



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

COMPANY REG. NO. PW-225

**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


GLOBALPORT 900, INC.
(Amending Article VII thereof)

copy annexed, adopted on May 04, 2012 by majority vote of the Board of Directors and on June 07, 2012 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 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 29th day of November, Twenty Twelve.




FERDINAND B. SALES
Officer-in-Charge

Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION

OF

GLOBALPORT 900, INC.

(Formerly MIC Holdings Corporation)

(as approved during the Special Meeting of the Board of Directors of the Corporation held on 4 May 2012 and the Annual Stockholders' Meeting held on 7 June 2012)

KNOW ALL MEN BY THESE PRESENTS:

That we, majority of whom are residents of the Philippine Island, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines Islands.

AND WE HEREBY CERTIFY:

FIRST: That the name of said corporation shall be:

GLOBALPORT 900, INC.

(Formerly MIC Holdings Corporation)

(as approved during the Special Meeting of the Board of Directors of the Corporation held on 27 October 2011 and the Annual Stockholders' Meeting held on 25 November 2011)

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

PRIMARY PURPOSE

To own, invest, manage, operate, maintain, and develop port facilities, including other maritime activities supportive of port operations and shipping and to establish or acquire subsidiaries and affiliates within or outside the Philippines for the same purposes herein set forth including those incidental thereto and to guarantee obligations of these subsidiaries and affiliates and those of any entity in which the Corporation has lawful interest *(as approved during the Special Meeting of the Board of Directors of the Corporation held on 14 October 2011 and the Annual Stockholders' Meeting held on 25 November 2011)*.

SECONDARY PURPOSES

To promote, establish, operate, manage, hold, own or invest in any and all kinds of business enterprise or property, or assist or participate in the organization, merger or consolidation thereof and in connection with such activities to subscribe, to purchase or otherwise acquire shares of stock or other evidence of equity participation in any business enterprise or to purchase or otherwise acquire all or part of the assets franchise, concession, licenses or goodwill of any firm or establishment and assume or otherwise provide for the settlement of its obligation and liabilities without acting as stock broker or dealer in securities *(as approved*

during the Special Meeting of the Board of Directors of the Corporation held on 14 October 2011 and the Annual Stockholders' Meeting held on 25 November 2011)

2. To purchase, acquire, own, lease, sell and convey real and personal properties as may be necessary or incidental to the conduct of the corporate business; and to manage and take over all or part of the business of any person, corporation, or partnership; carrying on any business which the Corporation is authorized to engage in, or possess property suitable for the purposes of the Corporation, and to pay for the same in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient and to the extent allowed by law;
3. To purchase and hold in any manner any shares of stock, bonds, debentures, notes, securities, evidences of indebtedness of any corporation to the extent allowed by law;
4. To borrow or raise the necessary funds to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the re-payment thereof by mortgage, pledge or constitution of any lien upon the properties of the Corporation, or to issue pursuant to law shares of its capital stock or debentures in payment for properties acquired by the Corporation or for money borrowed in the prosecution of its lawful business;
5. To invest and deal with the money and properties of the Corporation in such manner as may 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;
6. To acquire or obtain from any governmental authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contract, franchise, privilege, exemption or license as may be conducive to any of the purposes 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 restriction as to place; 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 the purposes of the Corporation, within or without the Philippines, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of the powers herein enumerated or granted to a juridical person for the protection or benefit of the Corporation (*as amended by the Board of Directors in a meeting on January 7, 1999 and the Stockholders in a special stockholders meeting on February 15, 1999).

THIRD : That the place where the principal office of the corporation is to be established or located is Metro Manila, Philippines (*as amended by the Board of Directors in a meeting on March 22, 2001 and over 90% of the stockholders at the Annual stockholders meeting on July 18, 2001).

FOURTH : That the term for which said corporation is to exist is fifty years from and after March 11, 1983. (As amended at the regular meeting of the Board of Directors held on February 25, 1982 and at the annual stockholders meeting held on March 15, 1982.

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

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
FEDERICO VON KAUFFMANN	Ynchausti y Cia., Manila
JUAN ELIZALDE	Ynchausti y Cia., Manila
MANUEL MA. DE YNCHAUSTI	Ynchausti y Cia., Manila
JUAN DE ROTAECHE	Ynchausti y Cia., Manila
A.B. PARK	Perez Semanillo Bldg., Manila

SIXTH: That the number of directors of the said corporation shall be nine (9) and that the names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows, to wit:

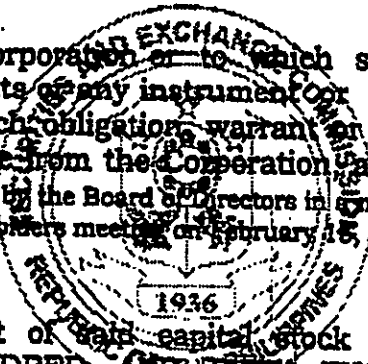
<u>NAME</u>	<u>POST</u>	<u>OFFICE</u>
<u>ADDRESS</u>		
JOSE JOAQUIN ELIZALDE		Ynchausti y Cia., Manila
FREDERICO VON KAUFFMANN		Ynchausti y Cia., Manila
JOAQUIN M. ELIZALDE		Ynchausti y Cia., Manila
JUAN ELIZALDE		Ynchausti y Cia., Manila
A.B. PARK		Semanillo Bldg., Manila
WILLIAM C. BRADY		Heacock Bldg., Manila
MANUEL MA. DE YNCHAUSTI		Ynchausti y Cia., Manila

(As approved during the Special Stockholders' Meeting held on 28 September 2011)

SEVENTH: That the capital stock of said corporation is THREE BILLION PESOS (P 3,000,000,000.00) and said capital stock is divided into THREE BILLION (3,000,000,000) shares of common stock of the par value of one peso (P1.00) each. Each share shall entitle the holder thereof to voting power as prescribed by the by-laws of the corporation. *(as approved during the Special Meeting of the Board of Directors held on 4 May 2012 and the Annual Stockholders' Meeting held on 7 June 2012)*

No holder of any stock of any class of the Corporation shall, as such holder, have any right to purchase or subscribe for any shares of the capital stock of any class of the Corporation which it may issue or sell, whether or not such stock is convertible into or exchangeable for any stock of the Corporation of any other class, and whether out of the number of shares authorized by the Articles of Incorporation of the Corporation as originally filed, or by any amendment thereof, or out of shares of the capital stock of any class of the Corporation acquired by it after the issue thereof; nor shall any holder of any such stock of any class, as such holder, have any right to purchase or subscribe for any obligation which the Corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the

capital stock of any class of the corporation or to which shall be attached or appertain any warrant or warrants or any instrument or instruments that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe for, or to purchase from the Corporation, any shares of its capital stock of any class. (as amended by the Board of Directors in a meeting on January 7, 1999 and the Stockholders in a special stockholders meeting on February 18, 1999).



EIGHTH: That the amount of paid capital stock which has been actually subscribed is TWO HUNDRED AND FIFTY THOUSAND PESOS (P250,000.00) and the following persons have subscribed for the number or shares and amount of capital stock set out after their respective names:

<u>NAME</u>	<u>RESIDENCE</u>	<u>NO OF SHARES</u>	<u>AMOUNT OF CAPITAL STOCK SUBSCRIBED</u>
YNCHAUSTI Y. CIA	Manila	1,860	P 186,000.00
JOSE JOAQUIN ELIZALDE	Manila	50	5,000.00
FEDERICO VON KAUFFMANN	Manila	50	5,000.00
SANTIAGO ELIZALDE	Manila	50	5,000.00
JOAQUIN M. ELIZALDE	Manila	50	5,000.00
JOSE ELIZALDE	Manila	50	5,000.00
ANGEL ELIZALDE	Manila	50	5,000.00
MANUEL MA. DE. YNCHAUSTI	Manila	50	5,000.00
ANA R. DE YNCHAUSTI	S. Sebastian Spain	100	10,000.00
MARIA ELLA DE YNCHAUSTI	Manila	50	5,000.00
ISABEL DE YNCHAUSTI DE PITARQUE	Manila	50	5,000.00
FRANCISCO JAVIER DE PITARQUE	Manila	30	3,000.00
ANA MARIA DE PITARQUE	Manila	20	2,000.00
MANUEL ELIZALDE	Manila	10	10,000.00
WILLIAM C. BRADY	Manila	10	10,000.00
A.B. PARK	Manila	10	10,000.00
JUAN DE ROTAECHÉ	Manila	10	10,000.00
		<u>2,500</u>	<u>P 250,000.00</u>

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

<u>NAME</u>	<u>RESIDENCE</u>	<u>ON SUBSCRIPTION AMOUNT PAID</u>
YNCHAUSTI Y. CIA	Manila	P 93,000.00
JOSE JOAQUIN ELIZALDE	Manila	2,500.00
FEDERICO VON KAUFFMANN	Manila	2,500.00
SANTIAGO ELIZALDE	Manila	2,500.00
JOAQUIN M. ELIZALDE	Manila	2,500.00
JOSE ELIZALDE	Manila	2,500.00
ANGEL ELIZALDE	Manila	2,500.00
MANUEL MA. DE. YNCHAUSTI	Manila	2,500.00

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Date: 1-8-2011 Time: 2:25:41 PM User Name: mic_holdings

ANA R. DE YNCHAUSTI
 MARIA ELLA DE YNCHAUSTI
 ISABEL DE YNCHAUSTI DE
 PITARQUE
 FRANCISCO JAVIER DE PITARQUE
 ANA MARIA DE PITARQUE
 MANUEL ELIZALDE
 JUAN DE ROTAECHÉ
 WILLIAM C. BRADY
 A.B. PARK

S. Sebastian	
Manila	5,000.00
Manila	2,500.00
Manila	2,500.00
Manila	1,500.00
Manila	1,000.00
Manila	500.00
Manila	500.00
Manila	500.00
Manila	500.00
TOTAL	P125,000.00

TENTH : That JUAN DE ROTAECHÉ has been elected by the subscribers as treasurer of the corporation until his successor shall have been duly elected and qualified according to 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 subscription paid in by such subscriptions.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 11th day of March, 1933.

(SGD.) F.V. KAUFFMANN
 (SGD.) JUAN ELIZALDE
 (SGD.) MANUEL MA. DE YNCHAUSTI
 (SGD.) JUAN DE ROTAECHÉ
 (SGD.) A. B. PARK

Signed and Seal in the Presence of :

(SGD.) E. VIAPLANA
 (SGD.) CARLOS GARCIA

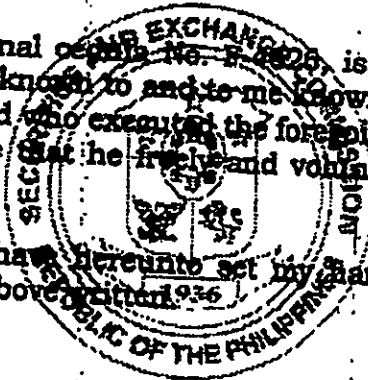
UNITED STATES OF AMERICA)
 PHILIPPINE ISLANDS) S.S.
 CITY OF MANILA)

On this 11th day of March, 1933, before me, the undersigned Notary Public in and for the City of Manila, I personally appeared F. V. KAUFFMANN, with personal cedula No. F-6801, issued at Manila, on January 6, 1933; JUAN ELIZALDE, with personal cedula No. 6746, issued at Manila, on January 6, 1933, MANUEL MA. DE YNCHAUSTI, with personal cedula No. F-6718, issued at Manila, on January 6, 1933, JUAN DE ROTAECHÉ, with personal cedula No. F-6719, issued at Manila, on January 6, 1933.

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1933, and A.B. PARK, with personal copies No. F-2026, issued at Manila, on January 4, 1933; all of whom are known to and to me known to be the persons whose names are subscribed to and who executed the foregoing instrument, and each of them acknowledged to me that he freely and voluntarily executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year last above written.



(SGD.) TOMAS CONTRERAS
Notary Public
My commission expires on
December 31, 1934

Doc. No. 241;
Page No. 17;
Book No. 21;
Series of 1933.
(Affixed one 20 c. doc. stamp
and notarial seal.

Art-amended

Date: 1-8-2011 Time: 2:59:43 PM

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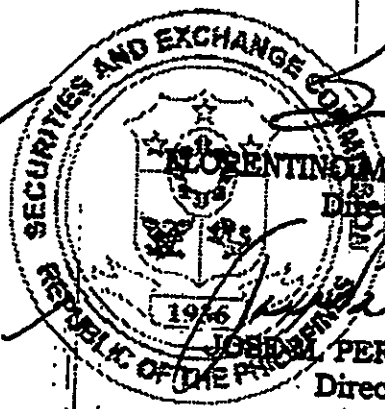
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~~ARTURO B. DIAGO, Jr.~~
Director

Omar Mendoza
OMAR B. MENDOZA
Director

Florentino M. Herrera, III
FLORENTINO M. HERRERA, III
Director

Jose M. Periquet, Jr.
JOSE M. PERIQUET, Jr.
Director



ENRIQUE Y. TEEHANKEE
Director

Attested by:

Michael B. Tantoco

MICHAEL B. TANTOCO
Corporate Secretary

SUBSCRIBED AND SWORN to before me on this 20 AUG 2001 day of July 2001, affiants exhibiting to me their Community Tax Certificate as follows:

<u>Name</u>	<u>Community Tax Certificate Number</u>	<u>Date/Place of Issue</u>
· Jose A. Feria, Jr.	014124961	January 25, 2001/Makati
· Philip E. Juico		
· Arturo B. Diago, Jr.	04188574	March 05, 2001/Makati
· Florentino M. Herrera, III	08918500	March 19, 2001/Mandaluyong
· Omar B. Mendoza	06068725	February 07, 01/Quezon City
· Jose M. Periquet, Jr.	04139354	February 02, 2001/Makati
· Enrique Y. Teehankee	10617555	January 17, 2001/Manila
· Michael B. Tantoco	12419184	January 02, 2001/Muntinlupa

Doc. No. ; 396
Page No. ; 80
Book No. ;
Series of 2001.



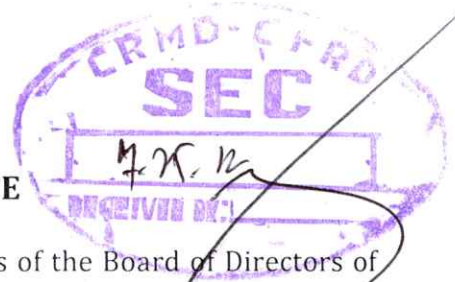
Michael B. Tantoco
NOTARY PUBLIC

UNTIL DECEMBER 31/2002
PTR NO. 7720050 1/3/01
MAKATI

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User Name: mic_holdings

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY)S.S

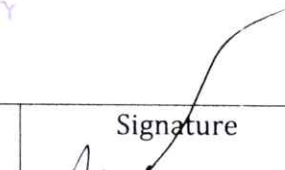
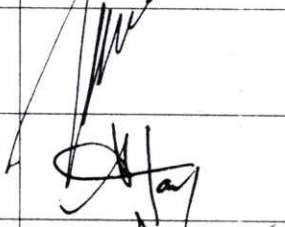

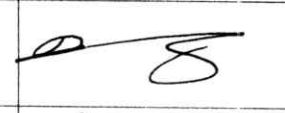

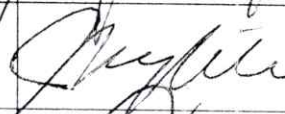
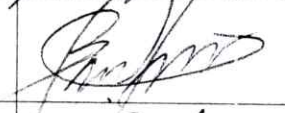



DIRECTORS' CERTIFICATE

We, constituting at least a majority of the members of the Board of Directors of **GLOBALPORT 900, INC.** (the "Corporation") and the Corporate Secretary thereof, hereby certify that the attached Amended Articles of Incorporation of the Corporation amending ARTICLE SEVENTH increasing the authorized capital stock from Two Billion One Hundred Million Pesos (P2,100,000,000.00) to Three Billion Pesos (P3,000,000,000.00) has been adopted by the affirmative vote of at least a majority of the Board of Directors of the Corporation in a Special Meeting of the Board of Directors held on 4 May 2012 and duly ratified by at least two-thirds (2/3) of the outstanding capital stock in the Annual Meeting of the Stockholders held on 7 June 2012 in Manila.

IN WITNESS WHEREOF, we have set our hands this JUL 06 2012 in

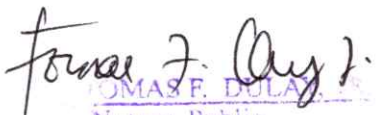
QUEZON CITY

Name	Signature	Valid Identification
MICHAEL L. ROMERO <i>Chairman/Director</i>		TIN No. 192-225-690
RAMON R. ATAYDE <i>President/Director</i>		SSS ID No. 03-0529967-1
DEOGRACIAS RAMON R. OLVINA, JR. <i>Executive Director Vice-President/</i>		DL No. N02-84-083248 valid until 30 December 2011
RICHARD DAVID BARCLAY <i>Director</i>		PP No. M8489015 valid until 18 April 2018
JOSE C. NOGRALES <i>Director</i>		TIN No. 121-913-688
FIDEL J. EXCONDE <i>Director</i>		TIN No. 100-555-477
JOSE C. POLICARPIO, JR. <i>Independent Director</i>		TIN No. 137-230-652
DELFIN N. BANGIT <i>Independent Director</i>		DL No. C10-78-040717 valid until 31 July 2014
GILBERT I. NOLASCO <i>Corporate Secretary/Director</i>		DL No. N25-98-045381 valid until 17 September 2012

JUL 06 2012

SUBSCRIBED AND SWORN TO before me this _____, in QUEZON CITY affiants exhibiting to me competent evidence of their identity as stated above.

Doc No. 202
Page No. 51;
Book No. 105;
Series of 2012.


TOMAS E. DULAY
Notary Public
Until December 31, 2014
Roll No. 165830 / 03-13-61
IBP No. 823239 / cy 2012 - Q.C.
PTR No. 6031383 / 01-02-12 - Q.C.
TIN No. 41022591692
92 Legaspi St. Proj. 4, Q.C.
MCLE EXEMPTED