



20 November 2012

Ms. Janet A. Encarnacion
Head, Disclosure Department
Philippine Stock Exchange
3/F PSE Plaza
Ayala Triangle Plaza
Ayala Ave., Makati City

Dear *Ms. Encarnacion*:

Pursuant to the approval by the stockholders on the then proposed amendment of the Company's Articles of Incorporation and By-Laws last 08 September 2012, we would like to submit the certifications of approval issued by the Commission authorizing and approving the amendment of the Article II on Secondary Purpose and Article VI on the composition of the Board of Directors of the Company's Articles of Incorporation as well as the corresponding provision in the Company's By-laws particularly Section 1(a) on the composition of the Board of Directors.

This disclosure is made in compliance with the Revised Disclosure Rules.

Thank you and warm regards.

Very truly yours,

Atty. Socorro Ermac Cabreros
Corporate Secretary



REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
DAVAO EXTENSION OFFICE
Univ. Ave., Juna Subd., Matina, Davao City

SEC REG. NO. A200207283

CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the Amended Articles of Incorporation of

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

**(Amending Art. II by adding secondary purposes & Art. VI
by increasing the no. of directors to eleven (11) thereof)**

copy annexed, adopted September 6, 2012, by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two thirds (2/3) 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 of this date, pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68 approved on May 01, 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, closed-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 agency 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 Davao Extension Office, Juna Subdivision, Matina, Davao City, Philippines, this 12th day of November, Two Thousand and Twelve.

By Authority of the Commission:



JAVEY PAUL D. FRANCISCO
Director-SEC DEO



COVER SHEET

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S.E.C. Registration Number

		P	H	O	E	N	I	X		P	E	T	R	O	L	E	U	M		
			P	H	I	L	I	P	P	I	N	E	S			I	N	C		

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.
(Company's Full Name)

S	T	E	L	L	A		H	I	Z	O	N		R	E	Y	E	S		R	D
	B	O			P	A	M	P	A	N	G	A		L	A	N	A	N	G	
						D	A	V	A	O		C	I	T	Y					

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

Dennis A. Uy									
Contact Person									

(082) 233-0168									
Company Telephone Number									

1	2	3	1
Month		Day	
Fiscal Year Ending			

AAI
FORM TYPE

Last Friday	
March	XX
Month	Day
Annual Meeting	

Secondary License Type, if applicable

Dept. Requiring this Doc		

II and VI									
Amended Articles Number/Section									

7 -Preferred Shares									
50-Common Shares									
Total No. of Stockholders									

Total Amount of Borrowings									
Domestic					Foreign				

To be accomplished by SEC Personnel Concerned

File Number							

LCU

Document I.D.							

Cashier

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Remarks = pls. use black ink for scanning purposes

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DIRECTORS' CERTIFICATE OF THE
AMENDMENT OF ARTICLES OF INCORPORATION
AND BY-LAWS OF PHOENIX PETROLEUM PHILIPPINES, INC.

REPUBLIC OF THE PHILIPPINES}
C I T Y O F D A V A O } s.s.
X-----X

We, the undersigned Chairman, Corporate Secretary and majority of the Board of Directors of **P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.** (the "Corporation") who were present during the special stockholders meeting held on 06 September 2012 at the Marco Polo Hotel in Davao City, Philippines, hereby certify that:

1. In separate meetings held by the Board of Directors on 06 July 2012 in the business office of the Corporation at the 26th Floor Fort Legend Towers, Corner 3rd Ave. and 31st Street, Fort Bonifacio Global City, Taguig City, Philippines where all members of the Board of Directors by affirmative vote unanimously approved the resolution pertaining to the amendments of the Articles of Incorporation and during the said special meeting of the stockholders as held on the date and place as above written where a quorum was duly constituted, the stockholders representing more than two thirds (2/3) of the outstanding capital stock in person or by the proxy, actually approved the following resolutions:

"RESOLUTION

RESOLVED, that the Corporation be, as it is hereby authorized and empowered to amend its Amended Articles of Incorporation, particularly Article II thereof, amending the Secondary Purposes of the Corporation;

RESOLVED, FURTHER that the above-mentioned article shall be amended to read as follows:

SECONDARY PURPOSES

1. x x x x x x x
2. To purchase, acquire, own, lease, sell and convey real properties, such as lands, buildings, factories and warehouses, machinery, equipment and other personal properties as may be necessary or beneficial to the conduct of corporate activities and other related activities advanced by the Corporation 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 activities by the issuance of bonds, promissory notes and other evidences of indebtedness, including issuance of any types of derivatives and notes and other securities and to secure 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 evidence 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 a 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. x x x x x x x
 6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company, partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;
 7. To establish and 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 amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge, and convey or otherwise deal in and with real and personal property anywhere within the Philippines; and
 8. Generally, to do every and other act and things necessary, suitable or proper for the accomplishment of the business of the corporation as may now or hereafter be authorized by law, and to perform any and all acts connected with the business above-defined or arising therefrom or incidental thereto."

RESOLVED, that the Corporation be, as it is hereby authorized and empowered to amend its Amended Articles of Incorporation, particularly Article VI thereof, increasing the composition of the Board of Directors from nine (9) to eleven (11) members;

RESOLVED, FURTHER that the above-mentioned article shall be amended to read as follows:

SIXTH: That the number of Directors of Said Corporation shall be eleven (11).

RESOLVED, CORRESPONDINGLY, that the Corporation be, as it is hereby authorized and empowered to amend its By-laws, particularly Article III, Section 1 (a) thereof, increasing the composition of the Board of Directors from nine (9) to eleven (11) members to read as follows:

Section 1 (a) Composition of the Board of Directors - The Board of Directors shall be composed of eleven (11) members.'

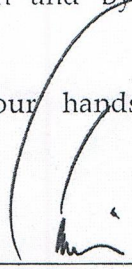
RESOLVED, FINALLY, that any one of the President, Corporate Secretary or any Director of the Corporation be authorized and empowered to submit or cause the submission of a copy of the Amended Articles of Incorporation and By-Laws of the Corporation, certified by majority of the Directors and the Corporate Secretary and to sign, execute and deliver any and all documents, and to do any and all acts, necessary and proper, to give the foregoing resolutions force and effect."

A copy of the Amended Articles of Incorporation and By-Laws embodying the foregoing amendment is hereto attached.

IN WITNESS WHEREOF, we have hereunto set our hands this
SEP 14 2012 at Davao City, Philippines.



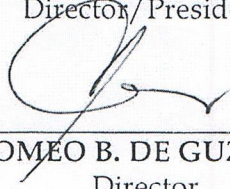
DOMINGO T. UY
Chairman



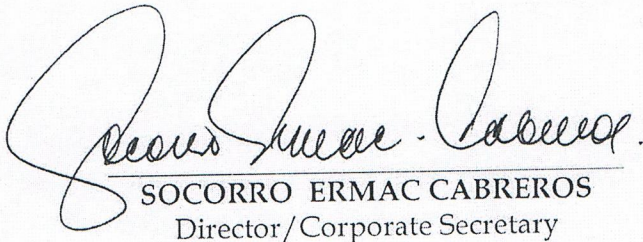
DENNIS A. UY
Director/President



JOSE MANUEL R. QUIMSON
Director

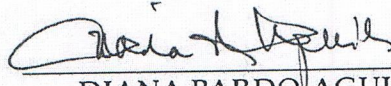


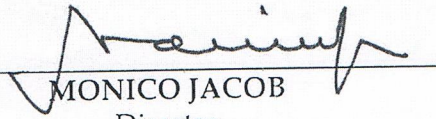
ROMEO B. DE GUZMAN
Director


SOCORRO ERMAC CABREROS
 Director/Corporate Secretary


RICARDO S. PASCUA
 Director


J.V. EMMANUEL A. DE DIOS
 Director


DIANA PARDO AGUILAR
 Director

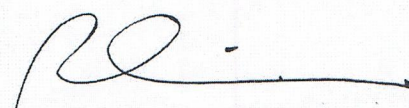

MONICO JACOB
 Director

SUBSCRIBED AND SWORN to before me on SEP 14 2012 at
 Davao City, Philippines, affiants exhibiting to me their competent evidences
 of identity, to wit:

NAMES	TAX IDENTIFICATION NO.
Dennis A. Uy	172-020-135
Domingo T. Uy	140-162-193
Jose Manuel R. Quimson	102-664-155
Romeo B. De Guzman	121-510-331
Socorro Ermac Cabreros	111-790-618
Ricardo S. Pascua	141-776-230
J.V. Emmanuel A. De Dios	135-900-380
Diana Pardo Aguilar	101-902-566
Monico V. Jacob	123-030-879

and further attested that the foregoing statements are true and correct.

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 Page No. 20
 Book No. III
 Series of 2012


ATTY. ROSALIO D. ROQUE II
 Notary Public Until December 31, 2012
 SN 265-2011 / TIN 242-961-190
 Phoenix Petroleum Philippines, Inc.
 Phoenix Bulk Depot, Lanang Davao City
 Roll of Attorney No. 59046
 PTR No. 1137484 / Jan. 9, 2012 / Davao City
 IBP No. 870858 / Jan. 9, 2012 / Davao City



REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
DAVAO EXTENSION OFFICE
Univ. Ave., Juna Subd., Matina, Davao City

S.E.C. Reg. No **A200207283**

CERTIFICATE OF FILING OF AMENDED BY - LAWS

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the Amended By-laws of

P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.

Copy annexed, adopted on **September 6, 2012**, by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two thirds (2/3) 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 of this date, pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68 approved on May 01, 1980, and copies thereof is filed with the Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Davao Extension Office, Juna Subdivision, Matina, Davao City, Philippines, this 12th day of **November**, Two Thousand and **Twelve**.



By Authority of the Commission:

JAVEY PAUL D. FRANCISCO
Director, SEC-DEO