



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

Company Reg. No. A199602982

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

AUSTRALASIAN PHILIPPINES MINING, INC.
[Amending Article VII thereof]

copy annexed, adopted February 11, 2005 by a 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 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 20th day of May, Two Thousand Five.




FERDINAND B. SALES
Officer-In-Charge

Company Registration and Monitoring Department



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SECURITIES AND EXCHANGE COMMISSION
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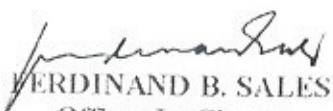
AUSTRALASIAN PHILIPPINES MINING, INC.
[Amending Article VII thereof]

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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 *20th* day of May, Two Thousand Five.




VERDINAND B. SALES
Officer-In-Charge
Company Registration and Monitoring Department

AMENDED ARTICLES OF INCORPORATION

OF

AUSTRALASIAN PHILIPPINES MINING, INC.

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY:

- FIRST. The name of the said corporation shall be
AUSTRALASIAN PHILIPPINES MINING, INC.
- SECOND. The purposes for which the Corporation is formed are:

PRIMARY PURPOSE

To undertake activities involving large-scale exploration, development and utilization of mineral resources, as well as the conduct of exploration and mineral processing activities pursuant to exploration and mineral processing permits or financial and/or technical assistance agreements or such mineral agreements and other permits and agreements as may be allowed by law; to render exploration and other related services and undertake feasibility studies, as well as all aspects of technical and management services to individuals, partnerships, associations and corporations engaged in mining or, in any manner in the acquisition, conveyance, storage, marketing, processing, refining, wholesale and distribution of minerals; to give ^ financial assistance to ^ mining enterprises or corporations; to extend financial assistance to mineral exploration enterprises and mineral tenement owners through service contracts without engaging in financing activity as defined in Republic Act No. 5980, and to provide technical and managerial services in the execution of such exploration activities as prospecting, geo-technical surveying, drilling, boring, tunneling, bulk sampling, metallurgical testing and other studies in evaluating the development potential of metal and mineral deposits of all kinds; to provide technical and managerial services in the development and utilization of mineral resources and processing activities; to acquire an interest in such enterprises or corporations to the extent allowed by law; to enter into contracts with ^ mineral tenement owners, mineral exploration enterprises and mining enterprises in connection with the above activities; and to enter into such agreements with the President of the Philippines or other agencies of the Philippine government ^ as may be allowed by law in furtherance of its purposes.
(Amendments underscored and marked)

* As amended at the special stockholders' meeting held on August 7, 1998.

Secondary Purpose

In furtherance of its primary purpose, the corporation shall have the following incidental powers:

- a) To acquire by purchase, lease, or contract allowed by law, any and all real and personal properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange or otherwise dispose of the whole or any part thereof without, however, engaging in the subdivision business;
- b) To borrow or raise money for any of the purposes of the Corporation, and from time to time subject to the limitations of the law, to draw, make, accept, endorse, transfer, assign, execute and issue promissory notes, drafts, bill of exchange, warrant, bonds, debentures and other negotiable and transferable instruments and evidence of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage or pledge all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation or its duly authorized officers or agents shall determine and as may be permitted by law;
- c) Insofar as may be permitted by law, to purchase, or otherwise acquire the stocks, bonds, or other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange thereof in case, or otherwise; to hold or own, use, sell, deal in, dispose of, and turn to account any such stocks, 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;
- d) Insofar as may be permitted by law, to do any acts or things necessary or useful for the protection, development, improvement or operation of any person, corporation, association, firm or entity in or with which the Corporation has an interest of any kind, whether as stockholder or manager;
- e) To purchase, hold cancel, reissue, sell, exchange, 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 its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital stock, except to the extent permitted by law;
- f) To merge, consolidate, combine or amalgamate with any corporation, firm association or entity heretofore or hereafter created in such manner as may be permitted by law;

