



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

COMPANY REG. NO. ASO94-001420

**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

FIRST ABACUS FINANCIAL HOLDINGS CORP.

[Amending Article III thereof.]

copy annexed, adopted on September 25, 2014 by majority vote of the Board of Directors and by the vote 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.

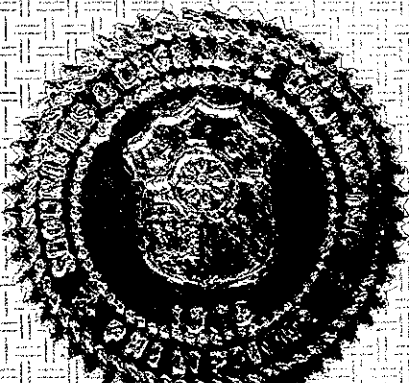
Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as; broker or dealer in securities, 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 10th day of November, Twenty-Fourteen.


FERDINAND B. SALES

Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDED AOI

SEC Registration Number

A S O 9 4 0 0 1 4 2 0

Former Company Name

F I R S T A B A C U S F I N A N C I A L
H O L D I N G S C O R P O R A T I O N

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)

2 9 0 4 - A E a s t T o w e r , P S E C e n t r e
E x c h a n g e R o a d , O r t i g a s C e n t e r ,
P a s i g C i t y

Company's Email Address

COMPANY INFORMATION
Company's Telephone Number/s

Company's Facsimile Number/s

Name of Contact Person

A. BAYANI K. TAN

Email Address

Facsimile Number/s

632-0905/10

635-4703

Contact Person's Address

To be Accomplished by CRMD Personnel

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

Compliance Monitoring Division

AMENDED*

ARTICLES OF INCORPORATION

OF

FIRST ABACUS FINANCIAL HOLDINGS CORP.
(Formerly 7-SEAS EXPLORATION & RESOURCES INC.)

KNOW ALL MEN BY THESE PRESENTS:

WE, all of legal age and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines;

AND WE HEREBY CERTIFY THAT:

FIRST. ** The name of the corporation shall be:

FIRST ABACUS FINANCIAL HOLDINGS CORP.
(Formerly 7-SEAS OIL EXPLORATION & RESOURCES INC.)

(hereinafter called the "Corporation).

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

PRIMARY

To invest in, acquire by purchase, exchange, assignment or to hold, own, use for investment or otherwise shares of the capital stock, bonds, debentures, promissory notes, or other securities or obligations created, negotiated or issued by any corporation, association, or other entities, whether foreign or domestic, including but not limited to holding companies and companies engaged in financial services, investments and real property development; to acquire by purchase, exchange, assignment, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, or otherwise deal in or operate, enjoy, and dispose of, any and all properties of every kind, nature and description and wherever situated, as and to the extent permitted by law, including but not limited to real estate, whether improved or unimproved, and any rights or interests therein, as well as

* As amended by the Board of Directors in its meeting on September 25, 2014 and approved by the stockholders during its Annual Stockholders' Meeting held on September 25, 2014

** As amended on October 26, 1995 and approved by SEC per Certificate dated January 25, 1996

buildings, tenements, warehouses, factories, edifices and structures, 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, interest and income, derived therefrom, and the right to vote on any proprietary or other interest, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; provided that the corporation shall not engage in the business of an Open End investment company as defined in the Investment Company Act (Republic Act No. 2629), without first complying with the applicable provisions of said Act nor shall it act as broker or dealer in securities.

SECONDARY PURPOSES

1. To carry out the above purpose, to purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, charge, sell, convey or otherwise dispose of, any and all kinds of gas works, mills, factories, installations, plants, shops, laboratories, terminals, office buildings and other buildings and structures, roads, railroads, cars, railroad equipment, garages, motor and road equipment, aircraft and aircraft equipments, aviation fields, telephone and telegraph lines, transmission lines, wireless facilities, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment, and any and all kinds of machinery, apparatus, instruments, fixtures and appliances;

2. To construct and maintain conduits, pipelines and lines of tubing for general purposes as well as for the use of said corporation, and to lay, rig, buy, lease, sell by wholesale, and otherwise contract for, and operate said conduits, pipelines and lines of tubings, as well as storage tanks, trailways, tramways, roadways and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business; to buy, sell, charter, operate and maintain tank steamers and other vessels of all kinds for the transportation of merchandise dealt in by the corporation;

3. 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; or 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; 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; 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;

4. To enter into any arrangement for sharing profits, union of interests, joint venture, reciprocal concession or otherwise with any person or company engaging in or about to engage in any business or transaction which the corporation is authorized to carry on or engage in any business or transaction that may directly or indirectly benefit the corporation;

5.*** To engage in the business of exploration, prospecting, discovery, development, extraction, production, and exploitation of mineral oils, petroleum and gas, rock or carbon oils, and all kinds of volatile materials, ores, metals, chemicals substances, minerals and natural resources, the products and by-products thereof and to process, manufacture, refine, prepare for market, buy, sell, and transport or otherwise deal in the same in crude, raw or refined condition; to buy, sell, exchange, lease, acquire interests through Service Contracts, Participating Agreements and all other forms of contracts or concessions dealing in lands, mines and mineral rights and claims and exploration rights and to conduct all business appertaining thereto; to purchase, lease, acquire, or otherwise, to own, hold and maintain, and to mortgage, pledge, lease, sell or otherwise dispose of petroleum, gas and oil, concessions, leases, royalties and permits, lands and real estate of all kinds, and the oil, gas and mineral rights and interests therein, to develop such lands, concessions, lease, rights and interests by and to enter into, acquire, carry out and execute contracts for drilling wells, laying of pipes and installation of rigs, platforms, machinery and equipment, and to engage generally, as may be permitted by law, in the business of either directly or through equity investment in companies engaged in mining, manufacturing of said products, contracting and servicing, in addition to oil exploration.

6. To purchase, acquire, and take over all or any part of the rights, assets, business and property of any person, partnership, corporation or association and to undertake and assume the liabilities and obligations of such persons, partnership, corporation or association whose rights, assets, business or property may be purchased, acquired or taken over;

7. To act as manufacturers' representatives, indentors, commission merchants, commercial brokers or agents, or in any other representative capacity, for natural and juridical persons, whether domestic or foreign;

8. To act as managers, managing agents or administrators of corporation, partnership, or persons, with respect to their businesses or properties and to undertake, carry on, assist or participate in the management, reorganization or liquidation of corporations, partnerships, and other forms of business firms and entities, except in the management of funds, securities, investment portfolios and similar assets of said entities;

9. To purchase or otherwise acquire, obtain an interest in, own, hold, pledge, mortgage, assign, deposit, create trusts, exchange, sell and otherwise dispose of, alone or in syndicates or otherwise in conjunction with others; and generally deal in and with all or any of the following: all kinds of shares, stocks, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, notes and other certificates, obligations, contracts, choses in action and evidences of indebtedness generally of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest therein or in respect thereto; to acquire, purchase, sell or otherwise dispose of its own shares of capital stock or any securities or other obligation of the Corporation, provided that the Corporation shall not engage in stock brokerage business;

10. To purchase, own, sell, assign, negotiate, mortgage, pledge or otherwise dispose of accounts receivable, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money owed by any person, partnership, corporation or association, or to undertake, under such terms and

*** As amended on October 26, 1995 and approved by SEC per Certificate dated January 25, 1996

conditions as the Corporation may deem fit, the collection of such accounts receivable, notes receivable, negotiable instruments, letters of credit and other evidences of indebtedness or other obligations for the payment of money;

11. To engage in the business of manufacturing, processing, assembling, and/or fabricating and exporting, importing, buying, acquiring, holding, selling or otherwise disposing of and dealing in goods, wares, supplies, materials, articles, merchandise, commodities, equipment, hardware, appliances, minerals, metals, timber, lumber and real and personal properties of every kind, class and description, whether natural or artificial which may become articles of commerce, and in connection therewith, to act as indenter, principal or agent, manufacturer's representative, commission merchant, merchandise broker, factor, consignment agent or in any other representative capacity for foreign and domestic juridical entities or natural persons.

