



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

COMPANY REG. NO. CS200811530

**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


NICKEL ASIA CORPORATION
(Amending Article VII thereof)

copy annexed, adopted on March 28, 2012 by majority vote of the Board of Directors and on June 08, 2012 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.

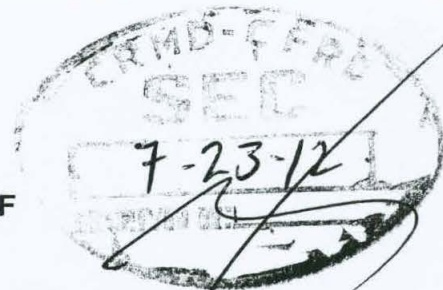
Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, 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 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 9th day of August, Twenty Twelve.




BENITO A. CATARAN
Director
Company Registration and Monitoring Department

**CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
NICKEL ASIA CORPORATION**



We, the undersigned, being the Corporate Secretary and at least a majority of the members of the Board of Directors of **NICKEL ASIA CORPORATION** (the "Corporation"), a corporation duly organized and existing by virtue of the laws of the Republic of the Philippines, with principal office at 6th Floor, NAC Centre, 143 Dela Rosa St., Legaspi Village, Makati City, do hereby certify that:

1. During the meeting of the Board of Directors of the Corporation held on 28 March 2012 at the principal office of the Corporation, at which meeting a quorum was present and voting throughout, the following resolutions to increase the authorized capital stock of the Corporation, and to amend the Articles of Incorporation were approved and adopted by at least a majority vote of the Board of Directors:

"RESOLVED, that the authorized capital stock of Nickel Asia Corporation (the "Company") be increased from the present Eight Hundred Million Pesos (Php 800 Million) divided into One Billion Five Hundred Eighty Five Million Six Hundred Thousand (1,585,600,000) common shares with a par value of Fifty Centavos per share and Seven Hundred Twenty Million (720,000,000) preferred shares with par value of One Centavo (Php 0.01) to Two Billion One Hundred Thirty Nine Million Seven Hundred Thousand Pesos (Php 2,139,700,000.00) divided into Four Billion Two Hundred Sixty Five Million (4,265,000,000) common shares with a par value of Fifty Centavos (Php 0.50) per share and Seven Hundred Twenty Million (720,000,000) preferred shares with par value of One Centavo (Php 0.01) per share;

RESOLVED FURTHER, that Article Seventh of the Articles of Incorporation of the Company be amended to read as follows:

'SEVENTH. That the authorized capital stock of said Corporation is Two Billion One Hundred Thirty Nine Million Seven Hundred Thousand (P2,139,700,000.00), Philippine Currency, and said capital is divided into Four Billion Two Hundred Sixty Five Million (4,265,000,000) Common Shares with par value of Fifty Centavos (P0.50) Philippine Currency, per share and Seven Hundred Twenty Million (720,000,00) Preferred Shares, with par value of One Centavo (P0.01), Philippine Currency, per share. (as amended on 28 March 2012 by the Board of Directors and ratified on 8 June 2012 by the stockholders).

x x x...'

2. The aforesaid increase in authorized capital stock and corresponding amendment of Article Seventh of the Articles of Incorporation of the Corporation were likewise approved, confirmed and ratified by the affirmative vote of the stockholders of the Corporation representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their meeting held on 8 June 2012 at the Manila Golf and Country Club, Makati City.

3. We certify that the attached Amended Articles of Incorporation is the true and correct copy of the Articles of Incorporation of the Corporation, as amended.

IN WITNESS WHEREOF, we have signed these presents on this 8th day of June 2012 at Makati City.


