



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. 92775

CERTIFICATE OF FILING

OF

AMENDED ARTICLES OF INCORPORATION

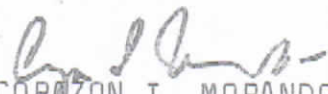
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

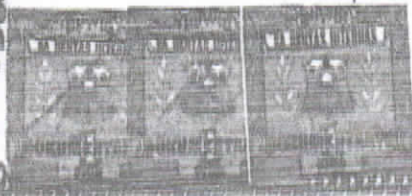
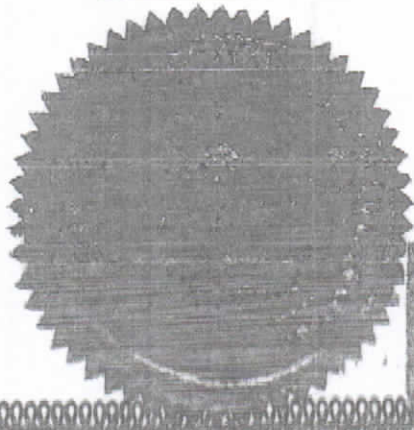
THIS IS TO CERTIFY that the amended articles of incorporation of the

HEALTH CARE & DEVELOPMENT CORPORATION OF THE
PHILIPPINES (HCDCP)
(Amending Articles 111 and VII of the original articles
of incorporation thereof)

copy annexed, adopted on August 1, 1987 by a
majority vote of the Board of Directors and 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 this Office on the 27th day of May nineteen hundred
and eighty-eight, pursuant to the provisions of Section 16 of the Corporation
Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached
to the other papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this
Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 27th day
of May, in the year of our Lord nineteen hundred and eighty-eight.


CORAZON I. MORANDO
Director
Corporate and Legal Dept.



HEALTH CARE AND DEVELOPMENT CORPORATION
OF THE PHILIPPINES, INC.
Las Pinas, Metro Manila, Philippines

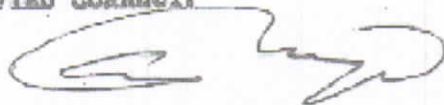
CERTIFICATION OF ARTICLES OF
INCORPORATION AS AMENDED

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, the President and the Corporate Secretary of HEALTH CARE AND DEVELOPMENT CORPORATION OF THE PHILIPPINES, INC., and the majority of the Members of the Board of Directors of said Corporation, HEREBY CERTIFY that the attached document is a TRUE COPY of the Articles of Incorporation of HEALTH CARE AND DEVELOPMENT CORPORATION OF THE PHILIPPINES, INC., AS AMENDED.

The amendment, as incorporated in the AMENDED ARTICLES OF INC. affected only the THIRD and SEVENTH Purpose Clauses (all indicated in Capital Letters) had been duly approved in a Stockholders' Special Meeting held at the principal office of the Corporation on August 1, 1987 at PERPETUAL HELP MEDICAL CENTER, Pamplona, Las Pinas, Metro Manila, Philippines, by the unanimous vote of the stockholders present in a quorum representing more than the majority of the subscribed Capital Stock.

CERTIFIED CORRECT:

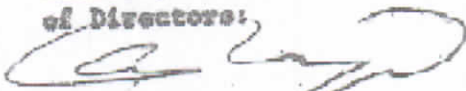


ANTONIO L. TAMAYO
President



DAISY M. TAMAYO
Corporate Secretary

Members, Board
of Directors:



ANTONIO L. TAMAYO

JOSE G. TAMAYO

JOSEFINA L. TAMAYO



DAISY M. TAMAYO



EDWIN A. MORAN

ARTICLES OF INCORPORATION

OF

HEALTH CARE & DEVELOPMENT CORPORATION OF THE PHILIPPINES

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, Filipinos and residents of the Philippines, on this date have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: - That the name of the said corporation shall be HEALTH CARE & DEVELOPMENT CORPORATION OF THE PHILIPPINES (HDCDP);

SECOND: - That the purposes for which the Corporation is formed are:

PRIMARY PURPOSE

To provide an institutional medium for the care, development and management of human resources as they relate to the health of the individual, family, group and organization, in all aspects affecting their productivity - physical, mental, professional and other aspects of their well-being, and to this end, the Corporation shall undertake:

- a) To own, organize, construct, operate, coordinate and/or provide administrative, management, planning, technical and other forms of assistance to hospitals, medical centers, clinics, health resorts and entities and persons engaged in health care undertakings, whether in the process of organization or already existing and operating, as well as to import, export, operate, provide, sell or lease equipments, facilities, supplies as well as services of every kind and nature, and to enter, make and carry out contracts for any lawful purpose pertaining or incidental to the aforesaid business;
- b) To provide administrative, management, planning, technical, psychological, research, organizational consultancy, bus-

(Sgt.) NICK H. TIRADO

JOSIFIA L. TIRADO

(Sgt.)

JOSE G. TIRADO

(Sgt.)

(Sgt.) ANTONIO L. TIRADO

(Sgt.) EDWIN A. MORAN

power training and development services and all other forms of assistance, consultancy and development services to any person, corporation, institution, association and other entities, government or private;

- c) To establish, adopt and maintain a system of prepaid professional, medical and hospitalization services; and,
- d) To perform all such services and tasks as may be appropriate, necessary or incidental to the evaluation, enhancement, promotion or development of the productivity of the individual, family, group or organization to which he belongs.

SECONDARY PURPOSES

- a) To apply for permits, licenses and/or grants from the Government of the Republic of the Philippines, or any of its instrumentalities or subdivisions in connection with the operation and management of a clinic or clinics and a hospital or hospitals, and as such, deal in or with any kind of equipment, goods, wares or spareparts which are necessary or incidental in the successful operation and management of hospitals and in order to carry out or effect this purpose, to engage in the construction and erection of clinics and hospitals or other buildings, and to deal with such construction materials, equipments, goods, wares and the like;
- b) To act as agent, representative, broker or attorney-in-fact for any person or persons, firm or firms, corporation or corporations, in the buying, selling and dealing in or with said equipment, goods, wares, etc. mentioned in paragraph a hereof, and in order to carry out or effect this purpose, to apply for loans, letters of credit and any and all other commercial papers or documents necessary for the purchase, importation, manufacture and exportation of said goods, wares, equipments and machineries dealt in or with by the corporation;

(Sgd.) DANIEL M. TAMAYO

(Sgd.) JOSEFINA L. TAMAYO

(Sgd.) JOSE G. TAMAYO

(Sgd.) ANTONIO L. TAMAYO

(Sgd.) EUGEN A. IGORAN

(Sgd.) DAISY K. REAYC

(Sgd.) JOSEFINA L. TANAYO

(Sgd.) JOSE L. TANAYO

(Sgd.) ANTONIO L. TANAYO

(Sgd.) EMILIN A. HUMAN

- c) To put up a scientific laboratory in the research for the causes of the different diseases common or not common in the Philippines and abroad, and if the business set-up of the corporation may warrant, to put up a foundation for research purposes in the field of general and/or specific medicine; and to promote the enlightenment of the members of the medical profession in particular and the public in general through an intensive information and education campaign on improve methods and techniques of treating patients and maintaining health and sanitation;
- d) To carry on or conduct its business or businesses through any subsidiary corporation or managers, and to enter into working agreements and/or arrangements with other corporation, firms or persons within the limits set by laws;
- e) To invest the funds of the Corporation not immediately needed by it upon such terms and conditions as the Board of Directors of the Corporation may legally determine in the future;
- f) To accept, make, endorse, guarantee, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations from time to time, for the purchase of any property or for any other purposes in or about the business or businesses of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise;
- g) To purchase, acquire, hold or otherwise such real estates necessary for the business of the Corporation and generally, to deal in or with such real estate including rights or interests therein and choses in action secured thereby and other personal properties collateral thereto; and to improve, manage, operate, sell, mortgage, lease and/or otherwise dispose of any property so acquired; to contract loan upon such property or properties, and assignment of the same;

