忠銘

YANG, CHUNG MING

MARTIN C. SUBIDO
Corporate Secretary

JUL 21 2009

SUBSCRIBED AND SWORN to before me this _____ day of _________ 2009 in CITY OF MAKATI, affiants exhibiting to me their Community Tax Certificates and competent evidence of their identity bearing their photograph and signature, to wit:

NAME	CTC NO.	PLACE/DATE ISSUED	GOV'T ISSUED ID	ISSUING AGENCY/ PLACE and DATE OF ISSUE
1. Antonio L. Tiu 2. Dennis Sia 3. Yang Chung Ming 4. Alfonso Go 5. George Uy 6. Cristino Lim 7. Leonor Briones				

Doc. No. 391;
Page No. 80;
Book No. XX;
Series of 2009.

ATTY. GERVACIO B. ORTIZ
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2009
PTR. NO. 0017551 – 1/ 05/ 09 AT MAKATI CITY
IBP NO. 656155 – LIFETIME MEMBER
APPT. M-84/2009 ROLL NO. 40091