



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 BY-LAWS**


KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Amended By-Laws of

GLOBALPORT 900, INC.

copy annexed, adopted on May 04, 2012 by a 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 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 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 BY-LAWS

OF

GLOBALPORT 900, INC.

(Formerly MIC Holdings Corporation)

(as approved during the Special Meetings of the Board of Directors of the Corporation held on 14, 18 and 27 October 2011 and the Annual Stockholders' Meeting held on 25 November 2011)

ARTICLE 1

STOCK CERTIFICATES

Section 1. ISSUANCE. – The certificates of stock of the Company shall be numbered and shall be entered as they are issued in the stock book of the Company. Each stock certificate shall state the number, kind and class of share which it represents, the authorized capital stock of the Company and the par value of each share. It shall contain the name of the stockholder and shall be signed by the President and the Secretary of the Company, and shall bear the corporate seal.

Section 2. TRANSFERS. – Transfer of stock shall be made only on the books of the Company by the person named in the certificate or by his attorney lawfully constituted, and upon surrender of such certificates, properly endorsed or accompanied by proper instruments of assignment and transfer. Every such transfer shall be entered on the stock book of the Company, which shall be kept at its principal business office.

All certificates that may be thus surrendered to the Secretary, shall be marked with the word "Cancelled" and with the date of cancellation, and shall be kept attached to the corresponding stub of the stock book.

The stock book, by resolution of the Board of Directors, may be closed for a period of fifteen (15) days prior to the day of holding any meeting of the stockholders or the day appointed for the payment of dividend.

In lieu of prohibiting transfer of stock, the Board of Directors may fix a day, fifteen (15) days prior to the day of holding any meeting of the stockholders, as the day of which stockholders who are entitled to notice of and to vote at such meeting shall be determined and only stockholders of record on such day shall be entitled to notice of or to vote at such meeting.

The Company shall be entitled to treat the holder of record of any share of stock as the holder and owner in fact thereof and shall not be bound to recognize any equitable or other claim for interest in such share on the part of any other persons, whether or not it shall have any express or other notice thereof, save as expressly provided by the laws of the Philippines (As amended on 10 October 1988).

Section 3. – LOST CERTIFICATES. In case any certificate of capital stock is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed by law, particularly Section 73 of The Corporation Code.

ARTICLE II

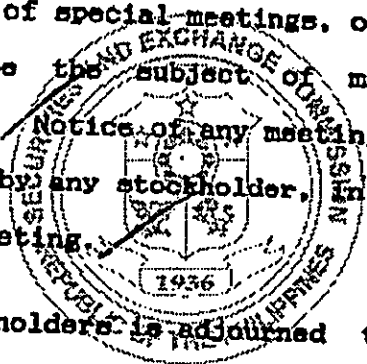
MEETINGS

Section 1. – A general meeting of stockholders when duly constituted represents all stockholders and its decision on matter within its jurisdiction are obligatory even to those stockholders who are absent or are dissenters.

Section 2. – The meetings of the stockholders of the Company, whether annual or special, shall be held in the city or municipality where the principal office of the Corporation is located, or in the principal office, on any day in June of each year. Special meetings shall be called by the Chairman, President or Secretary upon the written request of stockholders of record holding at least one-third (1/3) of the entire capital stock of the Company and outstanding and entitled to vote, or by order of the Board of Directors, whenever they shall deem it necessary. The business of all special meetings shall be confined to the subject stated in the call and matters directly connected therewith (As amended in Shareholders' Meeting on 14 November 1963 and further amended on 10 October 1988).

Section 3. – Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mailing the notice to each stockholder of record at least fifteen (15) days prior to the date of the meeting to each stockholder of record at his last known post office address or by publishing the notice in a newspaper of national circulation. The notice shall state the place, date, and hour of the meeting, and the purpose or purposes for which (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).

the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberation at such meetings. Notice of any meeting may be waived, expressly or impliedly, by any stockholder, in person or by proxy, before or after the meeting.



