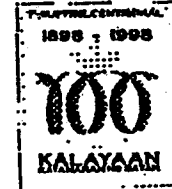




REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila



S.E.C. REG. NO. 14782

CERTIFICATE OF FILING OF AMENDED BY-LAWS

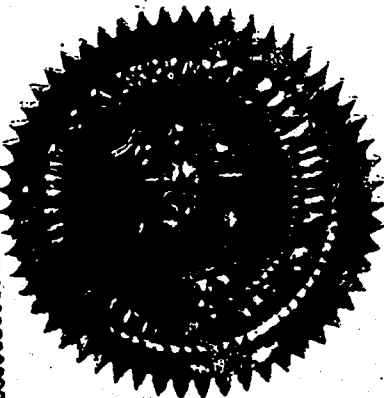
KNOW ALL MEN BY THESE PRESENTS:

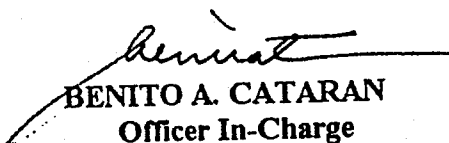
THIS IS TO CERTIFY that the Amended By-Laws of

LIBERTY FLOUR MILLS, INC.

copy annexed, adopted on May 31, 2000 by a majority vote of the Board of Directors and by the vote of the stockholders owning more than a majority of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 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 26th day of January, Two Thousand One.




BENITO A. CATARAN
Officer In-Charge

Company Registration and Monitoring Department



Certified True Copy:

Vicente S. Vargas
Corporate Secretary

SEC Number: 14782

File Number: _____

LIBERTY FLOUR MILLS, INC.

(Company's Full Name)

Liberty Building, 835 A. Arnaiz Avenue, Makati City

(Company's Address)

(632) 892 5011

(Telephone Number)

December 31

(Fiscal Year Ending
month & day)

BY-LAWS

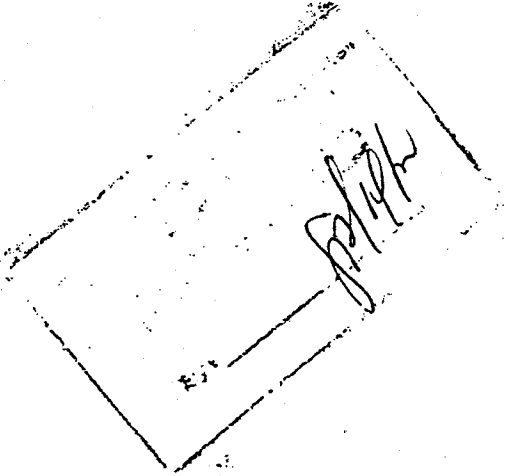
Form Type

AMENDED BY-LAWS

Amendment Designation (If applicable)

Period Ended Date

(Secondary License Type and File Number)

A rectangular stamp with a double-line border is located on the left side of the page. Inside the stamp, there is a handwritten signature in dark ink that appears to read "Vicente S. Vargas". The stamp is tilted slightly counter-clockwise.

Certified True Copy:

Vicente S. Vargas
Corporate Secretary

OF THE
LIBERTY FLOUR MILLS, INC.

ARTICLE I

OFFICE

The principal office of the company shall be located within the Municipality of Makati, Rizal. (As amended on May 28, 1971)

ARTICLE II

THE BOARD OF DIRECTORS

1. QUALIFICATION AND ELECTION. The general management of the corporation shall be vested in a Board of eleven (11) directors who shall be elected annually by the stockholders entitled to vote to serve until the election and qualification of their successors. Any vacancy in the Board of Directors may be filled by a majority vote of the remaining Directors if still constituting a quorum, and the directors so chosen shall serve for the unexpired term. (As amended on September 6, 1960)

2. QUORUM. The directors shall act only as a Board, and the individual directors shall have no power as such. A majority of the Directors shall be necessary at all meeting to constitute a quorum for the transaction of any business and every decision of the majority quorum duly assembled as a Board shall have be valid as a corporate act.