(Sgd.) DALEY K. TAMAYO

(Sgd.) JOSEPHINA L. TAMAYO

(Sgd.) JOSE C. TAMAYO

(Sgd.) ANTONIO L. TAMAYO

(Sgd.) EDUARDO A. MORAN

- h) To do any or all of the things herein set forth; and generally, to do any and everything of any of the objects or the furtherance of any of the powers herein set forth by growing out of or connected with the aforementioned businesses and powers of any part thereof to the same extent as juridical persons might or could do, in any part of the world insofar as the same are not inconsistent with the provisions of the Corporation Law of the Philippines, as amended;
- i) To acquire all or any part of the goodwill, right, property and business of any individual, association, or corporation; to pay for the same in cash or in shares of stock, bonds, notes or other obligations of the said corporation, or otherwise to hold, utilize, operate, re-organize, liquidate, and in any manner dispose of the whole or any part of the goodwill, rights, property and business so acquired to assume in connection therewith the whole or any part of the liabilities and obligations of any such person, associations or corporation; and to conduct in any lawful manner the whole or any part of the business thus acquired;
- j) To carry on the business of exporter and importer, as principal, factors, agents, or commission merchant in respect to buying, selling, trading or dealing in any kind of goods, as well as to carry on the business of warehousing, merchandising and general brokerage;
- k) To produce, process, manufacture, buy, sell or otherwise deal in any and all commodities, wares, equipment, facilities, supplies and merchandise of whatever kind and nature which may be deemed desirable and are legal objects of commerce; except the manufacture of food, drugs and cosmetics;
- l) To conduct its business and maintain branch offices both within and outside the Philippines and any foreign countries and places, and to purchase or otherwise acquire, hold, possess, convey, transfer or otherwise dispose of real and personal

properties therein to the extent that the same may be permissible under their respective laws;

- a) To enter, make, perform and carry out contracts of every kind and for any lawful purpose pertaining to the business of the corporation;
- a) To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, pledge, lease, sell, assign, or otherwise dispose of formulas, secret processes, distinctive marks, improvements, processes, trade names, trade marks, copyrights, patents, licenses, concessions and the like, whether used in connection with or secured under letters patent of, or issued by any country or authority; and to exercise, develop and grant licenses in respect thereof or otherwise turn the same to account;
- e) To carry out all or any part of the foregoing objects and purposes and to exercise any or all of the foregoing rights and powers, and to do any and all of the foregoing acts and things, as principal, factor agent, contractor or otherwise, either alone or through or in conjunction with, or jointly with, any individual, association or corporation;

The foregoing clauses shall each be construed as purposes, object and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the Corporation, and that they are in furtherance of, and in addition to, not in limitation of, the general powers conferred upon the Corporation by the laws of the Philippines or otherwise nor shall the enumeration of one thing to be deemed to exclude another, although it is of like nature, not expressed.

TITLE: - That the place where the principal office of the corporation is to be established is in PERPETUAL HELP MEDICAL CENTER, Pampuna, Las Alas, Metro Manila, Philippines. The corporation may establish and maintain branch offices or agencies elsewhere in the

(Sgd.) ELLIN H. FARAYO

(Sgd.) JUSUFINA L. FARAYO

(Sgd.) JOSE C. FARAYO

(Sgd.) MARINO L. FARAYO
(Sgd.) EDWIN S. MORAN

Philippines or in foreign countries whenever warranted by the exigencies of its business, as amended on August 1, 1987

FOURTH: - That the term for which said 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 of said corporation are as follows:

NAME	CITIZENSHIP	RESIDENCE
1. ANTONIO L. TAMAYO	Filipino	San Pedro, Laguna
2. JOSE G. TAMAYO	Filipino	Binan, Laguna
3. JOSEFINA L. TAMAYO (married to Jose G. Tamayo)	Filipino	Binan, Laguna
4. DAISY M. TAMAYO (married to Antonio L. Tamayo)	Filipino	San Pedro, Laguna
5. EDWIN A. MORAN	Filipino	12 Batay Road, Cebu, P.I.

