



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
 Metro-Manila

S.E.C. Reg. No. ASO94-5770

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

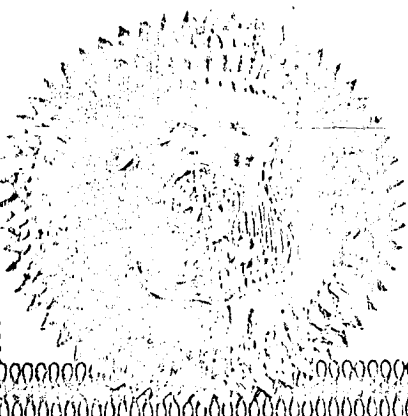
F & J PRINCE HOLDINGS CORPORATION
 (Formerly: **ULtrana Energy and Resources Corporation**)
 (Amending Articles I and II primary & secondary purposes
 Articles III and VII thereof)

copy annexed, adopted on November 4, 1996 by a
 majority vote of the Board of Directors and ~~the vote of the stockholders~~ ^{on November 18, 1996} voting 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 28th day of July, nineteen hundred
 and ninety-seven, pursuant to the provisions of Section 16 of the Corporation
 Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1960, 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 28th day
 of July in the year of our Lord nineteen hundred and ninety-seven.


 SONIA M. BALLO
 Director

Corporate and Legal Department



AMENDED ARTICLES OF INCORPORATION

OF

F & J PRINCE HOLDINGS CORPORATION
(Formerly Ultrana Energy and Resources Corporation)
(Amended 18 November 1996)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, citizens and residents 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: That the name of the said corporation shall be "F & J PRINCE HOLDINGS CORPORATION". (Amended 18 November 1996)

SECOND: That the purpose for which such corporation is formed are:

PRIMARY PURPOSE

To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including, but not limited to, land, buildings, condominium units, shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor, in whole or in part, in cash or by exchanging therefor stocks, bonds, or

other evidences of indebtedness or securities of any other corporation, and while the owner or holder or any such real or personal property, stocks, bonds, debenture, notes, evidences of indebtedness of the corporation or other securities, contracts, or obligations, to receive, collect, and dispose of the interest, 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 power on any stocks so owned; provided, however, that nothing herein shall be construed to authorize the Corporation to engage in the business of an investment company or an investment house. (Amended 18 November 1996)

SECONDARY PURPOSES

And in furtherance of and may be incidental to the foregoing purposes, the corporation shall have the power:

- (a) To acquire by purchase, lease, contract, concession or otherwise any and all real estate lands, land patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interests and properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate in connection with the conduct of any business enumerated in these Articles of Incorporation, or of any other business in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, reorganize, manage, grant,

lease, sell, exchange or otherwise dispose of all the whole or any part thereof;

- (b) To manufacture, purchase or otherwise acquire, and to hold, own, invest, trade and deal in, mortgage, pledge, charge, assign, sell, exchange, transfer, or otherwise dispose of goods, wares, merchandise and personal property of every class except food and drugs, and description and to transport the same in any manner;
- (c) To purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of, water; and to acquire by purchase, lease, or otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works and water systems for supplying water and water power for any and all uses and purposes;
- (d) To purchase, create, generate or otherwise acquire, use, sell, supply or otherwise dispose of, electric current and electric steam and water power of every kind and description, and to sell, supply or otherwise dispose of, light, heat and power of every kind and description;
- (e) To enter into, make and perform contracts and arrangements of every kind and description for any lawful purposes with any person, firm, association, corporation, municipality, body

politic, county, territory, province, state, government or colony or dependency thereof, without limit as to amount, and 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, exercise or comply with any such contracts, arrangements, rights, privileges and concessions;

(f) To acquire and take over 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 carrying on a business which the Corporation is or may become authorized to carry, or possessed of property suitable for the purposes of the Corporation and to pay for the same in cash or in stock, bonds or securities of the Corporation, or otherwise, and to hold, manage, operate, conduct and dispose of in any manner the whole or any part of any such acquisition, and to exercise all the powers necessary or convenient in and about the conduct and management thereof;

(g) To apply for, obtain, register, purchase, lease or otherwise acquire and to hold, own, use, exercise, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect of, or otherwise to turn to account or

dispose of, any copyrights, trade marks, trade names, brand, labels, patents or inventions, improvements or processes used in connection with or secured under letters patent of any country, government of authority, or otherwise, in relation to any of the purposes herein stated; and to acquire, use, exercise, or otherwise turn to gain licenses or rights in respect of any such copyrights, trade marks, trade names, brands, labels, patents, inventions, improvements, processes and the like;

