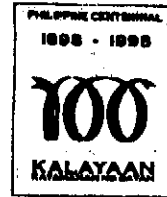




Republic of the Philippines
Office of the President
SECURITIES & EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
Mandaluyong City, Metro Manila



S.E.C. REG. NO. A1999-04544

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

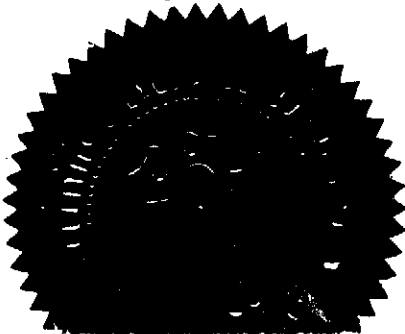
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

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

ABS-CBN HOLDINGS CORPORATION
(Formerly: Worldtech Holdings Corporation)
(Amending Article I thereof)

copy annexed, adopted on August 27, 1999 by a majority vote of the Board of Directors and 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 this Office on the 16th day of September nineteen hundred and ninety nine, pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporation.

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 16th day of September, in the year of our Lord nineteen hundred and ninety nine.



Sonia M. Ballo
SONIA M. BALLO
Director

Corporate and Legal Department

SN

COVER SHEET

ABS-CBN HOLDINGS CORPORATION

(Company's Full Name)

4th Floor Benpres Building, Exchange Road
cor. Meralco Avenue, Pasig City

Company's Address: No. Street City/Town/Province

c/o 631 31 11

(Company's Telephone Number)

December 31

(Fiscal Year Ending)
(Month & Day)

any day in May

(Annual Meeting)

AMENDED ARTICLES OF INCORPORATION & BY-LAWS

(FORM TYPE)

(Amendment Designation if Applicable)

(Secondary License Type, if any)

29/10

Cashier

LCU

DTU

A1999-04544

SEC Reg. No.

Central Receiving Unit

File Number

913-64

913

CERTIFIED TRUE COPY

[Signature]

SECURITIES AND EXCHANGE COMMISSION
OFFICE OF THE SECRETARY
1601 K STREET, N.W.
WASHINGTON, D.C. 20549

AMENDED
ARTICLES OF INCORPORATION
OF
ABS-CBN HOLDINGS CORPORATION¹
(Formerly: Worldtech Holdings 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 this corporation shall be:

ABS-CBN HOLDINGS CORPORATION¹
(As Amended on August 27, 1999)

SECOND: A. That the primary purpose of this corporation is to engage in:

To invest in, purchase, or otherwise acquire and own, hold use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of, real and personal property, of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any other corporations or associations, domestic or foreign, of whatever lawful purpose or purposes the same may have been organized and to pay therefor in moeny or by exchanging therefor stocks, bonds or other evidences of indebtedness or securities of this or any other corporation and while the owner or holder of any such real personal property, stocks, bonds, debentures contract, or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in receipt hereof all the rights, powers and privileges of ownership, including all voting powers on any stock so owned; provided, that the corporation shall not engage in the underwriting of securities or in stock brokerage of financing business.

¹ As amended during the Board of Directors' Meeting and ratified during the Special Stockholders Meeting, both held on August 27, 1999.

CERTIFIED TRUE COPY Edwin

SECONDARY PURPOSE

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, 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.

2. To borrow or raise moeny 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 corpioration or for money borrowed in the prosecution of its lawful business;

3. 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;

4. To aid in any manner any corportion, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by for this corporation, directly or indirectly or through other corporations or otherwise;

5. To enter into any lawful arrangement for sharing profits, union of interest, utilization 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 any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or 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 of agencies and to carry on any of 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;

8. To conduct and transact any and all lawful business, and to do or cause to be done any one 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, desirable or incidental to the accomplishment of the purposes or the exercise of any one of more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD: That the place where the principal office of the corporation is to be established is at Metro Manila.

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
EMMA B. COMIA	FILIPINO	B12 L17 BLUE AVE., CAMELLA NORTH SPRINGVILLE, BACOR CAVITE
GLORIA CAÑONASO	FILIPINO	41-H LUNA ST., LA LOMA, Q.C
MARIFI H. HERNANDEZ	FILIPINO	50 BACO ST., QUEZON CITY
DONNA F. ENTERIA	FILIPINO	2/F EYES BLDG., 63 CAPITOL DRIVE, PASIG CITY
ERWIN SANTAMARIA	FILIPINO	92 SAMPAGUITA AVE., MAPAYAPA VILL. I, Q.C.

SIXTH: That the number of directors of the corporation is Five (5) who are also the incorporators.

SEVENTH: That the authorized capital stock of the corporation is ONE HUNDRED THOUSAND PESOS (₱100,000.00) in lawful money of the Philippines, divided into ONE THOUSAND (1,000) shares with the par value of ONE HUNDRED PESOS (₱100.00) per share.

EIGHTH: 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
EMMA B. COMIA	FILIPINO	80	₱8,000.00	₱2,000.00
GLORIA CAÑONASO	FILIPINO	80	8,000.00	2,000.00
MARIFI H. HERNANDEZ	FILIPINO	80	8,000.00	2,000.00
DONNA F. ENTERIA	FILIPINO	80	8,000.00	2,000.00
ERWIN SANTAMARIA	FILIPINO	<u>80</u>	<u>8,000.00</u>	<u>2,000.00</u>
Total		<u>400</u>	<u>₱40,000.00</u>	<u>₱10,000.00</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 MARIFI H. HERNANDEZ has been elected by the subscribers as Treasurer of the corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he / she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in 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 confusingly similar to it.

In Witness whereof, we have set our hand this 9th day of March 1999 at Pasig City.

(SIGNED)
EMMA B. COMIA

(SIGNED)
GLORIA CAÑONASO

(SIGNED)
MARIFI H. HERNANDEZ

(SIGNED)
DONNA F. ENTERIA

(SIGNED)
ERWIN SANTAMARIA

WITNESSES:

(signed)
MARLON FAJARDO

(signed)
HERMES MIRANDA

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
PASIG CITY)S.S.

BEFORE ME, a Notary Public in and for PASIG CITY, Philippines,
this 9th day of March, 1999, personally appeared:

<u>Name</u>	<u>CTC No.</u>	<u>Date/Place Issued</u>
EMMA B. COMIA	00460505	1-29-99/Pasig City
GLORIA CAÑONASO	00502109	2-26-99/Pasig City
MARIFI H. HERNANDEZ	00505527	3-01-99/Pasig City
DONNA F. ENTERIA	00505521	3-01-99/Pasig City
ERWIN SANTAMARIA	00505539	3-01-99/Pasig 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.

Doc. No. 444 ;
Page No. 89 ;
Book No. III ;
Series of 1999.

(SIGNED)
STANLEY L. TAN
Notary Public
Until December 31, 1999
PTR No. 0064370 - 1/19/99
Pasig City