MANUEL B. ZAMORA, JR.
Chairman and Director
 TIN 135-838-324


GERARD H. BRIMO
Director
 TIN 102-377-365


PHILIP T. ANG
Director
 TIN 101-500-028


LUIS J. VIRATA
Director
 TIN 101-902-646


TAKANORI FUJIMURA
Director
 Passport No. TZ-02359169


RONALDO B. ZAMORA
Director
 TIN 105-549-511


FREDERICK Y. DY
Independent Director
 TIN 108-718-423


FULGENCIO S. FACTORAN, JR.
Independent Director
 TIN 118-132-939


BARBARA ANNE C. MIGALLOS
Corporate Secretary
 TIN 102-774-312

SUBSCRIBED AND SWORN to before me, this 8th day of June 2012 at Makati City, affiants exhibited to me the following competent evidence of identity:

Name	Competent Evidence of Identity	Date and Place Issued
Manuel B. Zamora, Jr.	Passport No. XX 2624610	03 December 2008 / Manila
Gerard H. Brimo	Passport No. XX1802285	12 August 2008 / Manila
Philip T. Ang	Passport No. EB1918272	15 February 2011 / Manila
Luis J. Virata	Passport No. EB2203105	8 April 2011 / Manila
Takanori Fujimura	Passport No. TZ 0259169	10 February 2005 / Manila
Ronaldo B. Zamora	Passport No: XX2851562	23 January 2009 / Manila
Fulgencio S. Factoran, Jr.	Passport No. EB0963014	15 September 2010/Manila
Frederick Y. Dy	Passport No: EA0004463	11 November 2009 / Manila
Barbara Anne C. Migallos	Passport No. XX4141156	11 July 2009 / Manila

Doc No. 304;
 Page No. 62;
 Book No. I;
 Series of 2012.

C2210 cert amended AOI/atg/msc105


MA. JASMIN S. CASAJE-BARRIENTOS
 NOTARY PUBLIC FOR AND IN THE CITY OF MAKATI
 APPOINTMENT NO. M-216 (2012-2013)
 COMMISSION EXPIRES ON DECEMBER 31, 2013
 7th Floor, The Phinma Plaza, 39 Plaza Drive
 Rockwell Center, Makati City 1210
 PTR No. 3181559; 1-05-12; MAKATI CITY
 JBP O.R. No. 879704; 1-05-12; RIZAL
 TIN 237-053-312
 ROLL NO. 51168, MAY 2005

**AMENDED ARTICLES OF INCORPORATION
OF
NICKEL ASIA CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, Filipino citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

NICKEL ASIA CORPORATION

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

PRIMARY PURPOSE

To invest in, hold, purchase, acquire, lease, contract, or otherwise, within the limits allowed by law, any and all real and personal properties of every kind & description whatsoever which the Corporation may deem necessary or appropriate and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange or otherwise acquire the stocks, bonds, and other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange therefor its own stocks, bonds, or other obligation or to pay therefor in cash, or otherwise; to hold or own, use, sell, deal in, dispose of, and turn to account any such stocks, warrants, options, bonds or other securities and while the owner or holder thereof to exercise all the rights and powers of ownership, including the right to vote thereon for any purpose; to acquire, take over, hold and control 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, whether domestic or foreign, and whether a going concern or not, engaging in or previously engaged in business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for any or all purposes of the Corporation, and to pay for the same in cash or in stocks, bonds, or securities of the Corporation or otherwise.

SECONDARY PURPOSE

1. To carry on, within the limits prescribed by law, the business of mining, lode and/or placer mining, developing, exploiting, extracting, milling, concentrating, converting, smelting, treating, refining, preparing for market, manufacturing, buying, selling, exchanging, shipping, transporting, and otherwise producing and dealing in all kinds of ores, metals and minerals including, but not limited to nickel, gold, silver, copper, lead, zinc, brass, iron, steel, limestone, and the products and by-products thereof of every kind and description and by whatsoever process the same can be or may hereafter be produced, and generally and without limits as to amount, to buy, sell, locate, exchange, lease, acquire and deal in lands,

mines, mineral rights, claims or grants, any interests therein, and to conduct all business appertaining thereto; to purchase, locate, lease or otherwise acquire, mining claim, rights or grants, timber rights, water rights, and any interest in such rights, concessions and mines, buildings, dwellings, plants, machinery, spare parts, tools and other properties whatsoever which this corporation may from time to time find to be its advantage, to mine and market any mineral or other products that may be found in or on such lands, and to explore, work, exercise, develop or turn to account the same; and to acquire, develop, utilize, sell, buy, deal in, supply and transport water and water rights, to any person, association, corporation, locality or other corporate entity in such manner as may be authorized or permitted by law, and to construct and operate the necessary facilities therefor; to haul, transport, store and dispose of timber, lumber, plants, soil, gravel and other natural materials that are removed from their habitat as a result of such activities; to purchase, hire, make, construct, or otherwise acquire, provide, maintain, equip, erect, improve, repair, manage, work and operate private roads, barges, vessel, aircraft and vehicles, private telegraph and other telephone lines, and other communications media, as may be needed by the corporation for its purpose, and to allow others to make use thereof, whether for compensation or not;

2. To purchase, acquire, own, lease, sell and convey properties, such as buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the Corporation;

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 the 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 interest 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 aid in any manner any corporation, associations or trust estate, whether domestic or foreign, or a firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for its corporation, directly or indirectly or through other corporation or otherwise;

6. To enter into any lawful arrangement for sharing profits, union of interest, utilization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, whether domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying any of the purposes of this Corporation;

7. To acquire or obtain from any government or authority national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the Corporation;

8. To establish or operate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within or outside the Philippines;

9. To conduct and transact all lawful activities, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes within and without the Philippines, and in any and all foreign countries and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation;

10. To carry on, within the limits prescribed by law, in any or all of its branches, the business of receiving, loading, unloading, delivering, weighing, gauging and measuring wares, and merchandise destined for or unloaded from all kinds of watercraft and cargo container; and to perform in connection therewith services ordinarily performed by stevedores, tally and dock clerks, weighers, coopers and watchmen;

11. To carry on, within the limits prescribed by law, in any or all of its branches, the business of wharfage and berthing of all kinds of watercraft and cargo vessel; to own, lease, build, or otherwise acquire, operate, and control wharves, docks, piers, slips, bulkheads, jetties or other wharf property including warehouses, sheds, or other structures;

12. To employ technicians, experts, and engineers in branches of scientific skill and endeavor related to the above purposes, and to initiate, direct, and supervise their efforts in research, surveys, and investigations in such matters; and to assemble data and findings, and to complete reports, papers, pamphlets, and books based thereon;

13. To carry on, within the limits prescribed by law, the general business of the generation, transmission, distribution and supply of electric current to towns, cities and other localities, and to the public in general, whether in existing forms, or in such forms as may exist in the future; and to acquire, build, construct, own and maintain and operate all necessary and convenient lands, buildings, structures, dams, machinery, poles, wires and other devices;

14. To hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any business acquisitions, within the limits prescribed by law, and to exercise all the powers necessary or convenient for the conduct and management thereof;

15. To make and alter all kinds of investments and make mortgage loans with or without any kinds of guarantee to make monetary investments; in whatever may be or necessary or incidental to the business of the Corporation, guarantee in behalf of the Corporation, solely or jointly any debt, obligation or loan of any

subsidiary or affiliate corporation, or any other corporation or mortgage, pledge or encumber the properties and assets of the Corporation for stated purposes.

THIRD: That the place where the principal office of the corporation is to be established or located is at:

6th Floor, BMMC Building
143 Dela Rosa Street, Legaspi Village
Makati City, Philippines

FOURTH: That the term for which said 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
Manuel B. Zamora, Jr.	Filipino	Unit 34-A South Tower, Pacific Plaza Towers Condominium, Rizal Drive cor. 4 th Avenue, Fort Bonifacio, Taguig City, Metro Manila
Philip T. Ang	Filipino	No. 8 Coolidge St., Greenhills, San Juan City Metro Manila
Luis J.L. Virata	Filipino	No. 9 Balete St., South Forbes, Makati City, Metro Manila
Salvador B. Zamora II	Filipino	No. 22 Piña St., Valle Verde I, Pasig City, Metro Manila
Martin Antonio G. Zamora	Filipino	No. 36 Melon St., Valle Verde I, Pasig City, Metro Manila

SIXTH: That the number of directors of the corporation shall be NINE (9) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided in the By-Laws are as follows: *(As amended on 15 July 2009 and 16 June 2010)*

Name	Nationality	Residence
Manuel B. Zamora, Jr.	Filipino	Unit 34-A South Tower, Pacific Plaza Towers Condominium, Rizal Drive cor. 4 th Avenue, Fort Bonifacio, Taguig City, Metro Manila
Philip T. Ang	Filipino	No. 8 Coolidge St., Greenhills, San Juan City Metro Manila
Luis J.L. Virata	Filipino	No. 9 Balete St., South Forbes, Makati City, Metro Manila
Salvador B. Zamora II	Filipino	No. 22 Piña St., Valle Verde I, Pasig City, Metro Manila
Martin Antonio G. Zamora	Filipino	No. 36 Melon St., Valle Verde I, Pasig City, Metro Manila

SEVENTH: That the authorized capital stock of the said Corporation is Two Billion One Hundred Thirty Nine Million Seven Hundred Thousand (₱2,139,700,000.00), Philippine Currency, and said capital is divided into Four Billion Two Hundred Sixty Five Million (4,265,000,000) Common Shares, with par value of Fifty Centavos (₱0.50), Philippine Currency, per share and Seven Hundred Twenty Million (720,000,000) Preferred Shares, with par value of One Centavo (₱0.01), Philippine Currency, per share. (as amended on 28 March 2012 by the Board of Directors and ratified on 8 June 2012 by the stockholders).

The preferred shares shall share a right to vote on any matter brought before the stockholders of the corporation, but shall not participate in any dividends declared by the corporation, and with a fixed cumulative dividend rate of five percent (5%) per annum. (as amended by 16 June 2010)

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

Name	Nationality	Number of Shares Subscribed	Amount Subscribed	Amount Paid Up
Manuel B. Zamora, Jr.	Filipino	9,247,400	₱9,247,400.00	₱2,311,850.00
Philip T. Ang	Filipino	4,652,500	4,652,500.00	1,163,125.00
Luis J.L. Virata	Filipino	4,540,000	4,540,000.00	1,135,000.00
Salvador B. Zamora II	Filipino	2,052,500	2,052,500.00	513,125.00
Martin Antonio G. Zamora	Filipino	100	100.00	100.00
TPG-Axon NAC Holding, Ltd.	Cayman Islands	4,132,500	4,132,500.00	1,033,125.00

Pacific Metals Co., Ltd.	Japanese	375,000	375,000.00	93,750.00
Total		25,000,000	₱25,000,000.00	₱6,250,075.00

NINTH: That no transfer of stock or interest which would reduce the stock 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 corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

TENTH: That **MARTIN ANTONIO G. ZAMORA** 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 in 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 used the said firm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have set our hands this 11th day of July 2008 at Makati City.

(SGD.) MANUEL B. ZAMORA, JR
TIN: 135-838-324

(SGD.) PHILIP T. ANG
TIN: 101-500-028

(SGD.) LUIS J.L. VIRATA
TIN: 101-902-646

(SGD.) SALVADOR B. ZAMORA II
TIN: 132-183-735

(SGD.) MARTIN ANTONIO G. ZAMORA
TIN: 161-579-254

WITNESSES:

(SGD.) JOSE RODERICK F. FERNANDO (SGD.) PATRICK S. GARCIA

ACKNOWLEDGMENT

Republic of the Philippines)
Makati City) S.S.

BEFORE ME. a Notary Public in and for Makati City, Philippines, this 11th day of July 2008 personally appeared:

Name	CTC Number	Place and Date Issued
Manuel B. Zamora, Jr.	19492943	Jan. 18, 2008/Makati
Philip T. Ang	19492942	Jan. 18, 2008/Makati
Luis J.L. Virata	12230958	Jan. 10, 2008/Makati
Salvador B. Zamora	19490894	Jan. 18, 2008/Makati
Martin Antonio G. Zamora	04876545	Feb. 28, 2008/Manila

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.

(SGD.) ATTY. LOPE M. VELASCO
Notary Public

Until Dec. 31, 2009

PTR. O.R. No. 6238211 – Mla. 01/02/08

IBP O.R. No. 712843 – Mla. 12/20/07

TIN 212-965-989

Roll No. 28757

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Series of 2008.