



Republic of the Philippines  
**Securities and Exchange Commission**  
EDSA, Greenhills, Mandaluyong  
Metro-Manila

S.E.C. Reg. No. 167423

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

**MEGAWORLD PROPERTIES & HOLDINGS, INC.**  
(Amending Article VII thereof)

copy annexed, adopted on January 24, 1997 by a majority vote of the Board of Directors and ~~the vote of the stockholders~~ <sup>on March 05, 1997 by</sup> ~~owning or representing at least two-thirds~~ of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation ~~was approved~~ by this Office on the 20<sup>th</sup> day of May 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, 1980, and attached to the other papers pertaining to said corporation

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 20<sup>th</sup> day of May in the year of our Lord nineteen hundred and ninety-seven.

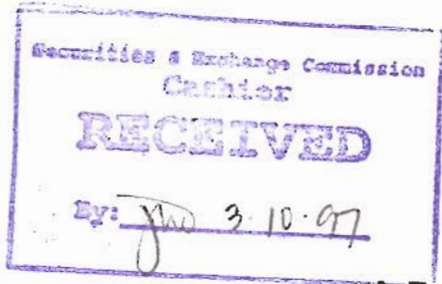


*Sonia M. Ballo*  
SONIA M. BALLO  
Director



**MEGAWORLD PROPERTIES & HOLDINGS, INC.**  
*28/F The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Metro Manila, Philippines*  
*Tels (632) 867 8826 to 40 Fax (632) 867 8806*

December 31



# AMENDMENT

## Articles of Incorporation

Amendment Designation

N. A.

Period Ended Date

N. A.

Secondary License Type and File Number

**CERTIFICATE OF AMENDMENT**  
*of the*  
**ARTICLES OF INCORPORATION**  
*of*  
**MEGAWORLD PROPERTIES & HOLDINGS, INC.**

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned, being the *Chairman*, the *Secretary*, and at least a *majority* of the members of the *Board of Directors* of **MEGAWORLD PROPERTIES & HOLDINGS, INC.** (the "*Corporation*") do hereby certify that the attached are *true and correct copies* of the **AMENDED Articles of Incorporation** of the *Corporation* embodying the amendment of *Article Seventh* of the said *Articles of Incorporation* *authorizing the Board of Directors of the Corporation to fix all other terms and conditions of the Preferred shares of the Corporation*, which amendment was duly *approved* by the *written assent* of the stockholders owning or representing at least *two-thirds (2/3)* of the entire *subscribed and outstanding capital stock* of the *Corporation* as of *March 5, 1997* and by at least a *majority* of the *Board* of the *Corporation* at their *special meeting* duly called for the purpose held on *January 24, 1997* at the principal office of the *Corporation*.

*IN WITNESS WHEREOF*, we have hereunto set our hands on the 5<sup>th</sup> day of March 1997 at Makati City, Philippines.

**BOARD OF DIRECTORS**

  
**ADREW L. TAN**  
*Director*

  
**GEORGE T. YANG**  
*Director*

  
**GERARDO C. GARCIA**  
*Director*

  
**CIRILO L. MANLANGIT**  
*Director*

  
**KATHERINE L. TAN**  
*Director*

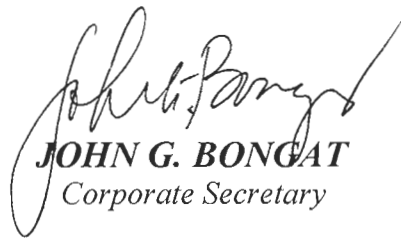


Certified Correct:



**ANDREW L. TAN**  
Chairman

Attested By:



**JOHN G. BONGAT**  
Corporate Secretary

*Republic of the Philippines )*  
*Makati City, Metro Manila ) S.S.*

**SUBSCRIBED AND SWORN** to before me this 5<sup>th</sup> day of March 1997 at Makati City, Philippines, the following persons exhibiting to me their respective Community Tax Certificate numbers and their dates and places of issue, to wit:

<u>Name</u>	<u>C.T.C. No.</u>	<u>Date &amp; Place Issued</u>
Andrew L. Tan	17037759-C	2-6-96; San Juan, M.M.
George T. Yang	14232402	2-22-96; Makati City, M.M.
Gerardo C. Garcia	12865100-C	2-27-96; Paranaque, M.M.
Cirilo L. Manlangit	17040021-C	2-20-96; San Juan, M.M.
Katherine L. Tan	17037388-C	2-6-96; San Juan, M.M.



*wt*  
**NOTARY PUBLIC**

**MONICA T. SALOMON**  
NOTARY PUBLIC  
UNTIL OCTOBER 31, 1997  
PTR No. 8037059-1-28-97-MAKATICITY  
IBP No. 430747-1-29-97-CAMARINES SUR

Doc. No. 446 ;  
Page No. 85 ;  
Book No. I ;  
Series of 1997



AMENDED

ARTICLES OF INCORPORATION

of

**MEGAWORLD PROPERTIES & HOLDINGS, INC.**

KNOW ALL MEN BY THESE PRESENTS :

That we, all of whom are Filipinos, of legal ages, residents of the Philippines, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the Philippines :

AND WE HEREBY CERTIFY :

FIRST: That the name of said corporation shall be

**MEGAWORLD PROPERTIES & HOLDINGS, INC.**

*(Amended as of March 8, 1994)*

**PRIMARY PURPOSES**

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

a) To acquire by purchase, lease, donation or otherwise and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold for investment or otherwise, real estate of all kinds, and to construct, improve, manage or otherwise dispose of buildings, condominiums, townhouses, apartments, and other structures of whatever kind, together with their appurtenances.

b) To perform all and everything necessary and proper for the attainment of the said purposes, or in furtherance of any of the above purposes, either alone or in association with corporations or individuals;

**SECONDARY PURPOSES**

a) To promote, establish, operate, manage, own or invest in any and all kinds of business enterprises or assist or participate in organization, merger or

consolidation thereof, and in connection with such activities, to subscribe to, purchase or otherwise acquire shares of stock or other evidence of equity participation in any business enterprise, or purchase or otherwise acquire all or part of assets, franchise, concessions, goodwill of any firm, corporation or establishment as may be allowed by law.

b) To borrow money, to make and issue notes, and other evidences of indebtedness of all kinds and to secure the same by mortgage, pledge, or otherwise, in amounts as the business of the corporation may require;

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

FOURTH : That the term of which said Corporation is to exist is FIFTY (50) YEARS from and after the date of incorporation;

FIFTH : That the names, nationalities and the addresses of the incorporators of said corporation are as follows :

ANDREW (CHONG BUAN) L. TAN	Filipino	10 Taft Street, Greenhills, S. J., M.M.
KATHERINE L. TAN	Filipino	- ditto -
ELIZABETH DE JESUS	Filipino	Equitable Bank Bldg., Greenhills, S. J., M. M.
ANITA C. LIM	Filipino	19 Adam Street, Greenhills, S. J., M. M.
MANUEL GALANG	Filipino	Blk. 6, Lot 19, Palmera Homes, Q. C.

SIXTH : That the number of directors of said Corporation shall be five (5) 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, to wit:

1.	ANDREW (CHONG BUAN) L. TAN	10 Taft Street, Greenhills, San Juan , Metro Manila
2.	KATHERINE L. TAN	- ditto -

- |    |                    |   |
|----|--------------------|---|
| 3. | ELIZABETH DE JESUS | Equitable Bank Bldg.<br>Greenhills, San Juan,<br>Metro Manila |
| 4. | ANITA C. LIM       | 19 Adam Street,<br>Greenhills, San Juan,<br>Metro Manila      |
| 5. | MANUEL GALANG      | Blk. 6, Lot 19,<br>Palmera Homes, Q. C.                       |

SEVENTH : That the amount of capital stock of the Corporation shall be EIGHT BILLION TWO HUNDRED MILLION PESOS (P 8,200,000,000.00), Philippine currency, and said capital stock shall be divided into FOUR BILLION TWO HUNDRED MILLION (4,200,000,000.00) shares of COMMON STOCK with a par value of ONE PESO (P 1.00) per share and FOUR BILLION (4,000,000,000) REDEEMABLE CONVERTIBLE CUMULATIVE NON-PARTICIPATING NON-VOTING PREFERRED SHARES with a par value of ONE PESO (P1.00) per share.

The Preferred Shares shall be redeemed mandatorily at the end of the fifth year from the date of first issuance thereof.

The dividend rate of the Preferred Shares shall be at a fixed rate of ten (10.0%) percent per annum based on their par value, for the first three (3) years, and eight (8.0%) percent per annum for the remaining two (2) years, payable quarterly in arrears.

The subscribers to the Preferred Shares shall be entitled to the payment of quarterly dividends as well as any accrued and unpaid dividend on the Preferred Shares before any dividend can be paid to the holders of common shares.

The holders of such Preferred Shares shall have the right to convert their Preferred Shareholdings to common shares (the "Conversion Shares") of the Corporation at any time during the Conversion Period. The number of Conversion Shares shall be computed by dividing the aggregate value of the Preferred Shares by the Conversion Price.

The Conversion Price shall be fixed at a discount rate of eighteen (18.0%) percent to the weighted average price of the transacted prices of the common shares of the Corporation during the last twenty (20) trading days prior to the Conversion Price Fixing Date. The Conversion Price shall be subject to adjustment under certain circumstances, e.g. stock dividends, etc.

The Conversion Price Fixing Date shall be set at the end of the two-and-a-half (2-1/2) years from the date of first issuance of the Preferred Shares.

The Conversion Period shall be set two-and-a-half (2-1/2) years from the date of first issuance of the Preferred Shares and shall last until the Mandatory Redemption Date.

The Board of Directors is authorized to fix all other terms and conditions of the Preferred Shares. (AMENDED AS OF JANUARY 24, 1997)

EIGHT: That the amount of capital stock which has been actually subscribed is ONE HUNDRED TWENTY FIVE MILLION (P125,000,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names :

<u>NAME</u>	<u>RESIDENCE</u>	<u>NUMBER OF SHARES (COMMON)</u>	<u>AMOUNT OF CAPITAL STOCK SUBSCRIBED</u>
ANDREW (CHONG BUAN L. TAN	10 Taft Street, Greenhills, San Juan, M.M.	119,818,300	P 119,818,000.00
KATHERINE L. TAN	- ditto -	102,000	102,000.00
ELIZABETH DE JESUS	Equitable Bank Bldg., Greenhills San Juan	20,000	20,000.00
ANITA C. LIM	19 Adam Street Greenhills, San Juan Metro Manila	50,000	50,000.00
MANUEL GALANG	Blk. 6, Lot 19, Palmera Homes, Quezon City	10,000	10,000.00



The Conversion Price Fixing Date shall be set at the end of the two-and-a-half (2-1/2) years from the date of first issuance of the Preferred Shares.

The Conversion Period shall be set two-and-a-half (2-1/2) years from the date of first issuance of the Preferred Shares and shall last until the Mandatory Redemption Date.

The Board of Directors is authorized to fix all other terms and conditions of the Preferred Shares. (AMENDED AS OF JANUARY 24, 1997)

EIGHT: That the amount of capital stock which has been actually subscribed is ONE HUNDRED TWENTY FIVE MILLION (P125,000,000.00) PESOS and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names :

<u>NAME</u>	<u>RESIDENCE</u>	<u>NUMBER OF SHARES (COMMON)</u>	<u>AMOUNT OF CAPITAL STOCK SUBSCRIBED</u>
ANDREW (CHONG BUAN L. TAN	10 Taft Street, Greenhills, San Juan, M.M.	119,818,300	P 119,818,000.00
KATHERINE L. TAN	- ditto -	102,000	102,000.00
ELIZABETH DE JESUS	Equitable Bank Bldg., Greenhills San Juan	20,000	20,000.00
ANITA C. LIM	19 Adam Street Greenhills, San Juan Metro Manila	50,000	50,000.00
MANUEL GALANG	Blk. 6, Lot 19, Palmera Homes, Quezon City	10,000	10,000.00

THE ANDRESONS  
GROUP, INC.

	140 EDSA, Kalookan Metro Manila	5,000,000	5,000,000.00
		-----	-----
<b>TOTAL</b>		<b>125,000,000</b>	<b>₱ 125,000,000.00</b>

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

ANDREW (CHONG BUAN  
L. TAN

10 Taft Street,  
Greenhills,  
San Juan, M.M. ₱ 29,954,500.00

KATHERINE L. TAN - ditto - 25,500.00

ELIZABETH DE JESUS Equitable Bank  
Bldg., Greenhills  
San Juan 5,000.00

ANITA C. LIM 19 Adam Street  
Greenhills, San Juan  
Metro Manila 12,500.00

MANUEL GALANG Blk. 6, Lot 19,  
Palmera Homes, Q.C. 2,500.00

THE ANDRESONS  
GROUP, INC.

140 EDSA, Kalookan  
Metro Manila 1,250,000.00

**TOTAL** ₱ **31,250,000.00**

TENTH : That KATHERINE L. TAN has been elected 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, she has been authorized to receive for the corporation and to receive in its name for all the subscriptions paid by the said subscribers.

ELEVENTH : Directors and all other officers of said corporation shall receive such compensation as the stockholders and the Board of Directors may provide, respectively.

TWELFTH: That no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be allowed to be recorded in the proper books of the Corporation and that this restriction shall be indicated in all the stock certificates issued by the Corporation. Furthermore, all stockholders of the Corporation shall not enjoy any pre-emptive right to subscribe to any issue or disposition of shares of any class of the Corporation. (AMENDED AS OF MARCH 26, 1996)

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of August, 1989, in Q.C. Metro Manila, Philippines.

(Sgd.)ANDREW (CHONGBUAN) L. TAN -spouses- (Sgd.)KATHERINE L. TAN

(Sgd.)ELIZABETH DE JESUS

(Sgd.)ANITA C. LIM

(Sgd.)MANUEL GALANG

SIGNED IN THE PRESENCE OF :

1. (Sgd.) Illegible

2. (Sgd.) Illegible

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

A C K N O W L E D G M E N T  
-----

On this 16th day of August, 1989, before me, a Notary Public, for and in Q.C., personally appeared :

ANDREW (CHONG BUAN) L. TAN- Res. Cert. No. 09577848J,  
issued at Caloocan on April  
13, 1989

KATHERINE L. TAN - Res. Cert. No. 09577847JJ,  
issued at Caloocan on April  
13, 1989

ELIZABETH DE JESUS - Res.Cert No. 01539747, issued  
at Pasay City on Jan. 10,  
1989

ANITA C. LIM

- Res.Cert No. 02305210, issued  
at Aparri, Cagayan on Jan.  
19, 1989.

MANUEL GALANG

- Res.Cert No. 06267611, issued  
Feb. 24, 1989 at Calocan.

known to me and to me known to be the same persons whose name are subscribed  
and who executed the foregoing Articles of Incorporation and each of them  
acknowledged to me that he/she voluntarily executed the same.

WITNESS MY HAND AND SEAL

Doc. No. 540;  
Page No. 108;  
Book No. 1 ;  
Series of 1989.

(Sgd.) RAMON J. MASAGANDA  
NOTARY PUBLIC  
UNTIL DEC. 31, 1989

REGISTRATION DATA SHEET  
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION  
FOR DOMESTIC COMPANIES ONLY

SEC NUMBER 111671421311111

FILL UP INSTRUCTIONS - Type or print legibly. Light-shaded boxes and codes are to be filled up by the SEC, including the SEC number. Check the appropriate boxes. Refer to the back of this form for additional instructions.

COMPANY NAME  
MEGAWORLD PROPERTIES & HOLDINGS, I.C.

GENERAL INFORMATION

COMPANY TYPE  1 - DOMESTIC STOCK  2 - DOMESTIC NON-STOCK  3 - DOMESTIC PARTNERSHIP

PRINCIPAL OFFICE ADDRESS  
Metro Manila

AREA CODE  1  2  3  4  5  6  7  8  9  0  
POSTAL CODE  1  2  3  4  5  6  7  8  9  0  
TELEPHONE NO. 8678826 to 40  
FAX NO.

BUSINESS OFFICE ADDRESS  
28/F The World Centre, # 330 Sen. Gil J. Puyat Avenue, Makati City, MNL  
AREA CODE  1  2  3  4  5  6  7  8  9  0  
POSTAL CODE  1  2  3  4  5  6  7  8  9  0  
TELEPHONE NO.  
FAX NO.

BUSINESS INFORMATION

PARTNERSHIP TYPE <input type="checkbox"/> 1 - LIMITED <input type="checkbox"/> 2 - GENERAL	TYPE OF ENTERPRISE <input type="checkbox"/> 1 - NO SPECIAL REGISTRATION <input type="checkbox"/> 2 - SA EXPORT <input type="checkbox"/> 3 - SA-DOMESTIC	REGISTRATION STATUS <input type="checkbox"/> 1 - REGISTERED <input type="checkbox"/> 2 - PENDING <input type="checkbox"/> 3 - NOT REGISTERED	FINANCIAL INSTITUTION <input type="checkbox"/> 1 - REGISTERED <input type="checkbox"/> 2 - NOT REGISTERED
TERMINATION DATE Fifty (50) YEARS	FISCAL YEAR END (MM/DD)	ANNUAL MEETING (for domestic companies only)	
Dec. 31		1 - FIXED (MM/DD) / 2 - VARIABLE 2nd Friday of May	

TYPE OF NON-STOCK CORPORATION (Refer to the back of this page for the classification).  
n.a.

TOTAL CONTRIBUTION (of domestic non-stock companies)  
n.a.

% OF FOREIGN MEMBERSHIP (of domestic non-stock companies)  
n.a.

COMPANY RELATIONSHIP - List all companies related to registrant. (Use additional sheets, if necessary)

RELATIONSHIP TYPE  
C - DISSOLVED COMPANY (if due to liquidation)  
V - DISSOLVED COMPANY (if change in company type)  
A - AFFILIATE (of the registrant)

RELTYPE  
A

COMPANY NAME  
Empire East Land Holdings, Inc.

SEC NUMBER  
A

CERTIFIED CORRECT:  
  
JOHN G. BONCAY  
(Signature over printed name)

DATE REVIEWED: \_\_\_\_\_

DATE REVIEWED: \_\_\_\_\_

DATE ENCLOSED: \_\_\_\_\_

DATE REVIEWED: \_\_\_\_\_

DATE REVIEWED: \_\_\_\_\_

DATE ENCLOSED: \_\_\_\_\_

REGISTRATION DATA SHEET  
CAPITAL STOCK/INCORPORATORS/DIRECTORS/OFFICERS INFORMATION  
FOR DOMESTIC STOCK CORPORATION ONLY

SEC NUMBER / 1 / 6 / 7 / 4 / 2 / 3 / 4 not listed here

FILL-UP INSTRUCTIONS : Type or print legibly. Light-shaded boxes and codes are to be filled up by the SEC, including the SEC number.

COMPANY NAME: **MEADOWOOD PROPERTIES & HOLDINGS, INC.**

INCORPORATORS / STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary.)

NAME (Company Name, if company) Last Name, First Name, MI, Middle Surname, if person	SEC NO. / BIRTHDATE	CODE	NATIONALITY	BRD MNC. R	OFFR	SHARE CODE	SHARE TYPE	NO. OF SHARES	SUBSCRIBED CAPITAL	PAID-UP CAPITAL	TOTALS		
											1,926,660,096	1,926,660,096	
JAN, ANDREW L.			PHI		C	I	Pres	Common	914,024,746	P 914,024,746			
								Preferred	1,000,000,000	1,000,000,000		250,000,000	
								Common	12,123,475	12,123,475		12,123,475	
GARCIA, GERARDO C.			PHI		M	N	N	do	511,875	511,875		511,875	
											1,926,660,096	1,926,660,096	1,176,660,096
NO. OF DIRECTORS :													
FOREIGN EQUITY BREAKDOWN (Refer to the back of this page for instructions on how to fill-up this section.)													
NATIONALITY CODE	F		N									TOTAL FOREIGN EQUITY	
NATIONALITY DESCRIPTION	Philippino		Foreigner									243,595,666	
SUBSCRIBED CAPITAL OF--													
INDIVIDUALS	P		P		P		P		P			P	
COMPANY (RES)													
TOTAL SUBSCRIBED CAPITAL	P 2,617,224,333		P 243,595,666		P		P		P			P	
PAID-UP CAPITAL OF--													
INDIVIDUALS	P		P		P		P		P			P	
COMPANY (RES)													
TOTAL PAID-UP CAPITAL	P 1,867,224,333		P 243,595,666		P		P		P			P	
PERCENTAGE OF FOREIGN EQUITY : 13.0908 %													

CENTERED CONTACT : Atty. General POSITION : Corporate Secretary DATE : Jan. 24, 1997

PROCESSED BY : [Signature] DATA ENCODER : \_\_\_\_\_

PROCESSED BY : \_\_\_\_\_ DATA ENCODER : \_\_\_\_\_

DATE REVIEWED : \_\_\_\_\_ DATE REVIEWED : \_\_\_\_\_

INSTRUCTIONS FOR FILLING UP THE FOLLOWING COLUMNS :

PAR / NO PAR (P / N)    FILIPINO / FOREIGN (FM)    WITH PAID-UP SURPLUS ?    BOARD (BRD) INDICATOR -    INCORPORATOR (INC) RI INDICATOR

VALUE INDICATOR -    F - FILIPINO    Y - YES    C - CHAIRMAN    I - INCORPORATION

P - PAR    N - NO PAR    M - MEMBER    S - STOCKHOLDER

MON-FILIPINO / FOREIGNER    N - NO    N - NEITHER    N - NEITHER

OFFICER (OFF) INDICATOR -    LEG - LEGAL COUNSEL

PRE - PRESIDENT    AUD - EXTERNAL AUDITOR

CEO - CHIEF EXECUTIVE OFFICER    GOV - GOVERNMENT REPRESENTATIVE

CFO - TREASURER    OTH - OTHERS

COO - CHIEF OPERATING OFFICER    N - NONE

COS - CORPORATE SECRETARY

REGISTRATION DATA SHEET  
CAPITAL STOCK/INCORPORATORS/DIRECTORS/OFFICERS INFORMATION  
FOR DOMESTIC STOCK CORPORATION ONLY

SEC NUMBER: 11-01-76-213-Subchapter S Corporation  
 FIL-UP INSTRUCTIONS: Type or print legibly. Light-shaded boxes and codes are to be filled up by the SEC, including the SEC number.  
 COMPANY NAME: HEAVYDORL PROPERTIES & HOLDINGS, INC.

INCORPORATORS / STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary.)

NAME (Company Name, if company) Last Name, First Name, MI, Maiden Surname, if person)	SEC NO. / BIRTHDATE	CODE	NATIONALITY	BDRINC. R	OFR	SHARE CODE	SHARE TYPE	NO. OF SHARES	SUBSCRIBED CAPITAL	PAID-UP CAPITAL	
WALANGIP, CIRILO L.			PHI	M	N	Leg	Common	234,003	P 234,003	P 234,003	
JOHN KRUEBERNE, J.			PHI	M	I	N	do	500,432	500,432	500,432	
TOTALS									734,435	P 734,435	P 734,435
TOTAL FOREIGN EQUITY											

NO. OF DIRECTORS: \_\_\_\_\_ NO. OF STOCKHOLDERS: \_\_\_\_\_

FOREIGN EQUITY BREAKDOWN (Refer to the back of this page for instructions on how to fill-up this section.)

NATIONALITY DESCRIPTION	INDIVIDUALS	COMPANY (ESI)	TOTAL SUBSCRIBED CAPITAL	PAID-UP CAPITAL OF -
INDIVIDUALS	P		P	P
COMPANY (ESI)				
TOTAL SUBSCRIBED CAPITAL	P		P	P
PAID-UP CAPITAL OF -				
INDIVIDUALS	P		P	P
COMPANY (ESI)				
TOTAL PAID-UP CAPITAL	P		P	P

PERCENTAGE OF FOREIGN EQUITY: \_\_\_\_\_

CERTIFIED CORRECT: *John G. Educati*  
 POSITION: Corporate Secretary  
 DATE: Jan. 28, 1997

PROCESSING ATTORNEY: \_\_\_\_\_ DATA CONTROL CLERK: \_\_\_\_\_

DATE REVIEWED: \_\_\_\_\_ DATE ENCODED: \_\_\_\_\_

INSTRUCTIONS FOR FILING UP THE FOLLOWING COLUMNS:

PAR / NO PAR (P / N)	FILIPINO / FOREIGN (F/M)	WITH PAID-UP	BOARD (BND)	INCORPORATOR (INC/RI)	OFFICER (OFR) INDICATOR -	LEG - LEGAL COUNSEL
VALUE INDICATOR -	OWNED INDICATOR -	SURPLUS ?	INDICATOR -	INDICATOR	PRE - PRESIDENT	AUD - EXTERNAL AUDITOR
P - PAR	F - FILIPINO	Y - YES	C - CHAIRMAN	I - INCORPORATOR	CEO - CHIEF EXECUTIVE OFFICER	GOV - GOVERNMENT REPRESENTATIVE
N - NO PAR	M - NON-FILIPINO / FOREIGNER	N - NO	M - MEMBER	S - STOCKHOLDER	COO - TREASURER	OTH - OTHERS
			N - MEMBER	N - MEMBER	COO - CHIEF OPERATING OFFICER	N - NONE
					COS - CORPORATE SECRETARY	

REGISTRATION DATA SHEET  
CAPITAL STOCK/INCORPORATORS/DIRECTORS/OFFICERS INFORMATION  
FORM DOMESTIC STOCK CORPORATION ONLY

SEC NUMBER 107423

FILL-UP INSTRUCTIONS: Type or print legibly. Light-shaded boxes and codes are to be filled up by the SEC. Shading the SEC number % For no-par stocks, leave the authorized capital amount and the par value columns blank.

COMPANY NAME HEAVENWOOD PROPERTIES & HOLDINGS, INC.

AUTHORIZED						SUBSCRIBED						PAID-UP	
SHARE TYPE	P/N	PAR VALUE	NO OF SHARES	P/N	AMOUNT	P/N	NO OF SHARES	P/N	AMOUNT	P/N	AMOUNT	P/N	AMOUNT

Common	P	1.00	4,200,000,000	P	4,200,000,000.00	P	1,617,224,333	N	234,595,666	P	1,617,224,333.00	N	234,595,666.00
Preferred	P	1.00	4,000,000,000	P	4,000,000,000.00	F	1,000,000,000				1,000,000,000.00		250,000,000.00

PAID UP CAPITAL BY ASSET TYPE	C. CASH	P	8,200,000,000	P	8,200,000,000.00								
	PROPERTY	P											
	OTHERS	P											
	TOTAL												

INCORPORATORS / STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary.)	NAME (Company Name, if company; Last Name, First Name, MI, Maiden Surname, if person)	SEC NO., BIRTHDATE	CODE	NATIONALITY	BRD INC. R	OFFR	SHARE CODE	SHARE TYPE	NO. OF SHARES	SUBSCRIBED CAPITAL	PAID-UP CAPITAL
--	---	--------------------	------	-------------	------------	------	------------	------------	---------------	--------------------	-----------------

TENN, ANDREW L.		Aug. 3, 1949		F11	C	I	Pres	Common	814,024,746	P 514,024,746	P 514,024,746
YANG, GEORGE J.		Sept. 12, 1934		F11	M	N		Common	2,123,475		12,123,475

GARCIA, GERARDO C.		Sept. 29, 1941		F11	M	N		do	511,875		511,875
MWLANCINI, CIRILO L.		Oct. 28, 1958		F11	M	N	1es	do	234,003		234,003

TENN, KALLEKINE L.		Aug. 29, 1957		F11	M	I	W	do	500,432		500,432
--------------------	--	---------------	--	-----	---	---	---	----	---------	--	---------

SUBTOTALS P 1,927,394,531 P 1,177,394,531 09

NOTE: For codes to use in filling up the columns, refer to the last page of this form. Refer also to the back of this page for additional instructions.