



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 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 Articles III & VII by increasing the Authorized Capital Stock thereof)

copy annexed, adopted on November 22, 2006 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, 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 Davao Extension Office, Juna Subdivision, Matina, Davao City, Philippines, this 29th day of December, Two Thousand and Six.

By Authority of the Commission:


JAVEY PAUL D. FRANCISCO
Officer-in-Charge, SEC-DEO



5

COVER SHEET



A 2 0 0 2 0 7 2 8 3
S.E.C. Registration Number

016 29 P2:26

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

AICS
ARTICLES/BY-LAW
FORM TYPE

3 anyday
Month Day
Annual Meeting

Secondary License Type, if applicable

Dept. Requiring this Doc

III, VII
Amended Articles Number/Section

9
Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel Concerned

File Number

LCU

Document I.D.

Cashier

Remarks = pls. use black ink for scanning purposes

6 DEC 29 P2:29

**DIRECTORS' CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
PHOENIX PETROLEUM PHILIPPINES, INC.**

REPUBLIC OF THE PHILIPPINES)
CITY OF DAVAO }ss.

We, the undersigned Chairman, Secretary, and majority of the Board of the Directors of **PHOENIX PETROLEUM PHILIPPINES, INC.**, do hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of the Corporation, as approved by the majority of the Board of Directors and by the stockholders representing 2/3 of the capital stock, at separate special meetings held on November 22, 2006, at the principal office of the Corporation, at which the following resolutions were unanimously approved:

RESOLUTION

"RESOLVED, That the Corporation be, as it is hereby, authorized to increase its authorized capital stock from ONE HUNDRED MILLION PESOS (P100,000,000.00), divided into 100,000,000 shares at One peso (P1) par value per share to FOUR HUNDRED MILLION PESOS (P400,000,000), divided into 400,000,000 shares at One Peso (P1) par value per share.

"RESOLVED, Further, that the THIRD and SEVENTH Articles of the Corporation's Articles of Incorporation, be as it is hereby amended to read as follows:

THIRD: That the place where the principal office of the Corporation is established or located is at Stella Hizon Reyes Road, Bo. Pampanga, Davao City, Philippines.

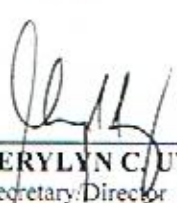
SEVENTH: That the authorized capital stock of the Corporation is FOUR HUNDRED MILLION PESOS Philippine Currency (P400,000,000), and said capital stock is divided into (400,000,000) shares with a par value of One Peso (P1.00) each."

APPROVED AND RATIFIED UNANIMOUSLY by the Board of Directors and stockholders representing 2/3 of the capital stock at separate special meetings held on November 22, 2006.


IN WITNESS WHEREOF, we have hereunto set our hands on this 21st of December 2006, in Davao City, Philippines.



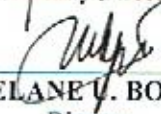
DENNIS A. UY
Chairman/Director



CHERYLYN C. UY
Secretary/Director



DOMINGO T. UY
Director



DORELANY J. BOSQUIT
Director



DEBBIE A. UY
Director

SUBSCRIBED AND SWORN to before me this 25th day of December 2006 in Davao City, Philippines, by the following persons with their respective competent proof of identification:

Name	Valid Identification
1) Dennis A. Uy	TIN No. 172-020-135
2) Cherylyn C. Uy	TIN No. 209-221-478
3) Domingo T. Uy	TIN No. 140-162-193
4) Dorelane U. Bosquit	Tin No. 189-544-516
5) Debbie A. Uy	TIN No. 193-295-901



SOCORRO ERMAC CABREROS

Notary Public

Until December 31, 2007

SN 035-2006

PNB Davao Br, C.M. Recto Ave., Davao City

Roll of Attorneys No. 37121

PTR No. 3395150/1-2-06/Davao City

IBP No. 661557/1-2-06/Davao City

TIN 111-790-518

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 Book No. 14
 Series of 2006

AMENDED ARTICLES OF INCORPORATION

OF

1890 6 DIC 29 P2:30

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

(Formerly: DAVAO OIL TERMINAL SERVICES CORPORATION)

