



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 137349

**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

MEDICard PHILIPPINES, INC.
(Amending Articles III & VII thereof.)

copy annexed, adopted on November 13, 2015 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 15th day of February, Twenty Sixteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION
OF
MEDICARD PHILIPPINES, INC.

KNOW ALL MEN BY THESE PRESENTS:

WE, all of whom are of legal age, all residents and citizens of the Philippines, and have this day, voluntarily associated ourselves for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the Corporation shall be:

MEDICARD PHILIPPINES, INC.

SECOND: That the purposes for which said corporation is formed, are:

PRIMARY PURPOSE

To establish, maintain, adopt, and engage in the business of developing and promoting prepaid medical, health maintenance, and related services, with the aim of providing and offering to the public, a comprehensive, systematic and prevention-oriented concept of medical and health maintenance programs, thru the accreditation and integration and professional management, of the services of a pool of licensed and competent physicians, surgeons, medical specialists, and the participation of medical clinics, hospitals, medical and health research centers or institutions.

SECONDARY PURPOSES

1. To construct, erect, relish, maintain, operate, and/or manage clinics, laboratories, research centers, hospitals, and emergency facilities for the treatment, care, and relief of the sick, injured or otherwise infirm persons, including indigent patients, including the care and treatment of maternity cases, provided that purely medical or surgical services shall be rendered by duly qualified physicians, surgeons, and medical specialties, who may or may not be connected with the corporation, and whose services may include the study and research of the causes, nature, prevention and cure of diseases and the dissemination of knowledge relating thereto to erect, equip, and maintain buildings, laboratories, pharmacies, and emergency facilities as may be necessary or incidental thereto, and to carry on the business of the company in all its elements, and to develop, organize, and sell health maintenance programs and provide for hospital services, equipment and supplies;
2. To initiate, manage, introduce, maintain, disseminate and promote, whenever appropriate necessary or incidental to its main objective, by itself, or in collaboration with governmental, international, or non-governmental institutions, whether local or foreign based, the safe and appropriate utilization and dissemination in the Philippines or elsewhere, modern, new and current advances, improvements or innovations in medical health, health planning, health management, hospital and patient management, testing, monitoring, health research and education, disease prevention and control, including data, literature, data bases or management information systems relating thereto, whether developed here or abroad;

3. To enter into, perform or carry out contracts of every nature and kind, pertaining to the business of the corporation, or in any manner incident or allied thereto, including but not limited to conducting its business thru divisions or subsidiaries, managers, or independent contractors, or establishments, and to enter into working arrangements with other corporations, firms or persons, within the limits prescribed by law;
4. Subject to legal limits, to amalgamate, merge, or combine into this corporation, any other corporation, association or business, whether formed for objects similar, analogous subsidiary or complementary to any of the objects of this corporation; to assist in the formation or establishment of any such corporation or association to acquire, hold or deal in shares or interests therein, to the extent permitted by law;
5. To carry on the business of a general merchant, import and export business on goods, wares, merchandise, to enter into any and all levels of contracts, agreements and obligations, for the purchase, acquisition and selling or otherwise disposing of goods, wares and merchandise of any land, either as principal or agent, on commission, consignment or indent;
6. To buy, sell and deal in articles, goods, wares, merchandise and commodities, of all kinds and description; to own, purchase, construct, manage, maintain and operate factories, for the production, assembly and sale of articles, goods, merchandise, wares, equipment, commodities, vehicles, and products of any kind and description, and to undertake and carry on all kinds of trading activities;

7. To act as agent, representative, commercial broker, factor, adviser, consultant or manager of any individual, partnership or corporation, and as such, to promote, develop and extend their business or to aid in any lawful enterprises;
8. To buy, acquire, own, use, hold, improve, develop mortgage, lease or, sell, convey, or in any manner deal and dispose of real estate, buildings or any estate, or rights or interests thereto, to the extent permitted by law, to deal in any and all kinds of chattels, goods, processes, patents and licenses, and other forms, of assets, rights, interests and property, tangible or intangible;
9. To borrow money or raise funds for any of the purposes of the corporation, without limit as to any amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure payment thereof, and of the interest thereon, by mortgage, pledge, conveyance, or consignment in trust of, the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities, or other obligations of the corporation for its purpose;
10. In furtherance of its objectives and purposes, to invest the funds of the corporation in any lawful manner, and in connection therewith, to enter into, make, perform and carry out or cancel or rescind contracts of every kind and for any lawful purpose, with any person, firm, association, corporation, syndicate, domestic, foreign or others;