When the meeting of stockholders is adjourned to another time and place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting. (As amended on 10 October 1988).

Section 4. - The presence of stockholders of record holding a majority of the stocks issued and outstanding, either in person or by proxy, is requisite, and shall constitute a quorum of all meetings of stockholders. The holders of record of a majority stock present at such meeting shall decide any matter that may come before the meeting, except as otherwise provided by law or by the Articles of Incorporation or these By-Laws. If such a quorum be lacking, a new meeting shall be called within ten (10) days and in the day and hour fixed, whatever may be the number of the stockholders present in person or by proxy, the meeting shall be carried and a majority of the stockholders present shall decide any matter that may come before the meeting, except as otherwise provided in the following section and in the Corporation Code. (As amended on 10 October 1988).

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Section 5. At all elections of directors, there must be present, either in person or by proxy, the owners of the majority of the subscribed capital stock entitled to vote. Every stockholder entitled to vote shall have the right to vote in

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Exec Name: 06hessac

person or by proxy the number of shares of stock standing in his own name on the stock books of the Corporation, and said stockholder may vote such number of shares for as many persons as there are directors or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or he may distribute them on the same principle among as many candidates as he shall see fit. PROVIDED, that the whole number of votes cast by him shall not exceed the number of shares owned by him as shown by the books of the Corporation multiplied by the whole number of directors to be elected: and PROVIDED that no stock declared delinquent by the Board of Directors for unpaid subscription shall be voted. Directors receiving the highest number of votes shall be declared elected. (As amended on 10 October 1988).

Section 6. - Each holder of record of stock shall be entitled to vote in person or by proxy. Proxies must be executed in writing and filed with the Secretary prior to the meeting in which the proxies are to be used and without this requisite the proxy shall not be admitted.

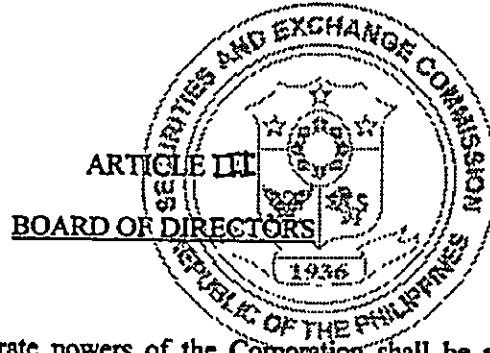
Section 7. - In all general or special meetings, the Chairman or, in his absence, the President, shall preside over the meeting. (As amended on 10 October 1988).

Section 8. - The order of business of all annual meetings shall be the following:

- Date: 24-7-2012 Time: 9:57:38 AM
- (a) Call to Order/Certification of Quorum;
 - (b) Approval of the minutes of the previous meetings;
 - (c) Balance sheets and annual report of the officers of the Corporation;
 - (d) Election of Directors;
 - (e) Election of the auditors of the Company and fixing of their fees;

(f) Other matters; and

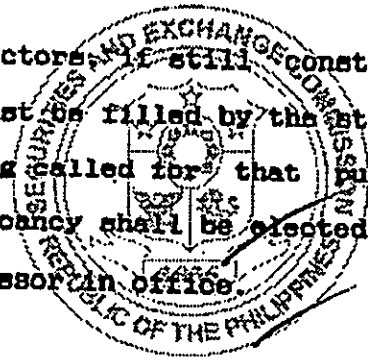
(g) Adjournment.



Section 1. – The corporate powers of the Corporation shall be exercised, and all business of the corporation controlled and held by a Board of Directors composed of nine (9) members. They shall be elected at the annual meeting of the stockholders to serve for the term of one year and until their successors shall be elected and qualified. A majority of the Directors shall be residents of the Philippines. Each Director shall be owner in his own right of at least one (1) share of stock of the Company. Immediately after the annual meeting, the Board of Directors shall hold an organizational meeting to elect the President, the Treasurer and the Corporate Secretary. At such meeting, the Board of Directors may also elect a Chairman, an Executive Vice President, one or more Senior Vice Presidents, one or more Vice Presidents, one or more Assistant Vice Presidents, the members of the Executive Committee, none of the foregoing officers need be members of the Board. The above mentioned officers of the Corporation shall hold office for one year until their successors are elected in the next following organizational meeting of the Board.” *(As approved during the Special Stockholders' Meeting held on 28 September 2011)*

Section 2. – Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term may be filled by the vote of at least a 9 : 57 : 39 AM

majority of the remaining directors, ~~and still~~ constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or special meeting called for that purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.



Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these By-Laws. (As amended on 10 October 1988).

Section 3. - Regular meetings of the Board of Directors shall be held at such place and at such time as the Board of Directors shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day, not a legal holiday, unless otherwise provided by the Board of Directors. (As amended on 10 October 1988).

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Section 4. - Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or, in his absence, by the President, or upon the request of a majority of the directors, and shall be held at such time and place as may be designated in the notice. (As amended on 10 October 1988).

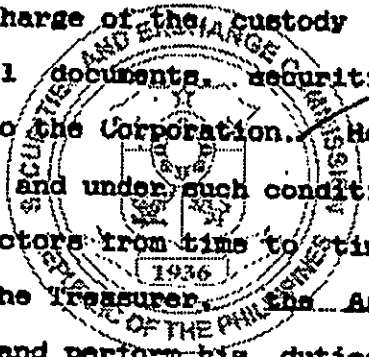
Section 5. - Notice of the regular or special meetings of the Board of Directors, specifying the date, time, and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telex, facsimile, telegram, or by written or oral message. A director may waive this requirement, either expressly or impliedly. (As amended on 10 October 1988).

Section 6. - At all meetings of the Board, the presence of a majority of the members shall be necessary to constitute a quorum for the transaction of business, and any act of a majority of the Directors present at a meeting at which such quorum is present shall be the act of the Board of Directors. A written resolution signed by all the members of the Board of Directors of the Corporation shall have the same validity and effect as a resolution adopted by the Board in a meeting duly called for the purpose. The Board of Directors, besides the powers granted to it by the Corporation Code and other Sections of these By-Laws, shall have the following powers and duties:

- (a) To determine the opening of branch offices in any place within or outside the Philippines;
- (b) To approve the budget of the Corporation;
- (c) To determine annually the depreciation of the properties of the Corporation;
- (d) To declare dividends out of the net profits of the Corporation and to determine the amount that should go to the reserve funds of the Corporation;
- (e) To submit to the annual meeting of the stockholders the balance sheet of the profit and loss account and a report as to the financial condition of the Corporation;
- (f) To decide any doubt that may be raised in connection with the interpretation of these By-Laws recommending to the stockholders any amendment to the By-Laws that may be found convenient;
- (g) To determine the manner and form the premium rates, terms and conditions and securities

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Corporation and shall have full charge of the custody of the funds, documents of credit and all documents, securities and other things of value belonging to the Corporation. He shall file a fidelity bond in the amount and under such conditions as may be fixed by the Board of Directors from time to time. In case of absence or disability of the Treasurer, the Assistant Treasurer shall act in his place and perform his duties. The Assistant Treasurer shall also perform such other duties as may, from time to time, be assigned to him by the Board of Directors. (As amended on 10 October 1988 and further amended on 4 November 1993).



Section 8. - The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and shall keep the minutes of the said meetings in books provided therefor; he shall sign, together with the President, all certificates of stock issued by the Corporation; he shall keep and affix the seal of the Corporation; he shall keep the stock book of the Corporation and shall keep a record of all transfers of stock and shall exercise such other powers and perform such other duties as may be delegated to him by the Board of Directors from time to time.

Section 9. - In the absence or disability of the Secretary, the Assistant Secretary shall act in his place and perform his duties. The Secretary may, subject always to his supervision and control, delegate any or all of his powers, duties, and functions to the Assistant Secretary. The Assistant Secretary shall also perform such other duties as may, from time to time, be assigned to him by the President and/or the Board of Directors. (As amended on 10 October 1988).

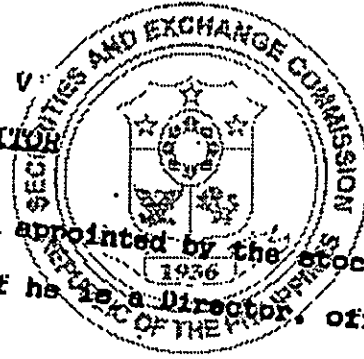
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ARTICLE V

THE AUDITOR



Section 1. - No person may be appointed by the stockholders as the Auditor of the Corporation if he is a Director, officer or employee of the Corporation.

Section 2. - It shall be the duty of the Auditor to make a careful audit of all the books and accounts of the Corporation whenever required by the Board of Directors, and at least once every year, and to submit a report and balance sheet showing the result of such audit or audits, and to this end he shall be given access to all the books and records of the Corporation pertaining to the accounts of the Corporation.

Section 3. - A copy of the annual balance sheet, profit and loss account and report of the auditors shall be deposited in the office of the Corporation at the disposal of the stockholders of the Corporation at least ten (10) days prior to the annual meeting of the stockholders.

ARTICLE VI

COMPENSATION/DIVIDENDS

(As amended on 10 October 1988)

Section 1. - Compensation. By resolution of the Board of Directors, each director shall receive a reasonable per diem/allowance for his attendance at each meeting of the Board. As compensation, the Board of Directors shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the Corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board of Directors may

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Section 9. - All policies of insurance or reinsurance and all kinds of contracts, powers-of-attorney, deeds, mortgages,

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excluded or limited by the Board of Directors (as amended on October 1888)

stockholders; and (f) such other matters as may be specifically or repealable; (e) a distribution of cash dividends to the

Board of Directors which by its express terms limits no amendable 2 AM

Laws; (d) the amendment or repeal of any resolution of the amendment or repeal of these By-Laws or the adoption of new By-

filling of vacancies in the Board of Directors; (c) the for which stockholders' approval is also required; (b) the

Corporation, except with respect to: (a) approval of any action of Directors in the management of the business and affairs of the

in session, shall have and may exercise the powers of the Board The Executive Committee, when the Board of Directors is not

members of, and fill vacancies in, the Executive Committee, shall have the power at any time to remove and replace the

Board which shall include the President. The Board of Directors less than three (3) but not more than five (5) members of the

Board of Directors. The Committee shall be composed of not may be organized from time to time upon determination of the

Section 8. - An Executive Committee is hereby created which from the Corporation.

Section 7. - The Directors cannot in any case borrow money



upon which all contracts, engagements, all transactions pertaining thereto, shall be effected, made or entered into by the Company; and (h) To determine the classes or kinds of insurance and reinsurance in which the Company shall engage, the limits of liability to be incurred thereunder and the territories within which the business of the Company shall be conducted. (As amended on October 1888).

FILED IN THE OFFICE OF THE SECRETARY OF THE COMMONWEALTH OF MASSACHUSETTS

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(As amended on 10 October 1988.)

the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may.

Section 1. - The Chairman shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may.
Date: 24-7-2012 Time: 9:57:43 AM
(As amended on 10 October 1988)

OFFICERS
ARTICLE IV

Section 10. - The Directors who may approve any investment not authorized by these By-Laws, or by the Law, shall be responsible therefor, personally, and jointly and severally.

All checks or orders for the payment of money must be signed by such officers of the Corporation as may be designated from time to time by the Board of Directors and/or the Executive Committee; PROVIDED, that such designation shall at all times require at least two signatures on such checks or orders. (As amended on 10 October 1988.)

Section 20. 1989 and amended on 10 October 1988.)
(Additional paragraph approved in Shareholders' Meeting of March Corporation, any of the foregoing contracts and documents

The Board of Directors, in its discretion, may also appoint an agent or representative to sign, for and on behalf of the Corporation, any of the foregoing contracts and documents.

order to be obligatory upon the Corporation, must bear the signature of such officers as may be designated by the Board of Directors and/or the Executive Committee. (As amended in Shareholders' Meeting of March 20, 1989 and further amended on 10 October 1988.)



Section 7. - The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the

and/or Board of Directors. (As amended on 10 October 1988).
as may from time to time be assigned to him/them by the President
appointed, he/they shall have such powers and perform such duties
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Section 6. - If one or more Assistant Vice-President(s) are

and/or Board of Directors. (As amended on 10 October 1988).
Date: 4-7-2012 Time: 9:57:44 AM
may from time to time be assigned to him/them by the President
he/they shall have such powers and shall perform such duties as
Section 5. - If one or more Vice Presidents are appointed,

President and/or Board of Directors (As amended on 10 October 1988).

appointed, he/they shall have such powers and shall perform such
duties as may from time to time be assigned to him/they by the
Section 4. - If one or more Senior Vice-Presidents are

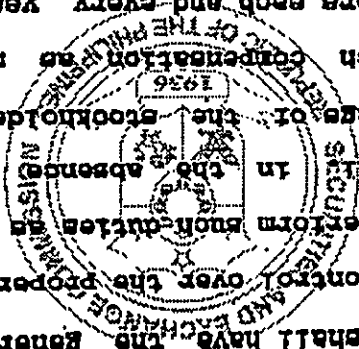
Directors may assign to him. (As amended on 10 October 1988).

and perform such duties as the President and/or Board of
powers and perform such duties as the President and/or Board of
The Executive Vice-President shall also exercise such
exercises his powers and perform his duties pursuant to these By-
qualified, the Executive Vice-President shall act in his place,
and if an Executive Vice-President is appointed and is
Section 3. - In the absence or disability of the President

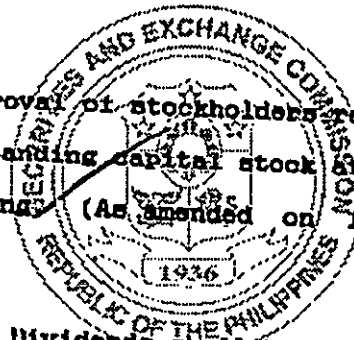
amended on 10 October 1988).

determined by the Board of Directors each and every year. (As
Directors. He shall receive such compensation as may be
Chairman, preside over all meetings of the stockholders and
of the Company and shall perform such duties as may be
incident to his office. He shall, in the absence of the
business of the Company and shall perform such duties as may be
and control over the property and
gative management, supervision and control over the property and

Section 2. - The President shall have the general and



deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special stockholders' meeting (As amended on 10 October 1988).



Section 2. - Dividends. - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with the law and applicable rules and regulations. (As amended on 10 October 1988).

Section 3. - If and when the Corporation is dissolved, the Board of Directors shall exercise the powers and duties of liquidator of the Corporation, and such provisions of these By-Laws as are applicable shall remain in force.

ARTICLE VII

MISCELLANEOUS PROVISIONS

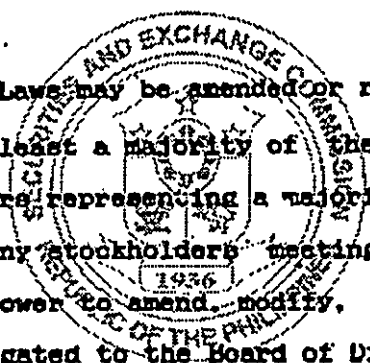
Section 1. - The seal of the Corporation shall be circular in form and shall contain the name of the Company and the words "Corporate... Seal, Incorporated 1983, Manila," and a copy of the said seal is impressed on the left margin of these By-Laws and the same is hereby adopted.

