



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. No. CS200251064

**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

MEDILINES DISTRIBUTORS INCORPORATED
(Amending Article VII thereof)

copy annexed, adopted on **January 21, 2013** by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the 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 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, pre-need plan issuer, general agent in pre-need plans 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 hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 5th day of February, Twenty Fourteen.




FERDINAND B. SALES
Acting Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION

OF

MEDILINES DISTRIBUTORS INCORPORATED

Know All Men By These Presents:

The undersigned incorporators, all of legal age and all of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: That the name of this corporation shall be:

MEDILINES DISTRIBUTORS INCORPORATED

SECOND: A. That the primary purpose of this corporation is

PRIMARY PURPOSE

Establish, conduct, and maintain the business of trading and/or distribution by purchasing, acquiring, importing, marketing, trading, distributing, selling, exporting, or otherwise do business in all kinds of goods, products, merchandise, medicines, supplies, compounds, machinery, equipment, apparatus, appliances, instruments, or other lawful objects of commerce of all kinds and description for medical, pharmaceutical, hospital, dental, laboratory, radiological, scientific, therapeutic, cosmetic, general and miscellaneous purposes and engage in such activities as to accomplish the same including to act as representative or agent, upon consignment or indents orders in any other representative capacity or be under distributorship or other arrangement for natural or juridical persons and entities, whether domestic or foreign.

SECONDARY PURPOSES

1. To purchase, acquire, hold, sell, lease, exchange, mortgage or otherwise deal in real and personal property, and to build, acquire, lease, and/ or mortgage buildings and offices as may be necessary or useful to carry out the objects and purposes of the corporation;

2. To purchase, hold, sell, exchange, or 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 any of its funds or property for the purchase of its own shares of capital when such use would cause any impairment of the capital of the corporation, and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly;
3. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;
4. To invest and deal with money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of, or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;
5. To acquire by purchase, exchange, assignment, donation, or otherwise, and to hold, own and use for investment or other purposes and to sell, assign, transfer, exchange, mortgage, pledge, traffic, and deal in and/or dispose of any bonds, debentures, promissory notes, shares of stock, or other securities or obligations, created, negotiated, or issued by any corporation, association, or other entity, foreign or domestic, and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to receive, collect, and dispose of any and all dividends, interest and income derived therefrom, and the right to vote on any shares of stock, and upon any bonds, debentures or other securities, having voting power as owned, and to issue proxies for said purpose, but only to the extent permitted by law;
6. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farm out agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purpose of this corporation;

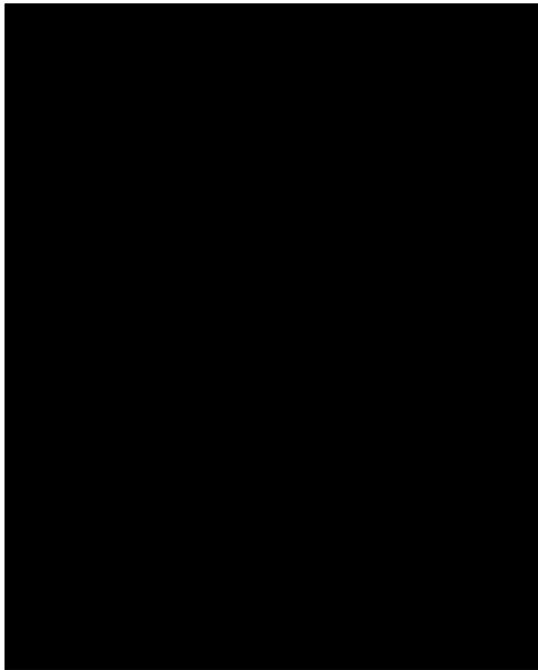
7. To acquire or obtain from the Government of the Philippines or any other sovereign, state or authority, national, local or otherwise, or any corporation, company, partnership or person such charter, franchise, concessions, licenses, contracts, grants, decrees, rights, privileges, patents, trademarks, licenses, exemption, works and business concerns and undertaking as may be necessary and conducive to any of the objects or purposes of the corporation;
8. To establish and operate one or more branch offices, outlets or agencies and to carry on any or all of its operations and business, without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real or personal property anywhere within the Philippines;
9. To do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, conducive, desirable, or incidental to the accomplishment of the purposes or the exercise of any one or more of the purposes herein enumerated or which may be conveniently carried on 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 or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation; provided that nothing shall be done in connection with any of the above objects which is prohibited by any law of the Philippines now or hereafter in force;
10. The purposes set forth herein shall be given the widest interpretation allowable under the law and they shall not, except when the context expressly requires, be in any way limited or restricted by reference to or inference from, any of the other purpose or purposes set forth herein. None of the secondary purposes or powers herein specified shall be deemed subsidiary or ancillary to any other secondary purpose or power mentioned herein.

B. That the corporation shall have all the express powers of a corporation as provided under Section 36 of the Corporation Code of the Philippines.

THIRD: That the place where the principal office of the corporation is to be established is at No. 07 Pioneer Street corner Sheridan Street, Brgy. Highway Hills, Mandaluyong City.

FOURTH: That the term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

FIFTH: That the names, nationalities and residences of the incorporators are as follows:

Name	Nationality	Residence
Joaquina Mapue	Filipino	
Rosalito Nucum	American	
Venustiano Ludeña	Canadian	
Ruby Lacuna	Filipino	
Cesar L. Cronologia	Filipino	

SIXTH: That the number of directors of the corporation is seven, five of whom shall also be the incorporators enumerated above, all of whom shall serve until their successors are elected and qualified as provided by the By-Laws. The other two directors are left vacant to be appointed after incorporation and shall also serve until their successors are elected and qualified as provided by the By-Laws.

SEVENTH: That the authorized capital stock of the corporation is Fifty Million Pesos (₱ 50,000,000.00) in lawful money of the Philippines, divided into Fifty Thousand (50,000) Shares with par value of One Thousand Pesos (₱ 1,000.00) per share. (As amended on 21 January 2013).

EIGHT: That the subscribers to the capital stock and the amount paid-in to their subscriptions are as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Joaquina Mapue	Filipino	232	PhP232,000.00	PhP58,000.00
Rosalito Nucum	American	80	PhP 80,000.00	PhP20,000.00
Venustiano Ludena	Canadian	80	PhP 80,000.00	PhP20,000.00

Ruby Lacuna	Filipino	4	PhP 4,000.00	PhP 1,000.00
Cesar L. Cronologia	Filipino	4	PhP 4,000.00	PhP 1,000.00
TOTAL		<u>400</u>	<u>PhP400,000.00</u>	<u>PhP100,000.00</u>

NINTH: That no transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.

TENTH: That Joaquina Mapue 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 and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

In Witness Whereof, we have set our hand this 4th day of July, 2002 at Quezon City.

JOAQUINA MAPUE

ROSALITO R. NUCUM

VENESTIANO LUDENA

RUBY LACUNA


CESARIO L. CRONOLOGIA

WITNESSES:

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) S.S

BEFORE ME, a Notary Public in and for QUEZON CITY, Philippines, this 4th day of July, 2002, personally appeared the following:

Name	CTC No.	Date/Place Issued
Joaquina Mapue Rosalito Nucum Venustiano Ludeña Ruby Lacuna Cesar L. Cronologia		

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

Doc. No. 865;
Page No. 73;
Book No. 63;
Series of 2002.

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

SECRETARY'S CERTIFICATE

I, EMMANUEL F. GEMZON, Filipino, of legal age, and a resident [REDACTED] after being duly sworn to in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **MEDILINES DISTRIBUTORS, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at No. 07 Pioneer Street corner Sheridan Street, Brgy. Highway Hills, Mandaluyong City.

2. 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 affixed my signature this 23rd day of September 2013 in Pasig City.

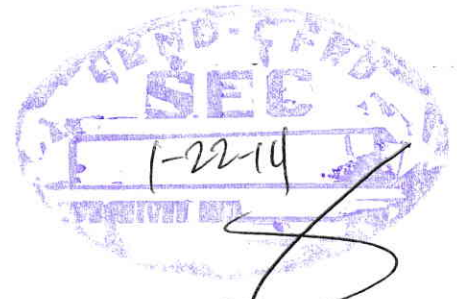
Emmanuel F. Gemzon
EMMANUEL F. GEMZON
Corporate Secretary
[REDACTED]

SUBSCRIBED AND SWORN to before me this 23rd day of September 2013 in Pasig City, affiant exhibiting to me his LTO Driver's License No. [REDACTED] as well as his Philippine Passport No. [REDACTED] by the Department of Foreign Affairs - Manila and expiring [REDACTED].

Doc. No. 421;
Page No. 86;
Book No. 1;
Series of 2013.

[Signature]
RODOLFO C. ARCILLA
Notary Public for Pasig City
Commission until 31 December 2013
17th Floor, The Filipin Place
F. Ortigas, Jr. Road, Ortigas Center, Pasig City
APPE No. 217 (2012-2013)/Roll No. 61168
PTR No. 8428178 Pasig City/1-04-2013
IBP No. 915971 Quezon City/1-04-2013

DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being a majority of the Board of Directors of **MEDILINES DISTRIBUTORS, INC.** (the "Corporation"), and the President and Secretary of the special meeting of the stockholders of the Corporation duly held on 21 January 2013 at No. 07 Pioneer Street corner Sheridan Street, Brgy. Highway Hills, Mandaluyong City, hereby certify that:

1. the attached Amended Articles of Incorporation of the Corporation embodies amendments in Article VII to reflect the increase of the authorized capital stock; and
2. the foregoing amendments were duly approved by at least a majority of the members of the Board of Directors at its special meeting on 21 January 2013 at No. 07 Pioneer Street corner Sheridan Street, Brgy. Highway Hills, Mandaluyong City, and by a vote of the stockholders representing at least two-thirds of the outstanding capital stock of the corporation at their special meeting held also on 21 January 2013 at No. 07 Pioneer Street corner Sheridan Street, Brgy. Highway Hills, Mandaluyong City.

SEP 17 2013

IN WITNESS WHEREOF, this Certificate has been signed this ____ of ____ / 2013 at

~~PASIG CITY~~

Joaquina Mapue
JOAQUINA MAPUE
Director

Maria Theresa V. Villar
MARIA THERESA V. VILLAR
Director

Maria Patricia Dolor V. Villar
MARIA PATRICIA DOLOR V. VILLAR
Director

Attested by:

Virgilio B. Villar
VIRGILIO B. VILLAR

Chairman of the Stockholders' Meeting


Emmanuel Gemzon
EMMANUEL GEMZON

Corporate Secretary of the Stockholders' Meeting

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S

BEFORE ME, a Notary Public in and for PASIG CITY, personally appeared the following:

Name	Government I.D.	Date and Place Issued and Expiry
Joaquina Mapue		
Maria Theresa V. Villar		
Maria Patricia Dolor V. Villar		
Virgilio B. Villar		
Emmanuel Gemzon		

known to me and to me known to be the same persons who executed the foregoing Directors' Certificate consisting of two (2) pages including this page wherein the Acknowledgment is written and they acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL on this SEP 17 2013 day of _____, 2013 in PASIG CITY.

Doc. No. 414 ;
Page No. 84 ;
Book No. I ;
Series of 2013.

BRODERICK C. ARCILLA
Notary Public for Pasig City
Commission until 31 December 2013
17th Floor, The Taipan Place
F. Ortigas, Jr. Road, Ortigas Center, Pasig City
APPT. No. 217 (2012-2013)/Roll No. 61168
PTR No. 8428178 Pasig City/1-04-2013
IBP No. 915971 Quezon City/1-04-2013