



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. A1996-02982

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

AUSTRALASIAN PHILIPPINES MINING, INC.
(Amending Article II Primary Purpose thereof)

copy annexed, adopted on August 07, 19 98 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 15th day of October nineteen hundred and ninety-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 15th day of October in the year of our Lord nineteen hundred and ninety-eight




SONIA M. BALLO
Director

Corporate and Legal Department

SEC Number F199603002
File Number _____

Australasian Phil. Mining, Inc.

(Company's Full Name)

Ground floor, Smith Bell Bldg.
2294 Pasong Tamo Ext., Makati City

(Company's Address)

892-3650

(Telephone Number)

June 30

(Fiscal Year Ending
(month & day))

Amended Articles of Inc.

Form Type

Amendment Designation (if applicable)

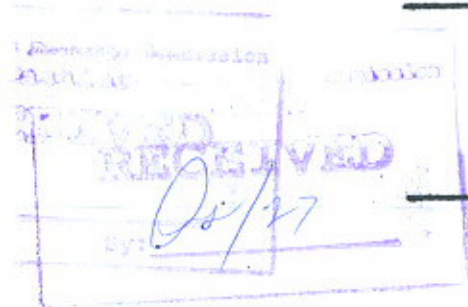
Period Ended Date

(Secondary License Type and File Number)

98AUG27 P4:08

FILED
LICENSE - COMPL. UNIT
DATA ENTRY STATION

PNF-113



AMENDED ARTICLES OF INCORPORATION
OF
AUSTRALASIAN PHILIPPINES MINING, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, majority of whom are residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST. The name of the said corporation shall be

"AUSTRALASIAN PHILIPPINES MINING, INC."

SECOND. The purposes for which the Corporation is formed are:

PRIMARY PURPOSE

10/6/98
To undertake activities involving large-scale exploration, development and utilization of mineral resources, as well as the conduct of exploration and mineral processing activities pursuant to exploration and mineral processing permits or financial and/or technical assistance agreements or such mineral agreements and other permits and agreements as may be allowed by law; to render exploration and other related services and undertake feasibility studies, as well as all aspects of technical and management services to individuals, partnerships, associations and corporations engaged in mining or, in any manner, in the acquisition, conveyance, storage, marketing, processing, refining, ^{WHOLE} sale and distribution of minerals; to give [^] financial assistance to [^] mining enterprises or corporations; to extend financial assistance to [^] mineral exploration enterprises and mineral tenement owners through service contracts without engaging in financing activity as defined in Republic Act No. 5980, and to provide technical and managerial services in the execution of such exploration activities as prospecting, geo-technical surveying, drilling, boring, tunneling, bulk sampling, metallurgical testing and other studies in evaluating the development potential of metal and mineral deposits of all kinds; to provide technical and managerial services in the development and utilization of mineral resources and processing activities; to acquire an interest in such enterprises or corporations to the extent allowed by law; to enter into contracts with [^] mineral tenement owners, mineral exploration enterprises and mining enterprises in connection with the above activities; and to enter into such agreements with the President of the Philippines or other agencies of the Philippine government [^] as may be allowed by law in furtherance of its purposes. *(Amendments underscored and marked.)**

* As amended at the special stockholders' meeting held on August 7, 1998.

Secondary Purposes

In furtherance of its primary purpose, the corporation shall have the following incidental powers:

- a) To acquire by purchase, lease, or contract allowed by law, any and all real and personal properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange or otherwise dispose of the whole or any part thereof without, however, engaging in the subdivision business;
- b) To borrow or raise money for any of the purposes of the Corporation, and from time to time subject to the limitations of the law, to draw, make, accept, endorse, transfer, assign, execute and issue promissory notes, drafts, bill of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and evidence of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage or pledge all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation or its duly authorized officers or agents shall determine and as may be permitted by law;
- c) Insofar as may be permitted by law, to purchase, or otherwise acquire the stocks, bonds, or other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange thereof in cash, or otherwise; to hold or own, use, sell, deal in, dispose of, and turn to account any such stocks, bonds or other securities, and while the owner or holder thereof, to exercise all the rights and powers of ownership, including the right to vote thereon for any purpose;
- d) Insofar as may be permitted by law, to do any acts or things necessary or useful for the protection, development, improvement or operation of any person, corporation, association, firm or entity in or with which the Corporation has an interest of any kind, whether as stockholder or manager;
- e) To purchase, hold cancel, reissue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine; provided that the Corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital stock, except to the extent permitted by law;
- f) To merge, consolidate, combine or amalgamate with any corporation, firm, association or entity heretofore or hereafter created in such manner as may be permitted by law;

- g) To acquire, take over, hold and control all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or corporation, whether domestic or foreign, and whether as a going concern or not engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for the purpose of the Corporation, and to pay for the same in cash or in stocks, bonds or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof;
- h) Within the limits prescribed by law, to organize or cause to be organized under the laws of the Republic of the Philippines or any other state, territory, nation, province or government, corporations, associations, firms or entities for the purpose of accomplishing any or all of the objects for which the Corporation is organized; to dissolve, wind up, liquidate, merge, consolidate, combine or amalgamate with any such corporation or corporations, association, firms or entities, or to cause the same to be dissolved, wound up, liquidated, merged, consolidated, combined or amalgamated;
- i) To carry out the above-mentioned purpose as principal, agent, factor, licensee, concessionaire, contractor or otherwise either alone or in conjunction with any other person, firm, association, corporation or entity, whether domestic or foreign;
- j) To enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or dependency thereof, to obtain from any government or authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain, and to carry out, perform or comply with such contracts or arrangements and exercise any such rights, privileges and concessions; and
- k) To do and perform all acts and things necessary, suitable or proper for the accomplishment of the purpose hereinabove stated or which shall at anytime appear conducive to the protection or benefit of the Corporation, including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Republic of the Philippines in general and upon domestic corporations of like nature in particular.

THIRD. That the place where the principal office of the Corporation is to be established or located is in Metro Manila, Philippines.

FOURTH. The term for which the Corporation is to exist shall be FIFTY (50) years from and after the date of incorporation.

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

Name	Nationality	Residence
Marianne M. Manzananas	Filipino	3318 Apitong Street, Parañaque, Metro Manila Philippines
Ethelwoldo E. Fernandez	Filipino	No.9, 7 th Street, Beverly Hills Subdivision Taytay Rizal, Philippines
Simeon Ken R. Ferrer	Filipino	29 La Maison Townhomes Katipunan Avenue, Quezon City, Philippines
Jocelyn Sanchez-Salazar	Filipino	19 Mahabagin Street, Teachers Village, Quezon City, Philippines
Marizel Gacutan	Filipino	No. 8 Amelita Street, BF Homes, Almanza, Las Piñas Metro Manila, Philippines

SIXTH. That the number of directors of the Corporation shall be FIVE (5), and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualify as provided by the By-Law Corporation are as follows:

Name	Nationality	Residence
Marianne M. Manzananas	Filipino	3318 Apitong Street, Parañaque, Metro Manila Philippines
Ethelwoldo E. Fernandez	Filipino	No.9, 7 th Street, Beverly Hills Subdivision Taytay Rizal, Philippines
Simcon Ken R. Ferrer	Filipino	29 La Maison Townhomes Katipunan Avenue, Quezon City, Philippines
Jocelyn Sanchez-Salazar	Filipino	19 Mahabagin Street, Teachers Village, Quezon City, Philippines
Marizel Gacutan	Filipino	No. 8 Amelita Street, BF Homes, Almanza, Las Piñas Metro Manila, Philippines

*SEVENTH. That the authorized capital stock of said Corporation is PESOS ONE HUNDRED FIVE MILLION FIVE HUNDRED THOUSAND (P105,500,000.00) Philippine Currency, and said capital stock is divided into ONE MILLION FIFTY-FIVE THOUSAND (1,055,000) shares with a par value of ONE HUNDRED PESOS (P100.00) each.