(h) To carry on the business of mining, concentrating, converting, smelting, treating, preparing for market, manufacture, buying, selling, exchanging, and otherwise producing and dealing in uranium, gold, silver, copper, nickel, molybdenum, iron, and all kind of ores, metals and minerals, oil, petroleum and gas, and the products and by-products thereof of every kind and description and by whatsoever process the same can be made hereafter produced, and generally and without limit as to amount, to buy, sell, exchange, lease, acquire and deal in lands, mines and mineral rights and claims, and to conduct all business appertaining thereto, to carry and conduct the general business of mining, to acquire and perform all powers conferred by law on said mining business, within and outside of the Philippines, and including that of domestic and foreign

concessions of every kind and nature, and generally to do and perform all or any of the matters aforesaid, and all other acts and things which in the judgment of this company may be requisite for its purpose or incidental thereto.

(Amended 18 November 1996)

- (i) To aid by guaranty, subsidy or in any other manner whatsoever, insofar as may be permitted by law, any corporation or association, any shares or voting trust certificates for shares or bonds or other securities or evidence of indebtedness of which, or in the welfare of which, the Corporation shall have any interest; to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares, voting trust certificates, bonds or other securities or evidences of indebtedness or the property of the Corporation and in connection with any such purposes to guarantee or become surety for the performance of any obligation or undertaking of such corporation or association and to do any and all such other acts or things as may be designed to accomplish any such purposes, provided that this corporation will not engage in suretyship business;

- (j) To borrow or raise money for any of the purposes of the Corporation, and from time to time without limit as to amount, to draw, make accept, endorse,

transfer, assign, execute and issue promissory notes, drafts, bills 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 and/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 shall authorize and as may be permitted by law, and to sell or otherwise dispose of any bonds, debentures or other obligations of the Corporation for its corporate purposes;

(k) To purchase, hold, sell, exchange, reissue, transfer or otherwise deal in shares of its own bonds or other obligations from time to time to such extent and in such manner and upon such terms as its Board of Directors shall not use any of its funds or property for the purchase of its own shares of stock when such use would cause any impairment of the capital of the Corporation;

(l) To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in any part of the world, and for this purpose to have and maintain and to discontinue such number of branch offices and agencies therein as may be convenient;

- (m) To do all such 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 or 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 above objects which is prohibited by any laws of the Philippines now or hereafter existing; and
- (n) 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 descriptions with any person, firm or corporation, whether public or private, without limit as to amount, and particularly, but not by ways 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 branch offices 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 carrying on its business and for the purpose of attaining or furthering its purpose of powers to do any and all other powers which a judicial 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 is in Metro Manila, Philippines. (Amended 18 November 1996)

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, nationalities and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Ramon Cruz, Jr.	Filipino	3993 Dangal St., Sta. Mesa, Manila
Oscar Pacia	Filipino	2037 Renaissance, Sta. Mesa, Manila
Franco Velandria	Filipino	613 Sevilla, Binondo St., Manila
Antonio Caguiat	Filipino	25 East Maya, Quezon City
Augusto Pacia	Filipino	8 L.R. Aguinaldo St., BF Homes, Paranaque

SIXTH: That the number of directors of said corporation shall be eleven (11) and that the names, nationalities and residences of the first directors, who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Ramon Cruz, Jr.	Filipino	3993 Dangal St., Sta. Mesa, Manila
Oscar Pacia	Filipino	2037 Renaissance, Sta. Mesa, Manila
Franco Velandria	Filipino	613 Sevilla, Binondo St., Manila
Antonio Caguiat	Filipino	25 East Maya, Quezon City
Augusto Pacia	Filipino	8 L.R. Aguinaldo St., BF Homes, Paranaque

SEVENTH: That the capital stock of the said corporation is ONE BILLION PESOS (P1,000,000,000.00) Philippine Currency, and said capital stock is divided into One Billion (1,000,000,000) shares having a par value of One Peso (P1.00) Philippine Currency per share.

All of the share of the capital stock of the corporation shall be common shares, all with the same rights and privileges. However, said common shares shall be divided into two (2) classes. The first shall be classified as Class "A", consisting of SIX HUNDRED MILLION (600,000,000) shares valued at SIX HUNDRED MILLION PESOS (P600,000,000.00) which

shall be issued solely to Filipino citizens. The second shall be classified as Class "B", consisting of FOUR HUNDRED MILLION (400,000,000) shares valued at FOUR HUNDRED MILLION PESOS (P400,000,000.00) which may be Filipino citizens or to aliens alike. Each type or class of shares shall be indicated in the stock certificates to be issued by the Corporation.

