



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

COMPANY REG. NO. 22401

**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

PRIME MEDIA HOLDINGS, INC.
[Amending Article III thereof.]

copy annexed, adopted on December 22, 2014 by majority vote of the Board of Directors and on December 19, 2014 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 2nd day of March, Twenty Fifteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



**AMENDED ARTICLES OF INCORPORATION
OF
PRIME MEDIA HOLDINGS, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age and residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST - The name of the said Corporation shall be

PRIME MEDIA HOLDINGS, INC.

(As amended by the Board of Directors on December 4, 2002,
and by the Stockholders on December 6, 2002)

SECOND - The purposes or objects for which the said corporation is formed are:

PRIMARY PURPOSE :

To purchase, subscribe for or otherwise acquire and own, hold, use, manage, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, debentures, notes, evidences of indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, engaged in any and all business, including but not limited to, the business of real estate, manufacturing, trading and agribusiness and to pay therefor in whole or in part, in cash or by exchanging therefor, stocks, bonds and other evidences of indebtedness or securities of this or any other corporation, while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or such securities, contracts or obligations, to receive, collect and dispose of the interests, dividends and income arising from such property and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers on any stock so owned, without however engaging as an investment company under the Investment Company Act or a finance company or as a dealer in securities or stocks or as a real estate broker or a real estate development company but only holds the foregoing assets for purely investment purposes; to aid in any other manner, any corporation, domestic or foreign, any share of stock or any debentures, evidences, evidences of indebtedness or other security whereof are held by this corporation or in which it shall have interest and to do any act designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by this corporation in which it, at that time, may be interested. (As amended by the Board of Directors on December 4, 2002, and by the Stockholders on December 6, 2002)

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machinery, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business property acquired by the Corporation.

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the Corporation or for money borrowed in the prosecution of its lawful business.

3. 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 interest 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.

4. To aid in any manner, including, but not limited to extending guarantee or other credit support arrangements, to secure the obligations of, any person or any corporation, association, or trust estate, domestic or foreign, or any firm or individual.

5. To enter into any lawful arrangement for sharing profits, union of interest, agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation.

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemptions, licenses and concessions as may be conducive to any of the objects of the Corporation.

7. To establish and operate one or more branch or offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the rights to hold, purchase or otherwise acquire, lease mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines.

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 at its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation. (As amended by the Board of Directors on December 4, 2002, and by the Stockholders on December 6, 2002)

THIRD - That the place where the principal office of the corporation is to be established or located at 16th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City. (As amended by the Stockholders representing 2/3 of the outstanding capital stock on December 19, 2014 and by the Board of Directors on December 22, 2014).

FOURTH - That the term for which said corporation is to exist is another fifty (50) years from and after February 6, 2013. (As amended by the Board of Directors on January 26, 2013, and by the Stockholders on February 4, 2013)

FIFTH - The names, nationalities and residences of the incorporators of the Corporation are as follows:

NAME	NATIONALTY	RESIDENCE
Francisco Ortigas, Jr.	FILIPINO	2673-C Alunan, Taft Avenue, Manila
Jesus Cabarrus	FILIPINO	6 Narra St., Forbes Park, Makati, Rizal
Aurelio Montinola	FILIPINO	10 Mahogany St., Forbes Park, Makati
Antonio C. Delgado	FILIPINO	57 Victoria St., New Manila, Q.C
Vicente R. Jayme	FILIPINO	1101 Real St., Parañaque, Rizal
Rodegelio M. Jalandoni	FILIPINO	14-8 TH Street, Quezon City

SIXTH - The number of Directors of the Corporation shall be seven (7) and the name, nationalities 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:

NAME	NATIONALTY	RESIDENCE
Francisco Ortigas, Jr.	FILIPINO	2673-C Alunan, Taft Avenue, Manila
Jesus Cabarrus	FILIPINO	6 Narra St., Forbes Park, Makati, Rizal
Aurelio Montinola	FILIPINO	10 Mahogany St., Forbes Park, Makati
Antonio C. Delgado	FILIPINO	57 Victoria St., New Manila, Q.C
Vicente R. Jayme	FILIPINO	1101 Real St., Parañaque, Rizal
Rodegelio M. Jalandoni	FILIPINO	14-8 TH Street, Quezon City