* Approved and amended by the Board of Directors and Stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in its meetings both held on May 13, 1997.

EIGHT. That the amount of said capital stock which as been actually subscribed is THIRTEEN MILLION TWO HUNDRED FIFTY THOUSAND & 00/100 (P13,250,000.00) Philippine Currency and the following, persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<u>Name</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Shares Subscribed</u>
Marianne M. Manzananas	1	P 100.00
Ethelwoldo E. Fernandez	1	100.00
Simeon Ken R. Ferrer	1	100.00
Jocelyn Sanchez-Salazar	1	100.00
Marizel Gacutan	1	100.00
Climax Mining Limited	<u>132,495</u>	<u>13,249,500.00</u>
Total	<u>132,500</u>	<u>P13,250,000.00</u>

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>Nationality</u>	<u>Amount Paid</u>
Marianne M. Manzananas	Filipino	P 100.00
Ethelwoldo E. Fernandez	Filipino	100.00
Simeon Ken R. Ferrer	Filipino	100.00
Jocelyn Sanchez-Salazar	Filipino	100.00
Marizel Gacutan	Filipino	100.00
Climax Mining Limited	Australian	<u>13,249,500.00</u>
Total		<u>P13,250,000.00</u>

TENTH. That Mr. Simeon Ken R. Ferrer has been elected by the subscribers as Treasurer-in-Trust of the Corporation to act as such until his successor is duly elected and shall have 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 by the subscribers.

IN WITNESS WHEREOF, the parties hereunto set our hands this 11th day of July, 1996
at Makati, Metro Manila, Philippines.

(Sgd.) MARIANNE M. MANZANAS
TIN: 131-272-167

(Sgd.) ETHELWOLDO E. FERNANDEZ
TIN: 106-169-268

(Sgd.) SIMEON KEN R. FERRER
TIN: 116-283-788

(Sgd.) JOCELYN SANCHEZ-SALAZAR
TIN: 116-284-099

(Sgd.) MARIZEL GACUTAN
TIN: 173-119-836

Witnesses: (Sgd.) Noemi M. Tuano (Sgd.) Concepcion D. Quintero

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) SS.

BEFORE ME, a Notary Public in and for the City of Makati, personally appeared the following persons and presenting their respective Community Tax Certificates, to wit:

Name	CTC No.	Date/Place of Issue
Marianne M. Manzanias	14239312-D	2-29-96; Makati, Philippines
Ethelwoldo E. Fernandez	12174899-C	2-14-96; Makati, Philippines
Simeon Ken R. Ferrer	12174910-C	2-14-96; Makati, Philippines
Jocelyn Sanchez-Salazar	12174895-C	2-14-96; Makati, Philippines
Marizel Gacutan	12174916-C	2-14-96; Makati, Philippines

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

The above-mentioned persons, together with their two (2) instrumental witnesses, have affixed their respective signatures on each and every page of the aforesaid document including this page whereon the Acknowledgement is found, consisting of Six (6) pages.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first abovewritten.

Doc. No. 112 ;
Page No. 24 ;
Book No. IV ;
Series of 1996.

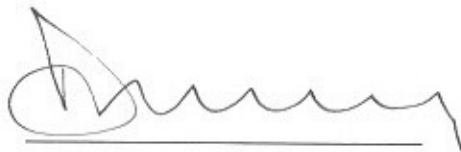
(Sgd.) Zayber John B. Protacio
Notary Public
Until December 31, 1997
PTR#0308525 / 1-18-96
Makati, Metro Manila

DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority members of the Board of Directors of AUSTRALASIAN PHILIPPINES MINING, INC. (the "Corporation") and the Chairman and Secretary of the Stockholders' Meeting, hereby certify that the attached Amended Articles of Incorporation of the Corporation were amended by an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held for that purpose at the principal office the Corporation on August 7, 1998.

The amendments were likewise approved by majority of the directors at a meeting held at Makati City, Philippines on August 7, 1998.



David Ronayne-Mahony
Director /
Chairman of the Stockholders' Meeting



Ethelwoldo E. Fernandez
Director



Simeon Ken R. Ferrer
Director




Jocelyn I. Sanchez-Salazar
Secretary of the Stockholders' Meeting

SUBSCRIBED AND SWORN to before me this 7th day of August, 1998 at Makati City, affiants exhibited to me the following passport and community tax certificate numbers, dates and places issued:

Name	Passport/ CTC No.	Date/Place Issued
David Ronayne-Mahony	L5609601	Feb 20 97/Newcastle
Ethelwoldo E. Fernandez	07765325	Feb 8 98 / Makati
Simeon Ken R. Ferrer	07763719	Feb 17 98 / Makati
Jocelyn I. Sanchez-Salazar	07763726	Feb 17 98 / Makati

Doc. No. 493
Page No. 100
Book No. XI
Series of 1998.


EMMANUEL C. PARAS
NOTARY PUBLIC
UNTIL DECEMBER 11, 1999
PTR # 1246964, 01/14/98, MAKATI, M.M.

FOR SEC TO PROVIDE: MAINTENANCE NO.: /

TRANSACTION DATE / / / / / /

FILL-UP INSTRUCTIONS -- Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes.

FILL UP ONLY THOSE ITEMS FOR WHICH AMENDMENTS OR CHANGES ARE TO BE MADE. Refer to the back of this page for additional instructions.

CURRENT COMPANY NAME (this must always be provided)

AUSTRALASIAN PHILS. MINING, Inc.

RESTRICT USE BY OTHERS?

RESERVATION NUMBER	NEW COMPANY NAME
1	1
2	2
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GENERAL INFORMATION

COMPANY TYPE	DS	DOMESTIC STOCK	NON STOCK	IDP - DOMESTIC PARTNERSHIP	STOCK ?	YES	CHANGES IN FINANCIAL PURPOSE ?	YES
PRINCIPAL OFFICE ADDRESS								

Ground Floor, Smith Bell Bldg., 2294 Pasong Tamo Ext., Makati City

AREA CODE	POSTAL CODE	TEL. NO.	FAX NO.

BUSINESS OFFICE ADDRESS	
92-2000	816-7669

AREA CODE	POSTAL CODE	TEL. NO.	CAY. NO.

BUSINESS INFORMATION

PARTNERSHIP TYPE	TYPE OF ENTERPRISE	IN - NO SPECIAL REGISTRATION	IN - FIA HOLDING	IF - FINANCIAL INSTITUTION
1	1	1	1	1

	I - G . GENERAL			
		I - FIA-INTERNATIONAL		
		I - D . FIA-DOMESTIC		
			I - N . FIA REPRESENTATIVE OFF	
			I - S . CLUB REGISTRAR	
				I - Z . EPZA REGISTERED

END DATE OF EXISTENCE	FISCAL YEAR END	ANNUAL MEETING (For domestic companies only)

YEARS	1990-2001	1992-2001
1	1	1
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100	100	100

[illegible]

NUMBER OF	DIRECTORS (if stock co.)	TRUSTEES (if non-stock co.)	PARTNERS (if partnership)
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	TOTAL CONTRIBUTION (OI non-stock companies)	% OF FOREIGN MEMBERSHIP (OI non-stock companies)	TOTAL CONTRIBUTION (OI domestic partnership companies)
100%	100%	100%	100%

Filipino:

[illegible]

COMPANY RELATIONSHIP		

RELATIONSHIP TYPE	NAME	ADDRESS	PHONE	TELETYPE	TELEFAX	EMAIL	WEBSITE	OTHER
M - DISSOLVED COMPANY OR INDIVIDUAL								

V - DISSOLVED COMPANY (if change in company type)
 A - ACQUISITION (if registrant is a subsidiary)
 O - OTHERS

SEC NUMBER	COMPANY NAME	MAIN IND	TYPE
1	AMERICAN AIR	4413	1
2	AMERICAN AIR	4413	1
3	AMERICAN AIR	4413	1
4	AMERICAN AIR	4413	1
5	AMERICAN AIR	4413	1
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99	AMERICAN AIR	4413	

	START DATE	END DATE
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3	1/1/2020	1/1/2020
4	1/1/2020	1/1/2020
5	1/1/2020	1/1/2020
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28	1/1/2020	1/1/2020
29	1/1/2020	1/1/2020
30	1/1/2020	1/1/2020
31	1/1/2020	1/1/2020
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42	1/1/2020	1/1/2020
43	1/1/2020	1/1/2020
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45	1/1/2020	1/1/2020
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74	1/1/2020	1/1/2020
75	1/1/2020	1/1/2020
76	1/1/2020	1/1/2020
77	1/1/2020	1/1/2020
78	1/1/2020	1/1/2020
79	1/1/2020	1/1/2020
80	1/1/2020	1/1/2020
81	1/1/2020	1/1/2020
82	1/1/2020	1/1/2020
83	1/1/2020	1/1/2020
84	1/1/2020	1/1/2020
85	1/1/2020	1/1/2020
86	1/1/2020	1/1/2020
87	1/1/2020	1/1/2020
88	1/1/2020	1/1/2020
89	1/1/2020	1/1/2020
90	1/1/2020	1/1/2020
91	1/1/2020	1/1/2020
92	1/1/2020	1/1/2020
93	1/1/2020	1/1/2020
94	1/1/2020	1/1/2020
95	1/1/20	

INDICATE 'YES' OR 'NO' TO EACH OF THE FOLLOWING

100-443887-100

POSITION: Corporate Secretary DATE: Aug 27 1998

PROCESSING ATTORNEY : _____
DATA CONTROL CLERK : _____

DATE REVIEWED: _____

CDMF 96-1 --- ADDITIONAL FILL-UP INSTRUCTIONS

FIELD	ACTION
SEC Number	Always provide for this number.
Current Company Name	Always provide for the current company name.
Company Type	Always provide for the type of the company.
Restrict Use by Others ?	Indicate if the current company name, which is being amended, will not be made available for the use of other companies within the allowed period..
Reservation Number	Provide for this number if the current company name is being amended. This is the number printed on the SEC-approved Verification Certificate.
New Company Name	Required if current company name is being amended.
General Information	
Principal Office Address	This is the address indicated on the Articles of Incorporation.
Business Office Address	This is the mailing address. If this is not yet available, put the address of one of the stockholders or the principal office address. A PO box address is not acceptable.
Business Information	
Term of Existence	State this in terms of number of years.
Annual Meeting	Provide in MM/DD format if annual meeting is a fixed date. If not a fixed date, provide in format stated in the By-Laws.
Type of Non-Stock Corporation	Choose the classification that is appropriate to the company being registered : S - Religious (Corporate Sole) P - Professional A - Religious (Corporate Aggregate) M - Proprietary Membership F - Foundation B - Business Organization C - Condominium O - Ordinary
Company Relationship	NOTE : The parent company or affiliate of the registrant company must be included among the principal stockholders.
Main Ind(icator)	Indicate 'A' if a related company is to be added, 'E' if information about a related company is to be changed or updated (e.g., the end date of the relationship), or 'D' if the relationship is to be deleted. The 'Delete' option should be used only if the relationship was erroneously set up and therefore should not have existed in the first place.
SEC Number	If the related company is a locally registered domestic company or is an office of foreign company that is licensed to operate in the Philippines, provide for this number. Otherwise, leave this field blank.
Start Date	Indicate the start date of a new relationship with a company. For example, this can be the effectivity date of the merger, where the weaker company is absorbed by the surviving company.
End Date	Indicate the end date of a relationship that has been terminated. This date should be left blank for a new relationship if the relationship is expected to continue for some or a still unknown period of time. For example, the end date can be the date an affiliate sold its shareholdings to another party, thus ending its relationship with the company.