11. Without in any particular limiting the power of the corporation, it is hereby expressly declared that the corporation shall have the power to make, perform, and carry out contracts of every kind and description with any other natural or judicial person, entity or association, whether public or private; to have as many offices as needed in and outside of the Philippines, and to conduct its business and exercise its powers throughout and in any part of the Republic of the Philippines, and or in any and all foreign countries, states and territories;

12. The purposes, objects and powers specified in this Article and all subdivisions thereof shall, except as otherwise expressly provided, in no ways be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, and that each of the purposes, objects and powers specified in this Article shall be regarded as independent purposes, objects and powers, are in furtherance of and in addition to and not a limitation of the general powers conferred on corporations formed under the Corporation Law of the Philippines.

THIRD: That the principal office of the corporation shall be established in 8th Floor, The World Centre Building, 330 Sen. Gil Puyat Avenue, Makati City 1200 Metro Manila, Philippines, but offices or agencies thereof may be established in any other place in the Philippines, or elsewhere, in foreign countries; (As amended by the majority vote of the Board or Directors and stockholders representing at least 2/3 of the outstanding capital stock on November 13, 2015).

FOURTH: That the term for which the corporation is to exist is FIFTY (50) years from and after the date of incorporation;

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

<u>Names</u>	<u>Citizenship</u>	<u>Residences</u>
Mr. Menardo Jimenez	Filipino	2399 Mabolo St., Dasmarinas Village, Makati, Metro Manila
Dr. Yolando Sulit	Filipino	24 Polk St., Greenhills Mandaluyong, Metro Manila
Dr. Nicanor D. Montoya	Filipino	1356 Palm Ave., Dasmarinas Village, Makati Metro Manila
Dr. Augusto Litonjua	Filipino	17 Pres. Harding St., Green Hills, Mandaluyong
Dr. Rafael Recto, Jr.	Filipino	34 Abueva St., Corinthian Garden, QC
Dr. Martesio Perez	Filipino	2256 Avocado St., Dasmarinas Village, Makati
Dr. Eduardo Mercado	Filipino	307 Ortigas Ave., Greenhills, Mandaluyong
Dra. Concepcion Montoya	Filipino	1356 Palm Ave., Dasmarinas Village, Makati Metro Manila
Atty. Ildelfonso F. Bagasao	Filipino	43 Paris Ave. Capitol Homes Quezon City, Metro Manila

SIXTH: That the number of directors of the corporation shall be nine (9) and the names citizenship and addresses of the directors who are to serve from incorporation until their successors are duly elected and qualified, as provided by the By-Laws, are as follows:

<u>Names</u>	<u>Citizenship</u>	<u>Residences</u>
Mr. Menardo Jimenez	Filipino	2399 Mabolo St., Dasmarinas Village, Makati, Metro Manila
Dr. Yolando Sulit	Filipino	24 Polk St., Greenhills Mandaluyong, Metro Manila
Dr. Nicanor D. Montoya	Filipino	1356 Palm Ave., Dasmarinas Village, Makati Metro Manila
Dr. Augusto Litonjua	Filipino	17 Pres. Harding St., Green Hills, Mandaluyong
Dr. Rafael Recto, Jr.	Filipino	34 Abueva St., Corinthian Garden, QC
Dr. Martesio Perez	Filipino	2256 Avocado St., Dasmarinas Village, Makati
Dr. Eduardo Mercado	Filipino	307 Ortigas Ave., Greenhills, Mandaluyong
Dra. Concepcion Montoya	Filipino	1356 Palm Ave., Dasmarinas Village, Makati Metro Manila
Atty. Ildefonso F. Bagasao	Filipino	43 Paris Ave. Capitol Homes Quezon City, Metro Manila

SEVENTH: That the capital of the corporation is SEVEN HUNDRED FIFTY MILLION (P750,000,000.00) Philippine currency, and said capital stock is divided into Seven Million Five Hundred Thousand (7,500,000) shares with a par value of P100.00 each (As amended

by the vote of the Board of Directors and by the stockholders' vote on December 3, 2013).