(As amended by the Board of Directors on December 4, 2002, and by the Stockholders on December 6, 2002)

Any issuance, sale or transfer of shares of the Corporation shall comply with the requirements of Section 12 and Section 12-A of the General Banking Act. No transfer or sale of stock or interest which will reduce the ownership of Filipino citizens to less than the minimum percentage of voting stock required by Section 12 and Section 12-A of the General Banking Act, or any amendment thereto, shall be allowed or permitted to be recorded in the proper books of the Corporation. (As amended on March 9, 1993)

The Board of Directors shall set aside annually a minimum of twenty percent (20%) of the net profits after taxes in a reserve count until the same shall equal the amount at the time outstanding of any indebtedness the claims of which on the corporate assets, in the event of liquidation, receivership, bankruptcy or analogous procedure, are subordinate to the capital stock or may be subordinate to the capital stock by the terms of the contract under which the indebtedness is incurred, and said amount shall not be available for cash and/or stock dividends. (As amended by the Board of Directors on December 4, 2002, and by the Stockholders on December 6, 2002)

SEVENTH - The capital stock of said Corporation is Five Billion Pesos (P5,000,000,000.00), divided into Three Billion (3,000,000,000) Common Shares with par value of One Peso (P1.00) per share, One Billion (1,000,000,000) Series "A" Preferred Shares with par value of One Peso (P1.00) per share and One Billion (1,000,000,000) Series "B" Preferred Shares with par value of One Peso (P1.00) per share. (As amended on November 17, 1999)

The Board of Directors is hereby expressly granted and authorized to adopt resolutions authorizing the establishment, designation and issuance of one or more series for such number of shares and relative rights and preferences as it may deem beneficial to the Corporation. The resolution thus adopted shall be recorded with the Securities and Exchange Commission and the Philippine Stock Exchange, if required, and thereupon deemed an amendment and part of this Articles of Incorporation. The resolution(s) herein authorized to be adopted by the Board of Directors shall specify with respect to a given series, the following:

- a) the number of shares to constitute such series and the distinctive designations thereof;
- b) the annual dividend rate, if any, on the shares of such series and the cumulation or non-cumulation of dividends, the dates of cumulation or accrual, but dividends shall be deemed to be cumulative from date of issue unless otherwise specified in the resolution creating such series;
- c) the voting rights, if any, of shares of such series but each share of Preferred Stock shall have one vote on all corporate matters unless specified by law or by the Board of Directors with respect to the shares of any series;
- d) the conditions and restrictions, if any, on the payment of dividends, or on the making of other distributions and purchase, redemption, or other acquisition by the Corporation or any subsidiary, of the Common Stock or of any other class of stock of the Corporation ranking junior to the shares of Preferred Shares as to dividends or upon liquidation;
- e) the amount which shares of such series shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, whether from capital or earnings, in the event of any liquidation, Dissolution or winding up of the Corporation (which shall not exceed the consideration received therefore plus accrued and unpaid dividends thereon nor be less than the par value thereof);
- f) the time(s) and price(s) of redemption, if any, of the shares of such series;
- g) the terms and conditions, if any, on which shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, or other series of the same class of the Corporation;
- h) the status as to re-issuance or sale of shares of such series redeemed, purchased or otherwise re-acquired, or surrendered to the Corporation on conversion or exchange;

- i) the terms and conditions of a retirement or sinking fund, if any, for the purchase or redemption of the shares of such series;
- j) the conditions and restrictions, if any, on the creation of indebtedness of the Corporation, or any subsidiary, or on the issue of any additional stock ranking on a parity with or prior to the shares of such series to dividends or upon liquidation; and
- k) such other preferences, rights, restrictions and qualifications as shall not be inconsistent herewith.

All shares of Preferred Stock shall rank equally and be identical in all respects regardless of series unless otherwise specified by the Board of Directors pursuant to the foregoing provisions of paragraph 1 and if shares of any one series are issued at different times, the subsequently issued shares need not be entitled to receive dividends previously paid on the outstanding shares of such series.

The holders of the Preferred Stock shall be entitled to received out of the net profits or net assets of the Corporation available for dividends, when and as declared by the Board of Directors, cash dividends at the rate specified for each particular series, and no more, payable quarterly from and on the date or dates specified for each such series, before any dividends shall be declared and paid upon or set apart for the Common Stock. If dividends on the Preferred stock of any series are not paid in full when payable or declared in full and seems set apart for the payment thereof, then no dividends shall be declared and paid on any Preferred stock unless declared paid ratably on all shares of each series of the Preferred Stock then outstanding, including dividends accrued or in arrears, if any, in proportion to the respective amounts that would be payable per share if all such dividends were declared and paid in full.

The Preferred Stock shall be preferred over the Common Stock as to assets, and in the event of any liquidation or dissolution or winding up to the Corporation (whether voluntarily or involuntarily), the holders of the then outstanding Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus of earnings, the amount specified for each particular series, together with all dividends (whether or not earned) accrued or in arrears, for every share of their holdings of Preferred Stock before any distribution of the net assets shall be made to the holders of the Common stock, and shall be entitled to no other further distribution. If upon any liquidation, dissolution or winding up of the Corporation, the assets distributable among the holders of the Preferred Stock shall be insufficient to permit the payment in full to the holders of the Preferred Stock of all preferential amounts payable to all such holders, then the entire assets of the Corporation thus distributable shall be distributed ratably among the holders of the Preferred Stock in proportion to the respective amounts that would be payable per share if such assets were sufficient to permit payment in full.

For purposes of the preceding paragraph, neither the consolidation nor merger of the Corporation with or into any other corporation, nor any sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Article SEVENTH, unless the Board of Directors of the Corporation elects to treat such transaction as a liquidation, dissolution or winding up of the Corporation subject to the limitations or conditions herein or in the terms of any series, as approved by the Board of Directors, the whole or any part of Preferred Stock at any time outstanding, of the whole or any part of any series thereof, may be redeemed by the Corporation at its election, expressed, by resolution of the Board of Directors, upon notice to the holders of record of the Preferred Stock to be redeemed, given as hereinafter provided, at the time or times and price or prices specified for each particular series together with all dividends (whether or not earned) accrued or in arrears (hereinafter called the "redemption price"). If less than all of the Preferred Stock then outstanding, or of any series thereof, is to be redeemed, the redemption may be made either by lot or pro rata, in such manner as may be prescribed by resolution of the Board of Directors. A notice of such election shall be mailed by the Corporation, postage prepaid, not less than 30 nor more than 60 days prior to the date specified in such notice as the redemption date, addresses to the respective holders of record of the Preferred Stock to be redeemed at their respective addresses as the same shall appear on the stock transfer records of the Corporation. Notice having been so given unless default shall be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice, all dividends on the Preferred Stock thereby called for redemption shall cease to accrue from and after the date of redemption specified in such notice. The notice may specify a date (which may be on or prior to the date of redemption so specified) on which the Corporation shall provide the moneys for the payment of the redemption price by depositing the amount thereof with a bank or trust company doing business in Metro Manila, Philippines, and on the date so specified, all rights of the holders of Preferred Stock called for redemption, as stockholders of Corporation, except the right to receive the redemption price (but without interest), and the right, if any, to exercise all privileges of conversion specified for any particular series, shall cease and determine. Any moneys so deposited which shall remain unclaimed by redemption date shall become the property of, and be paid by such bank or trust company, to the Corporation.

The shareholders of the Corporation shall have no pre-emptive right to subscribe to any issue or disposition of shares of the capital stock of the Corporation, whether common or preferred. (As amended on May 17, 1994; May 21, 1996; and November 17, 1999)

The provisions of the second paragraph of Articles SIXTH and the provisions of Article SEVENTH hereof shall be printed on all stock certificates to be issued by the Corporation.