AND IN FURTHERANCE OF THE FOREGOING PURPOSES -

1. To acquire or obtain from any governmental authority or authorities, national or municipal or from any corporation, company, entity or person, such charters, franchises, licenses, permits, patents, trade mark, trade name, trade secret, invention, copyright, or other rights and privileges which may be conducive to or necessary or desirable for the attainment of any of the objects and purposes of the Corporation;

2. To construct, erect, and build, to purchase, lease or otherwise acquire, to own, manage, or in any manner dispose of or encumber, pipelines, plants, refineries, stations, systems, tank cars, vessels, appliances, machinery, structures, equipment and facilities of all kinds for manufacturing, treating, processing, concentrating, distilling, and in any manner dealing in gas, petroleum and other oils, mineral and volatile substances, asphalt, bitumen and bituminous substances and other similar products of every kinds and character for any and all purposes whatsoever.

3. To acquire, own, improve, develop, sell, lease, and convey lands and tenements or any right, title, interest, or privilege therein; to search, explore, examine, prospect for, ores, minerals and mineral substances of all kinds, grades, forms, descriptions and combinations, including but not limited to copper, nickel, manganese, gold, silver, zinc, brass, iron, tin, asbestos, sulfur and other sub-oil products and sub-surface deposits of every nature and the products and by-products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances; to locate, purchase, lease and acquire land and/or offshore areas with rights to prospect, drill, mine, bore and sink wells and shafts; to prospect, drill, produce, convey and transport oil, petroleum and gas, to carry on the business of storing and prospecting for, mining, producing, refining, manufacturing, piping, transporting, buying and selling petroleum and other oil products and by-products;

4. To purchase, acquire, hold, lease, sell, and convey such real and personal properties which are necessary for the conduct of the corporate business;

5. To purchase, acquire, hold, sell, dispose of or otherwise deal in and with shares, bonds, and other securities created by any company having objectives or purposes altogether or in part similar to those of the Corporation, and while the owner or holder thereof to exercise all the rights and incidents of ownership, including the right to vote the same, to receive, collect and dispose of the interests, dividends and income therefrom;

6. To deal in and with the properties of the Corporation in such manner as may from time to time be considered necessary for the advancement of the business interests of the Corporation and to sell, dispose of or transfer the business, goodwill, properties and undertaking of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept under the circumstances;

7. To borrow or raise money necessary to meet the financial requirements of the Corporation 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, bonds, warrants, notes or other evidence of indebtedness in payment of or exchange for properties or rights acquired by the Corporation or for money borrowed in the prosecution of its business;

8. To do and perform all acts and things necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation, including the exercise of the powers, authorities and attributes conferred upon corporation organized under the laws of the Philippines in general and upon domestic corporations of like nature in particular.

The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of any clause shall in no wise be limited by reference to or inference from any other clause or any other part of the same clause but shall be regarded as independent purposes and powers, and the enumeration of specified purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general purposes and powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. Likewise, the purposes and powers specified herein shall not be regarded in any manner as a limitation of the powers granted or allowed to and exercisable by the Corporation under the Corporation Code and other applicable statutes of the Republic of the Philippines.

“THIRD. The principal office of the Corporation shall be established or located in Unit 2904-A East Tower PSE Centre, Exchange Road, Ortigas Center, Pasig City.”^{1†}

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, citizenship and addresses of the incorporators of the Corporation are as follows:

NAME	CITIZENSHIP	ADDRESS
THOMAS L. WU	Filipino	43 Tirad Pass St., cor. Santo Domingo St. Quezon City
CHRISTOPHER R. CU	Filipino	465 Northwestern St. Mandaluyong, Metro Manila
PAULINO S. SOO	Filipino	23 Vicente Rufino St.

¹ As amended and approved during the Annual Stockholders' Meeting held on 25 September 2014.

WALTER W. BROWN	Filipino	20/F EPIC, 8785 Phil. Stock Exchange Center Exchange Road, Pasig City, Metro Manila
ALFRED CU	Filipino	465 Northwestern St. Mandaluyong, Metro Manila

SIXTH.**** The number of directors of the Corporation shall be Seven (7) and the names, citizenship and addresses 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	CITIZENSHIP	ADDRESS
THOMAS L. WU	Filipino	43 Tirad Pass St., cor. Santo Domingo St. Quezon City
CHRISTOPHER R. CU	Filipino	465 Northwestern St. Mandaluyong, Metro Manila
GERARDO LANUZA JR.	Filipino	207 Swallow Drive Greenmeadows, Quezon City
WALTER W. BROWN	Filipino	20/F EPIC, 8785 Phil. Stock Exchange Center Exchange Road, Pasig City, Metro Manila
ALFRED CU	Filipino	465 Northwestern St. Mandaluyong, Metro Manila
HANS SY	Filipino	3/F Makati Stock Exchange Bldg. Ayala Avenue, Makati, Metro Manila
WILSON SY	Filipino	57 Vicente Rufino St. Corinthian Garden, Quezon City
PAULINO S. SOO	Filipino	23 Vicente Rufino St. Corinthian Garden, Quezon City
ALFRED B. T. KHU	Filipino	47 N. Domingo St. Quezon City

**** As amended by the Board of Directors in its meeting of July 31, 2002 and adopted by the stockholders during the meeting held on September 6, 2002.

WILLIAM N. ANG Filipino

80 Zodiac St., Bel-Air Village
Makati, Metro Manila

WILLIAM T. GABALDON Filipino

Rm. 218 Makati Stock Exchange
Building Ayala Avenue, Makati,
Metro Manila

SEVENTH.***** The capital stock of the Corporation is **One Billion Eight Hundred Million Pesos (₱1,800,000,000.00)**, Philippine Currency, divided into **One Billion Eight Hundred Million (1,800,000,000)** shares with par value of **One Peso (₱ 1.00)**, Philippine Currency, per share.

No stockholder shall have any right to purchase or subscribe to any additional shares of the capital stock of the Corporation whether such shares of capital stock are now or hereafter authorized.

EIGHTH. The amount of the capital stock of the Corporation which has actually been subscribed is Two Hundred Million (₱200,000,000.00) Pesos and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Name	Citizenship	No. of Shares Subscribed	Amount Capital Subscribed
THOMAS L. WU	Filipino	2,200,000,000	₱22,000,000.00
CHRISTOPHER R. CU	Filipino	2,100,000,000	21,000,000.00
GERARDO LANUZA, JR.	Filipino	50,000,000	500,000.00
CAMPOS LANUZA & CO., INC.	Filipino	950,000,000	9,500,000.00
WALTER W. BROWN	Filipino	100,000,000	1,000,000.00
EAST PACIFIC INVESTORS CORPORATION	Filipino	900,000,000	9,000,000.00
EASTERN SECURITIES DEVELOPMENT CORP.	Filipino	1,000,000,000	10,000,000.00
ALFRED CU	Filipino	1,574,000,000	15,740,000.00
HENRY SY SR.	Filipino	2,000,000,000	20,000,000.00
HANS SY	Filipino	1,000,000,000	10,000,000.00
WILSON SY	Filipino	1,000,000,000	10,000,000.00
PAULINO S. SOO	Filipino	400,000,00	4,000,000.00

As last amended on October 26, 1995 and approved by SEC per Certificate dated January 25,
1996

ELIZABETH K. SOO	Filipino	600,000,000	6,000,000.00
ALFRED B.T. KHU	Filipino	1,200,000,000	12,000,000.00
WILLIAM L. ANG	Filipino	1,000,000,000	10,000,000.00
WILLIAM T. GABALDON	Filipino	1,000,000,000	10,000,000.00
ROSA H. C. YANG	Filipino	1,000,000,000	10,000,000.00
TERESITA PUA	Filipino	1,750,000,000	17,500,000.00
QUALITY INVESTMENTS & SECURITIES CORP.	Filipino	176,000,000	1,760,000.00
		20,000,000,000	₱200,000,000.00

NINTH. The following subscribers have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names:

Name	Amount Subscribed	Amount Paid on Subscription
THOMAS L. WU	22,000,000.00	₱5,500,000.00
CHRISTOPHER R. CU	21,000,000.00	5,250,000.00
GERARDO LANUZA, JR.	500,000.00	125,000.00
CAMPOS LANUZA & CO., INC.	9,500,000.00	2,375,000.00
WALTER W. BROWN	1,00,000.00	250,000.00
EAST PACIFIC INVESTORS CORPORATION	9,000,000.00	2,250,000.00
EASTERN SECURITIES DEVELOPMENT CORP.	10,000,000.00	2,500,000.00
ALFRED CU	15,740,000.00	3,935,000.00
HENRY SY SR.	20,000,000.00	5,000,000.00
HANS SY	10,000,000.00	2,500,000.00
WILSON SY	10,000,000.00	2,500,000.00
PAULINO S. SOO	4,000,000.00	1,000,000.00
ELIZABETH K. SOO	6,000,000.00	1,500,000.00
ALFRED B.T. KHU	12,000,000.00	3,000,000.00
WILLIAM L. ANG	10,000,000.00	2,500,000.00
WILLIAM T. GABALDON	10,000,000.00	2,500,000.00
ROSA H. C. YANG	10,000,000.00	2,500,000.00
TERESITA PUA	17,500,000.00	4,375,000.00
QUALITY INVESTMENTS & SECURITIES CORP.	1,760,000.00	440,000.00
	₱200,000,000.00	₱50,000,000.00

TENTH. No Transfer of stock which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as may be required by

law shall be allowed or permitted to be recorded in the proper books of the Corporation and this restriction shall be indicated in all its stock certificates.

ELEVENTH. ALFRED CU 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 accept in its name all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, the parties hereto have signed this presents 25 day of January 1994 at Makati, Metro Manila, Philippines.

(SGD)
(THOMAS L. WU)

(SGD)
(CHRISTOPHER R. CU)

(SGD)
(PAULINO S. SOO)

(SGD)
(WALTER W. BROWN)

(SGD)
(ALFRED CU)

SIGNED IN THE PRESENCE OF:

(Sgd.) Cesar del Rosario

(Sgd) Baltazar Cahucom

ACKNOWLEDGMENT

BEFORE ME, a notary public in and for Makati, Metro Manila, Philippines personally appeared:

NAME	RES. CERT.	DATE/PLACE	T.I.N.
THOMAS L. WU	10516805	1.29.93/Pasay City	107-759-207
CHRISTOPHER CU	13180709	2.16.93/Mandaluyong City	151-955-983
PAULINO S. SOO	9415805	1.12.93/Quezon City	107-047-406
WALTER W. BROWN	14926420	1.17.94/Mandaluyong City	128-993-816
ALFRED CU	13180952-L	2.16.93/Mandaluyong City	109-334-189

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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal this 24th day of January, 1994, at Makati, Metro Manila, Philippines.

Doc. No. 305;
Page No. 62;
Book No. VI;
Series of 1994.

(SGD.)
MARIA LUISA G. ABASTILLAS
Notary Public
Valid until 31 December 1994
PTR # 9925571/1.5.93/MAKATI, M.M



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Building, EDSA, Greenhills, Mandaluyong City

MARKETS AND SECURITIES REGULATION DEPARTMENT

28 October 2014

FIRST ABACUS FINANCIAL HOLDINGS CORPORATION
2904-A East Tower
PSE Centre Exchange Road,
Ortigas Center, Pasig City
Tel. No. 635-4703

Attention : A. BAYANI K. TAN
Corporate Secretary

Subject : REQUEST FOR COMMENT/RECOMMENDATION

Gentlemen:

This is in connection with your request for comment/or recommendation relative to your company's application for approval of your **Amendment to its Articles of Incorporation** embodying the **Third Article on principal office address**.

We do not interpose any objection to your application provided that once the application has been approved, First Abacus Financial Holdings Corporation shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles Incorporation.

The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change accrued or become effective.

Our Department nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director

Cc: FERDINAND B. SALES
Director
COMPANY REGISTRATION AND MONITORING DEPARTMENT

RECEIVED BY:

SIGNATURE OVER PRINTED NAME OF AUTHORIZED REPRESENTATIVE

COMPANY NAME/DATE RECEIVED

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

SECRETARY'S CERTIFICATE

A. BAYANI K. TAN, of legal age, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, being the Corporate Secretary of **FIRST ABACUS FINANCIAL HOLDINGS CORPORATION** (the 'Corporation'), a corporation duly organized and existing under the laws of the Philippines, under oath, does hereby certify that 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 of the Corporation, individual directors and/or major corporate officers of the Corporation in their capacity as duly elected directors or officers of the Corporation.

IN ATTESTATION OF THE ABOVE, this Certificate has been signed OCT 24 2014 day of October 2014 in Pasig City, Metro Manila.

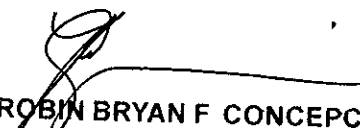


A. BAYANI K. TAN
Corporate Secretary

SUBSCRIBED AND SWORN to before me this OCT 24 2014 day of October 2014 in Pasig City, Metro Manila, affiant exhibiting to me his Community Tax Certificate No. 34260634 issued on 14 January 2014 in Manila and Tax Identification No. 102-054-041.

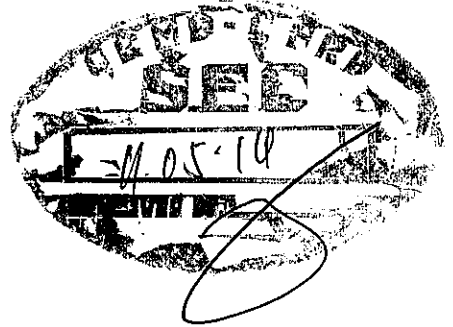
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Page No. 2 ;
Book No. III ;
Series of 2014.

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ROBIN BRYAN F CONCEPCION
Notary Public for
Pasig City, San Juan, Taguig & Pateros
Appointment no 295 (2013-2014)
Commission Expires on December 31 2014
2704 East Tower, Philippine Stock Exchange Centre, Exchange Road
Ortigas Center 1605 Pasig City
PTR No 9443771 / 01 02 2014 / Pasig City
IBP No. 945760 / 12 27 2013 Cavite
Roll No 62424

DIRECTORS' CERTIFICATE

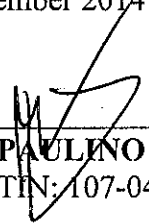


KNOW ALL MEN BY THESE PRESENTS:

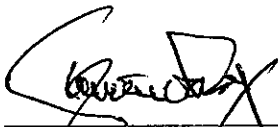
The undersigned, being the members of the Board of Directors, the Chairman, and the Corporate Secretary of **FIRST ABACUS FINANCIAL HOLDINGS CORPORATION**, a corporation duly organized and existing under the laws of the Philippines, with principal office address at Unit 2904-A East Tower, PSE Centre, Exchange Road, Ortigas, Pasig City, under oath, do hereby certify that the attached instrument is a true and correct copy of the Amended Articles of Incorporation of the Corporation reflecting the amendment of the Third Article of the Articles of Incorporation of the Corporation by changing its principal office from "Metropolitan Manila, Philippines" to "Unit 2904-A East Tower, PSE Centre, Exchange Road, Ortigas, Pasig City."

The foregoing amendment to the Articles of Incorporation was approved and adopted by at least a majority of the members of the Board of Directors and by the stockholders owning more than two-thirds (2/3) of the issued and outstanding capital stock of the Corporation in separate meetings both held on 25 September 2014 at the principal office of the Corporation.

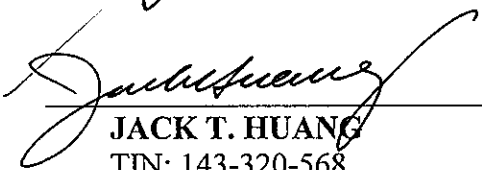
IN ATTESTATION OF THE ABOVE, this Certificate has been signed this 15 day of September 2014 in Pasig City.



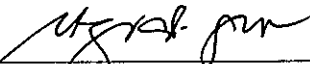
PAULINO S. SOO
TIN: 107-047-406



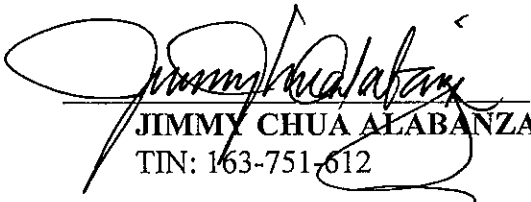
VICENTE CO CHIEN, JR.
TIN: 111-853-589



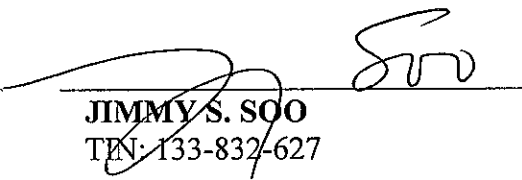
JACK T. HUANG
TIN: 143-320-568



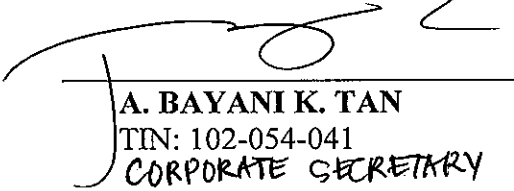
MA. THERESE G. SANTOS
TIN: 123-299-982



JIMMY CHUA ALABANZA
TIN: 163-751-612



JIMMY S. SOO
TIN: 133-832-627

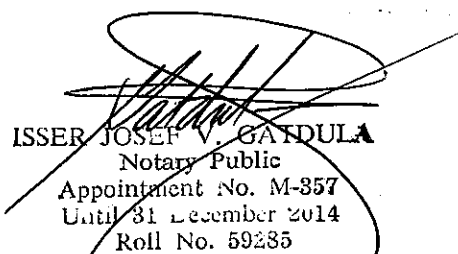


A. BAYANI K. TAN
TIN: 102-054-041
CORPORATE SECRETARY

SUBSCRIBED AND SWORN to before me this OCT 15 2014 th day of September 2014 in Pasig City, affiants having exhibited to me their Community Tax Certificates (CTC) and competent evidence of identity (CEI) as follows:

Name	CTC No. Date/Place Issued	CEI
Paulino S. Soo		107-047-406
Vicente Co Chien, Jr.		111-853-589
Jack T. Huang		143-320-568
Ma. Therese G. Santos		123-299-982
Jimmy Chua Alabanza		163-751-612
Jimmy S. Soo		133-832-627
A. Bayani K. Tan		102-054-041

Doc. No. 188 :
Page No. 039 :
Book No. V :
Series of 2014.


ISSER JOSEF V. GAYDULA
Notary Public
Appointment No. M-357
Until 31 December 2014
Roll No. 59235

PTR 4237871 / 13 Jan 2014 / Makati City
Life ISP No. LRN-012379/20 Jan 2014/Makati
9/F Sage House, 110 V.A. Ruffo St., Legaspi Village, Makati City
TIN 213-170-049