Section 2. Date: 24-7-2012 Time: 9:57:48 AM
The Board of Directors shall determine whether, and if allowed, when and under what conditions and regulations the account books of the Company (except such as may by statute be specifically open to inspection for any of them) shall be open to the inspection of stockholders of the Company, and the rights of stockholders in this respect are and shall be restricted and limited accordingly.

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Section 3. - These By-Laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders meeting called for the purpose. However, the power to amend, modify, repeal, or adopt new By-Laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; Provided, That any such delegation of powers to the Board of Directors to amend, modify, repeal, or adopt new By-Laws may be revoked by the vote of stockholders representing a majority of the outstanding capital stock at a regular or special meeting. (As amended on 10 October 1988).

The foregoing By-Laws were adopted by the unanimous consent of the owners of all of the outstanding stock of the Corporation at the first meeting of the shareholders held in the City of Manila, Philippine Islands, on the 15th day of March, 1933.

IN WITNESS WHEREOF, we the undersigned shareholders present at said meeting, in person or by proxy, and voting thereat in favor of the adoption of said By-Laws, have hereunto subscribed our names, personally or by duly authorized proxy, and with the Chairman of the meeting and the Secretary of the same, do likewise with our signature attest.

Date: 24-7-2012 Time: 9:57:49 AM
YNCHAUSTI & COMPANY
By:

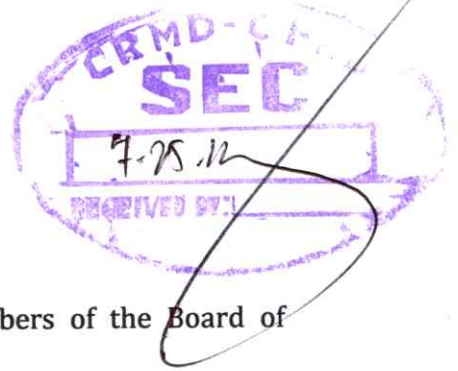
(Sgd.) FEDERICO VON KAUFFMANN
Managing Partner

www.sec.gov.ph.

JOSE JOAQUIN REIZALDE Name: 06hessac.
By:

(Sgd.) (Illegible)
(Proxy)



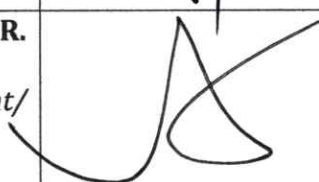
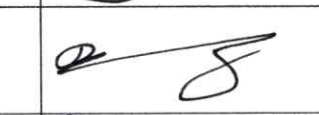
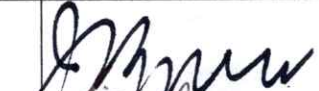

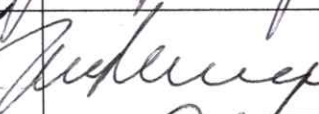
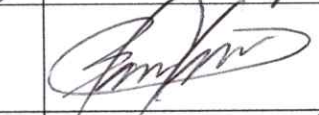

REPUBLIC OF THE PHILIPPINES)
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DIRECTORS' CERTIFICATE

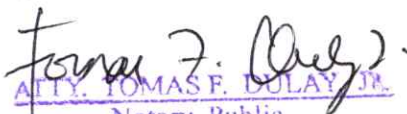
We, constituting at least a majority of the members of the Board of Directors of **GLOBALPORT 900, INC.** (the "Corporation") and the Corporate Secretary thereof, hereby certify that the attached Amended By-Laws of the Corporation deleting Article II thereby renumbering the succeeding provisions and amending Article III Section 3 of the By-Laws pertaining to the period for sending notices have 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 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 Vice-President/Director</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 |

SUBSCRIBED AND SWORN TO before me this JUL 06 2012 in QUEZON CITY, affiants exhibiting to me competent evidence of their identity as stated above.

Doc No. 253;
Page No. 5;
Book No. 15;
Series of 2012.


ATTY. TOMAS F. DULAY, JR.
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