



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

COMPANY REG. NO. 39243

CERTIFICATE OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the certificate of increase of capital stock of the

**IMPERIAL RESOURCES INCORPORATED**


copy annexed, from P700,000,000.00 divided into 98,000,000 Class A; 42,000,000 Class B shares both with the par value of P5.00 each, to P1,800,000,000.00 divided into 216,000,000 Class A; 144,000,000 Class B shares both with the par value of P5.00 each, approved by majority of the Board of Directors on December 19, 2006 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on February 02, 2007 certified to by the Chairman and the Secretary of the stockholders' meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980, and copies thereof are filed with the Commission.

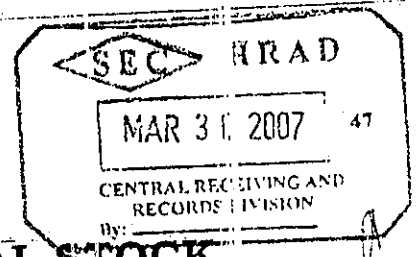
IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 4<sup>th</sup> day of June, Two Thousand Seven.

  
BENITO A. CATARAN  
Director

Company Registration and Monitoring Department

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CERTIFIED MACHINE COPY  
PAGE 1 OF 7 PAGES  
VERIFIED BY: 



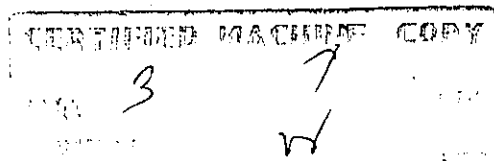
# CERTIFICATE OF INCREASE IN CAPITAL STOCK

## IMPERIAL RESOURCES INCORPORATED

Know All Men By These Presents:

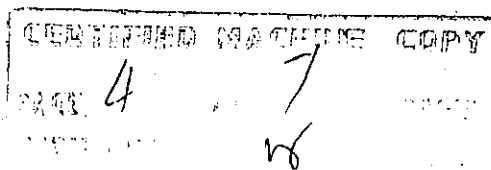
That we, the undersigned, the Chairman and the Secretary of the stockholders' meeting and the majority of the members of the board of directors of Imperial Resources Inc, <sup>corporated</sup> a corporation organized and existing under and by virtue of the laws of the Philippines with principal office at 82-J 2<sup>nd</sup> Street, New Manila, Quezon City, Metro Manila, do hereby certify:

- 1) That at the regular meeting of the stockholders of said Corporation, held in accordance with Section 38 of the Corporation Code, BP Blg. 68, at the principal office on February 2, 2007, at which meeting stockholders representing at least 2/3 of the outstanding capital stock were present in person or by proxy, the stockholders present by unanimous vote, approved the increase of the corporation's authorized capital stock from Seven Hundred Million Pesos (PhP700,000,000.00) divided into Ninety Eight Million (98,000,000) Class "A" shares and Forty Two Million (42,000,000) Class "B" shares both with a par value of Five Pesos (PhP5.00) per share to ONE BILLION EIGHT HUNDRED



MILLION PESOS (PhP1,800,000,000.00) divided into Two Hundred Sixteen Million (216,000,000) Class "A" shares and One Hundred Forty Four Million (144,000,000) Class "B" shares both with a par value of Five Pesos (P5.00) per share. The increase in capital stock is for the purpose of expanding its operations.

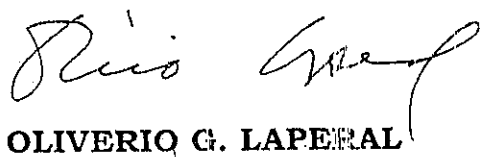
- 2) That the increase was likewise approved by at least majority of the directors at a meeting held on December 19, 2006 at the principal office of the Corporation.
  
- 3) That of the increase in capital stock of One Billion One Hundred Million Pesos (P1,100,000,000.00), divided into One Hundred Eighteen Million (118,000,000) Common Class "A" shares and One Hundred Two Million (102,000,000) Common Class "B" shares, both with a par value of Five Pesos (P5.00) each, the amount of Four Hundred Million Pesos (P400,000,000.00), divided into Thirty Four Million (34,000,000) Common Class "A" shares and Forty Six Million (46,000,000) Common Class "B" shares have been actually subscribed by OLIVERIO G. LAPERAL and of said subscription, the amount of Four Hundred Million Pesos (P400,000,000.00) has been paid-up by him in the form of real estate properties;



4) That the actual indebtedness of the corporation as of the date of stockholders meeting amounts to PhP4,455,659.53.

5) That no bonded indebtedness has been incurred, created or increased as of date of stockholders' meeting.

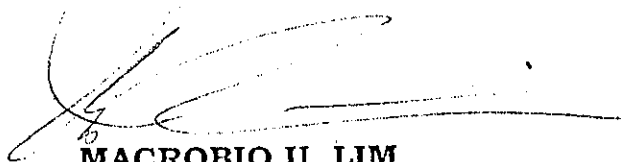
IN WITNESS WHEREOF, we have hereunto set our hands this 8<sup>th</sup> day of March 2007 at Makati City, Philippines.



**OLIVERIO G. LAPERAL**  
Director  
TIN: 104-112-452



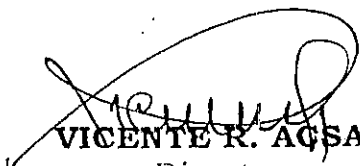
**DESIDERIO L. LAPERAL**  
Director  
TIN: 106-180-996



**MACROBIO U. LIM**  
Director  
TIN: 144-308-529



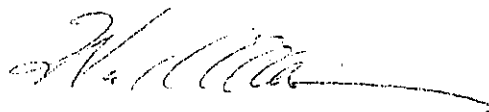
**VICTORIO M. AMANTE**  
Director  
TIN: 130-139-093



**VICENTE R. ACSAY**  
Director  
TIN: 105-330-783




**HORACIO M. PASCUAL**  
Director  
TIN: 129-864-346



**VILMA B. VILLANUEVA**  
Director  
TIN: 133-080-053

Countersigned:



**VICENTE R. ACSAY**  
Secretary to Stockholders' Meeting



**DESIDERIO L. LAPERAL**  
Chairman of Stockholders' Meeting

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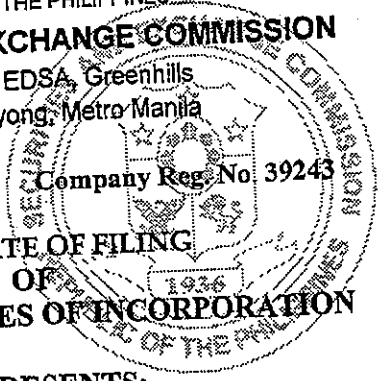


REPUBLIC OF THE PHILIPPINES

**SECURITIES AND EXCHANGE COMMISSION**

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

Company Reg. No: 39243



**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

**IMPERIAL RESOURCES INCORPORATED**  
(Amending Articles II & VII thereof.)

copy annexed, adopted on June 27, 2006 and December 19, 2006 by majority vote of the Board of Directors and on July 27, 2006 and February 02, 2007 by the vote of the stockholders 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 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 at Mandaluyong City, Metro Manila, Philippines, this 4th day of June, Two Thousand Seven.

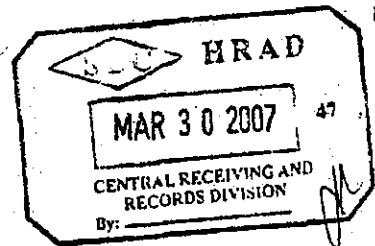
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*[Signature]*  
**BENITO A. CATARAN**  
Director

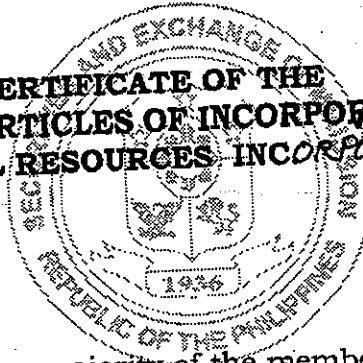
Company Registration and Monitoring Department

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**DIRECTORS' CERTIFICATE OF THE  
AMENDMENT OF THE ARTICLES OF INCORPORATION  
OF IMPERIAL RESOURCES INCORPORATED**



Know All Men By These Presents:

We, the undersigned, being a majority of the members of the Board of Directors of **IMPERIAL RESOURCES INC.**, with principal office located at 82-J 4<sup>th</sup> Street, New Manila, Quezon City, the Chairman of the Stockholders' Meeting and the Corporate Secretary thereof, do hereby certify under oath that:

The accompanying copy of the Amended Articles of Incorporation, reflecting the adoption of new primary purpose and an increase in authorized capital stock of **IMPERIAL RESOURCES INC.** is true and correct. The adoption of new primary and secondary purposes have been duly approved (a) by the vote of at least a majority of the Board of Directors in a meeting held on 27 June, 2006 and (b) by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a special meeting held on 27 July 2006, and that the increase in capital stock has likewise been approved (a) by the vote of at least a majority of the Board of Directors in a meeting held on 19 December 2006 and (b) by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a special meeting held on 2 February 2007 all at its principal office.

March 2007, Makati City.

*[Signature]*  
**OLIVERIO G. LAPERAL**  
Director

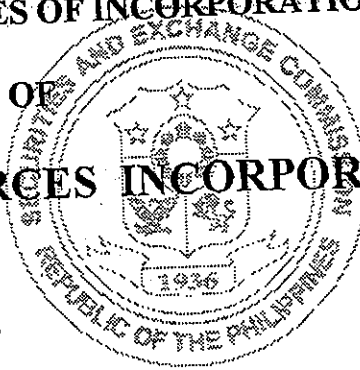
*[Signature]*  
**DESIDERIO L. LAPERAL**  
Director

*[Signature]*  
**MACROBIO U. LIM**  
Director

*[Signature]*  
**VICTORIO M. AMANTE**  
Director

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AMENDED ARTICLES OF INCORPORATION  
OF  
IMPERIAL RESOURCES INCORPORATED



KNOW ALL MEN BY THESE PRESENTS:

That we all of age, majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purposes of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of this Corporation shall be:

IMPERIAL RESOURCES INCORPORATED

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

PRIMARY PURPOSE

To carry on the business of operating coal mines, and of prospecting, exploration and of mining, milling, concentrating, converting, smelting, treating, refining, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing, and dealing in all kinds of ores, metals and minerals, asphalt-bithumen, hydrocarbons, acids and chemicals, and in the products and by-products of every kind and description and by whatsoever process, the same can be or may hereafter be produced; to purchase, lease, option, locate or otherwise acquire, own, exchange, sell, or otherwise dispose of, pledge, mortgage, deed in trust, hypothecate, and deal in mines, mining claims, mineral lands.

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Amended Articles of Incorporation  
Imperial Resources, Inc.

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coal lands, timber lands, water and water rights, other property, both real and personal.<sup>1</sup>

In furtherance of and as may be incidental or secondary to the foregoing purposes:

**SECONDARY PURPOSES**

a. To engage in the business of Information Technology (IT), and providing products and services including the sales, distribution, maintenance, customization, and implementation of business application software, systems development and systems integration service. <sup>1</sup>

b. To acquire by purchase, lease, contract, concession or otherwise and all real estate, lands, land patents, options, grants, concessions, franchise, water and other rights, privileges, easements, estates, interest 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 businesses in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, reorganize, manage, grant, lease, sell, exchange, or otherwise dispose of the whole or any part thereof;

c. To manufacture, purchase, or otherwise acquire, and 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 and description and to transport the same in any manner;

d. 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 refineries, gas works, mills, factories,

<sup>1</sup> as amended by the affirmative vote of at least a majority of the Board of Directors in a meeting held on 27 June 2006 and by the affirmative vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a special meeting held on 27 July 2006.

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installations, plants, shops laboratories, pipelines, pumping stations, tanks, repair shops, electrical works, power houses, warehouses, office buildings, and other buildings and structures, roads, railroads, cars, railroad equipment, garages, motor and road equipment, aircraft and aircraft equipment, aviation fields, telephone and telegraph lines, wireless facilities, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment, steamers, tankers, tugs, barges, and other vessels and any and all kinds of machinery, apparatus, instruments, fixtures and appliances;

e. 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 waterworks, and water systems for supplying water and water power for any and all uses and purposes;

f. 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;

g. To enter into, make and perform contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, territory, province, state, government, colony, or dependency thereof, without limit 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;

h. 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 on, or possessed of property suitable

for the purpose of the Corporation and to pay for the same in cash or in stock bonds

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