



REPUBLIC OF THE PHILIPPINES

SECURITIES AND EXCHANGE COMMISSION

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



COMPANY REG. NO. CS200251064

CERTIFICATE OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

MEDILINES DISTRIBUTORS INCORPORATED

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg. 68), and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but 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 12th day of July, Two Thousand Two.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

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S.E.C. Registration Number

MEDILINOS DISTRIBUTORS INCORPO

RATED

(Company's Full Name)

BLOCK 41 LOT 38 HOLIDAY HOMES

SAN PEDRO LAGUNA

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

VIDA ORTANZ

Contact Person

776 8572 / 09175347349

Company Telephone Number

12

Month

31

Day

Fiscal Year

X 1-36

FORM TYPE

03

Month

00

Day

Annual Meeting

Secondary License Typs, If Applicable

Dept. Requiring this Dec.

Amended Articles Number/Section

5

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

RECORDS

LCU

LCU

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

RECORDS
CENTRAL RECEIVING UNIT
REGISTERED 2

ARTICLES OF INCORPORATION

OF

02 JUL 10 P 2: 31

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,

[Handwritten signatures of the incorporators]

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;
will not 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

Attest *James Y.* *Quint* *R/Qu*

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:


Block 41, Lot 38
Holiday Homes
San Pedro, Laguna

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

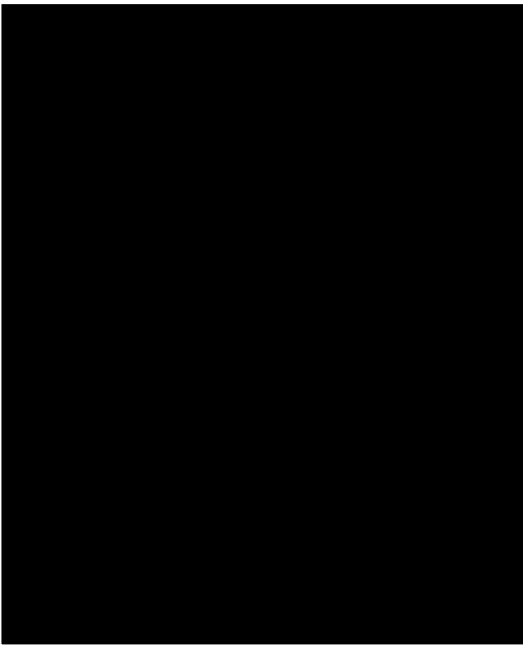
Joaquina Mapue Filipino

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
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 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 4th day of July, 2002 at Buaya City




JOQUINA 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 _____ day of JUL 04 2002, 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. 77;
Book No. 63;
Series of 2002

CIELITA A. CATUBA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2002
PTR 2000062-01/04/02/Q.C.
TIN: 110-951-194

[Signature]

[Signature]

[Signature]

[Signature]

Republic of the Philippines)

QUEZON CITY) S.S.

TREASURER'S AFFIDAVIT

I **JOAQUINA MAPUE**, of legal age, Filipino, with postal and residence address at Block 41, Lot 38, Holiday Homes, San Pedro, Laguna after having been duly sworn in accordance with law, do hereby certify, depose and state that:

1. I have been elected by the subscribers named in the Articles of Incorporation of the **MEDILINES DISTRIBUTORS INCORPORATED** ("Corporation") as Treasurer thereof, to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the Corporation, and that as such Treasurer I have been authorized by the subscribers to receive for the Corporation all subscriptions paid in by the subscribers for the Capital Stock;
2. Out of the Authorized Capital Stock, **ONE HUNDRED THOUSAND PESOS (P100,000.00)** has been paid in cash for the benefit and to the credit of the Corporation.
3. I hereby certify under oath that at least 25% of the authorized Capital Stock of the Corporation has been subscribed and at least 25% of the total subscription has been paid and received by me, in cash for the benefit of the Corporation.
4. This is also to authorize the Securities and Exchange Commission and bangko Sentral Ng Pilipinas to examine and verify the deposit in the **UNITED COCONUT PLANTERS BANK (UCPB) Tektite Branch** in my name as Treasurer in Trust for the **MEDILINES DISTRIBUTORS INCORPORATED** in the amount of One Hundred Thousand Pesos (P100,000.00) representing the paid up capital of the said corporation which is in the process of incorporation. This authority is valid and inspection of said deposit may be made even after the issuance of the Certificate of Incorporation to the Corporation. Should the deposit be transferred to another bank prior to or after its incorporation, this will also serve as authority to verify and examine the same. The representative of the Securities and Exchange Commission is also authorized to examine the pertinent books and records of accounts of the corporation as well as all supporting papers to determine the utilization and disbursement of the said paid up capital.