3. MEETING. The Board of Directors shall hold a meeting for organization immediately after their election, of which meeting no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings every last Wednesday of the month, at the office of the company or at such other place as the Board may fix. (As amended on April 28, 1978 and as further amended on May 31, 2000)

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Vicente S. Vargas
Corporate Secretary

Special meetings of the Board of Directors may be called by the President on one day's notice to each director either personal or in writing, or on the written request of two directors.

The executive officers of the corporation who are not members of the Board, more particularly, the Vice President, Treasurer, Secretary and Legal Counsel, shall have the right to participate in the deliberation of the Board, but without the right to vote, nor shall they be counted in determining the existence of a quorum.

4. POWERS. The Board of Directors shall have the management of the business of the company and such powers and authorities as are herein by these by-laws or by statutes of the Philippines expressly conferred upon it.

Without prejudice to the general powers hereinabove conferred, the Board of Directors shall have the following express powers:

a. From time to time to make and change the rules and regulations not inconsistent with these by-laws for the management of the company's business and officers;

b. To purchase or otherwise acquire for the company rights or privileges which the company is authorized to acquire at such prices and on such terms and conditions and for such consideration as it shall from time to time see fit;

c. To pay for any property or rights acquired by the company or to discharge obligations of the company either wholly or partly in money or in stock, bonds, debentures or other securities of the company;

d. To borrow money for the company and for such purpose to create, make and issue mortgages, bonds, deeds of trust and negotiable instruments or securities secured by mortgage or pledge of property belonging to the company; provided, that, as hereinafter provided, the officers of the company shall have these powers unless expressly limited by the Board of Directors;

e. To delegate, from time to time, when not prohibited by law any of the powers of the Board, in the

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Page 2

Vicente S. Vargas
Corporate Secretary

to any standing or special committee or to any officer or agent, or by management agreement and/or to appoint any person to be agents of the company with such powers (including the power to sub-delegate) and upon such terms, as may be deemed fit.

5. COMPENSATION. Directors, as such, shall receive such compensation for their services as may be from time to time fixed by the stockholders.

ARTICLE III

OFFICERS

1. GENERAL. The officers of the corporation shall consist of a Chairman of the Board, a President, an Executive Vice-President, a Treasurer, a Secretary, and such other officers whose positions the Board of Directors may create, including any number of Vice-President, all of whose powers and duties shall be as provided by the Board in conformity with the provisions of these by-laws. All officers shall be elected to their offices by a majority vote of the Board of Directors. Two or more officers may be vested in the same person whenever deemed convenient or expedient, provided their functions are not incompatible, with each other.

2. CHAIRMAN OF THE BOARD. The Chairman of the Board shall be elected by the Board of Directors from their own number. He shall have the following powers and duties:

a. Preside at all meetings of the stockholders and of the directors;

b. Take the initiative in establishing new business connections for the corporation and of studying the possibilities of new fields for investment;

c. Submit matters of policy for the consideration of the Board.

3. PRESIDENT. The President shall be elected by the Board of Directors from their own number. He shall have the following powers and duties:

a. Exercise general supervision over all other of the corporation;

b. Execute on behalf of the corporation contracts and agreements which the said corporation may enter into; but this power shall be exclusive and the Board of Directors may for convenience or any other reason designate any other official or agent to sign contracts and agreements on behalf of the corporation;

c. Unless other officers are so designated by the Board, to sign, indorse, and deliver alone or in conjunction with other officials whom the Board may designate, all checks, drafts, bills of exchange, promissory notes and orders of payments of sums of money in the name and on behalf of the corporation;

d. Submit an annual report of the operations of the corporation to the Board of Directors and as such other times as the latter may request, and an annual report thereof to the stockholders at the annual meetings;

e. Exercise such other powers and perform such other duties as the Board of Directors may from time to time fix or delegate.