That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required legal percentage of capital stock or capital, in case of partnership, shall be allowed or permitted to be recorded in the corporate books and this restriction, in case of corporations, shall be indicated in all its stock certificates.

Any shareholder wishing to sell or transfer all or some of his shares for any reason whatsoever (the "Selling Shareholder") shall first offer them to the other shareholders.

The Selling Shareholder shall send to the other shareholders and to the corporation, through its Board of Directors, a written notice (the "Notice of Sale") notifying them of his decision to sell any of his share(s) and shall attach a copy of his offer or the third-party offer, as the case may be, to the Notice of Sale. In any case, the offer shall contain the price, the terms and the conditions attached to the offer. The Selling Shareholder shall not sell his share (s) at a price and on such terms and conditions that are more favorable than that offered to the other shareholders. Any sale in violation of this provision shall be void and shall not be effected by the Corporate Secretary.

Every other shareholder shall have the option to purchase the share(s) referred to in the offer that are owned by the Selling Shareholder or, in the event that several shareholders decide to exercise their option to purchase, a fraction of the subject shares of the Selling Shareholder on a pro rata basis based on the number of shares held by the shareholders exercising their right, the whole according to the price, terms and conditions of the offer. Any shareholder wanting to exercise its option to purchase shall do so by notifying the Selling stockholder, the Corporation through the Board of Directors and the other shareholders within sixty (60) days from the receipt of a copy of the offer and Notice of Sale.

The closing of the sale of the shares of the Selling Shareholder further to the exercise of the option described in the foregoing shall take place within ninety (90) days following the receipt of the Notice of Sale.

If none of the other shareholders take advantage of the option described in the foregoing, or if the closing of the sale to a shareholder does not occur within the period provided for, the closing of the sale of the share(s) to a third party purchaser will then be completed within one hundred twenty (120) days following the receipt of the Notice of Sale in accordance with the price, terms and conditions of the offer.

If the closing of the sale is not completed in accordance with the immediately preceding paragraph, the Selling Shareholder shall, if he still wishes to sell any of his share(s), follow the process indicated in this Article once again.

The above restrictions shall also be indicated in the stock certificates.”

Shareholders shall not have any pre-emptive right to new issuances of shares of stock of the Corporation.”

(As amended by the majority vote of the Board or Directors and stockholders representing at least 2/3 of the outstanding capital stock on November 13, 2015).

EIGHTH: That the amount of capital stock that has been subscribed is TWO MILLION FIVE HUNDRED THOUSAND PESOS, Philippine Currency and the following persons have subscribed paid for the number of shares, and amount of capital stock set out after their respective names, to wit:

<u>Name</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>	<u>Amount Paid on Subscription</u>
Mr. Menardo Jimenez	5,000	500,000	500,000
Dr. Yolando Sulit	50	5,000	5,000
Dr. Nicanor D. Montoya	5,000	500,000	500,000
Dr. Augusto Litonjua	2,500	250,000	125,000

Dr. Rafael Recto, Jr.	2,500	250,000	250,000
Dr. Martesio Perez	2,500	250,000	100,000
Dr. Eduardo Mercado	2,500	250,000	250,000
Dra. Conception Montoya	4,800	480,000	130,000
Atty. Ildefonso F. Bagasao	<u>150</u>	<u>15,000</u>	<u>15,000</u>
TOTAL	<u>25,000</u>	<u>P2,500,000</u>	<u>P1,875,000</u>

NINTH: That Mr. Menardo Jimenez has been elected by the subscriber 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 has been authorized to receive for the Corporation and to issue receipts in its name, for all subscriptions paid in by said subscribers.

IN WITNESS, WHEREOF, We have hereunto set our hands this 27th day of November 1986, at Makati, Metro Manila, Philippines.