- g) 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 as a going concern or not engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may become authorized to carry on or which may be appropriate or suitable for the purpose of the Corporation, and to pay for the same in cash or in stocks, bonds or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof;
- h) Within the limits prescribed by law, to organized or cause to be organized under the laws of the Republic of the Philippines or any other state, territory, nation, province or government, corporations, associations, firms or entities for the purpose of accomplishing any or all of the objects for which the Corporation is organized; to dissolve, wind up, liquidate, merge, consolidate, combine or amalgamate with any such corporation or corporations, association, firms or entities, or to cause the same to be dissolved wound up, liquidated, merged, consolidated, combined or amalgamated.
- i) To carry out the above-mentioned purpose as principal, agent, factor, licensee, concessionaire, contractor or otherwise either alone or in conjunction with any other person, firm, association, corporation or entity, whether domestic or foreign.
- j) To enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain, and to carry out, perform or comply with such contracts or arrangements ad exercise any such rights, privileges and concessions; and
- k) To do and perform all acts and things necessary, suitable or property for the accomplishment of the purpose hereinabove stated or which shall at anytime appear conducive to the protection or benefit of the Corporation, including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Republic of the Philippines in general and upon domestic corporations of like nature in particular.

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

FOURTH. The term for which the Corporation is to exist shall be FIFTY (50) years from and after the date of incorporation.

FIFTH. The names, nationalities and residences of the incorporators of said Corporation are as follows:

Name	Nationality	Residence
Marianne M. Manzanas	Filipino	3318 Apitong Street, Paranaque, Metro Manila Philippines
Ethelwoldo E. Fernandez	Filipino	No. 9, 7 th Street, Beverly Hills Subdivision Taytay Rizal, Philippines
Simeon Ken R. Ferrer	Filipino	29 La Maison Townhomes Katipunan Avenue Quezon City, Philippines
Jocelyn Sanchez-Salazar	Filipino	19 Mahabagin Street, Teachers Village, Quezon City, Philippines
Marizel Gacutan	Filipino	No. 8 Amelita Street, BF Homes, Almanza, Las Piñas Metro Manila, Philippines

SIXTH. That the number of directors of the Corporation shall be FIVE (5), and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualify as provided by the By-Law Corporation are as follows:

Name	Nationality	Residence
Marianne M. Manzanas	Filipino	3318 Apitong Street, Paranaque, Metro Manila Philippines
Ethelwoldo E. Fernandez	Filipino	No. 9, 7 th Street, Beverly Hills Subdivision Taytay Rizal, Philippines
Simeon Ken R. Ferrer	Filipino	29 La Maison Townhomes Katipunan Avenue Quezon City, Philippines
Jocelyn Sanchez-Salazar	Filipino	19 Mahabagin Street, Teachers Village, Quezon City, Philippines
Marizel Gacutan	Filipino	No. 8 Amelita Street, BF Homes, Almanza, Las Piñas Metro Manila, Philippines

** SEVENTH. That the authorized capital stock of said Corporation is TWO HUNDRED TWENTY-EIGHT MILLION PESOS (P228,000,000),*** Philippine currency, divided into 2,280,000 Common shares with a par value of One Hundred Pesos (P100.00) each.

EIGHT. That the amount of said capital stock which as been actually subscribed is THIRTEEN MILLION TWO HUNDRED FIFTY THOUSAND & 00/100 (P13,250,000.00) Philippine Currency and the following, persons have subscribed for the number of shares and the amount of capital stock indicated their respective names:

<u>Name</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Shares Subscribed</u>
Marianne M. Manzanias	1	P 100.00
Ethelwoldo E. Fernandez	1	100.00
Simeon Ken R. Ferrer	1	100.00
Jocelyn Sanchez-Salazar	1	100.00
Marizel Gacutan	1	100.00
Climax Mining Limited	<u>312,495</u>	<u>13,249,500.00</u>
Total	<u>312,500</u>	<u>P13,250,000.00</u>

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

<u>Name</u>	<u>Nationality</u>	<u>Amount Paid</u>
Marianne M. Manzanias	Filipino	P 100.00
Ethelwoldo E. Fernandez	Filipino	100.00
Simeon Ken R. Ferrer	Filipino	100.00
Jocelyn Sanchez-Salazar	Filipino	100.00
Marizel Gacutan	Filipino	100.00
Climax Mining Limited	Australian	P13,249,500.00
Total		<u>P13,250,000.00</u>

TENTH. That Mr. Simeon Ken R. Ferrer has been elected by the subscribers as Treasurer-in-Trust of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the By-Laws; and that, as such treasurer, he

** Approved and amended by the Board of Directors and Shareholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in meetings held on February 11, 2005.