4. EXECUTIVE VICE-PRESIDENT. The Executive Vice-President shall likewise be elected by the Board of Directors and he may not be a stockholder of the corporation. He shall have the following powers and duties;

a. Be vested with all the powers and authorities of, and required to perform all the duties of the President during the absence or incapacity of the latter for any cause;

b. Have direct and active management of the management of the business and operations of the company, conducting the same according to the order, resolutions and instructions and instruction of the Board of Directors and the President and according to his own discretion whenever and wherever the same is not expressly limited by such orders, resolutions and instructions;

c. With the approval of the Board, to appoint and at his direction remove or suspend any or all of the agents,

employees and subordinate personnel of the company, and prescribe their duties and fix or change from time to time their respective salaries or wages, and require guarantees or bonds in such amounts as he may determine to secure the faithful discharge by certain employees or agents of their official trust;

d. Exercise general superintendence and direction over all agents, employees, and other subordinate personnel of the corporation, and see that their respective duties are properly performed;

e. Submit to the Board of Directors such statements, reports, memoranda and accounts as the law may require and prepares such statements and reports as may be required from time to time by the law with respect to corporations organized according to the Philippine Law;

f. Perform such other duties as may be prescribed by the Board of Directors or which may properly pertain to his office and which in his judgment will serve the best interests of the corporation, in conformity with the provisions of the statutory law and of these by-laws;

5. TREASURER. The Treasurer shall be elected by the Board of Directors, and he may or may not be a stockholder of the company. He shall hold office at the pleasure of the Board, and he shall have the following powers and duties:

a. Have custody of, and be responsible for all the funds, securities and bonds of the company, and keep a complete and accurate record of receipts and disbursements and other commercial transactions in the corresponding books of account of the corporation and see to it that all disbursements and expenditures are evidenced by appropriate vouchers;

b. Deposit in the name and to the credit of the company in such bank or banks as may be designated from time to time by the Board of Directors, all of the money, funds, securities, bonds and similar valuable effects belonging to the corporation which may come under his control;

c. Render an annual statement showing the financial condition of the corporation on the 31st day of December of

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Vicente S. Varona
Corporate Secretary

each year and such other financial reports as the Board of Directors or the President may from time to time require;

d. Receive and give receipts for all moneys paid to the company from any source whatsoever, and generally to perform such other duties as may be required by law or prescribed by the Board of Directors or of the President.

The Treasurer may delegate the routine duties of his office to one or more employees of the company with the approval of the President. He or those to whom his duties may be delegated by the Board may be required to give bond with sufficient sureties for the faithful performance of his duties.

6. SECRETARY. The Secretary shall be elected by the Board of Directors, and he may or may not be a stockholder of the company. He shall hold office at the pleasure of the Board, and he shall perform the following duties:

a. Keep full minutes of all meetings of the Board of Directors and of the stockholders;

b. Keep the stock and transfer book and the corporate seal which he shall stamp on all documents requiring such seal of the corporation;

c. Fill and countersign all the certificates of the stock issued, making the corresponding annotation in the margin or stub of such certificate upon issuance;

d. Give or cause to be given all notices required by law or by-laws of the corporation as well as notices of all meetings of the Board of Directors and of the stockholders;

e. Perform such other duties as may be prescribed by the Board of Directors or the President.

7. COMPENSATION. All officers shall receive such salaries or compensation as may be fixed by the Board of Directors.

8. VACANCIES IN AND DELEGATION OF OFFICERS. If the office of the Chairman of the Board, President, Executive Vice-President, any Vice-President, Treasurer, Secretary or

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Vicente S. Vargas ^{Page 6}
Corporate Secretary

Director becomes vacant by death, resignation or otherwise, the remaining directors, if still constituting a quorum by a majority vote may choose a successor or successors who shall hold office for the unexpired term, (As Amended on Sept. 6, 1960)

In case of the temporary absence of any officer of the company, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officers to any other officer or to any director for the time being, provided a majority of the Board concur therein and such delegation is not covered by any express provision of these by-laws.

