



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 Art. VII by increasing the authorized capital stock thereof)

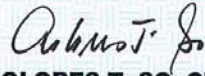
copy annexed, adopted on July 15, 2010, by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the Corporation, 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 7th day of September, Two Thousand and Ten.

By Authority of the Commission:




ATTY. DOLORES T. SO, CPA
Officer-in-Charge, SEC-DEO

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

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Dennis A. Uy

(082) 233-0168

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Last Thursday

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VII 2

Total Amount of Borrowings

To be accomplished by SEC Personnel Concerned

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Remarks = pls. use black ink for scanning purposes

**DIRECTORS' CERTIFICATE OF AMENDMENTS
OF THE ARTICLES OF INCORPORATION**

REPUBLIC OF THE PHILIPPINES }
C I T Y O F D A V A O } ss.
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 annual stockholders meeting held on July 15, 2010 at the Marco Polo Hotel in Davao City, Philippines, hereby certify that:

1. In separate meetings conducted by the Board of Directors on April 08, 2010 in 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 resolutions pertaining amendments of the Articles of Incorporation and By-laws and during the said annual 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:

Amendment to **Article VII** of the Articles of Incorporation increasing the authorized capital stock which now provides as follows:

"SEVENTH. That the authorized capital stock of the corporation is EIGHT HUNDRED MILLION (Php800,000,000.00) PESOS in lawful money of the Philippines, divided into the following classes of shares:

a.) SEVEN HUNDRED FIFTY MILLION (750,000,000) COMMON SHARES with a par value of One Peso (Php1.00) per share and

b.) FIFTY MILLION (50,000,000) PREFERRED SHARES with a par value of One Peso (Php1.00) per share

x x x x x x x x"

2. The amount of the *increase* of the authorized capital stock is **FOUR HUNDRED MILLION PESOS (₱ 400,000,000.00)**, divided into 400,000,000 Common shares at One Peso (₱1.00) par value per share;

3. In the said annual stockholders' meeting, by unanimous votes of the stockholders present likewise ratified and approved the declaration of 40% stock dividends of the outstanding capital stock or about ONE HUNDRED SEVEN MILLION SIXTY FOUR THOUSAND TWO HUNDRED SIXTY SIX (107,064,266) Common shares valued at about ONE HUNDRED SEVEN MILLION SIXTY FOUR THOUSAND TWO HUNDRED SIXTY SIX PESOS (Php 107,064,266.00) at One Peso (Php 1.00) par value per share which will taken from the Company's unrestricted retained earnings as of December 31, 2009;
4. Further to the above declaration of stock dividends was the corollary ratification and approval of the stockholders by more than 2/3 affirmative votes of those present, in person or by proxy, to authorize the said stock dividends to be issued by the Corporation to subscribe and pay for the proposed increase in the authorized capital stock. Thus, increase in the authorized capital stock has been subscribed and paid;
5. That the names of the subscribers, the corresponding number of shares and amount of capital stock subscribed and paid by each are as follows:

NAME OF STOCKHOLDERS	No. of Subscribed Share	Amount of Subscribed Shares	Amount of Paid Up
Phoenix Petroleum Holdings Inc.	57,148,000	57,148,000.00	57,148,000.00
PCD Nominee Corporation (Filipino)	29,721,955	29,721,955.00	29,721,955.00
Udenna Corporation	14,377,996	14,377,996.00	14,377,996.00
Udenna Management & Resources Corp.	3,640,000	3,640,000.00	3,640,000.00
PCD Nominee Corporation (Non-Filipino)	587,200	587,200.00	587,200.00
Ana Go &/or Go Kim Pa	480,000	480,000.00	480,000.00
Dennis A. Uy	449,904	449,904.00	449,904.00
Udenco Corporation	181,999	181,999.00	181,999.00
Dennis A. Uy &/or Cherylyn C. Uy	123,760	123,760.00	123,760.00
Domingo T. Uy	72,800	72,800.00	72,800.00

Edgardo Alvarado Alerta	61,920	61,920.00	61,920.00
Jose Manuel R. Quimson	40,000	40,000.00	40,000.00
Emmanuel M. Cabusao	21,280	21,280.00	21,280.00
Cristina C. Pertierra ITF Michael Pertierra	19,200	19,200.00	19,200.00
Zenaida Chan Uy	16,800	16,800.00	16,800.00
Rebecca Pilar Claridad Caterio	16,732	16,732.00	16,732.00
Orlando Lansangan	14,560	14,560.00	14,560.00
Socorro Ermac Cabreros	11,640	11,640.00	11,640.00
Alberto D. Alcid	11,640	11,640.00	11,640.00
Ignacio Syjuco Braga IV	8,000	8,000.00	8,000.00
Chryss Alfonsus V. Darnuy	8,000	8,000.00	8,000.00
Romeo Baltazar de Guzman	8,000	8,000.00	8,000.00
Gigi Quejada Fuensalida	8,000	8,000.00	8,000.00
Alejandro Umalay Suan	8,000	8,000.00	8,000.00
Roque A. Lim	4,368	4,368.00	4,368.00
Reynaldo A. Phala	4,000	4,000.00	4,000.00
Melvin John Nite Sedano	4,000	4,000.00	4,000.00
Stephen T. Teo &/or Teresita R. Teo	3,640	3,640.00	3,640.00
Romeo B. Molano	3,136	3,136.00	3,136.00
Bernardita P. Bautista	2,912	2,912.00	2,912.00
Leilani C. Diaz	2,000	2,000.00	2,000.00
Mercedes Patricia D. Pardo	1,456	1,456.00	1,456.00
Dulce Maria S. Oliva	728	728.00	728.00
M.J. Soriano Trading Inc.	400	400.00	400.00
Elnora N. Turner	120	120.00	120.00
Philip Turner	120	120.00	120.00
J.V. Emmanuel A. de Dios	-	0.00	-
Monico V. Jacob	-	0.00	-

Fe Tibayan Palileo	-	0.00	-
Ricardo S. Pascua	-	0.00	-
Grand Total	107,064,266	107,064,266.00	107,064,266.00

6. That all the requirements of Section 38 of the New Corporation Code of the Philippines have been complied with.

IN WITNESS WHEREOF, we have hereunto set our hands on AUG 16 2010 in Davao City, Philippines.

DOMINGO T. UY
Chairman

DENNIS A. UY
President

JOSE MANUEL R. QUIMSON
Director

ROMEO B. DE GUZMAN
Director

SOCORRO ERMAC CABREROS
Corporate Secretary

RICARDO S. PASCUA
Director

SUBSCRIBED AND SWORN to before me on AUG 16 2010, in Davao City, Philippines, by the following persons with their respective identification:

Name	Valid Identification
1) Domingo T. Uy	TIN 140-162-193
2) Dennis A. Uy	TIN 172-020-135
3) Socorro Ermac Cabreros	TIN 111-790-618
4) Jose Manuel R. Quimson	TIN 102-664-155
4) Romeo B. de Guzman	TIN 121-510-331
5) Ricardo S. Pascua	TIN 141-776-230

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Page No. 1
Book No. 1
Series of 2010

Director's Certificate of Amendments
Of the Articles of Incorporation and By-laws
Page 4 of 4

PETER PAUL M. TOMBO

Notary Public Until December 31, 2011
SN 232-2010/ TIN 930-192-964
Phoenix/Petroleum Philippines, Inc.
Phoenix Bulk Depot, Lanang, Davao City
Roll of Attorney No. 57679
PTR No. 9103973/06-22-2010/Davao City
IBP No. 824706/04-22-2010/Davao City

AMENDED ARTICLES OF INCORPORATION

OF

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

PRIMARY PURPOSE

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)*



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 seven (7). (As amended on January 15, 2007)

SEVENTH: That the authorized capital stock of the corporation is **EIGHT HUNDRED MILLION (P800,000,000.00) PESOS** in lawful money of the Philippines, divided into the following classes of shares: (As amended on July 15, 2010).

- a) **SEVEN HUNDRED FIFTY MILLION (750,000,000) COMMON SHARES** with a par value of One Peso (1.00 Php) per share and (As amended on July 15, 2010)
- b) **FIFTY MILLION (50,000,000) PREFERRED SHARES** with a par value of One Peso (1.00 Php) per share.

The new class of **PREFERRED SHARES** shall have the following features:

- i) Non-convertible into common shares;
- ii) Non participating in any other corporate activities or other further dividends, non-voting except in cases specified by law;
- iii) No pre-emptive rights to any issue of the Company's share but shall enjoy preference over the holders of common shares as to distribution of net assets in the event of dissolution or liquidation and in the payment of dividends at a specified rate. The Board of Directors shall determine its issued value at the time of issuance and shall determine its dividend rates and the dividends shall be paid cumulatively;
- iv) The preferred shares shall be redeemable at the Company's option under such terms as the Board of Directors may provide at the time of issuance. It shall also be re-issuable when fully redeemed.

SECONDARY PURPOSES

1. To engage in the business of operating oil depots, storage facilities and allied services;
2. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machinery, equipment and other personal properties as may be necessary or beneficial to the conduct of the corporate activities and other related activities advanced 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 and to secure the repayment thereof by mortgage, pledge, deed of trust;
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;
5. To enter into any lawful arrangement for sharing profits, union of interest, utilization or farmount agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or government, municipal or public authority, domestic or foreign, in the carrying on of any transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation (*As amended on May 29, 2009*)

THIRD: That the place where the principal office of the Corporation is to be established or located at Stella Hizon Reyes Road, Bo. Pampang, Davao City, Philippines. (*As amended on November 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 seven (7). (As amended on January 15, 2007)

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- a) **SEVEN HUNDRED FIFTY MILLION (750,000,000) COMMON SHARES** with a par value of One Peso (1.00 Php) per share and (As amended on July 15, 2010)
- b) **FIFTY MILLION (50,000,000) PREFERRED SHARES** with a par value of One Peso (1.00 Php) per share.

The new class of **PREFERRED SHARES** shall have the following features:

- i) Non-convertible into common shares;
- ii) Non participating in any other corporate activities or other further dividends, non-voting except in cases specified by law;
- iii) No pre-emptive rights to any issue of the Company's share but shall enjoy preference over the holders of common shares as to distribution of net assets in the event of dissolution or liquidation and in the payment of dividends at a specified rate. The Board of Directors shall determine its issued value at the time of issuance and shall determine its dividend rates and the dividends shall be paid cumulatively;
- iv) The preferred shares shall be redeemable at the Company's option under such terms as the Board of Directors may provide at the time of issuance. It shall also be re-issuable when fully redeemed.

The stockholders of the Corporation shall have no pre-emptive right to subscribe to any issues or dispositions of shares of any class. *(Amended as of January 18, 2010)*

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

ACKNOWLEDGMENT

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.

Doc. No. 17
Page No. 04
Book No. 65
Series of 2002

FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes, where applicable. Fill up only those items for which amendments or changes are to be made. Refer to the back of this page for additional instructions.

CURRENT COMPANY NAME (This must always be provided.)
PHOENIX PETROLIUM PHILIPPINES, INC. 020 888 2 05:37

☐ YES
☒ NO

RESERVATION NUMBER	NEW COMPANY NAME
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COMPANY TYPE	<input checked="" type="checkbox"/> DS- DOMESTIC STOCK	<input type="checkbox"/> DN- DOMESTIC NON-STOCK	<input type="checkbox"/> DP- DOMESTIC PARTNERSHIP	<input type="checkbox"/> STOCK	<input type="checkbox"/> ISS	<input type="checkbox"/> ISS
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AREA CODE	POSTAL CODE	TEL. NO.	FAX NO.
440000	8000	(082) 233 - 0168	(082) 235 - 8080

BUSINESS OFFICE ADDRESS	
STELLA HIZON REYES ROAD, BO. PAMPANGA, LANANG, DAVAO CITY	
TEL NO.	
FAX NO.	

AREA CODE	POSTAL CODE		
112402	8000	(082) 233 - 0168	(082) 235 - 8080

PARTNERSHIP TYPE		TYPE OF ENTERPRISE	
<input type="checkbox"/> L-LIMITED	<input type="checkbox"/> N - NO SPECIAL REGISTRATION	<input type="checkbox"/> 1 - TRADE ONLY	<input type="checkbox"/> 2 - EPZA - REGISTERED
<input type="checkbox"/> G-GENERAL	<input type="checkbox"/> E - FA EXPORT	<input type="checkbox"/> R - REPRESENTATIVE OFF	<input type="checkbox"/> B - BOI - REGISTERED
	<input type="checkbox"/> D - FA DOMESTIC	<input type="checkbox"/> S - SUBIC REGISTERED	<input type="checkbox"/> (Other - please specify)

INDUSTRY CODE	TERM OF EXISTENCE	END DATE OF EXISTENCE	FISCAL YEAR END (MMDD)	ANNUAL MEETING (For domestic companies only)
51410				15 - FIXED (MMDD) / / [X] V - VARIABLE Last Thursday of June

NUMBER OF	DIRECTORS (if stock co.)	TRUSTEES	PARTNERS	STOCKHOLDERS (if stock co.)	39
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CONTRIBUTOR'S NAME	DATE OF CONTRIBUTION	TOTAL CONTRIBUTION (of non-stock corporation)	% OF FOREIGN MEMBERSHIP (of non-stock corporation)	TOTAL CONTRIBUTION (of domestic partnership) Filipino: Foreign:

COMPANY RELATIONSHIP – list of all companies related to registrant. (Use additional sheets, if necessary).

RELATIONSHIP TYPE
(RELN TYPE)
M - DISSOLVED COMPANY (if due to litigation)
V - DISSOLVED COMPANY (if change in company type)
A - AFFILIATE (of registrant)

RELN TYPE	SEC NUMBER	COMPANY NAME	START DATE	END DATE
MAIN IND.				

CS200621051
D200200330

UDENCO CORPORATION
D200000264

MAIN IND. - A (new)
E (update)
A (update)
CS200626050
INDICATE START (if new) or END DATE OF RELATIONSHIP

CERTIFIED CORRECT: SOCORRO ERMAC CABREROS

PROCESSING ATTORNEY:	
PROCESSING EXAMINER:	
DATA CONTROL CLERK:	
DATE ENCODED:	
DATE DECODED:	

**NAME RELATIONSHIP DATA MAINTENANCE FORM
STOCKHOLDERS / DIRECTORS / OFFICERS INFORMATION
(FOR DOMESTIC STOCK CORPORATION ONLY)**

TRANSACTION DATE/____/____/____

SEC NUMBER **1A/2/0/0/2/0/7/2/8/3/**

FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC.

COMPANY NAME

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

RELN STAT US	NAME (Company Name, if company Last Name, First Name, MI, Maiden Surname if person)	SEC NO./ BIRTHDATE	NAT' COD E	NATIONALITY	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED PAID-UP CAPITAL	(MMDDYYYY) PERIOD START PERIOD END
					BRD	INC'R	OFFR					
E	PHOENIX Petroleum Holdings, Inc.	CS200628051		FIL	N	S	N		Common	200,018,000	200,018,000.00	
E	PCD Nominee Corporation	774-849-000		FIL	N	S	N		Common	104,026,844	104,026,844.00	
E	UDENNA Corporation	D200200330		FIL	N	S	N		Common	50,322,986	50,322,986.00	
E	UDENNA Management & Resources Corporation	CS200628090		FIL	N	S	N		Common	12,740,000	12,740,000.00	
E	PCD Nominee Corporation (Non-Filipino)	774-849-000		NON-FIL	N	S	N		Common	2,055,200	2,055,200.00	
E	Ana Go & Co Kim Pa	151-441-932 151-441-894		FIL	N	S	N		Common	1,680,000	1,680,000.00	
E	Dennis A. Uy	89-26-73		FIL	N	I	PRE		Common	1,574,664	1,574,664.00	

CERTIFIED CORRECT: _____ POSITION: _____ LEGAL COUNSEL: _____ DATE: 16 August 2010

PROCESSING ATTORNEY: *[Signature]* DATE REVIEWED: _____

PROCESSING EXAMINER: *[Signature]* DATE REVIEWED: _____

DATA CONTROL CLERK: _____ DATE REVIEWED: _____

DATA ENCODER: _____ DATE ENCODED: _____

INSTRUCTIONS FOR FILING UP:
 A - EXISTING, IF THE NAME HAS NOT PREVIOUSLY BEEN SUBMITTED TO THE SEC
 B - EXISTING, IF THE NAME HAS PREVIOUSLY BEEN SUBMITTED TO THE SEC
 C - IF THE NAME SHOULD NOT HAVE BEEN SET UP

INDICATOR:
 I - INCORPORATOR
 S - STOCKHOLDER
 M - MEMBER
 N - NEITHER

BOARD (BRD) INDICATOR:
 I - INCORPORATOR
 S - STOCKHOLDER
 N - NOT APPLICABLE

INCORPORATOR (INC'R) INDICATOR:
 PRE - PRESIDENT
 CEO - CHIEF EXECUTIVE OFFICER
 COO - CHIEF OPERATING OFFICER
 COS - CORPORATE SECRETARY

LEG - LEGAL COUNSEL
 AUD - EXTERNAL AUDITOR
 GOV - GOVERNMENT OFFICIAL
 SLS - OTHERS
 OTH - OTHERS
 N - NONE

**NAME RELATIONSHIP DATA MAINTENANCE FORM
STOCKHOLDERS / DIRECTORS / OFFICERS INFORMATION
(FOR DOMESTIC STOCK CORPORATION ONLY)**

TRANSACTION DATE/____/____/____

SEC NUMBER 1A/2/0/0/2/0/7/2/8/3/

FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC.

COMPANY NAME P-H-O-E-N-I-X PETROLEUM PHILIPPINES, INC.												
STOCKHOLDERS' DIRECTORS / OFFICERS (Use additional sheets, if necessary. Fill up one line per relationship.)												
RELN STAT US	NAME (Company Name, if company (Last Name, First Name, MI, Maiden Surname if person)	SEC NO./ BIRTHDATE	NAT'L CODE	NATIONALITY	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED PAID-UP CAPITAL	(MM/SS/YY) PERIOD START PERIOD END
					BRD	INCR	OFFR					
E	UDENCO Corporation	D200000264		FIL	N	S	N		Common	636,997	636,997.00	
E	Dennis A. Uy &lor Cheryllyn C. Uy	09-26-73 06-08-79		FIL	N	S	N		Common	433,160	433,160.00	
E	Domingo T. Uy	10-27-46		FIL	C	I	N		Common	254,801	254,801.00	
E	Edgardo A. Aleria	07-29-64		FIL	N	S	N		Common	216,720	216,720.00	
E	Jose Manuel Roque Quimson	102-664-155		FIL	N	S	Treas		Common	140,001	140,001.00	
E	Emmanuel M. Cabusao	100-214-768		FIL	N	S	N		Common	74,480	74,480.00	
E	Cristina C. Periera / F Michael Periera	161-357-720		FIL	N	S	N		Common	67,200	67,200.00	
E	Zenaida Chan Uy			FIL	N	S	N		Common	58,800	58,800.00	

CERTIFIED CORRECT: SOCORRO ERMACABREROS POSITION: LEGAL COUNSEL DATE: 16 August 2010

PROCESSING ATTORNEY: [Signature] DATE REVIEWED: _____

PROCESSING EXAMINER: [Signature] DATE REVIEWED: _____

INSTRUCTIONS FOR FILLING UP:
 A - NEW, IF THE NAME HAS NOT PREVIOUSLY BEEN SUBMITTED TO THE SEC
 E - EXISTING, IF THE NAME HAS PREVIOUSLY BEEN SUBMITTED TO THE SEC
 C - IF THE NAME SHOULD NOT HAVE BEEN SET UP

INDICATOR:
 C - CHAIRMAN
 M - MEMBER
 N - NEITHER

BOARD (BRD):
 I - INCORPORATOR
 S - STOCKHOLDER
 N - NOT APPLICABLE

INCORPORATOR (INC'R):
 INCORPORATOR
 PRE - PRESIDENT
 CEO - CHIEF EXEC OFFICER
 CFO - TREASURER
 COO - CHIEF OPERATING OFFICER
 COS - CORPORATE SECRETARY

OFFICER (OFFR):
 LEG - LEGAL COUNSEL
 AUD - EXTERNAL AUDITOR
 SEC - SECURITIES AND EXCHANGE COMMISSION GOVERNMENT OFFICIAL
 SLS - OTHERS
 OTH - OTHERS
 N - NONE

**NAME RELATIONSHIP DATA MAINTENANCE FORM
STOCKHOLDERS / DIRECTORS / OFFICERS INFORMATION
(FOR DOMESTIC STOCK CORPORATION ONLY)**

TRANSACTION DATE: / /

SEC NUMBER /A/ 2/ 0/ 0/ 2/ 0/ 7/ 2/ 8/ 3/

FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC.

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

STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary. Fill up one line per relationship.)

RELIN STAT US	NAME (Company Name, if company Last Name, First Name, MI, Maiden Surname if person)	SEC NO/ BIRTHDATE	NATL CODE	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT		PERIOD START (MMDDYY)	PERIOD END
				BRD	INC	OFF				SUBSCRIBED	PAID-UP CAPITAL		
E	Rebecca Pilar Claridad Calerito	10-05-71			N	S		Common	58,562	58,562.00			
E	Oriando T. Lansangan	107-672-249			N	S		Common	50,960	50,960.00			
E	Socorro Ermac Cabreros	02-01-65			N	S		Common	40,741	40,741.00			
E	Alberto D. Alcidi	09-03-55			N	S		Common	40,740	40,740.00			
E	Ignacio Syjuco Braga IV	106-038-078			N	S		Common	28,000	28,000.00			
E	Chyass Alfonso V. Damuy	09-26-73			N	S		Common	28,000	28,000.00			
E	Romeo Baltazar de Guzman	09-27-49			N	S		Common	28,000	28,000.00			
E	Gigi Quejada Fuensalida	22-054-055			N	S		Common	28,000	28,000.00			
E	Alejandro Umalay Suan	05-03-83			N	S		Common	28,000	28,000.00			

CERTIFIED CORRECT: *[Signature]* SOCORRO ERMAC CABREROS POSITION: LEGAL COUNSEL DATE: 16 August 2010

PROCESSING ATTORNEY: [Signature] DATE REVIEWED: 6/11/10

INSTRUCTIONS FOR FILLING UP RELATIONSHIP STATUS:
 A - NEW, IF THE NAME HAS NOT PREVIOUSLY BEEN SUBMITTED TO THE SEC
 E - EXISTING, IF THE NAME HAS PREVIOUSLY BEEN SUBMITTED TO THE SEC
 C - IF THE NAME SHOULD NOT HAVE BEEN SET UP

DATE REVIEWED: 6/11/10 DATE REVIEWED: 6/11/10

INDICATOR: C - CHAIRMAN BOARD (BRD) INCORPORATOR INCORPORATOR (INC) PRE - PRESIDENT LEG - LEGAL COUNSEL
M - MEMBER S - STOCKHOLDER AUD - EXTERNAL AUDITOR
N - NEITHER N - NOT APPLICABLE CCO - CHIEF OF CORPORATION GOV - GOVERNMENT OFFICIAL
 CCO - CHIEF OPERATING OFFICER SLS - OTHERS
 CCS - CORPORATE SECRETARY OTH - OTHERS
 N - NONE

**NAME RELATIONSHIP DATA MAINTENANCE FORM
STOCKHOLDERS / DIRECTORS / OFFICERS INFORMATION
(FOR DOMESTIC STOCK CORPORATION ONLY)**

TRANSACTION DATE / /

SEC NUMBER /A/ 2/ 0/ 0/ 2/ 0/ 7/ 2/ 8/ 3/

FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC.

COMPANY NAME

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

STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary. Fill up one line per relationship.)

RELN STAT US	NAME (Company Name, if company; Last Name, First Name, MI, Maiden Surname if person)	SEC NO / BIRTHDATE	NATL CODE	NATIONALITY	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED PAID-UP CAPITAL	(MMDDYYYY) PERIOD START PERIOD END
					BRD	INC*	OFF					
E	Roque A. Lim	139-337-889		FIL	N	S	N		Common	15,288	15,288.00	
E	Reynaldo A. Phala	107-199-018		FIL	N	S	N		Common	14,000	14,000.00	
E	Melvin John Nite Sedano	301-386-394		FIL	N	S	N		Common	14,000	14,000.00	
E	Stephen T. Teo & Or Teresita R. Teo	127-393-476		FIL	N	S	N		Common	12,740	12,740.00	
E	Romeo B. Molano	112-021-396		FIL	N	S	N		Common	10,976	10,976.00	
E	Bernardita P. Bautista	108-788-994		FIL	N	S	N		Common	10,192	10,192.00	
E	Leliani C. Diaz	172-952-010		FIL	N	S	N		Common	7,000	7,000.00	
E	Mercedes Patricia D. Pagdo			FIL	N	S	N		Common	5,096	5,096.00	

DATE : 15 August 2010

POSITION: LEGAL COUNSEL

SOCORRO ERMAC CABEROS

CERTIFIED CORRECT

DATE ENCODED:

DATE ENCODED:

DATE REVIEWED:

DATE REVIEWED:

PROCESSING EXAMINER

DATA CONTROL CLERK

DATE ENCODED:

DATE ENCODED:

DATE REVIEWED:

DATE REVIEWED:

INSTRUCTIONS FOR FILING UP

A - NEW IF THE NAME HAS NOT PREVIOUSLY BEEN SUBMITTED TO THE SEC

E - EXISTING IF THE NAME HAS PREVIOUSLY BEEN SUBMITTED TO THE SEC

C - IF THE NAME SHOULD NOT HAVE BEEN SET UP

INDICATOR:

C - CHAIRMAN

M - MEMBER

N - NEITHER

BOARD (BRD)

1 - INCORPORATOR

S - STOCKHOLDER

N - NOT APPLICABLE

INCORPORATOR (INC*)

PRE - PRESIDENT

CEO - CHIEF EXECUTIVE OFFICER

COO - CHIEF OPERATING OFFICER

COS - CORPORATE SECRETARY

LEG - LEGAL COUNSEL

AUD - EXTERNAL AUDITOR

GOV - GOVERNMENT OFFICIAL

SL - OTHERS

OTH - OTHERS

N - NONE

NAME RELATIONSHIP DATA MAINTENANCE FORM
STOCKHOLDERS / DIRECTORS / OFFICERS INFORMATION
(FOR DOMESTIC STOCK CORPORATION ONLY)

SEC NUMBER 12/01/2017/218/31
TRANSACTION DATE 11/11/11

FILL UP INSTRUCTION: Type or print legibly. Light shaded boxes are to be filled up by the SEC.

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

STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary. Fill up one line per relationship.)

RELN STAT US	NAME (Company Name, if company Last Name, First Name, MI, Maiden Surname if person)	SEC NO./ BIRTHDATE/ Passport	NATL CODE	RELATIONSHIP		SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED PAID-UP CAPITAL	(MMDDYYYY) PERIOD START PERIOD END
				BRD	INC/R					
E	DULCE MARIA S. OLIVA	168-947-747	FIL	N	S	N	Common	2,548	2,548.00	
E	M.J. SORIANO TRADING, INC.	267-806-958	FIL	N	S	N	Common	1,400	1,400.00	
E	ELNORA N. TURNER	7823508H	FIL	N	S	N	Common	420	420.00	
E	PHILIP TURNER	703124036	BRITISH	N	S	N	Common	420	420.00	
E	J.V. EMMANUEL A. DE DIOS	135-900-380	FIL	M	S	N	Common	1	1.00	
E	MONICO V. JACOB	123-630-879	FIL	M	S	N	Common	1	1.00	
E	FE TIBAYAN PALLED	108-753-580	FIL	N	S	N	Common	1	1.00	
E	RICARDO S. PASCUA	147-778-230	FIL	M	S	N	Common	1	1.00	
							TOTAL		374,724,940.00	

CERTIFIED CORRECT: Socorro Ermag Cabrerios
SOCORRO ERMAG CABRERIOS
POSITION: LEGAL COUNSEL
DATE: 16 August 2019

PROCESSING ATTORNEY: [Signature]
DATE REVIEWED: 11/11/11
PROCESSING EXAMINER: [Signature]
DATE REVIEWED: 11/11/11

INSTRUCTIONS FOR FILLING UP
RELATIONSHIP STATUS:
A - NEW, IF THE NAME HAS NOT PREVIOUSLY BEEN SUBMITTED TO THE SEC
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INDICATOR:
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BOARD (BRD)
INDICATOR:
I - INCORPORATOR
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INCORPORATOR (INC/R)
INDICATOR:
PRE - PRESIDENT
CEO - CHIEF EXECUTIVE OFFICER
CFO - TREASURER
COO - CHIEF OPERATING OFFICER
COS - CORPORATE SECRETARY
N - NONE

LEG - LEGAL COUNSEL
AUD - EXTERNAL AUDITOR
GOV - GOVERNMENT OFFICIAL
SLS - OTHERS
OTH - OTHERS
N - NONE

DATA ENCODER:
DATE ENCODED: