



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

COMPANY REG. NO. 9142

**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


METRO GLOBAL HOLDINGS CORPORATION
[Formerly: FIL-ESTATE CORPORATION]
[Amending Article I thereof.]

copy annexed, adopted on March 18, 2014 by majority vote of the Board of Directors and on May 06, 2014 by written assent of the stockholders owning or representing more than 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 30th day of May, Twenty Fourteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application: Amendment of AOI & By-Laws SEC Registration Number: A S O 9 1 4 2

Former Company Name

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AMENDED TO:
New Company Name

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H										O										L										D										I										N										G										S																																							
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Principal Office (No./Street/Barangay/City/Tqwn)Province)

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Company's Telephone Number/s

(632) 633-6205

Contact Person: ATTY. AEICE O. BONDOC Contact Person's Telephone Number: (632) 633-6205

Contact Person's Address

Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City

To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor _____	_____	_____
_____	_____	_____
_____	_____	_____
Document I.D. 		
Received by Corporate Filing and Records Division (CFRD)	_____	_____
Forwarded to:		
<input type="checkbox"/> Corporate and Partnership Registration Division	_____	_____
<input type="checkbox"/> Green Lane Unit	_____	_____
<input type="checkbox"/> Financial Analysis and Audit Division	_____	_____
<input type="checkbox"/> Licensing Unit	_____	_____
<input type="checkbox"/> Compliance Monitoring Division	_____	_____

**AMENDED
ARTICLES OF INCORPORATION
of
METRO GLOBAL HOLDINGS CORPORATION**

(Formerly "FIL-ESTATE CORPORATION")

KNOW ALL MEN BY THESE PRESENTS :

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

AND WE DO HEREBY CERTIFY :

FIRST: That the name of the Corporation shall be :

"METRO GLOBAL HOLDINGS CORPORATION"

(As amended on 6 May 2014)

SECOND : That the purposes for which the said Corporation is formed are the following:

PRIMARY PURPOSE

To, acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to, buildings, tenements, warehouses, factories, edifices, and structures and other improvements; to acquire by purchase or lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, manage any real property so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures now or after erected on any lands so owned held or occupied; to acquire or otherwise deal in bonds, debentures, promissory notes, shares of capital stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers, and privileges of ownership or any other interest therein, including the right to receive, collect and

other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers, and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interests, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629) or act as securities broker or dealer.

SECONDARY PURPOSE

Subject to the provisions of the Corporation Code and other applicable laws, to invest its funds in any other corporation or business or for any other purpose other than the above-stated primary purpose.

And in pursuance of above stated purposes the Corporation shall have the power:

- (a) To prospect for mine extract, dig for, or otherwise obtain from the earth, petroleum and rocks or carbon oils, natural gas, and other volatile minerals, chemicals substances and salts, as well as others minerals of whatever nature whether similar or dissimilar to these listed herein, and to manufacture, refine, prepare for market, buy, sell and transport and otherwise deal with petroleum and other minerals of whatever nature whether similar or dissimilar thereto, their products, compounds, and derivatives and other mineral and chemical substances, in crude or refined condition.
- (b) To acquire petroleum, gas and oil lands, leaseholds, franchises, privileges, concessions and other interests in real estate and gas, oil and other rights.
- (c) To construct and maintain conduits, pipelines, and lines of tubing for the public generally as well as for the use of said Corporation, and to lay, rig, buy, lease, sell, and otherwise contract for, and operate said

conduits, pipelines and lines to tubings, as well as storage tanks, railways, tramways, roadways and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business.

- (d) To buy, sell, charter, operate and maintain tank steamers and other vessel of all kinds for the transportation of merchandise dealt in by the Corporation.
- (e) To construct and maintain telegraph and telephone lines necessary or convenient in the operation of the business of the Company.
- (f) To extract and otherwise obtain and prepare for market such other valuable minerals, chemicals or other materials as may be discovered in the course of developing the lands of the Company.
- (g) To construct, maintain, and operate gas wells, oil wells, and refineries, and to buy, sell, and otherwise deal in gas, oils, and salts and their derivatives or products.
- (h) To carry on in connection with any or all of the aforementioned purposes the business of importing, buying, selling, and otherwise dealing with equipment, machinery, supplies and accessories and to transact all business properly connected with or incidental to any or all of said objects and purposes.
- (i) To purchase, lease, or otherwise acquire such real and personal property in any part of the Philippines or elsewhere, as the purposes for which the Corporation is formed may permit, and as may be reasonably required for the transaction of its lawful business; and to hold, maintain, conduct, use and operate and to lease, sell, mortgage, or otherwise dispose of any such real or personal property of any character owned in any manner held it, upon any terms.
- (j) To purchase or otherwise acquire the whole or any part of the goodwill, property and assets, and to undertake all or any part of the