ARTICLE IV

CERTIFICATE OF STOCK

Each stockholder whose share of stock has been paid in full shall be entitled to a stock certificate for such share of stock.

The certificate of stock shall be in such form and design as may be determined by the Board of Directors.

Every certificate shall be signed by the President, and countersigned by the Secretary, and shall state on its face the number, the date of the issuance, and the number of shares for which it was issued, and the name of the person in whose favor it was issued. (As amended on April 27, 1973)

ARTICLE V

TRANSFER OF SHARES OF STOCK

Shares of stock shall be transferred by delivery of certificate indorsed by owner or his attorney-in-fact or other person legally authorized to make the transfer, but no transfer shall be valid, except as between the parties, until the transfer is annotated in the books of the Corporation.

No surrendered certificate shall be cancelled by the Secretary until a new certificate in lieu thereof is issued,
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Vicente S. Vargase 7
Corporate Secretary

and the Secretary shall keep the cancelled certificate as proof of substitution. If a stock certificate is lost destroyed, the Board of Directors may order the issuance of a new certificate in lieu thereof, after satisfactory proof of the loss or destruction of the original certificate and upon proper request for the issuance of such new certificate to the Board of Directors which may require such guaranty as it deems sufficient and after compliance with Republic Act. No. 201.

ARTICLE VI

FISCAL YEAR, DIVIDENDS ACCOUNT

1. FISCAL YEAR. The fiscal year of the company shall begin on the first day of January and shall end with the last day of December of such year.

2. DIVIDENDS. No dividends shall be declared that will impair the capital of the company. (As amended on March 19, 1974)

3. INSPECTION OF ACCOUNTS. The books, account and records of the company shall be open to inspection by any member of the Board of Directors at all times. Stockholders may inspect said books, accounts and records of the corporation at reasonable times of any business day.

ARTICLE VII

STOCKHOLDERS' MEETING

1. PLACE. All meetings of the stockholders shall be held at the principal office of the company, unless written notices of such meeting should fix another place within the place where the principal office is located or within the Municipality of Makati, Rizal. (As amended on May 28, 1971)

2. PROXY. Stockholders when entitled to vote at all meetings either in person or by proxy duly given in writing and presented to the Secretary for inspection and record at or prior to the opening of said meeting.

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Vicente S. Vargas ^{Page 8}
Corporate Secretary

3. QUORUM. No stockholders' meeting shall be competent to decide any matter or transact any business unless a majority of the subscribed stock entitled to vote is present or represented thereat, except in those cases in which the Corporation Law requires the affirmative vote of a greater proportion.

4. VOTE. Voting upon all questions at meeting of the stockholders shall be by share of stock and not per capita.

5. ANNUAL MEETING. The regular annual meeting of the stockholders shall be held at its principal office or at such other place in Makati, Metro Manila, as the Board may fix, not later than the last Wednesday of May of each calendar year when they shall elect by a plurality of vote by ballot a board of eleven (11) directors to serve for one year until their successors are elected and qualified. (As amended on April 28, 1978 and as further amended on May 31, 2000)

Written notice of the annual meeting of the corporation shall be sent to each registered stockholder at least ten (10) days prior to the date of such meeting. Waiver of such notice may only be made in writing.

6. SPECIAL MEETING. Special meetings of the stockholders may be called by the President at his discretion or on the demand of the stockholders holding the majority of the subscribed capital stock of the corporation entitled to vote.

A written notice stating the day, hour and place of the meeting and the general nature of the business to be transacted shall be sent to each stockholder at least five(5) days before the date of such special meeting; Provided, that this requisite may be waived in writing by the stockholders.

7. MINUTES. Minutes of all meetings of the stockholders shall be kept and carefully preserved as a record of the business transacted at such meeting. The minutes shall contain such entries as may be required by law.

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Vicente S. Vargas
Corporate Secretary

ARTICLE VIII

SEAL

The seal of this corporation shall be a circular disc inside which is engraved the symbol of the cry of Balintawak, at the base of which is 1958, surrounded on the upper circumference the words LIBERTY FLOUR MILLS, INC.

ARTICLE IX

AMENDMENTS

The stockholders, by the affirmative vote, of the majority of the subscribed capital stock may make, alter or amend the by-laws at any regular meeting, or any special meeting called for that purpose.

IN WITNESS WHEREOF and in compliance with the requirements of the Corporation Law of the Philippines and by virtue of the approval of these By-Laws during the shareholders' meeting of the LIBERTY FLOUR MILLS, INC., held at its offices at No. 357 Natividad Bldg., T. Pinpin St., City of Manila, Philippines, on December 27, 1958, the shareholders sign these presents:

(SGD.) JOSE SORIANO, in his personal capacity and as proxy for Julio Soriano, Pacita Soriano, Angel Vargas, Edgardo Jalandoni, Jesus Jalandoni, Juan Jalandoni and Eduardo Lopez

(SGD.) EDGARDO KALAW, in his personal capacity and as proxy for Victoria Kalaw, Edgardo Kalae, Jr. and as proxy for Socorro Kalaw, Socorro Vda. De Araneta and Zoila del Rosario;

(SGD.) AUGUSTO KALAW, in his personal capacity and as proxy for Maria T. Vda. De Kalaw, Maximo kalaw, Jr., Erlinda K. Ilusorio, Lita Sison Kalaw;

(SGD.) JOSE GANA, in his personal capacity and as proxy for Filomena Gana, Maria Paz Gana and Clotilda Vda. de Arevalo;

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Vicente S. Vargas
Corporate Secretary 10

(SGD.) FELIX D. MARAMBA, in his personal capacity and as proxy for Daniel K. Maramba, Federico K. maramba, and Soledad Maramba;

(SGD.) VINCENT RECTOR, in his personal capacity and as proxy for Alicé Recto;

(SGD.) ROMEO GONZALEZ, in his personal capacity and as proxy for Beatriz Gonzalez and in trust for B. Gonzalez, F. Gonzalez and N. Gonzalez;

(SGD.) SIXTO ROXAS, as proxy for Maria Escoda Roxas;

(SGD.) TEOFILO REYES

(SGD.) ALFONSO TAN

(SGD.) BENJAMIN GANA

ATTEST:

(SGD.) JOSE SORIANO
Chairman

(SGD.) ROMEO GONZALEZ
Secretary

Certified True Copy:

Vicente S. Vargas
Corporate Secretary

CERTIFICATE OF AMENDMENT

OF

BY-LAWS

WE, the President and the Secretary of LIBERTY FLOUR MILLS, INC. and a majority of its Board of Director, do hereby certify that the attached is a copy of the By-Laws of the above-mentioned corporation as amended by affirmative vote of at least two-third (2/3) of the outstanding capital stock and by affirmative vote of the majority of the Board of Directors during the regular stockholders' meeting held on May 31, 2000 at the office of the corporation at Liberty Building, 835 A. Arnaiz Avenue, Makati City, when the following resolution was duly approved:

RESOLUITON

"RESOLVED, as it is hereby resolved, to amend Article II, Paragraph 3, and Article Vii, Paragraph 5 of the Corporation's By-Laws as follows:

"ARTICLE II

THE BOARD OF DIRECTORS

X X X

THE BOARD OF DIRECTORS

3. MEETING. The Board of Directors shall hold a meeting for organization immediately after their election, of which meeting no notice shall be required. Thereafter, the board of Directors shall hold regular meetings every last Wednesday of the month, at the office of the company or at such other place as the Board may fix. (As amended on April 28, 1979 and as further amended on May 31, 2000)

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Vicente S. Vargas
Corporate Secretary

ARTICLE VII

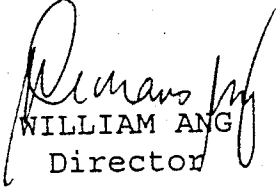
STOCKHOLDERS' MEETING

5. ANNUAL MEETING. The regular annual meeting of the stockholders shall be held at its principal office or at such other place in Makati, Metro Manila, as the Board may fix, not later than the last Wednesday of May of each calendar year when they shall elect by a plurality of vote by ballot a board of eleven (11) directors to serve for one year until their successors are elected and qualified. (As amended on April 28, 1978 and as further amended on May 31, 2000)

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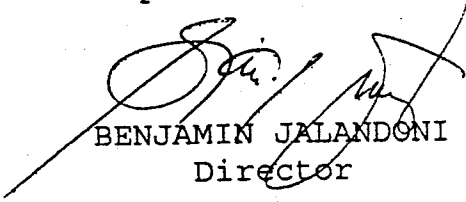
IN WITNESS WHEREOF, we have hereunto set our hands which DEC 13 2000 day of _____, 2000 at Makati City, The Philippines.


FELIX K. MARAMBA, JR.
President


WILLIAM ANG
Director


JESUS JALANDONI
Director

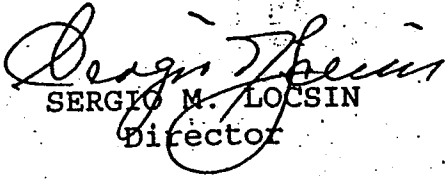

JOSE A. FERIA, JR.
Corporate Secretary

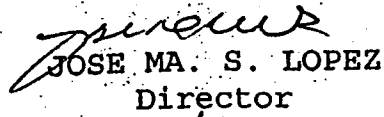

BENJAMIN JALANDONI
Director

MAXIMO KALAW, JR.
Director

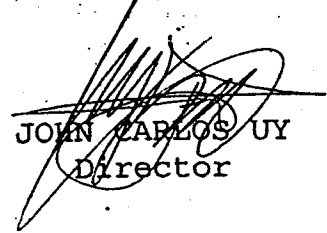
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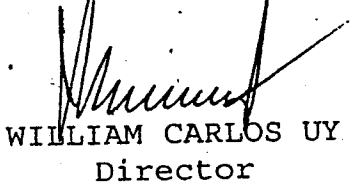
Vicente S. Vargas Page 2
Corporate Secretary


SERGIO M. LOCSIN
Director


JOSE MA. S. LOPEZ
Director

DAVID NG
Director


JOHN CARLOS UY
Director



WILLIAM CARLOS UY
Director

VINCENT VARGAS
Director

SUBSCRIBED AND SWORN to before me this DEC 13 2000 day of _____, 2000, affiants exhibiting to me their Community Tax Certificates as follows:

<u>Name</u>	<u>Comm. Tax Cert. No.</u>	<u>Date/Place Issued</u>
Felix K. Maramba, Jr.	14472457	02/18/2000 Makati City
Jose A. Feria, Jr.		
William Ang	14472488	02/18/2000 Makati City
Benjamin Jalandoni	14472473	02/18/2000 Makati City
Jesus Jalandoni	14472471	02/18/2000 Makati City
Maximo Kalaw, Jr.		
Sergio M. Locsin	14472467	02/18/2000 Makati City
Jose Ma. S. Lopez	14472455	02/18/2000 Makati City
David Ng	01612073	02/19/2000 Pasig City
John Carlos Uy	14423939	01/17/2000 Makati City
William Carlos Uy	14423935	01/17/2000 Makati City
Vincent Vargas	14426105	01/17/2000 Makati City

Doc. No. 46
Page No. 11
Book No. IV
Series of 2000.


RACHELLE ALMA R. PANGAMBAN
NOTARY PUBLIC
UNTIL DECEMBER 31, 2000
PTR NO. 1882496-1, 10/2000
MAKATI

Certified True Copy:

Vicente S. Vargas
Corporate Secretary

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

SEC NUMBER 17478211111 FOR SEC TO PROVIDE: MAINTENANCE NO. 1111111111 TRANSACTION DATE 1111111111
 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) LIBERTY FLOUR MILLS, INC. RESTRICT USE BY OTHERS? [] YES [] NO

RESERVATION NUMBER NEW COMPANY NAME
 n/a n/a

GENERAL INFORMATION
 COMPANY TYPE [] DS - DOMESTIC STOCK [] DN - DOMESTIC NON-STOCK [] DP - DOMESTIC PARTNERSHIP CHANGE FROM STOCK TO NON-STOCK? [] YES [] NO
 PRINCIPAL OFFICE ADDRESS Liberty Building, 835 A. Amaiz Avenue, Makati City
 AREA CODE 1111111111 POSTAL CODE 1111111111 TEL NO. (632) 892 5011 FAX NO.
 BUSINESS OFFICE ADDRESS Liberty Building, 835 A. Amaiz Avenue, Makati City
 AREA CODE 1111111111 POSTAL CODE 1111111111 TEL NO. (632) 892 5011 FAX NO.

BUSINESS INFORMATION
 PARTNERSHIP TYPE [] L - LIMITED [] H - FIA [] F - FINANCIAL INSTITUTION
 [] G - GENERAL [] R - REPRESENTATIVE OFFICE [] Z - EPZA REGISTERED
 [] D - FIA DOMESTIC [] S - SUBIC REGISTERED [] B - BOI REGISTERED
 INDUSTRY CODE TERM OF EXISTENCE 50 YEARS 2008 ANNUAL MEETING (For domestic companies only) [] F - FIXED (MM/DD) / ___ / [] V - VARIABLE Friday of May of each year

NUMBER OF DIRECTORS (if stock co.) 11 TRUSTEES (if non-stock co.) PARTNERS (if partnership) STOCKHOLDERS (if stock co.)
 TYPE OF NON-STOCK CORPORATION (Refer to back of page for the classification) TOTAL CONTRIBUTION (of non-stock companies) % OF FOREIGN MEMBERSHIP (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 - OTH
 (REL.N. TYPE) V - DISSOLVED COMPANY (if change in company type) A - AFFILIATE (of registrant)
 SEC NUMBER COMPANY NAME START DATE END DATE
 E (UPDATE EXISTING) OR D (DELETE RELATIONSHIP)
 INDICATE START (if new) OR END DATE OF RELATIONSHIP

CERTIFIED CORRECT: JOSE A. FERIA, JR. POSITION: Corporate Secretary DATE:
 (Signature over printed name)
 PROCESSING ATTORNEY: DATA CONTROL CLERK: DATA ENCODED BY:
 DATE REVIEWED: DATE REVIEWED: DATE ENCODED:

AMENDMENT DATA SHEET

Registration Number **14782** Corporate Name **LIBERTY FLOUR MILLS, INC.** Code _____
 AOCI/BL Number/Section _____ Description _____ From/Deletion _____ To/Addition _____

BL Art. II, par. 3 Meeting of Board of Directors "once a month, on such day and "every last Wednesday of the month" time as may be designated by the Board" "last Wednesday of May"
 BL Art. VII, par. 5 Annual Meeting of Stockholders "SECOND FRIDAY OF MAY"

Indicate if Article of Incorporation or By-Laws Certified Correct: <u>JOSE A. FERMA, JR.</u> Signature over Printed Name Position: <u>Corporate Secretary</u> Date: <u>November 29, 2000</u>	Date of Board/Trustee's Approval Date of Stockholders'/Members' Approval <u>May 31, 2000</u> Date Approved by SEC <u>/</u>	If Applicable: For Increase/Decrease in Capital Stock Reason For Dissolution Reason Code Code
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Certified True Copy:
 Vicente S. Vargas
 Corporate Secretary

Note: Use Form 02 as annex of this Form if Amendment is an Increase/Decrease in Capital Stock. Fill up Annex as Increased or Decreased.
 Additional Annexes for SEC personnel. Use additional sheets if necessary.