(Sgd)
DR. NICANOR D. MONTOYA

(Sgd)
DR. YOLANDO Q. SULIT

(Sgd)
DR. AUGUSTO LITONJUA

(Sgd)
DR. RAFAEL RECTO, JR.

(Sgd)
DR. MARTESIO PEREZ

(Sgd)
DR. EDUARDO MERCADO

(Sgd)
DR. CONCEPCION S. MONTOYA

(Sgd)
ATTY. ILDEFONSO F. BAGASAO

(Sgd)
MR. MENARDO JIMENEZ

Signed in the presence of:

(Sgd)

(Sgd)

A C K N O W L E D G E M E N T

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA) S.S.

BEFORE ME, a Notary Public for and in Makati, Metro Manila in this ____ day of November 1986, personally appeared:

NICANOR D. MONTOYA with Residence Certificate No. 12828890-E issued at Imus, Cavite on January 8, 1986, TAN-1391-705-9;

AUGUSTO LITONJUA with Residence Certificate No. 17661425-E issued at Makati, Metro Manila on April 8, 1986, TAN-L3521-42530-A

YOLANDO Q. SULIT with Residence Certificate No. 27648-E issued at Manila on April 9, 1986, TAN-54345-F1125-A-O;

RAFAEL RECTO, JR. with Residence Certificate No. 647-7596-E issued at Navotas, Metro Manila on January 9, 1986, TAN-R236K-2034A-9;

MARTESIO PEREZ with Residence Certificate No. 11934145-E issued at Makati, Metro Manila on February 17, 1986, TAN-P-6254-E-1534-A-9;

EDUARDO MERCADO with Residence Certificate No. 4267265-E issued at Manila on April 16, TAN-3407-117-5

CONCEPCION S. MONTOYA with Residence Certificate No. 12828891
issued at Imus, Cavite on January 8, 1986, TAN-1391-105-9;

ILDEFONSO BAGASAO with Residence Certificate No. 12020230, issued at
Makati, Metro Manila, on March 3, 1986, TAN-3216-580-2;

MENARDO JIMENEZ with Residence Certificate No. 11948246, issued at
Makati, Metro Manila, on March 6, 1986, TAN-J-5528-O-632-A-S;

KNOWN to me and to me known to be the same persons who executed the
foregoing instrument and acknowledged to me that the same is their free and voluntary act
and deed.

This instrument consisting of eleven (11) pages including page where the
acknowledgement is written, signed by the parties and their instrumental witnesses on all
pages refers to Articles of Incorporation of Medicard Philippines, Inc.

WITNESS MY HAND AND NOTARIAL SEAL on the date and at the first
above-written.

(Sgd)
Ma. Isabel C. LLana
NOTARY PUBLIC
Valid until December 31, 1987
PTR No. 9339292
Makati; 5/28/86

Doc. No. 140;
Page No. 29;
Book No. I;
Series of 1986.

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) S.S.


SECRETARY'S CERTIFICATE

I, Nicanor Juan Andres S. Montoya, of legal age, Filipino and with residential address at 1356 Palm Avenue Dasmariñas Village Makati City, after being duly sworn in accordance with law, hereby depose and state:

1. I am the duly elected and qualified Corporate Secretary of MEDICARD PHILIPPINES, INC., a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at 8th Flr., The World Center Bldg., 330 Sen Gil Puyat Ave., Makati City;
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation that is duly elected and/or appointed directors or officers or vice versa.

JAN 14 2016


IN WITNESS WHEREOF, I have here unto set my hand on this ___th day of December 2015 in QUEZON CITY, Philippines


NICANOR JUAN ANDRES S. MONTOYA
Corporate Secretary
TIN 181-213-109

JAN 14 2016

SUBSCRIBED AND SWORN to before me this ___ day of _____ 2015, at QUEZON CITY Philippines, affiant exhibited to me his Tax Identification No. 181-213-109.

Doc. No. S2;
Page No. 11;
Book No. 05;
Series of 2016.


JOEL G. GORDOLA
Notary Public
Commission expires until December 31, 2017
Adm. No. 069, Roll No. 25103, ISF No. 101309-1
PTR No. 1876282; 1/04/16; Q.C.
TIN 126-768-809; MCLE No. V-0001501
Until 1 # 876 Quirino Highway, Guindayán, Marikina City, Q.C.