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority 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 said corporation shall be

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

(As amended on June 5, 2006)

SECOND: A. That the purposes for which the corporation is formed are as follows:

To engage in, conduct and carry on the business of buying, selling, distributing, marketing at wholesale and retail insofar as may be permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description and all merchandise, supplies, materials and articles, such but not limited to petroleum, lubricants and other chemical products, as shall be necessary or expedient in conducting the business; to enter into all kinds of contracts for the export, import, purchase, acquisition for its own account as principal or in representative capacity as manufacturer's representative, merchandise broker, commission merchant, factors or agents, upon consignment of all kinds of goods, wares, merchandise or products, whether natural or artificial. (As amended on June 5, 2006)

B. Secondary purpose:

To engage in the business of operating oil depots, storage facilities and allied services

THIRD: That the place where the principal office of the Corporation is to be established or located at Stella Hizon Reyes Road, Bo. Pampanga, Davao City, Philippines. (As amended on Nov. 22, 2006)

FOURTH: That the term for which said corporation is to exist is FIFTY (50) years from and after the date of incorporation.

FIFTH: That the names, nationality and residence of the incorporators of said corporation are as follows:

Name	Nationality	Residence
WILFRIDO CO	Filipino	2701-B West Tower, PSEC, Pasig City
ESTHER P. MAGLEO	Filipino	2701-B West Tower, PSEC, Pasig City
LAWRENCE V. LUANG	Filipino	2701-B West Tower, PSEC, Pasig City
DENNIS A. UY	Filipino	Granland R. Castillo St., Davao City
DOMINGO T. UY	Filipino	Granland R. Castillo St., Davao City

SIXTH: That the number of Directors of said corporation shall be five (5) who are also the incorporators.

SEVENTH: That the authorized capital stock of the corporation is FOUR HUNDRED MILLION (P400,000,000.00) PESOS in lawful money of the Philippines, divided into FOUR HUNDRED MILLION (400,000,000) shares with a par value of One Pesos (P1.00) per share. *(As amended on Jan. 22, 2016)*

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

Name of Subscriber	Nationality	No. of Shares Subscribed	Amount Subscribed	Total Paid-In
OILINK INTERNATIONAL CORP.	Filipino	1,249,997	P 1,249,997.00	P 312,500.00
WILFRIDO T. CO	Filipino	1	1.00	1.00
ESTHER P. MAGLEO	Filipino	1	1.00	1.00
LAWRENCE V. LUANG	Filipino	1	1.00	1.00
DENNIS A. UY	Filipino	250,000	250,000.00	62,500.00
UDENNA HOLDINGS CORP.	Filipino	750,000	750,000.00	187,500.00
UDENCO CORP.	Filipino	249,999	249,999.00	62,500.00
DOMINGO T. UY	Filipino	1	1.00	1.00
Total		2,500,000	P 2,500,000.00	P 625,004.00

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

TENTH: That **DORELANE U. BOSQUIT** has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected 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 subscription 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 same firm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have set our hands this 2nd day of May 2002 at Quezon City.

(Sgd)
LAWRENCE V. LUANG

(Sgd)
WILFRIDO T. CO

(Sgd)
ESTHER P. MAGLEO

(Sgd)
DENNIS A. UY

(Sgd)
DOMINGO T. UY

SIGNED IN PRESENCE OF:

Illegible

Illegible

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY, M.M.) S.S.

BEFORE ME, a Notary Public for and in Quezon City, M.M., Philippines, this 2nd day of May 2002, personally appeared:

Name	Com. Tax Cert. No.	Date & Place Issued
1. Wilfrido T. Co	17407056	Feb 22, 2002/ Manila
2. Esther P. Magleo	17407053	Feb. 22, 2002/ Manila
3. Lawrence V. Luang	17407055	Feb. 22, 2002/ Manila
4. Dennis A. Uy	02652903	Jan. 16, 2002/ Davao City
5. Domingo T. Uy	04930198	Jan. 17, 2002/ Davao City

All known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

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

(Sgd)
JOEL G. GORDOLA
Notary Public
Until December 31, 2002
PTR No. 2846657, 1/02/02, Q.C.

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Series of 2002