SIXTH: - That the number of directors of the corporation shall be FIVE (5), and the names, nationalities and residences of the directors who are to serve until their successors are duly elected and qualified as provided by the By-laws of the corporation are as follows:

NAME	CITIZENSHIP	RESIDENCE
1. ANTONIO L. TAMAYO	Filipino	San Pedro, Laguna
2. JOSE G. TAMAYO	Filipino	Binan, Laguna
3. JOSEFINA L. TAMAYO (married to JOSE G. TAMAYO)	Filipino	Binan, Laguna
4. DAISY M. TAMAYO (married to ANTONIO L. TAMAYO)	Filipino	San Pedro, Laguna
5. EDWIN A. MORAN	Filipino	12 Batay Road, Cebu, Quezon City

SEVENTH: - That the Capital Stock of said corporation is TWELVE MILLION (P12,000,000.00) PESOS, Philippine Currency and said Capital Stock is divided into ONE HUNDRED THOUSAND (100,000) shares of the par value of One Hundred (P100.00) Pesos each, as amended on August 1, 1987.

EIGHTH: - That the amount of said Capital Stock which has actually been subscribed is FOUR HUNDRED (400) and the following persons have subscribed for the number of shares of the capital stock set out after their respective names:

(Sgt.) DAISY M. TAMAYO

(Sgt.) JOSEFINA L. TAMAYO

(Sgt.) JOSE G. TAMAYO

(Sgt.) ANTONIO L. TAMAYO

(Sgt.) EDWIN A. MORAN

(Sgd.) DAISY M. TAMAYO

NAME	NO. OF SHARES	AMOUNT OF CAPITAL STOCK SUBSCRIBED
1. ANTONIO L. TAMAYO	140 - 35	₱ 14,000
2. JOSE G. TAMAYO	40 - 10	4,000
3. JOSEFINA L. TAMAYO (Married to JOSE G. TAMAYO)	40 - 10	4,000
4. DAISY M. TAMAYO (Married to ANTONIO L. TAMAYO)	140 - 35	14,000
5. EDWIN A. MORAN	40 - 10	4,000
	<u>400</u>	<u>₱ 40,000</u>
	uuu	vvvvvvvvv

~~XXXXXXXXXX~~

(Sgd.) JOSEFINA L. TAMAYO

NINTH: - That the following persons have paid in the shares of capital stock for which they have subscribed and the amount set after their respective names:

NAME	AMOUNT PAID ON SUBSCRIPTION
1. ANTONIO L. TAMAYO	₱ 3,500.00
2. JOSE G. TAMAYO	1,000.00
3. JOSEFINA L. TAMAYO (Married to JOSE G. TAMAYO)	1,000.00
4. DAISY M. TAMAYO (Married to ANTONIO L. TAMAYO)	3,500.00
5. EDWIN A. MORAN	1,000.00
	<u>₱ 10,000.00</u>
	vvvvvvvvv

(Sgd.) JOSE G. TAMAYO

TENTH: - That the subscription or ownership of any and all shares of stock in the corporation are made and taken subject to the conditions that any subscriber, owner or stockholder desiring to sell or otherwise dispose of his/her shares of stock except in the cases of disposition by will or inheritance to the legal heirs shall observe the following priorities, limitations and restrictions: -

(Sgd.) ANTONIO L. TAMAYO

(Sgd.) EDWIN A. MORAN

a) FIRST ORDER OF PRIORITY: - Any stockholder desiring to sell or otherwise dispose of his/her share or holdings shall first offer the same to the corporation thru the secretary. The corporation shall have thirty (30) days from receipt of the written offer within which to buy the shares of stockholders priced at the book value of each share as shown in the latest balance sheet of the corporation.

b) SECOND ORDER OF PRIORITY: - Failure of the corporation to exercise the foregoing option within

the aforementioned period, the President thru the secretary shall notify all stockholders of the shares for sale. The stockholders shall have thirty (30) days from the date of receipt of notice to exercise their option priced at the book value of each share as shown in the latest balance sheet of the corporation.

c) THIRD ORDER OF PRIORITY: - Failure of stockholders to exercise the option herein granted, the selling stockholder shall be free to offer the same to any person under such terms and conditions agreed upon but in no case shall the price of the shares be lower than the book value of each share as shown in the latest balance sheet of the corporation. In case the stockholder is unable to sell his share at book value and he is willing to sell such share for less than the book value, he may sell then subject to the order of priorities in the preceding paragraphs a and b.

In case of involuntary transfer, execution, levy, foreclosure or attachment of the shares, the corporation shall exercise the right of redemption within 120 days from and after the time title to the shares shall have been vested to any person or firm other than the stockholders of the corporation.

The foregoing limitations and restrictions shall be printed on the stock certificates of the corporation and shall be binding upon all the heirs, successors, assigns, administrators, or representatives of the stockholders of the corporation. Any transfer or conveyance in violation of the above terms and conditions shall be null and void and shall not be recorded and transferred in the books of the corporation.

RESOLUTION: - That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the percentage required by law shall be allowed or permitted to be recorded in the proper books and this restrictions shall also be indicated in all its stock certificates.

RESOLUTION: - That DARYL M. TAMAYO has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the By-Laws and that as such Treasurer, she has been authorized to receive for the Corporation and to receipt in its name for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have signed these presents this 20th day of March, 1930, in Las Pinas, Metro Manila, Philippines.

(Sgd.) ANTONIO L. TAMAYO

(Sgd.) JOSE C. TAMAYO

(Sgd.) JOSEFINA L. TAMAYO
(Sgd.) DAVID M. TAMAYO
(Sgd.) EMILIA A. TAMAYO

(Sgd.) DAISY M. TAMAYO
(Married to Antonio L. Tamayo)

(Sgd.) JOSEFINA L. TAMAYO
(Married to Jose G. Tamayo)

(Sgd.) EDWIN A. MORAN

SIGNED IN THE PRESENCE OF:

(Sgd.) Not legible and (Sgd.) Not legible

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
: S.S.
CITY OF MANILA)

BEFORE ME, a Notary Public for and in the City of Lucena, Philippines, personally appeared:

ANTONIO L. TAMAYO, with Residence Certificate No. A & B 25343
Issued at Manila on March 29, 1979 and Tax Account No. 4468-071-C,

JOSE G. TAMAYO, with Residence Certificate No. A & B 9843217,
Issued at Manila on February 21, 1979 and Tax Account No. 1641-975-6.

JOSEFINA L. TAMAYO, with Residence Certificate No. A & B 2766488,
Issued at Manila on January 29, 1979 and Tax Account No. 1641-975-6.

DAISY M. TAMAYO, with Residence Certificate No. A & B 3349510,
Issued at Manila on March 29, 1979 and Tax Account No. 4468-071-C.

EDWIN A. MORAN with Residence Certificate No. A & B 1131031,
Issued at Quezon City on December 19, 1979 and Tax Account No. 7851-119-4.

all known to me to be the same persons who have executed the foregoing document and acknowledged to me that the same was executed through their own free will and voluntary deed.

I hereby affixed my signatures and seal, this 28th day of March, 1980, at Taguig, Metro Manila.

(Sgd) NENITA ARCEJO
Notary Public
Until December 31, 1980
PTR No. 6715616
Issued on Jan. 21, 1980
At Lucena City

Doc. No. 50;
Page No. I;
Book No. II;
Series of 1980.

(Sgd.) JOSE G. TAMAYO

(Sgd.) ANTONIO L. TAMAYO