In case the said paid up capital is not deposited or withdrawn prior to the approval of the articles of incorporation, I, in behalf of the above named corporation, waive our right to a notice and hearing in the revocation of our Certificate of Incorporation.

IN WITNESS WHEREOF, I have hereby signed this Affidavit this day of 2002.

JUL 04 2002



JOAQUINA MAPUE
Affiant

~~SUBSCRIBED AND~~ SWORN TO before me this JUL 04 2002 day of 2002 at
City Affiant exhibiting to me her Community Tax Certificate No.
[REDACTED]

NOTARY PUBLIC

Doc. No. 863 ;
Page No. 73 ;
Book No. 63 ;
Series of 2002

[Signature]
CIELITA A. CATUBAY
NOTARY PUBLIC
UNTIL DECEMBER 31, 2002
R.R. 2000084-01/04/02/Q.C.
TIN: 120-951-194

BY-LAWS OF

MEDILINES DISTRIBUTORS INCORPORATED

ARTICLE I

SUBSCRIPTION ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions - Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificate - The stockholder shall be entitled to one or more certificates for fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificates shall be signed by the president, counter-signed by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.


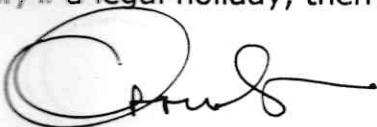
All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates. - In case any certificate for the capital stock of the corporation is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Annual / Regular Meetings - The annual/regular meetings of stockholders shall be held at the principal office on any day in March of each year, if a legal holiday, then on the day following.



Section 2. Special Meeting - The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock; or (b) the President of the corporation.

Section 3. Place of Meeting - Stockholders' meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors.

Section 4. Notice of Meeting - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.

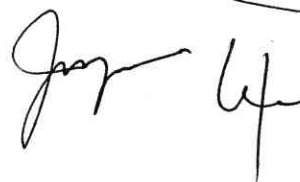
When the meeting of stockholder is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum. - Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

Section 6. Conduct of Meeting - Meetings of the stockholders shall be presided over by the chairman of the Board, or in his absence, the Vice-Chairman or the President, or if none of the foregoing is in office and present, by a chairman to be chosen by the stockholders. The Secretary shall act as Secretary of every meeting, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.

Section 7. Manner of Voting - At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to scheduled meeting or by their personal presence at the meeting.

Section 8. Closing of Transfer Books or Fixing of Record Date - For the purpose of determining the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting.

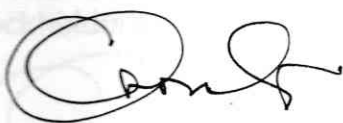


ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers of the Board – Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers and such other powers as may be granted by law, the Board of Directors shall have the following powers:

- a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b) To purchase, receive, take or otherwise acquire for and in the name of the corporation, any and all properties, rights, or privileges including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c) To invest the funds of the corporation in another corporation or business or for any other purpose other than those for which the corporation was organized, whenever in the judgment of the Board of Directors the interests of the corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholder approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the corporation;
- e) To establish pension, retirement, bonus, or other types of incentives of compensation plans for the employees, including officers and directors of the corporation;
- f) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation;
- g) To delegate from time to time any of the powers of the Board which may lawfully be delegated in the course of the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit;
- h) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code.



Section 2. Election and Term of Directors - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

Section 3. Vacancies - Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least the majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice or at any regular or at any special meeting of stockholders called for the purpose after giving notice as prescribed in these by-laws.

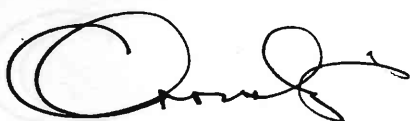
Section 4. Meetings. - Regular meetings of the Board of Directors shall be held once a month on such dates and at places as may be called by the Chairman of the Board, or upon the request of a majority of the Directors.

Section 5. Notice. - Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telegram, or by written message. A director may waive this requirement, either expressly or impliedly.

Section 6. Quorum. - A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of the members of the Board.

Section 7. Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence the President or if none of the foregoing is in office, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

Section 8. Compensation - By resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of such reasonable compensation as may be fixed by the Board of Directors not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.



ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. Executive Committee - The Board of Directors may by resolution passed by a majority of all its members, create an executive committee whose members, in no case shall be less than three (3), shall be appointed by the Board. Except as provided in Section 35 of the Corporation Code, the Executive Committee shall act, by a majority vote of all its members, on such specific matters within the competence of the Board, as may be delegated to it in these bylaws or on a majority vote of the Board. The executive committee shall keep regular minutes of its proceedings and report the same to the Board whenever required. The Board shall have the power to change the members of the executive committee at any time to fill vacancies therein and to discharge or dissolve such committee with or without cause.

The Executive Committee shall meet regularly and as required between meetings of the Board of Directors. Decisions in the Executive Committee shall be made by majority vote of those present.

At the request of any member of the Board, within seven (7) days whence the decision was made, the Board of Directors shall be convened to review the decision of the Executive Committee. Otherwise, the decision of the Executive Committee shall bind the corporation and the corporation may validly take action on it.

ARTICLE V

OFFICERS

Section 1. Election/Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the President, one or more Vice Presidents, the Treasurer, and the Secretary at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Chairman of the Board - The Chairman of the Board of Directors shall be elected by the members of the Board of Directors. He shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. President - The President shall be the Chief Executive Officer of the corporation and shall exercise the following functions:

- a) To preside at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman and Vice Chairman of the Board of Directors;

Three handwritten signatures are present at the bottom of the page. The first signature on the left is written in cursive and appears to be 'C. Y.'. The middle signature is also in cursive and appears to be 'H. H.'. The signature on the right is in cursive and appears to be 'J. H.', with a long horizontal line extending to the right and the initials 'R/Alca' written above it.

- b) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- c) To supervise and manage the business affairs of the corporation upon the direction of the Board of Directors;
- d) To implement the administrative and operational policies of the corporation under his supervision and control;
- e) To appoint remove, suspend or discipline employees of the corporation prescribe their duties and determine their salaries;
- f) To oversee the preparation of the budgets and the statements of accounts of the corporation;
- g) To represent the corporation at all functions and proceedings;
- h) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;
- i) To make reports to the Board of Directors and stockholders;
- j) To sign certificates of stock;
- k) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s), subject always to his supervisions and control.

Section 4. The Vice-President(s) - If one or more Vice Presidents are appointed, he/they shall have such powers and shall perform such duties as may from time to time be assigned to him/them by the Board of Directors or by the President.

Section 5. The Secretary - The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

- a) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;
- b) To keep or cause to be kept record books showing the details required by law with respect to the stock certificates of the corporation including ledgers and transfer books showing all shares of the corporation subscribed, issued and



transferred;

- c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
- d) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;
- e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations.
- f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions arising in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election.
- g) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and functions to the Assistant Secretary or any other person or person, subject always to his supervision and control.

Section 6. The Treasurer - The Treasurer of the corporation shall have the following duties:

- a) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b) To have custody of, and be responsible for, all the funds, securities and bonds of the corporation;
- c) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control;
- d) To render an annual statements showing the financial condition of the corporation and such other financial reports of the Board of Directors, or the President may, from time to time require;
- e) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;



- f) To exercise such powers and perform such duties as may be assigned to him by the President;

Section 7. Term of Office - The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified.

Section 8. Vacancies - If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 9. Compensation - The officers shall receive such remuneration as the Board of Directors may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receive compensation therefor.

ARTICLE VI

OFFICES

Section 1. The principal office of the corporation shall be located at the place stated in the Articles of Incorporation. The corporation may have such other offices, either within or outside the Philippines, as the Board of Directors may designate.

ARTICLE VII

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditor - At the regular stockholders' meeting, the external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the corporation.

Section 2. Fiscal Year - The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Dividends - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

ARTICLE VIII

SEAL

Section 1. Form and Inscriptions - The corporate seal shall be determined by the Board of Directors.



ARTICLE IX


AMENDMENTS

Section 1. These by-laws may be amended or repealed by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

IN WITNESS WHEREOF, we, the undersigned stockholders have adopted the foregoing bylaws and hereunto affixed our signature this 14th day of July 2002 at Quezon city..




JOQUINA MAPUE



ROSALITO R. NUCUM




VENESTIANO LUDENA



RUBY LACUNA



CESARIO L. CRONOLOGIA



WITNESSES:

TEKTITE BRANCH

BDC No. 0040-2002
July 05, 2002

The Securities and Exchange Commission
Edsa , Mandaluyong, Metro Manila

To Whom It May Concern:

This is to certify that there is on deposit with this bank in the amount of PESOS: ONE HUNDRED THOUSAND PESOS & 0/100 ONLY (P100,000.00) under Peso Savings Deposit No. 196-103990-7 in the name of JOAQUINA MAPUE Treasurer in trust for MEDILINES DISTRIBUTORS INCORPORATED which is in the process of incorporation.