**DIRECTORS' CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
MEDICARD PHILIPPINES, INC.**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting a majority of the Board of Directors of MEDICARD PHILIPPINES, INC. (the "Corporation"), together with the Chairman and the Corporate Secretary of the Corporation, do hereby certify that:

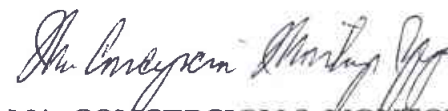
1. The amendments pertain to: a) the Seventh Article of the Articles of Incorporation providing for the inclusion of provisions on right of first refusal in case of sale or transfer of shares and denial of pre-emptive right of stockholders to subscribe to new issuances of shares of stock of the Corporation; and b) the Third Article of the Articles of Incorporation to change the principal office of the Corporation.
2. Said amendment was duly approved by the vote of at least a majority of the Board of Directors at a Special Meeting held on November 13, 2015 and by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their Special Meeting held on November 13, 2015, the meetings having been held at 8th Floor, The World Centre Building, 330 Sen. Gil Puyat Avenue, Makati City 1200, Metro Manila, Philippines.
3. The attached document is a true, full and correct copy of the Amended Articles of Incorporation of MEDICARD PHILIPPINES, INC., as amended.

IN WITNESS WHEREOF, the undersigned Directors of MEDICARD PHILIPPINES, INC., have signed this Certificate and the Corporate Secretary has countersigned it this _____ day JAN 14 2018 2015.

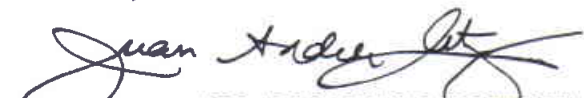

CONCEPCION S. MONTOYA
Chairman/Director
TIN No. 137-256-655

LUIS ANTONIO S. MONTOYA
Director
TIN No. 121-597-892


NICANOR CESAR S. MONTOYA
Director
TIN No. 159-592-779


MA. CONCEPCION S. MONTOYA-YAP
Director
TIN No. 123-457-891

Attested by:


NICANOR JUAN ANDRES S. MONTOYA
Director/Corporate Secretary
TIN No. 181-213-109

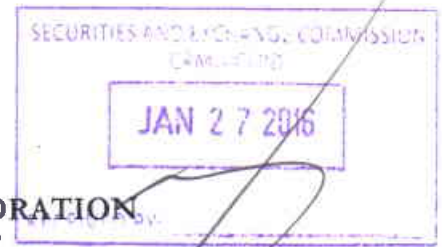
SUBSCRIBED AND SWORN to before me this JAN 14 2016th day of _____ 2015 at QUEZON CITY affiants exhibiting to me their respective Tax Identification Number (TIN), to wit:

Name	Tax Identification No.
CONCEPCION S. MONTOYA	137-256-655
LUIS ANTONIO S. MONTOYA	121-597-892
NICANOR CESAR S. MONTOYA	159-592-779
MA. CONCEPCION S. MONTOYA-YAP	123-457-891
NICANOR JUAN ANDRES S. MONTOYA	181-213-109

Doc. No. SI ;
Page No. 11 ;
Book No. 05 ;
Series of 2016.

JOEL G. GORDOLA
Notary Public
Commission expires until December 31, 2017
Adm No 069, RPL No 25103, I&P No 1013094
PTR No 1276262, 1/24/16, Q.C.
TIN 126-768-809; MCLE No V-0001531
Until 1 # 878 Quirino Hiway, Gulod, Novaliches, Q.C.

**CERTIFICATE OF
AMENDMENT OF ARTICLES OF INCORPORATION
OF MEDICARD PHILIPPINES, INC.**



KNOW ALL MEN BY THESE PRESENTS:

That We, the undersigned, constituting at least a majority of the Board of Directors of MEDICARD PHILIPPINES, INC. (the "Corporation"), with the Chairman of the Meeting and the Corporate Secretary do hereby certify that:

1. At a Special Meeting of the Board of Directors held on November 13, 2015 at 8th Floor, The World Centre Building, 330 Sen. Gil Puyat Avenue, Makati City 1200 Metro Manila, Philippines, a majority of the Board of Directors unanimously resolved to include in the Articles of Incorporation provisions on right of first refusal in case of sale or transfer of shares and denial of pre-emptive right of stockholders to subscribe to new issuances of shares of stock of the Corporation; as follows:

"RESOLVED, that a majority of the members of the Board of Directors of MEDICARD PHILIPPINES INC. (the "Corporation") approve, as they hereby approve, the inclusion of provisions on right of first refusal and denial of pre-emptive right to the Seventh Article of the Articles of Incorporation;

RESOLVED FURTHER, that the SEVENTH Article with the amendment as underscored shall be as follows:

SEVENTH. That the capital of the corporation is SEVEN HUNDRED FIFTY MILLION (P750,000,000.00) Philippine currency, and said capital stock is divided into Seven Million Five Hundred Thousand (7,500,000) shares with a par value of P100.00 each (As amended by the vote of the Board of Directors and by the stockholders' vote on December 3, 2013).

That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required legal percentage of capital stock or capital, in case of partnership, shall be allowed or permitted to be recorded in the corporate books and this restriction, in case of corporations, shall be indicated in all its stock certificates.

Any shareholder wishing to sell or transfer all or some of his shares for any reason whatsoever (the "Selling Shareholder") shall first offer them to the other shareholders.

The Selling Shareholder shall send to the other shareholders and to the corporation, through its Board of Directors, a written notice (the "Notice of Sale") notifying them of his decision to sell any of his share(s) and shall attach a copy of his offer or the third-party offer, as the case may be, to the Notice of Sale. In any case, the offer shall contain the price, the terms and the conditions attached to the offer. The Selling Shareholder shall not sell his share (s) at a price and on such terms and conditions that are more favorable than that offered to the other shareholders. Any sale in violation of this provision shall be void and shall not be effected by the Corporate Secretary.

Every other shareholder shall have the option to purchase the share(s) referred to in the offer that are owned by the Selling Shareholder or, in the event that several shareholders decide to exercise their option to purchase, a fraction of the subject shares of the Selling Shareholder on a pro rata basis based on the number of shares held by the shareholders exercising their right, the whole according to the price, terms and conditions of the offer. Any shareholder wanting to exercise its option to purchase shall do so by notifying the Selling stockholder, the Corporation through the Board of Directors and the other shareholders within sixty (60) days from the receipt of a copy of the offer and Notice of Sale.

The closing of the sale of the shares of the Selling Shareholder further to the exercise of the option described in the foregoing shall take place within ninety (90) days following the receipt of the Notice of Sale. Provided, that any shareholder may still choose to purchase the shares even after the lapse of the 90 day period but before the lapse of the 120 day period in the succeeding paragraph.

If none of the other shareholders take advantage of the option described in the foregoing, or if the closing of the sale to a shareholder does not occur within the period provided for, the closing of the sale of the share(s) to a third party purchaser will then be completed within one hundred twenty (120) days following the receipt of the Notice of Sale in accordance with the price, terms and conditions of the offer.

If the closing of the sale is not completed in accordance with the immediately preceding paragraph, the Selling Shareholder shall, if he still

wishes to sell any of his share(s), follow the process indicated in this Article once again.

The above restrictions shall also be indicated in the stock certificates.

Shareholders shall not have any pre-emptive right to new issuances of shares of stock of the Corporation.”

(As amended by the majority vote of the Board or Directors and stockholders representing at least 2/3 of the outstanding capital stock on November 13, 2015).

2. At the same Special Meeting of the Board of Directors, a majority of the Board of Directors unanimously resolved to change the principal office of the Corporation and for this purpose to amend the Third Article of the Articles of Incorporation as follows:

“THIRD: That the principal office of the corporation shall be established in 8th Floor, The World Centre Building, 330 Sen. Gil Puyat Avenue, Makati City 1200 Metro Manila, Philippines, but offices or agencies thereof may be established in any other place in the Philippines, or elsewhere, in foreign countries.”

3. At the Special Meeting of the stockholders held on November 13, 2015 at 8th Floor, The World Centre Building, 330 Sen. Gil Puyat Avenue, Makati City 1200 Metro Manila, Philippines, there appeared in person or by proxy, stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation;
4. All the stockholders present, constituting more than two-thirds (2/3) of the outstanding capital stock of the Corporation, approved and ratified the following amendments to the Articles of Incorporation:
 - a. Seventh Article on the inclusion of provisions on right of first refusal in case of sale or transfer of shares and denial of pre-emptive right of stockholders to subscribe to new issuances of shares of stock of the Corporation; and
 - b. Third Article on the change in principal office of the Corporation.

IN WITNESS WHEREOF, the undersigned Directors of MEDICARD PHILIPPINES, INC. have signed this Certificate and the Corporate Secretary has countersigned it this ___ day of JAN 14 2016 2015.


CONCEPCION S. MONTOYA
Chairman/Director
TIN 137-256-655

LUIS ANTONIO S. MONTOYA
Director
TIN 121-597-892


NICANOR CESAR S. MONTOYA
Director
TIN 159-592-779


MA. CONCEPCION S. MONTOYA-YAP *Director*
TIN 123-457-891

Attested by:


NICANOR JUAN ANDRES S. MONTOYA
Director/Corporate Secretary
TIN 181-213-109

SUBSCRIBED AND SWORN to before me this JAN 14 2016 2015 at
QUEZON CITY, affiants exhibiting to me their respective Tax Identification Number
(TIN)/Passport Numbers, to wit:

NAME	Tax Identification No.
CONCEPCION S. MONTOYA	137-256-655
LUIS ANTONIO S. MONTOYA	121-597-892
NICANOR CESAR S. MONTOYA	159-592-779
MA. CONCEPCION S. MONTOYA-YAP	123-457-891
NICANOR JUAN ANDRES S. MONTOYA	181-213-109

Doc. No. SD ;
Page No. 10 ;
Book No. 05 ;
Series of 2016.

JOEL G. GORDOLA
Notary Public
Commission expires until December 31, 2017
Adm. No. 069, Roll No. 25103, IBP No. 1013094
PTR No. 1007202-1034/13, Q.C.
TIN 126-768-800; MCLE No. V-0001531
Until 1 # 878 Quirino Hwy, Guiod, Novaliches, Q.C.



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



Accountable Form No. 51
 Revised 2006

ORIGINAL

DATE

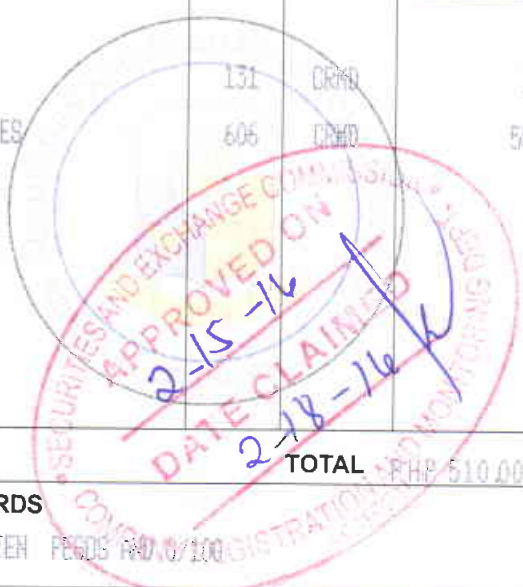
January 26, 2016

No. **1375377**

PAYOR

MEDICARD PHILIPPINES, INC.
 MAKATI CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
TRF (A0B23)	131	CRMD	10.00
AMENDED ARTICLES	606	CRMD	500.00



TOTAL PHP 510.00

AMOUNT IN WORDS

FIVE HUNDRED TEN PESOS AND 0/100

Received Cash
 Treasury Warrant
 Check
 Money Order

Received the
 Amount Stated Above

Treasury Warrant, Check,
 Money Order Number
 Check-Unionbank-00003205174
 1/21/16

Mary Jane Dominguez
 COLLECTING OFFICER

Date of Treasury Warrant,
 Check, Money Order

O.R. No. 1375377

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