EIGHT - That the amount of said capital stock which has been actually subscribed is Five Hundred Thousand (500,000) shares, worth of FIVE MILLION PESOS (P5,000,000.00) and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

<u>Name of Stockholder</u>	<u>Citizenship</u>	<u>No. of Shares</u>		<u>Amount Stock Subscribed</u>
			<u>Class A</u>	
Francisco Ortigas, Jr.	FILIPINO	100,000	A	P1,000,000
Jesus Cabarrus	FILIPINO	100,000	A	1,000,000
Manuel J. Marquez	FILIPINO	100,000	A	1,000,000
Aurelio Montinola	FILIPINO	50,000	A	500,000
Antonio C. Delgado	FILIPINO	149,998	A	1,499,980
Vicente R. Jayme	FILIPINO	1	A	10
Rodegelio M. Jalandoni	FILIPINO	1	A	10

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

<u>Name</u>	<u>Amount Paid</u>	
	<u>Class "A"</u>	<u>Class "B"</u>
Francisco Ortigas, Jr.	P250,000	
Jesus Cabarrus	250,000	
Manuel J. Marquez	250,000	
Aurelio Montinola	125,000	
Antonio C. Delgado	374,995	
Vicente R. Jayme	10	
Rodegelio M. Jalandoni	10	
	<u>P1,250,015</u>	

TENTH - That Francisco Ortigas, Jr. has been elected by the subscribers as Treasurer of the corporation to act 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 in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands at Manila, Philippines, on this 6th of February 1963.

(Sgd.) FRANCISCO ORTIGAS, JR.

(Sgd.) AURELIO MONTINOLA

(Sgd.) JESUS CABARRUS

(Sgd.) ANTONIO C. DELGADO

(Sgd.) MANUEL J. MARQUEZ

(Sgd.) VICENTE R. JAYME

(SGD.) RODEGELIO M. JALANDONI

SIGNED IN THE PRESENCE OF:

Illegible

Illegible

ACKNOWLEDGEMENT

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

BEFORE ME, a Notary Public in and for Makati, Metro Manila, Philippines, this 6th day of February 1990 personally appeared the following persons:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Date & Place of Issue</u>
Francisco Ortigas, Jr.	A-023001	Jan. 2, 1963 Manila
	B-047260	Jan. 30, 1963 Manila
Jesus Cabarrus	A-0122500	Jan. 14, 1963 Manila
	B-0043676	Feb. 13, 1963 Manila
Manuel J. Marquez	A-045085	Jan. 15, 1963 Manila
	B-0584266	Mar. 29, 1963 San Juan, Rizal
Aurelio Montinola	A-3945694	Jan 16, 1963 Makati, Rizal
	B-0711011	Jan. 15, 1963 Makati, Rizal
Antonio C. Delgado	A-0315686	Jan. 23, 1963 Manila
	B-0163745	Apr. 13, 1963 Manila
Vicente R. Jayme	A-208486	Jan. 15, 1963 Manila
	B-0099678	Mar. 19, 1963 Manila
Rodegelio M. Jalandoni	A-0330297	Feb. 04, 1963 Manila
	B-0118239	Mar. 27, 1963 Manila

All known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation of the Private Development Corporation of the Philippines, consisting of ten (10) pages including that page where this acknowledgement is written and they acknowledged to me that the same is their free and voluntary act and deed. Said instrument was signed in my presence by said parties and the instrumental witnesses at the foot and on the left-hand margin of each and every page thereof.

IN WITNESS WHEREOF, I have hereunto signed by name and affixed my name and my notarial seal on the date and at the place first above-written.

(Sgd.) RAMON M. MEDINA
Notary Public
Until Dec. 31, 1963

Doc. No. 226;
Page No. 46;
Book No. 1;
Series of 1963.

REPUBLIC OF THE PHILIPPINES)
CITY OF Makati City) S.S.

SECRETARY'S CERTIFICATE

I, MONICA ISABELLE I. VILLANUEVA, of legal age, Filipino, with address at 6th Floor Pacific Star Bldg., Makati Ave. corner Sen. Gil Puyat Ave., Makati City after having been duly sworn to in accordance with law, do hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of PRIME MEDIA HOLDINGS INC. (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with office address at 16th Floor Citibank Tower, Paseo de Roxas, Makati City.

2. I hereby certify that to the best of my knowledge, no action or proceeding has been filed or is pending before any Court or tribunal 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 or stockholders of the Corporation or vice versa.

IN WITNESS WHEREOF, this Certificate was signed and issued this ___ day of FEB 11 2015 at Makati City, Philippines.


MONICA ISABELLE I. VILLANUEVA *tr*
Corporate Secretary

SUBSCRIBED AND SWORN to before me this FEB 11 2015 day of FEB 11 2015 2014 at Makati City, affiant exhibited to me her DL No. D16-99-210950 valid until 2016-09-03.

Doc. No. 375 ;
Page No. 70 ;
Book No. 1 ;
Series of 2015


LEAH ELOICA R. RSPIRITU
Appointment No. M-314 (2014-2015)
Until 31 December 2015
Ret. No. 2014
PTR No. 4754676, Office of Registrar, Makati City
IBP No. 983274, Office of Registrar, Makati City
6th Flr., Pacific Star Bldg., Makati City

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
PRIME MEDIA HOLDINGS, INC.
(Formerly First e-Bank Corporation)
(SEC Reg. No. 22401)



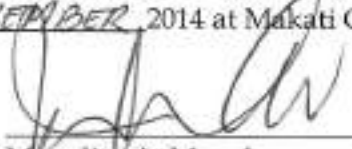
KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, the Chairman, Secretary, and majority of the directors of **PRIME MEDIA HOLDINGS, INC. (formerly First e-Bank Corporation)** (the "Corporation"), hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation, which amends the **THIRD ARTICLE** as follows:


"That the place where the principal office of the corporation is to be established or located is at 16th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City"


We further certify that the amendments of the Articles of Incorporation were unanimously approved by the affirmative vote of stockholders owning at least two-thirds (2/3) of the outstanding capital stock at the Annual Shareholders' Meeting held on 19 December 2014 at the Metroclub Rockwell, Estrella St. Guadalupe Viejo, Makati City and by the majority vote of the Board of Directors of the Corporation in a Special Meeting held on 22 December 2014 at 6th Floor Pacific Star Bldg., Makati Ave. corner Sen. Gil Puyat Ave., Makati City

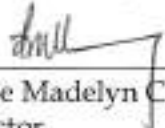
IN WITNESS WHEREOF, we have hereunto set our hands this 19 day of DECEMBER, 2014 at Makati City.


Manolito A. Manalo
Director/ Chairman
T.I.N. No. 195-562-309


Monica Isabelle I. Villanueva
Director/ Corporate Secretary
T.I.N. No. 238-362-441


Bernadeth A. Lim
Director
T.I.N. No. 236-185-911


Juan Victor S. Valdez
Director
T.I.N. No. 914-843-195



Diane Madelyn C. Ching
Director
T.I.N. No. 201-507-466

SUBSCRIBED AND SWORN TO before me this ____ day of JAN 27 2015 at Makati City by the above-named persons who exhibited to me their respective Valid Proof of Identification as follows:

NAME	Valid Proof of Identification	Date of Expiration
Manolito A. Manalo		
Bernadeth A. Lim		
Monica Isabelle I. Villanueva		
Juan Victor S. Valdez		
Diane Madelyn C. Ching		

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Series of 2014



LEAH ELVIRA R. ESPIRITU
Appointment (No. M-310 (2014-2015))
Until 31 December 2015
Roll no. 62604
PTR No. 4754678; (11/06/15); Appren
IBP No. 983274; (01/06/15); M-
6th Flr., Pacific Star Bldg., Makati City