



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 III thereof.)

copy annexed, adopted on January 05, 2011 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least 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 14<sup>th</sup> day of February, Twenty Eleven.



  
BENITO A. CATARAN  
Director

Company Registration and Monitoring Department



# COVER SHEET

C   S   2   0   0   2   5   1   0   6   4

S.E.C. Registration Number

M E D I L I N E S   D I S T R I B U T O R S  
I N C O R P O R A T E D

(Company's Full Name)

N o . 0 7   P i o n e e r   S t r e e t   c o r n e r  
S h e r i d a n   S t r e e t ,   B r g y .   H i g h w a y  
H i l l s ,   M a n d a l u y o n g   C i t y

(Business Address: No. Street City / Town / Province)

**Atty. Grace U. Fonacier**  
Contact Person

**635-4276 to 83**  
Company Telephone Number

1 2      3 1  
Month      Day  
Fiscal Year

**Amended Articles of Incorporation**  
FORM TYPE

Any day in March  
Month      Day  
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

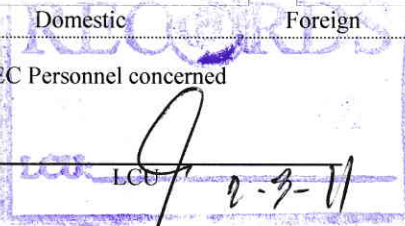
Amended Articles Number/Section

Total No. of Stockholders

Domestic      Foreign

To be accomplished by SEC Personnel concerned

File Number

  
 \_\_\_\_\_  
 Cashier

Document I.D.

STAMPS



AMENDED  
ARTICLES OF INCORPORATION

RECORDS  
PROVINCIAL RECEIVING UNIT  
NO. 02 JUL 10 10 21 30

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,

11      *[Handwritten signatures]*

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 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 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 voter power as owned, and to issue proxies for said purpose, but only to the extent permitted by law; *w/o engaging in the business of being a stock broker/dealer*
6. To acquire and undertake the whole or any part of the business, goodwill, rights, franchise, property and assets of any person, firm, or corporation carrying on or proposing to carry on any business similar to any business which the corporation is authorized to carry on or owning property necessary or suitable for the use of the corporation, and as part of the consideration of such requisition, to undertake all or any of the liabilities of such person, firm or corporation;
7. 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;
8. 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 undertakings as may

be necessary and conducive to any of the objects or purposes of the Corporation;

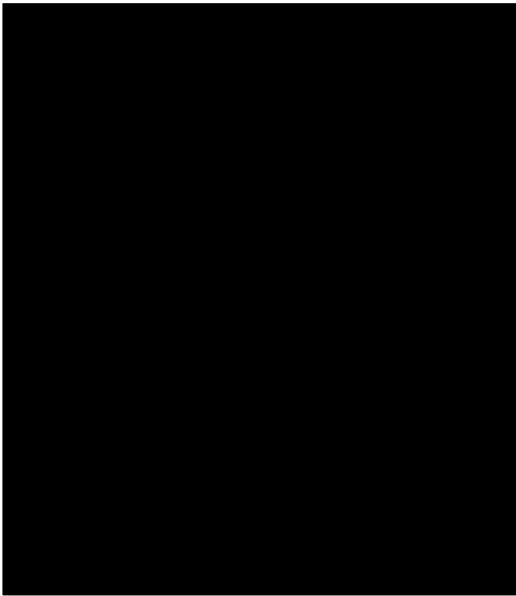
9. To establish and operate one or more branch offices, outlets or agencies and to carry on any or all of its operations and business, without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real or personal property anywhere within the Philippines;
10. 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;
11. 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 for 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 (As amended on 05 January 2011).

**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 One Million Six Hundred Thousand Pesos in lawful money of the Philippines, divided into One Thousand Six Hundred Shares (1,600) shares with the par value of One Thousand Pesos (₱1000.00) per share.

**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 Ludeña	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
<b>TOTAL</b>		<b>400</b>	<b>PhP400,000.00</b>	<b>PhP100,000.00</b>

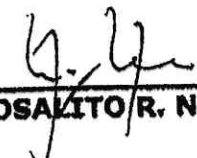
**NINTH:** That no transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall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

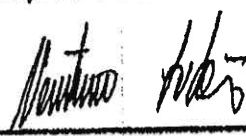
**TENTH:** That Joaquina Mapue has been elected by the subscribers as treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of 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 confusing similar to it.

In Witness whereof, we have set our hand this 14 day of July, 2002 at Oregon City.

  
\_\_\_\_\_  
**JOAQUINA MAPUE**

  
\_\_\_\_\_  
**ROSALITO R. NUCUM**

  
\_\_\_\_\_  
**VENESTIANO LUDENA**

  
\_\_\_\_\_  
**RUBY LACUNA**

  
\_\_\_\_\_  
**CESARIO L. CRONOLOGIA**

WITNESSES:


  
\_\_\_\_\_

\_\_\_\_\_

**ACKNOWLEDGEMENT**

REPUBLIC OF THE PHILIPPINES)  
QUEZON CITY ) SS

BEFORE ME, a Notary Public in and for QUEZON CITY, Philippines,  
this 04 day of April, 2002, personally appeared:

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. 68;  
Series of 2002

*[Signature]*  
CIELITA H. CATUBAY  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2002  
CR. 20008241/04/02/Q.C.  
TIN: 17-951-104



11





**DIRECTORS' CERTIFICATE**


KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being a majority of the Board of Directors of **MEDILINES DISTRIBUTORS INCORPORATED** (the "Corporation"), and the President and the Secretary of the special meeting of the stockholders of the Corporation duly held on 05 January 2011 at Unit 508, 5<sup>th</sup> Floor, The Taipan Place, F. Ortigas, Jr. Road, Ortigas Center, Pasig City, hereby certify that:

- (1) the attached Amended Articles of Incorporation of the Corporation embodies an amendment in Article III to reflect the change in the principal office of the Corporation; and
- (2) the amendment was duly approved by at least a majority of the members of the Board of Directors at its special meeting on 05 January 2011 at Unit 508, 5<sup>th</sup> Floor, The Taipan Place, F. Ortigas, Jr. Road, Ortigas Center, Pasig 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 05 January 2011 at Unit 508, 5<sup>th</sup> Floor, The Taipan Place, F. Ortigas, Jr. Road, Ortigas Center, Pasig City.

IN WITNESS WHEREOF, this Certificate has been signed this 20 day of January 2011 in PASIG CITY.


  
**JOAQUINA MAPUE**  
Director  
[Redacted]

  
**MARGARITA VILLARICO**  
Director  
[Redacted]

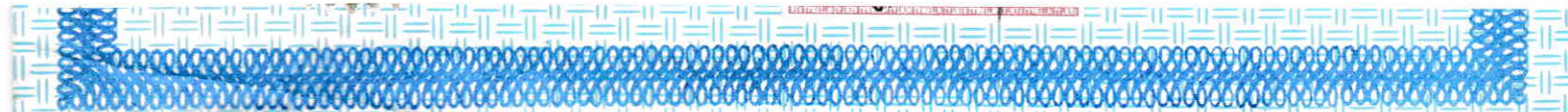
  
**REGINA MERINO**  
Director  
[Redacted]

  
**EMMANUEL GEMZON**  
Director  
[Redacted]

Attested by:

  
**REGINA MERINO**  
President

  
**GRACE U. FONACIER**  
Corporate Secretary  
[Redacted]



ACKNOWLEDGMENT

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

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

Name	CTC No.	Date/Place Issued	LTO Driver's License No.	Date of Expiry
Joaquina Mapue	[REDACTED]			
Margarita Villarico				
Regina Merino				
Emmanuel Gemzon				
Grace U. Fonacier				

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, signed by the parties on all pages and they acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL on this JAN 20 2011 day of January 2011 in PASIG CITY.

Doc. No. 140 ;  
Page No. 29 ;  
Book No. 1 ;  
Series of 2011.

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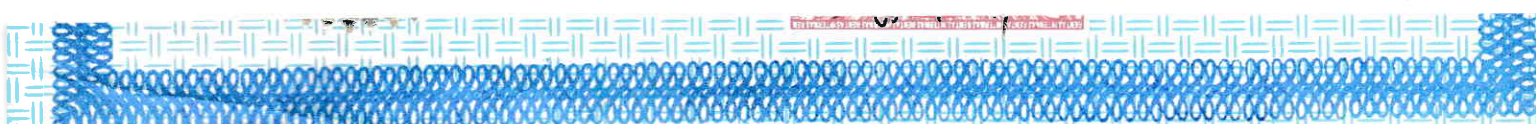
**JAKE PATRICK P. POSIO**  
Notary Public for Pasig City  
Commission until 31 December 2011  
17<sup>th</sup> Floor, The Taipei  
L. Santos, Jr. Bldg. Ortigas Center, Pasig City  
A. No. 172 (2010-2011) Roll No. 58362  
I.P. No. 6616494 Pasig City/01-05-11  
IBP No. 839596 PPLM/01-03-11

*[Handwritten signature]*

*[Handwritten signature]*

*[Handwritten signature]*

*[Handwritten signature]*





**OFFICIAL RECEIPT**  
 Republic of the Philippines  
 DEPARTMENT OF FINANCE  
**SECURITIES & EXCHANGE COMMISSION**  
 SEC Building, EDSA, Greenhills  
 City of Mandaluyong, 1554



Accountable Form No. 51 Revised 2006	<b>ORIGINAL</b>
DATE February 3, 2011	No. <b>0523250</b>

PAYOR MEDILINES DISTRIBUTORS INC. MANDALUYONG CITY
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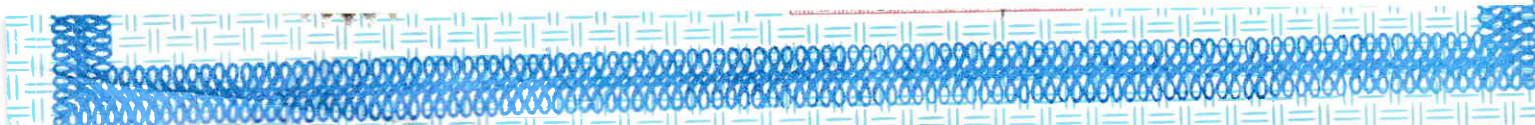
NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
LRP (A0923)	131	CRMD	10.00
AMENDED ARTICLES	006	CRMD	500.00

**TOTAL PHP 510.00**

AMOUNT IN WORDS  
 FIVE HUNDRED TEN PESOS AND 0/100

Received <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above  Maissa L. Pagdangan <b>COLLECTING OFFICER</b>
Treasury Warrant, Check, Money Order Number	
Date of Treasury Warrant, Check, Money Order	O.R. No. <b>0523250</b>

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.





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

**COMPANY REGISTRATION AND MONITORING DEPARTMENT**  
**LAW AND REGULATION DIVISION**

**MONITORING SHEET/CONFIRMATION OF PAYMENT**

Corporate Name **MEDILINES DISTRIBUTORS INCORPORATED**

Registration No. CS200251064 Date of Registration July 12, 2002

Term of Existence 50 Annual Meeting Any day in March

Principal Office City of Pasig, Metro Manila Actual Meeting March 31, 2010

No. of Directors/Trustees 7 Fiscal Year December 31

<input checked="" type="checkbox"/> STOCK CORPORATION	<input type="checkbox"/> NON-STOCK CORPORATION
Authorized Capital Stock P 1,600,000.00	Equity/Fund Balance P
Retained Earnings P 8,235,381	Negative Fund Balance P
Deficit P	Fiscal Year ended
Capital Deficiency P	Fine: P per year, per report
Fiscal Year ended 12-31-09	
Fine: P 7,000 per year, per report	

COMPUTATION OF FINES			
YEAR	GENERAL INFORMATION SHEET	FINANCIAL STATEMENTS	FINE
1996			
1997			
1998			
1999			
2000			
2001			
2002		NYR	
2003	W/ORDER (2ND) (11-28-03)	OT	
2004	}	OT	
2005		OT	
2006		OT	
2007		OT	
2008		OT	
2009		OT	
2010	OT		
Additional charges ( %, violation)			
Stock and Transfer Book/Membership Book W/ORDER (11-28-03)			
VIOLATION OF SECTION			
<b>TOTAL</b>			<b>NO PENALTY</b>

OT - On Time Assessed by: AG LRD Date: 02-01-2011 O.R. No.

NF - Not Filed Counterchecked by: LPG Date: 02-01-2011 Date of Payment

FL/RL - Filed/Registered Late

**▲ PLEASE RETURN TO LRD AFTER PAYMENT.**

- This serves as a confirmation of payment of the foregoing fines if signed by the Assistant Director/OIC of the LRD or any authorized CRMD officer.
  - It is warned that if the corporation further commits a similar violation, the Commission shall be constrained to impose heavier penalties on the corporation and/or its responsible officers.
- Commence the revocation proceedings against the corporation.

**ROSALINA TIVIDAD-TESORIO**  
 Assistant Director  
 Mandaluyong City. FEB 1, 2011.