*** This is the Philippine peso equivalent of Four Million U.S. Dollars (US\$4,000,000.00) using the Philippines Peso-Dollar exchange rate of P57-\$1.

has been authorized to receive for the Corporation and to issue in its name receipts for, all subscriptions paid by the subscribers.

IN WITNESS WHEREOF, the parties hereunto set our hands this 11th day of July, 1996 at Makati Metro Manila, Philippines

(Sgd.) MARIANNE M. MANZANAS
TIN: 131-272-167

(Sgd.) ETHELWOLDO E. FERNANDEZ
TIN: 106-169-268

(Sgd.) SIMEON KEN R. FERRER
TIN: 116-283-788

(Sgd.) JOCELYN SANCHEZ-SALAZAR
TIN: 116-284-099

(Sgd.) MARIZEL GACUTAN
TIN: 173-119-836

Witnesses: (Sgd.) Noemi M. Tuano (Sgd.) Concepcion D. Quintero

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) SS.

BEFORE ME, a Notary Public in and for the City of Makati, personally appeared the following persons and presenting their respective Community Tax Certificates, to wit:

Name	CTC No.	Date/Place of Issue
Marianne M. Manzanas	14239312-D	2-29-96; Makati, Philippines
Ethelwoldo E. Fernandez	12174899-C	2-14-96; Makati, Philippines
Simeon Ken R. Ferrer	12174910-C	2-14-96; Makati, Philippines
Jocelyn Sanchez-Salazar	12174985-C	2-14-96; Makati, Philippines
Marizel Gacutan	12174916-C	2-14-96; Makati, Philippines

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 deed.

The above-mentioned persons, together with their two (2) instrumental witnesses, have affixed their respective signatures on each and every page of the aforesaid document including this page written the Acknowledgements is found, consisting of six (6) pages.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first abovewritten.

Doc. No. 112;
Page No. 24;
Book No. IV;
Series of 1996

(Sgd.) Zayber John B. Protacio
Notary Public
Until December 31, 1997
PTR#0308525 / 1-18-96
Makati

**DIRECTORS' CERTIFICATE ON
AMENDED ARTICLES OF INCORPORATION**

OF

AUSTRALASIAN PHILIPPINES MINING, INC.

KNOW ALL MEN BY THESE PRESENTS:

We, the Chairman of the Board, the Corporate Secretary and the majority of the members of the Board of Directors of **AUSTRALASIAN PHILIPPINES MINING, INC.** (the "Corporation"), a corporation duly organized and existing under Philippine law, hereby certify that attached hereto is a true and correct copy of the Amended Articles of Incorporation of the Corporation, embodying the amendment of Article VII which increases the authorized capital stock of the Corporation from one hundred million five hundred thousand pesos (₱105,500,000.00) to two hundred twenty-eight million pesos (₱228,000,000.00), as approved (a) by the vote of at least a majority of the members of the Board of Directors at the special meeting of the Board of Directors of the Corporation held on February 11, 2005 at Makati City and (b) by the vote of the stockholders of the Corporation representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at a special meeting held on February 11, 2005 at Makati City.

MAR 15 2005

IN WITNESS WHEREOF, we have signed this Certificate, this day of March, 2005 at Makati City.


JOSE P. LEVISTE, JR.
Chairman


HECTOR M. DE LEON, JR.
Director


JOSE M. LAYUG, JR.
Corporate Secretary


MARIANNE M. MANZANAS
Director


SIMEON KEN R. FERRER
Director

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) SS.

Before me, a notary public in and for the city named above, personally appeared:

Name	CTC/Passport No.	Date/Place Issued
Jose P. Leviste, Jr.	00158484	Mar. 8, 2005/Pasig City
Marianne M. Manzanas	CTC 14635884	January 11, 2005/Makati
Hector M. De Leon, Jr.		
Simeon Ken R. Ferrer	14687436	Jan. 31, 2005/Makati
Jose M. Layug, Jr.	09886782	Jan. 6, 2005/Manila

who are personally known to me to be the same persons who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this MAR 15 2005 day of March, 2005.



Doc. No. 173 ;
Page No. 86 ;
Book No. 138 ;
Series of 2005.



Emmanuel C. Paras
EMMANUEL C. PARAS
Appointment No. 236 until Dec. 31, 2006
Roll of Atty. No. 27192
PTR No. 9442945C 01/08/2005 Makati City
IBP No. 630362 01/04/2005 Makati Chapter
SSHG Law Centre, 105 Paseo de Roxas
Makati City, 1226 Metro Manila
Philippines

COMPANY DATA MAINTENANCE FORM
 CHANGES IN CAPITAL STRUCTURE
 (for Domestic Stock Corporation only)

SEC NUMBER / A / 1 / 9 / 9 / 6 / 2 / 0 / 2 / 9 / 8 / 2 / 1

FOR SEC. TO PROVIDE: MAINTENANCE NO. 1111111111

TRANSACTION DATE

HELP INSURANCE, Type or part length. Light-shaded boxes are not filled up by the SEC. Refer to the back of this page for additional instructions.

COMPANY NAME

ASIAN PHILIPPINE MINING, INC.

CHANGE IN PAID-UP CAPITAL BY ASSET TYPE

ASSET TYPE	CASH	P. PROPERTY	L. OUTSET OF LIABILITY	S. STOCK DIVIDEND	M. MERGER	O. OTHERS	TOTAL
PREVIOUS BALANCE	P	P	P	P	P	P	P
INCREASE (DECREASE)	P	P	P	P	P	P	P
CURRENT BALANCE	P	P	P	P	P	P	P

INCREASE (DECREASE) IN FOREIGN EQUITY BALANCE OWN (Summarize by nationality the capital subscribed and paid for by foreign stockholders - i.e., grouped by individual and companies)

NATIONALITY CODE							TOTAL FOREIGN EQUITY
	Australian						
	Filipino						

NATIONALITY DESCRIPTION	PREVIOUS BALANCE	INCREASE (DECREASE) OF	NEW BALANCE
SUBSCRIBED CAPITAL	P27,124,600.00	P400.00	P27,125,000.00

INDIVIDUALS	PREVIOUS BALANCE	INCREASE (DECREASE) OF	NEW BALANCE
COMPANY	P30,625,000.00		P30,625,000.00
TOTAL INCREASE (DECREASE)		P37,749,600.00	P37,749,600.00

PAID-UP CAPITAL OF	PREVIOUS BALANCE	INCREASE (DECREASE) OF	NEW BALANCE
INDIVIDUALS	P27,124,600.00	P400.00	P27,125,000.00

INDIVIDUALS	PREVIOUS BALANCE	INCREASE (DECREASE) OF	NEW BALANCE
COMPANY	P16,644,849.05		P16,644,849.05
TOTAL INCREASE (DECREASE)		P43,769,449.05	P43,769,449.05

PERCENTAGE OF FOREIGN EQUITY	PREVIOUS BALANCE	INCREASE (DECREASE) OF	NEW BALANCE
INDIVIDUALS	P16,644,849.05		P16,644,849.05
COMPANY	P16,644,849.05		P16,644,849.05
TOTAL INCREASE (DECREASE)		P43,769,449.05	P43,769,449.05

CERTIFIED CORRECT	DATE REVIEWED
JOSE M. MAYUG, JR. (Signature over printed name)	

PROCESSING ATTORNEY	DATE REVIEWED

POSITION	DATE
CORPORATE SECRETARY	

DATA CONTROL CLERK	DATE ENCODED

DATE REVIEWED	DATE ENCODED