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business, property and liabilities of any person, partnership, corporation or other associations, carrying on any business similar to that for which this Corporation is authorized to carry on, or possessed of property suitable for the purpose of the Corporation, and to pay for the same in cash, or in stock, bonds or other securities of the Corporation or otherwise.

- (k) To buy or otherwise acquire any inventions, improvements and processes relating to the refining of petroleum or the processing of its products, secured under letters, patents or licenses in respect to the same, and to use, exercise, develop and sell such inventions, improvements and processes and to grant licenses of the things respecting the same.
- (l) to borrow or raise money for the purpose of the Corporation by making, issuing, accepting, indorsing and executing promissory notes, bills of exchange, bonds, debentures, certificates of indebtedness and other negotiable instrument but not exclusive of such other means or manner as the Corporation's Board of Directors shall think fit; and to secure the payment of said obligations or any of them by mortgage, pledge, letter of hypothecation, or other liens or charges upon all or any part of the undertakings, revenues, rights and property of the Corporation, and to exchange or vary from time to time any of such securities and to redeem, on any terms, the debts or obligations secured by them before the same shall fall due, if it shall see fit so to do.
- (m) To purchase, invest in, purchase or otherwise acquire the stocks, bonds and other securities or evidences of indebtedness of any other association or corporation, domestic or foreign, owning property necessary for its business and to issue in exchange therefor in cash, or otherwise, to hold for investment or otherwise, own, use, sell,

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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 power of ownership, including the right to vote thereon for any purposes; to do any acts or things necessary or proper for the protection or development of any such association or corporation or for the preservation, improvement or enhancement of the value of any such stock, bonds or other securities, or any acts or things designed for any such purpose; and to control and manage the affairs, and take over and carry on all or any part of the business or property of any such association or corporation provided that they are such as may be lawfully acquired and conducted by a corporation organized under the laws of the Philippines.

- (n) To sell all or part of the rights, property, or undertakings of the Corporation for such consideration as the Corporation may deem fit and in particular for shares, debentures or securities of any other corporation.
- (o) To make and enter into contracts and arrangements of every name and nature in furtherance of the purposes of the Corporation with the Government of the Republic of the Philippines or with any foreign corporation or with any other corporation or association, public or private.
- (p) To register the Corporation, or to secure a license to do business, in any foreign country or place.
- (q) To do all such the other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly indirectly to enhance the value of, or render profitable any business or property of the Corporation, always provided that nothing shall be done in connection with any of the

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above objects which are not prohibited by any laws of the Philippines now or hereafter existing.

- (1) Without in any particular limiting the powers and provided that the Corporation shall have the power to make and perform contracts of any kind and description with any person, firm or corporation, whether public or private, without limit as to amount, and particularly, but not by way of limitation, to make and perform contracts creating rights, easements and other privileges respecting any of the property, real or personal, or any kind owned by the Corporation; to have one or more office out of the Philippines, and to conduct its business and exercise its powers in any part of the Philippines, or in any other country; and in carrying on its business and for the purpose of attaining or furthering its purpose or powers to do any and all other powers which a natural person could do and exercise and which now or hereafter may be authorized by law.

The foregoing clauses shall be construed both as objects and powers of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

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

FOURTH: That the term for which said Corporation is to exist is fifty (50) years from and after the date of incorporation which is hereby extended for another fifty (50) years or up to September 17, 2054. (As amended on September 30, 2002; August 19, 2004)

FIFTH: That the names and residences of the incorporators of said Corporation are as follows:

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Name	Residence
1. Chester A. Baird	Manila
2. Vicente J. Francisco	Quezon City
3. Baroness Anna J. Vom Hagen	Manila
4. Bethea A. Martin	Manila
5. Proceso Sebastian	Manila

SIXTH: That the number of directors of said Corporation shall be NINE (9) and that the names 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	Nationality	Residence
1. John W. Buckley	American	New York, New York, USA
2. Louis W. Storms	- do -	Houston, Texas, USA
3. Chester A. Baird	- do -	Manila
4. Vicente J. Francisco	Filipino	Quezon City
5. Baroness Anna J. Vom Hagen	American	Manila
6. Bethea A. Martin	American	Manila
7. Proceso Sebastian	Filipino	Manila

SEVENTH: That the capital stock of the said Corporation is TWO BILLION PESOS (2,000,000,000.00), Philippine Currency, divided into TWO BILLION (2,000,000,000) shares with a par value of One Peso (1.00), Philippine Currency, per share. (As Amended on July 31, 1996)

Unless otherwise determined by the Board of Directors, no holder of the capital stock of this Corporation shall be entitled, as a matter of right, to purchase or subscribe for any stock of any class which the Corporation may issue or sell,

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whether out of the capital stock now or hereafter authorized to be issued by the Corporation or out of the shares of the Corporation acquired by it after the issue thereof.

No transfer of shares of stock of the Corporation which will reduce the stock ownership of Filipino citizens to less than the minimum percentage of the outstanding capital stock required by law to be owned by Filipino citizens shall be allowed or permitted to be recorded in the books of the Corporation. Any transfer made in violation hereof shall be null and void and shall not be registrable in the books of the Corporation.

These restrictions shall be indicated in all stock certificates to be issued by the Corporation.

EIGHT: That the amount of said capital stock which has been actually subscribed is EIGHTY ONE THOUSAND FIVE HUNDRED (81,500,000) PESOS, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Name	Residence	No. of Shares	Amount of Capital Stock Subscribed
1. John W. Buckley	New York, N.Y, USA	80,000	80,000.00
2. Louis W. Storms	Houston, Texas, USA	1,000	1,000.00
3. Chester A. Baird	Manila	100	100.00
4. Vicente J. Francisco	Quezon City	100	100.00
5. Baroness Anna J. Vom Hagen	Manila	100	100.00
6. Bethea A. Martin	Manila	100	100.00
7. Proceso Sebastian	Manila	100	100.00
		----- 81,000	----- 81,500.00

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

Name	Residence	Amount Paid on Subscription
1. John W. Buckley	New York, N.Y., USA	20,000.00
2. Louis W. Storms	Houston, Texas, USA	1,000.00
3. Chester A. Baird	Manila	100.00
4. Vicente J. Francisco	Quezon City	100.00
5. Baroness Anna J. Vom Hagen	Manila	100.00
6. Bethea A. Martin	Manila	100.00
7. Proceso Sebastian	Manila	100.00
	TOTAL	21,500.00

TENTH: That BETHEA A. MARTIN has been elected by the subscribers 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 receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set out hands this 9th day of September, 1954, in the City of Manila, Philippines

(Sgd.) Chester A. Baird
Chester A. Baird

(Sgd.) Vicente J. Francisco
Vicente J. Francisco

(Sgd.) Baroness Anna J. Vom Hagen
Baroness Anna J. Vom Hagen

(Sgd.) Bethea A. Martin
Bethea A. martin

(Sgd.) Proceso Sebastian
Proceso Sebastian

In the presence of:

(Sgd.) Abraham Briones

(Sgd.) Herminio B. Banico



REPUBLIC OF THE PHILIPPINES)
Pasig City)S.S.

SECRETARY'S CERTIFICATE

I, **ALICE ODCHIGUE-BONDOC**, of legal age, married, a resident of Unit 3-G Avalon Condominium, 95 Xavier Street, Greenhills, San Juan City, being duly sworn, hereby depose and say:

I am the duly elected Assistant Corporate Secretary of **METRO GLOBAL HOLDINGS CORPORATION**.

At the special meeting of the Board of Directors duly held on 18 March 2014 and the written assent of the stockholders on 6 May 2014, the following resolutions were considered and approved:

1. Amendment of Articles of Incorporation
 - a. Amendment of Corporate Name to "Metro Global Holdings Corporation"
2. Amendment of the By-Laws of the Corporation
 - a. Change the corporate name of the Corporation to reflect "Metro Global Holdings Corporation"

I further certify that from the time of such directors' approval of the change of corporate name up to the filing of the change of corporate name with the Commission, 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 as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this MAY 08 2014 in Pasig City, Philippines


ALICE ODCHIGUE-BONDOC
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAY 08 2014 in Pasig City.
Affiant exhibited to me her Social Security System ID No. 33-1923852-8.

Doc. No. 260 ;
Page No. 53 ;
Book No. I ;
Series of 2014.

ARNEL CABER ORDAS
NOTARY PUBLIC
Pasig, San Juan, Pateros, Taguig
Appt. No. 59 valid until December 31, 2015
6th/F, Renaissance Tower Meralco Avenue, Pasig City
Attorney's Roll No. 48533
IBP No. 850580/01-14-11/Makati City
PTR No. 9844310/01-09-14/Pasig City
MCLE Compliance No. IV -0020919

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

UNDERTAKING TO CHANGE NAME

I, **ALICE ODCHIGUE-BONDOC**, of legal age, Filipino, and with office address at Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City, after having been sworn to in accordance with law hereby depose and state:

That I am the Assistant Corporate Secretary of METRO GLOBAL HOLDINGS CORPORATION, a corporation duly organized and existing under the laws of the Philippines, and with office address at Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City (the "Corporation").

That I, in behalf of said Corporation, hereby undertake to change its corporate name, ^{as herein provided in our amended articles} immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good custom or public policy.

This undertaking is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, I hereby signed this affidavit this MAY 08 2014 at Pasig City.


ALICE ODCHIGUE-BONDOC
Affiant

SUBSCRIBED AND SWORN to before me this MAY 08 2014 at Pasig City, affiant exhibiting to me her Social Security System (SSS) ID No. 33-1923852-8.

Doc. No. 259 ;
Page No. 53 ;
Book No. I ;
Series of 2014.


ARNEL CABER ORDAS
NOTARY PUBLIC
Pasig, San Juan, Pateros, Taguig
Appt. No. 59 valid until December 31, 2015
6th/F, Renaissance Tower Meralco Avenue, Pasig City
Attorney's Roll No. 48533
IBP No. 850580/01-14-11/Makati City
PTR No. 9844310/01-09-14/Pasig City
MCLE Compliance No. IV -0020919

Print Finish



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **METRO GLOBAL HOLDINGS CORP.** has been reserved from **March 3, 2014 to June 1, 2014.**

Reference Reservation Number (RRN): **RRN20140303142730214**

Type of Industry: Financial Holding Company Activities

Breakdown of Fees:

Reservation Fee: Php 120.00

TOTAL: Php 120.00

Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.

For SEC use only:

Override By: mvlimuco

Reason: Other Override Remark(s) - w/ letter of request to use name in change name of FIL-ESTATE CORP. 0000009142; approved by Atty. Del Rosario dtd. 3.03.14

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May 6, 2014

ATTY. ALICE ODCHIGUE-BONDOC

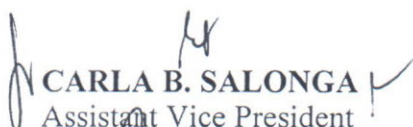
Assistant Corporate Secretary
Fil-Estate Corporation
Mezzanine Flr., Renaissance Tower
Meralco Avenue, Pasig City

Dear Atty. Bondoc,

This is to certify that Fil-Estate Management, Inc. representing 1,557,540,199 shares or 86.54% of the total 1,799,850,000 issued and outstanding shares of Fil-Estate Corporation gave their written assent to change the corporate name of the Company to Metro Global Holdings Corporation.

Thank you.

Very truly yours,


CARLA B. SALONGA
Assistant Vice President


ADORA A. YANGA
Vice President

BDO Unibank, Inc.
BDO Corporate Center
7899 Makati Avenue
Makati City 0726, Philippines
Swift Code BNORPHMM
Tel +63(2) 840 7000

www.bdo.com.ph

We find way:

SECRETARY'S CERTIFICATE

I, **ALICE ODCHIGUE-BONDOC**, of legal age, Filipino, and with office address at Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City, after having been duly sworn in accordance with law, hereby depose and say that:

1. I am the Corporate Secretary of **FIL-ESTATE MANAGEMENT, INC.**, a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City (the "Corporation");

2. During the special meeting of the Board of Directors of the Corporation held on **5 May 2014**, at which meeting a quorum was present and acting throughout, the following resolutions were unanimously approved and adopted:

RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation authorizes its Chairman of the Board, Robert John L. Sobrepeña or its President, Ferdinand T. Santos, to vote for the written assent of the Corporation in relation to the proposed amendment of the Articles of Incorporation and By-Laws of Fil-Estate Corporation, as follows:

- I. Amendment of Articles of Incorporation:
 - Change in corporate name from Fil-Estate Corporation to "Metro Global Holdings Corporation"
- II. Amendment of By-Laws:
 - Change the corporate name of the Corporation to reflect "Metro Global Holdings Corporation"

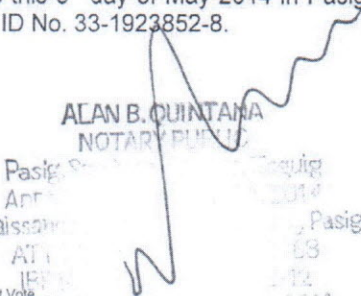
3. The foregoing resolutions have not been revoked, amended nor in any manner modified, and accordingly, the same may be relied upon until a written notice to the contrary is issued by the Corporation.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 5th day of May, 2014 in Pasig City.


ALICE ODCHIGUE-BONDOC
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 5th day of May 2014 in Pasig City. Affiant exhibited to me her Social Security System ID No. 33-1923852-8.

Doc. No. 244 ;
Page No. 50 ;
Book No. VIII ;
Series of 2014.


ALAN B. QUINTANA
NOTARY PUBLIC
Pasig City
Renaissance Tower
Meralco Avenue
Pasig City
AT
JEP
PTC No. 2014
MCE Compliance No. 14-0002924

DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being a majority of the members of the Board of Directors and the Corporate Secretary of **FIL-ESTATE CORPORATION** (the "Corporation"), do hereby certify that:

At the special meeting of the Board of Directors duly held on 18 March 2014 at the Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City, wherein majority of the members of the Board of Directors were present, and the written assent of the stockholders representing more than two-thirds (2/3) of the issued and outstanding capital stock of the Corporation on 6 May 2014, the change of the corporate name of the Corporation from *Fil-Estate Corporation* to ***Metro Global Holdings Corporation*** were considered and approved, thereby amending Article First of the Corporation's Amended Articles of Incorporation to read as follows:

"FIRST : That the name of the Corporation shall be:

"METRO GLOBAL HOLDINGS CORPORATION"
(Formerly "FIL-ESTATE CORPORATION")

Likewise, at the said meeting of the Board of Directors delegated for the purpose of amending the Amended By-Laws of the Corporation, confirmed and ratified as well by the stockholders representing more than two-thirds (2/3) of the issued and outstanding capital stock of the Corporation on 6 May 2014, the amendment of the title of the Corporations Amended By-Laws and the Adoption Clause were considered and approved, thereby amending the Title and Article X of the Corporation's amended by-laws to read as follows:

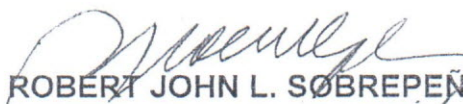
Title

AMENDED BY LAWS
OF
METRO GLOBAL HOLDINGS CORPORATION
(Formerly: Fil-Estate Corporation)

ARTICLE X ADOPTION CLAUSE

That, the stockholders of **METRO GLOBAL HOLDINGS CORPORATION**, a corporation organized and existing under the laws of the Philippines, representing a majority of all the subscribed capital stock of said corporation have voted for the foregoing new by-laws of said corporation in a meeting of stockholders of said corporation duly held, whereby said new by-laws were duly adopted by said corporation as delegated to the Board of Directors.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this 8th day of May 2014 in Pasig City.



ROBERT JOHN L. SOBREPENA
Chairman of the Board of Directors
TIN 106-808-899


FERDINAND T. SANTOS
Director & President
TIN 106-807-161

ENRIQUE A. SOBREPENA, JR.
Director
TIN 106-876-813

NOEL M. CARIÑO
Director
TIN 106-809-774


FRANCISCO C. GONZALEZ
Independent Director
TIN 122-930-742


ROBERTO S. ROCO
Director
TIN 105-744-632


ALICE BONDOC
Director/Assistant Corporate Secretary
TIN 165-723-045


RAFAEL PEREZ DE TAGLE, JR.
Director
TIN 106-808-530

SUBSCRIBED AND SWORN TO BEFORE ME, this MAY 08 2014 in Pasig City, affiants exhibiting to me their competent evidence of identities above-mentioned.

ARNEL CABER ORDAS
NOTARY PUBLIC

Pasig, San Juan, Pateros, Taguig
Appt. No. 59 valid until December 31, 2015
6th/E, Renaissance Tower Meralco Avenue, Pasig City

Attorney's Roll No. 48533

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