~~Out of the capital increase of P99,000,000.00 there is hereby reserved in favor of the claim owners of uranium claims subject of operating agreement in proportion of their respective equity right over said claims, the sum of P9,900,000.00 worth of shares which is equivalent to ten percent (10%) of the capital increase, which subscription shall be exercised within a period of three (3) years from and after the approval of the capital increase by the Securities and Exchange Commission, as follows:~~

~~If exercised within the first six (6) months from date of approval of the capital increase by the Securities and Exchange Commission, the option holders may exercise their rights to purchase at the par value of P0.01 per share.~~

~~If exercised after six (6) months but within one (1) year from the date of approval of the capital increase by the Securities and Exchange Commission, the option holders may exercise their rights to purchase at the price of P0.015 per share.~~

~~If exercised after one (1) year but within two (2) years from date of approval of the capital increase by the Securities and Exchange Commission, the option holders may exercise their rights to purchase at the price of P0.02 per share.~~

~~If exercised after two (2) years but within three (3) years from date of approval of the capital increase by the Securities and Exchange Commission, the option holders may exercise their rights to purchase at the price of P0.025 per share.~~

~~In case an option holder should die while the stock option subsists, then his forced heirs as determined by law shall succeed to the said deceased option holder to exercise the right to purchase.~~

No shareholder of this corporation shall have any preemptive or preferential right to subscribe for any increases thereof that may be lawfully authorized. *(Amended 18 November 1996)*

EIGHTH: That the amount of said capital stock which has actually been subscribed is Two Hundred Thousand Pesos (P200,000.00) Philippine Currency consisting of Twenty Million (20,000,000) shares and the following persons have

subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>No. of Shares</u>	<u>Amount of Subscription</u>
Ramon Cruz, Jr.	6,000,000	P 60,000.00
Oscar Pacia	4,000,000	40,000.00
Franco Velandria	2,000,000	20,000.00
Antonio Caguiat	6,000,000	60,000.00
Augusto Pacia	2,000,000	20,000.00
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TOTAL	20,000,000	P 200,000.00
	=====	=====

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

<u>Name</u>	<u>Amount paid on Subscription</u>
Ramon Cruz, Jr.	P 15,000.00
Oscar Pacia	10,000.00
Franco Velandria	5,000.00
Antonio Caguiat	15,000.00
Augusto Pacia	5,000.00

TOTAL	P 50,000.00
	=====

TENTH: That no transfer of stock or interest, which will reduce the ownership of Filipino stockholders to less

than the percentage of the capital stock required by law, shall be allowed or permitted to be recorded in the proper books, and this restriction shall also be indicated in all stock certificates of the corporation.

ELEVENTH: That OSCAR PACIA 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 subscription paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 5th day of October, 1970, in the City of Manila, Philippines.

(SGD) RAMON CRUZ, JR.
RAMON CRUZ, JR.

(SGD) OSCAR G. PACIA
OSCAR G. PACIA

(SGD) FRANCO VELANDRIA
FRANCO VELANDRIA

(SGD) ANTONIO CAGUIAT
ANTONIO CAGUIAT

(SGD) AUGUSTO PACIA
AUGUSTO PACIA

Signed in the presence of:

(SGD) NELIA S. GOLE

(SGD) ALFREDO V. BURDEOS

REPUBLIC OF THE PHILIPPINES)
C I T Y O F (M A N I L A) S . S .

BEFORE ME, a Notary Public for and in the City of Manila, Philippines, this 5th day of October 1970, personally appeared the following:

<u>Name</u>	<u>Res. Cert. No.</u>	<u>Issued at</u> <u>Issued on</u>
Ramon Cruz, Jr.	A-6204762	Manila June 16, 1970
Oscar Pacia	A-261274	Manila Jan. 16, 1970
Franco Velandria	A-256595	Manila April 15, 1970
Antonio Caguiat	A-200500	Manila Jan. 14, 1970
Augusto Pacia	A-304331	Manila Jan. 16, 1970

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

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

(SGD) DOMINGO D. CAUNCA
DOMINGO D. CAUNCA
NOTARY PUBLIC

Uncol December 1970

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