

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

COMPANY REG. NO. CS200812440

COMPANY TIN 007-095-625

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

BIGLIFT PROPERTIES AND DEVELOPMENT CORPORATION

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg.68), and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but 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.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

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 13th day of August, Two Thousand Eight.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

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S.E.C. Registration Number

B I G L I F T P R O P E R T I E S A N D
D E V E L O P M E N T C O R P O R A T I O N

(COMPANY'S FULL NAME)

C h a r l i e B u i l d i n g

S u B i c I n t e r n a t i o n A l

H o T e l S u b i c B a y

F r E e p o R t Z o n e

PIERRE R. ORDONA
Contact Person

O906-467-5996
Company Telephone Number

1 2 3 1
Month Day

Form Type

0 9 3 0
Month Day

Fiscal Year

Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

6
Total No. of Stockholders

Total amount of Barrowings
Domestic Foreign

To be accomplished by SEC Personnel Concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

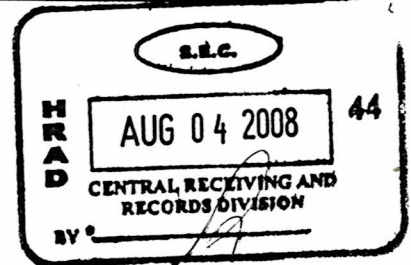
CS200812440

ARTICLES OF INCORPORATION

OF

BIGLIFT PROPERTIES AND DEVELOPMENT CORPORATION

Know All Men By These Presents:



The undersigned incorporators, all of legal age and residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: That the name of this corporation shall be:

BIGLIFT PROPERTIES AND DEVELOPMENT CORPORATION

SECOND: A. That the purposes of this corporation are:

PRIMARY PURPOSE

To engage in the use, improvement, development, subdivision, leasing and holding for investment or otherwise, real estate of all kinds of building and real estate properties including land as well as in the construction, management to include sub-leasing operation and operation thereof.

SECONDARY PURPOSE

- 1.. To purchase, acquire, sell, lease, exchange, mortgage or otherwise dispose of, within limits allowed by law, any and all real estate and personal properties of every kind and description whatsoever as may be necessary or requisite for its purposes, and to purchase, lease, contract or in any other manner acquire buildings, storehouses, warehouses and works of all kinds, or interests and participation in the same, and in the furtherance of, and in conjunction with the general business of the Corporation, to acquire, lease, construct, operate any kind of land, water or air transportation facility for the moving of its products, property and supplies between any and all places within and without the Philippines and to dispose of the same;
2. To enter into, make perform and carry out contracts of every kind and for any lawful purpose pertaining to the business of the Corporation, or in any manner incident thereto with any person, firm, association, corporation, municipal, agent, or otherwise and to obtain from any government or authority any rights, privileges, contracts or concessions which the Corporation may deem desirable to obtain, carry out, perform or comply with;
3. To issue, pursuant to law, its capital stock, bonds, debentures, or other obligations in payment for property purchased or acquired by it, for money borrowed, or for any other lawful object in or about its business;
4. To acquire by purchase, exchange, assignment or otherwise, and to hold, own and use for investment or otherwise, to sell, assign, transfer, exchange, mortgage, pledge, traffic in and deal with, and otherwise to enjoy and dispose of, any bonds, debentures, promissory notes, shares of capital stocks or other securities and obligations, created, negotiated or issued by any corporation, association or other entity, foreign or domestic and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to receive, collect, and dispose of any and all dividends, interests, income derived therefrom, and the right to vote on any shares of the capital stocks, and upon any bonds, debentures, or other securities, having voting power, so owned, and to issue proxies, for said purpose, but only to the extend permitted by law, without necessarily engaging in stock brokerage business.
5. To aid in any matter authorized by law, any corporation, association, partnership, individual, or any entity of which the corporation is a creditor, or which any bonds, debentures ,promissory notes , shares of capital stock, or other securities, or obligations, or any interest therein are held or owned by the corporation and generally, do any lawful acts or things designed to promote, protect, preserve, improve the value of any such bonds, debentures, promissory notes, shares of capital stock, securities or obligation;

6. To borrow money in such sums, and to contract such debts, from time to time, as may be deemed necessary for, or of aid in the accomplishment of any of its lawful purposes or objects, to make, execute, endorse, issue, and dispose of promissory notes, bill or exchange, bonds, debentures, certificates, and other negotiable or transferable instruments, or other securities, or evidences of indebtedness for any monies so borrowed or debts so contracted and to secure the same by pledge of any of its personal property or by mortgages or deeds of order of any debentures or bonus of the corporation, secured or unsecured, the right to convert the principal thereof into stock of the corporation, upon such lawful terms and conditions, as shall be fixed by the Board of Directors, all subject to the limitations established by law;

7. In general, to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to do every act or thing incidental or pertaining to, or growing out of, or connected with, the aforesaid business, powers, or any part thereof.

B. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

THIRD: That the place where the principal office of the corporation is to be established is at Charlie Building, Subic International Hotel Complex, Subic Bay Freeport Zone

FOURTH: That the term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

FIFTH: That the names, nationalities, and residences of the incorporators are as follows:

Danilo C. Malana

Filipino



Egie K. Malana

Filipino



Mei K. Malana

Filipino



Katrina K. Malana

Filipino



Luisa K. Malana

Filipino



SIXTH: That the number of directors of the corporation is Five (5) who are also the incorporators;

SEVENTH: That the authorized capital stock of the corporation is **Five Million Pesos (P5,000,000.00)** pesos in lawful money of the Philippines, divided into **Fifty Thousand (50,000)** shares with the par value of **One Hundred Pesos (P100.00)** pesos per share.

EIGHTH: That the subscribers to the capital stock and the amount paid – in to their subscriptions are as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Biglift International, Inc. <i>TIN - 251-692-242-000</i>	Filipino	7,500	750,000.00	187,500.00

Danilo C. Malana	Filipino	1,000	100,000.00	25,000.00
Eigie K. Malana	Filipino	1,000	100,000.00	25,000.00
Mei K. Malana	Filipino	1,000	100,000.00	25,000.00
Katrina K. Malana	Filipino	1,000	100,000.00	25,000.00
Luisa K. Malana	Filipino	1,000	100,000.00	25,000.00
Total		12,500	1,250,000.00	312,500.00

NINTH: That no transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stocks certificates issued by the corporation.

TENTH: That **LUISA K. MALANA** 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/she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.

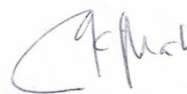

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.


In witness whereof, we have set our hands this 20th day of May 2008 at the Subic Bay Freeport Zone.


DANILO C. MALANA



EIGIE K. MALANA



MEI K. MALANA



KATRINA K. MALANA



LUISA K. MALANA

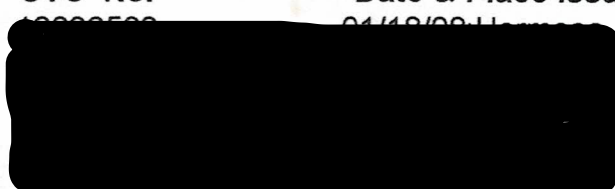

Republic of the Philippines)
_____**QUEZON CITY** City) S.S.

BEFORE ME, a Notary Public in and for **QUEZON CITY**, Philippines,
this 01 AUG 2008 day of May, 2008 personally appeared:

Name
Danilo C. Malana
Eigie K. Malana
Mei k. Malana
Katrina K. Malana
Luisa K. Malana_____

CTC No.

Date & Place Issued



all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledge 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.

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PAGE NO. 29
BOOK NO. 148
SERIES OF 8

ATTY. JOEL G. GORDOLA
Notary Public
Until December 31, 2009
PTR NO. 9763519; 1/02/08: **QS**
BF NO. 688/66/ROLL NO. 25 **10**