The said deposit is clear and free from lien, restriction, condition or hold out and maybe withdrawn in behalf of said corporation upon presentation of proof due in corporation thereof.

Jocelyn R. Gochangco
JOCELYN R. GOCHANGCO
Branch Head

Republic of the Philippines)
— QUEZON CITY) S S

SUBSCRIBED AND SWORN to before me this JUL 10 2002 5th day of July, 2002
affiant exhibited to me his/her Residence Certificate [REDACTED]

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Series of 2002



Cielita A. Catubay
CIELITA A. CATUBAY
NOTARY PUBLIC
UNTIL DECEMBER 31, 2002
No. 2002-01/04/02/Q.C.
TIN: 140-951-194

Republic of the Philippines)

QUEZON CITY

AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

I, **JOAQUINA MAPUE**, of legal age, Filipino, with postal and residence address at Block 41, Lot 38, Holiday Homes, San Pedro, Laguna after having been duly sworn in accordance with law, do hereby depose and state that:

I am an Incorporator/Director of the **MEDILINES DISTRIBUTORS INCORPORATED** which is in the process of registration with the Securities and Exchange Commission.

That I, in behalf of said corporation, hereby undertake to change its corporate name in the event another person, firm or entity has acquired a prior right to the use of said firm name by virtue of registration with other government agencies or our name is identical or deceptively or confusingly similar to that of any existing corporation or to any other name already protected by law or is patently deceptive, confusing or contrary to existing laws.

That this affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, I hereby sign this Affidavit this JUL 04 2002 day of _____ 2002 at QUEZON CITY, Philippines.

JOAQUINA MAPUE
Affiant

SUBSCRIBED AND SWORN TO before me this _____ day of JUL 04 2002 2002 at QUEZON CITY City Affiant exhibiting to me her Community Tax Certificate No. _____

NOTARY PUBLIC

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[Signature]
CIELITA A. CATUBAY
NOTARY PUBLIC
UNTIL DECEMBER 31, 2002
MAR 2000002-01/04/02/Q.C.
TIN: 140-951-194

[Signature]

[Signature]

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

FILL UP INSTRUCTIONS - Type or print legibly. Check the appropriate boxes.

COMPANY NAME

MEGLINGS DISTRIBUTORS INCORPORATED

GENERAL INFORMATION

COMPANY TYPE DS - DOMESTIC STOCK DN - DOMESTIC NON-STOCK DP - DOMESTIC PARTNERSHIP DATE REGISTERED

PRINCIPAL OFFICE ADDRESS
Block 41, Lot 38 Holiday Homes, San Pedro, Laguna

AREA CODE 1111 POSTAL CODE 1111 TEL. NO.

BUSINESS OFFICE ADDRESS
Block 41, Lot 38 Holiday Homes, San Pedro, Laguna

AREA CODE 1111 POSTAL CODE 1111 TEL. NO.

BUSINESS INFORMATION

PARTNERSHIP TYPE
 LL - LIMITED JM - NO SPECIAL REGISTRATION JH - FIA HOLDING
 LG - GENERAL JE - FIA EXPORT JR - FIA REPRESENTATIVE OFF
INDUSTRY CODE ID - FIA-DOMESTIC JS - SUBIC REGISTERED IF - FINANCIAL INSTITUTION
TERM OF EXISTENCE 10 YEARS FISCAL YEAR END December 31 ANNUAL MEETING (for domestic companies only) IF-FIXED (MM/DD) / 1 / 1 (XIV-VARIABLE any day in March) IB - BOI-REGISTERED

TYPE OF NON-STOCK CORPORATION (Refer to the back of this page for the classifications)
 P TOTAL CONTRIBUTION (Of domestic non-stock companies) % OF FOREIGN MEMBERSHIP (Of domestic non-stock companies)

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

RELATIONSHIP TYPE C - DISSOLVED COMPANY (if due to consolidation) S - PARENT COMPANY (if registrant is a subsidiary) O - OTHERS

RELN TYPE V - DISSOLVED COMPANY (if change in company type) A - AFFILIATE (of the registrant)

RELN TYPE SEC NUMBER TIN COMPANY NAME

CERTIFIED CORRECT: Joaquina Mapue POSITION: Director TIN: BIRTHDATE:

PROCESSING ATTORNEY: (Signature over printed name) DATE: DATA ENCODED BY: DATA ENCODED:

DATE REVIEWED: DATE REVIEWED:

