

REPUBLIC OF THE PHILIPPINES HAN

SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills City of Mandaluyong, Metro Manila

Company Reg. No. ASO93-005277

CERTIFICATE OF FILING

OF.

AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

Date:

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

FEDERAL RESOURCES INVESTMENT GROUP INC.

(Formerly: FEDERAL CHEMICALS, INCORPORATED)
(Amending Articles I & II Primary Purpose thereof.)

copy annexed, adopted on July 06, 2007 by majority vote of the Board of Directors and on August 13, 2007 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 day of September, Two Thousand Seven.

22-8-2018 Ti

BENITO A. CATARAN

Director

Company Registration and Monitoring Department

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Republic of the Philippines DEPARTMENT OF FINANCE SECURITIES & EXCHANGE COMMISSION SEC Building, EDSA, Greenhills City of Mandaluyong, 1554



PAYMENT ASSESSMENT FORM

No. 09102007-935973

DATE 09/10/2007	RESPONSIBILITY CENTER (DEPARTMENT) CRMD	
PAYOR: FEDERAL CHEMICALS, IN QUEZON CITY	CORPORATED	In cut
NATURE OF COLLECTION LRF (A0823) AMENDED ARTICLES AMENDED BY LAWS	ACCOUNT CODE AMOUNT 131 20.00 606 500.00 606 500.00	1 /m ' '
TOTAL AMOUNT TO BE PAID	Php 1,020.00	<i>□</i>
Assessed by	OR# 0097426 Sep 12, 2007 03:31PF 08rbtan PHP 1,020.00***	4 SEC No: null

AX 20070914-33

ABL 20070914-35

Date: RF8-2018 DSme: 5:43:25 PM

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Machine Validation:

COVER SHEET HAVE					
A S 0 9 3 0 0 5 2 7 7 S.E.C. Registration Number					
FEDERAL CHEMICALS NC					
(Company's Full Name) NO. 5 ELEVEN ROAD GRACE VILLAGE Jack					
NO. 5 ELEVEN ROAD GRACE VILLAGE fuch					
BALINTAWAK, QUEZON CITY					
CHARLES Y. KWA Contact Person Company Telephone Number AMENDMENT OF ARTICLES OF INCORPORATION Second Monday of June					
1 2 3 1 Month Day Fiscal Year FORM TYPE Month Day Annual Meeting					
Secondary License Type, If Applicable					
Dept. Requiring this Doc. Amended Articles Number/Section					
Total Amount of Borrowings					
Total.No. of Stockholders Domestic Foreign					
To be accomplished by SEC Personnel concerned					
File Number LCU					
Document I.D. Cashier					
STAMPSDate: 22-8-2018 Time: 5:43:46 PM					

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AMENDED
ARTICLES OF INCORPORATION
OF

FEDERAL RESOURCES INVESTMENT GROUP INC. (FORMERLY: FEDERAL CHEMICALS, INCORPORATED)

KNOW ALL MEN BY THESE PRESENTS:

That, we, all of legal age, Filipino citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a stock Corporation under the laws of the Philippines:

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be "FEDERAL RESOURCES INVESTMENT GROUP INC.". (As amended on July 6, 2007)

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

PRIMARY PURPOSE

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 corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging shares of stock of this corporation or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property; and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned;

(As amended on July 6, 2007)

SECONDARY PURPOSES

To manufacture, produce, buy, sell and deal in chemicals of every description, organic and inorganic, natural or synthetic, in the form of raw materials, intermediaries or finished products and any other related products whatsoever and by-products derived from the manufacture thereof and products to be made therefrom and to do all things incident thereto.

To manufacture, buy, or otherwise, acquire, and to sell and deal in all kinds of materials, goods, wares and merchandise which may be required for any of the purposes of the corporation's business, or which may seem capable of being profitably manufactured or deal in the connection with such business except the manufacture of food, drugs and cosmetics.

To engage in and carry on a general mercantile and trading business, and to buy or otherwise acquire, hold, own, use, import, export, trade or otherwise dispose of, any and all kinds of goods, wares and merchandise and other articles of commerce personal property.

To conduct a general real estate agency brokerage business, and to act as agent, commercial broker or attorney-in-fact for any person, firm or corporation except as insurance agent.

To acquire, hold, sell, reissue, any share of its own capital stock, provided, however, that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation, and that the shares of its own capital stock belonging to the corporation shall not be voted directly or indirectly.

To make, enter into, perform, and carry out contracts for constructing, altering, decorating, maintaining, furnishings, fitting up and improving, buildings of every sort and kinds, to property owners and others; to carry on in all kinds to enter into contracts and arrangements of all kinds with builders, property owners and others; to carry on in all their respective branches the business of builders, contractors, decorators, dealers in stone, brick, timber, hardware and other building materials or requisites, to purchase for investments or resale, and to sell houses, lands, real property of all kinds and any interest therein, and generally to deal in, sell, lease, exchange, or otherwise deal in lands, buildings, and any property whether real or personal.

To borrow or raise money for any of the purpose of this corporation, issue bonds, debentures, notes or other evidences of indebtedness or obligations of any nature in any manner, for money so borrowed of for property of this corporation, and to secure the payment of the property of this corporation, real, personal or mixed, including contracts and contractual and other rights, whether at the time owned or thereafter acquired; and to sell, pledge or dispose of such bonds, debentures, notes, evidences of indebtedness or other obligations of this corporation for its lawful purposes.

To invest and deal with money and properties of the corporation in such manner as may from time to time be considered wise and expedient for the advancement of the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms and conditions as it shall see fit to accept to the extent allowed by law.

Subject to the limitations established by law, to purchase, acquire and take over, as a going concern or otherwise, and to carry on, maintain and operate all parts of the property or business of any person, firm, association, partnership or corporation deemed to be or benefit to the corporation, or of use In any manner, in connection with any of its object and purposes, and to pay for the same in cash, stocks, bonds, debentures or other obligations of the corporation and to undertake, assume and guarantee the liabilities of any such person, firm, association, partnership or corporation whose property or business may be taken over by the corporation.

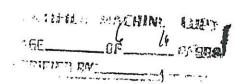
In general, to do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals, agents or otherwise, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid/objects; purposes, or powers of any of them.

The foregoing clauses are to be construed as objects, and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers www.seshall not be held to limit or restrict in any manner, the general powers of the corporation.

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

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 name and respective nationality and residence of the incorporators of said corporation are as follows:

Name	<u>Nationality</u>	Residence
Edwin Keh	Filipìno	321 San Nicolas Street Binondo, Manila
Benjamin Co	Filipino	257 Juan Luna Street Binondo, Manila
Edward Y. Kwa	Filipino	1049 Banawe Street Quezon City
Charles Y. Kwa	Filipino	1049 Banawe Street Quezon City
Wilfred Co	Filipino	257 Juan Luna Street Binondo, Manila

SIXTH: That the number of directors of the corporation shall be seven (7) and that the name and residence of the directors of the corporation who are to serve until their successors are duly elected and qualified as provided by the by-laws are as follows: (As amended on 15 July 2001)

Name		Residence

Edwin Keh 321 San Nicolas Street Binondo, Manila

Benjamin Co 257 Juan Luna Street

Binondo, Manila

Edward Y. Kwa 1049 Banawe Street Quezon City

Quezon on

Charles Y. Kwa 1049 Banawe Street
Quezon City

Wilfred Co

Date: 23-8-2007 Ring Street 11:12:20 AM
Binondo, Manila

Date: 22-8-2018 Time: 5:44:48 PM

www.sec.cov.ph User Name: JOSELITO1

User Name: PICAZOLAW

www.sec.gov.ph

AGE OF DATE

SEVENTH: That the authorized capital stock of said corporation is ONE HUNDRED MILLION PESOS (P 100,000,000) divided into ONE HUNDRED MILLION (100,000,000) shares with par value of ONE PESO (P 1.00) per share. (As amended on 15 July 2001)

Shareholders shall have no pre-emptive right or any preferential right to subscribe to, acquire or purchase any issuance or distribution or sale by the corporation of its shares of stock.

EIGHTH: That at least Twenty-Five (25%) percent of the authorized capital stock above stated has been subscribed as follows:

Name of Subscriber	Shares Subscribed	Amount
Benjamin Co	1,700	P 330,000
Edward Y. Kwa	1,700	170,000
Charles Y. Kwa	1,700	170,000
Wilfred Co	1,600	160,000

NINTH: That the above-named subscribers have paid at least twenty-five (25%) percent of the total subscription, as set out after their respective names:

Name of Subscriber		An	Amount Paid	
Benjamin Co			42,500	
Edward Y. Kwa			42,500	
Charles Y. Kwa	(40)	#	42,500	
Wilfred Co			40,000	

TENTH: No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the outstanding capital shall be allowed or permitted to be recorded in the stock and transfer book, and this restriction shall be indicated in all stock certificates.

ELEVENTH: That WILFRED CO has been elected by the subscribers as Treasurer of the corporation, to act as such until his successor is duly elected and qualified in accordance with the By-Laws and that as such Treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by the said subscribers.

Date: 22-8-2018 Time: 5:45:9 PM

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PAGE	0 11	lo_	DATE OF
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IN WITNESS WHEREOF, we have hereunto signed these presents on this 4th day of June, 1993 at Makati, Metro Manila.

(original signed) EDWIN KEH TIN: 107-381-401

(original signed) EDWARD Y. KWA TIN: 103-961-105 (original signed) BENJAMIN CO TIN: 111-187-040

(original signed) CHARLES Y KWA TIN: 122-577-587

(original signed)
WILFRED CO
TIN: 121-653-467

SIGNED IN THE PRESENCE OF:

(original signed)

(original signed)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MUNICIPALITY OF MAKATI) S.S.

BEFORE ME, a Notary Public for and in the Municipality of Makati, this 16th day of June, 1993, personally appeared to me the following with their respective Community Tax Certificates:

NAME	COMM. TAX CERT. NOS.	ISSUED ON/AT	
Edwin Keh	13721959	2-15-93 / Manila	
Benjamin Co	8721725	2-05-93 / Manila	
Edward Y. Kwa	17091652	3-01-93 / Quezon City	
Charles Y. Kwa	17091703	3-01-93 / Quezon City	
Wilfred Co	8721719	2-05-93 / Manila	

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation consisting of six (6) pages including this page, signed by them and their witnesses, and they acknowledged to me that the same is their free and voluntary act and deed.

Date: 22-8-2018 Time: 5:45:29 PM

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TOF TO PARTY

WITNESS MY HAND AND SEAL on the date and in the place first above written.

Doc. No. 426; Page No. 86; Book No. 1; Series of 1993. foriginal signed)
MA_EOURDES L/ GUILLERGAN
Notary Fublic
Until December 31, 1994
PTR: No. 5970559
Odanuary 13, 1993, Makati

Date: 23-8-2007 Time: 11:12:29 AM

Date: 22-8-2018 Time: 5:45:50 PM

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User Name: JOSELITO1

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User Name: PICAZOLAW

ATTITED MACHINE COPY



DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority members of the Board of Directors and the Corporate Secretary of FEDERAL CHEMICALS, INC. hereby certify that the Afficies of Incorporation of said corporation was amended by an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held for that purpose at the Great Eastern Hotel, Quezon City on August 13, 2007 and approved likewise by the majority of the directors on July 06, 2007 as follows:

AMENDMENTS TO ARTICLES OF INCORPORATION

- 1. FIRST ARTICLE: Change of corporate name to "Federal Resources Investment Group, Inc."; and
- SECOND ARTICLE: Change of the primary purpose of the Company to that of a holding company.

In witness, we have hereunto signed this certificate this ____ day lob <u>SEP 2007</u> ____ 2007 at

Tommy Kin Hing Tia

Charles Y. Kwa TiN: 122-577-587

Daniel Sy Pascual

TIN: 104-169-746

Wilfred T. Co

TIN: 121-653-467

Anna Mei Nga Ko Tia

SittenCo

TIN: 103-915-047

Simoun S. Ung TIN: 904-695-578

Emilio S. Teng

Corporate Secretary

TIN: 113-933-416

oa/te:" 22-8-2018 Time: 5:46:10 PM

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2007, affiants∥ SUBSCRIBED AND SWORN to before me this day of exhibited to me their respective Community Tax Certificate Nos., to wit

NAME

Doc. No.

Page No.

Book No. Series of 2007. COM. TAX CERT

DATE/PLACE ISSUED

Tommy Kin Hing Tia 06560856 01/09/07, Manila Wilfred T. Co 02/12/07, Manila 21545535 Charles Y. Kwa 02/19/07, Quezon City 21338933 Anna Mei Nga Ko Tia 01/09/07, Manila 06560853 Daniel Sy Pascual 20073753 01/17/07, Quezon City Simoun S. Ung 01/10/07, Makati City 904695578

PTR NO. 8451939

TIN NO. 144-519

TSP NO. 679914 DATE ISSUED JAN 2, ISSUED AT QUEZE COTY VALID UNTIL DEC. 21 2005

Date: 22-8-2018 Time:

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User Name: PICAZO

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Reservation Payment Confirmation

This certifies that the name FEDERAL RESOURCES INVESTMENT GROUP INC. has been reserved from September 10, 2007 to October 10, 2007.

Reference Reservation Number (RRN): RRN20070910160127651

Type of Industry: Financial Holding Company Activities

Breakdown of Fees:

Reservation Fee: Php 40.00

TOTAL: Php 40.00 Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension WITHIN THE SAME DAY via Funds Transfer. You may course your payment at any selected UnionBank branches or at the SEC Teller.



Date: 22-8-2018 Time: 5:51:13 PM

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AFFIDAVIT OF UNDERTAKING TO CHANGE NAME

I, TOMMY KIN HING TIA, of legal age, Chinese, with address at 1231 Rizal Avenue, Sta. Cruz, Manila, after having been sworn to in accordance with law hereby depose and state:

I am the Chairman of FEDERAL CHEMICALS, INC. which is in the process of amending its corporate name to FEDERAL RESOURCES INVESTMENT GROUP, INC. with the Securities and Exchange Commission.

That I, in behalf of said corporation, hereby undertake to change its corporate name in the event another person, firm or entity has acquired a prior right to the use of the said firm name by virtue of registration with other government agencies or our name is identical or deceptively or confusingly similar to that of any existing corporation or to any other name already protected by law or is patently deceptive, confusing or contrary to existing laws.

That this affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

In witness whereof, I hereby sign this affidavit this EP 0 5 day? of 2007 at _______.

OMMY KIN HING TIA Affiant

day of ______ 2007 affiant SUBSCRIBED AND SWORN to before me this exhibiting to me his Community Tax Certificate No. 06560856 issued on January

08, 2007 at the City of Manila.

Date: 22-8-

U I NOTARY PUBLIC

Doc. No. Page No.

Book No.

Series of 2007.

PTR NO. 8451939 TBP Nr. 578914

DATE ISSUED JAN 2, 2007 ISSUED AT QUEZON CITY

VAL IN MINTIL DEC. 31,2007

TIN NO. 144-519-086 THE

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FILL-UP INSTRUCTIONS - Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes.

FILL-UP ONLY THOSE TEMS FOR WHICH AMENDMENTS OR CHANGES ARE TO BE MADE. Refer to the back of this pege for additional instructions.

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RESTRUCTIONS - Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes. RELATIONSHIP TYPE COMPANY RELATIONSHIP - List all companies related to registrant. (Use additional sheets, if necessary. NUMBER OF CERTIFIED CORRECT; MAN NO - A (HEW) E (UPDATE BUSTENO) (RELIN TYPE) NPANY TYPE (108 DOMESTIC STOCK (10N - DOMESTIC NON-STOCK (10P - DOMESTIC PARTNERSHIP NGIPAL OFFICE ADDRESS) 14.4. TAN E DRECTORS (If stock co.) TRUSTES (If non-stock co.) PARTHERS (If parthwinkly) STOCK(HOLDERS (If stock co.) STOCK (If stock co.) STOCK (If stock co.) TOTAL CONTRIBUTION (Of domestic parthership) 5 Eleven EDERAL CHEMICALS, INC. TERM OF EXISTENCE 50 SEC NUMBER V - DISSOLVED COMPANY (If change in company type) M - DISSOLVED COMPANY (If due to merger) compenies) YEARS Road, OR DOCLETE RELATIONSHIP FEDERAL RESOURCES INVESTMENT GROUP INC. NYMING TIA Grace Village, POSTAL CODE POSTAL CODE END DATE OF COMPANY NAME Metro Manila, Philippines COMPANY DATA MAINTENANCE FORM
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION FOR SEC TO PROVIDE: MAINTENANCE NO.: 1 1 1 1 1 TRANSACTION DATE ! 11/1/1/5 Balintawak, HIGH TANK END NITE TOWNS OF THE PART TOWNS OF TH (DOWNER) 12/31(FOR DOMESTIC COMPANIES ONLY) A - AFFILIATE (Of registrant) S - PARENT COMPANY (If registrant is a subsidiary) Quezon 百万 TEL NO. POSITION: | F-FOCED (MANADO) / / / | Y-VARUBLE Second Monday of June City 3645731 / Chairman CHANGE FROM STOCK TO NON-STOCK ? [] YES INDICATE START (IF KEY) OR END DATE OF RELATIONSHIP (RRN20070824161115636) Filipino: 100% O-OTHERS FAX NO FAX NO START DATE Foreign : 3617467 CHANGE IN PROMAC END DATE N S 482



REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION of the Director

SEC BUILDING, EDSA, GREENHILLS eccived by: , CHOMA CITY OF MANDALUYONG, METRO MANUALE CONTROLLED TO THE CONTROLLED TO TH

COMPANY REGISTRATION AND MONITORING DEPARTMENT

CHIVED BY:

MEMORANDUM

FOR

: CORPORATION FINANCE DEPARTMENT

FROM

: COMPANY REGISTRATION AND MONITORING DEPARTMENT

SUBJECT

: FEDERAL CHEMICALS, INCORPORATED

DATE

: September 07, 2007

Respectfully referred for comments and recommendations is the amended articles of incorporation of the above-named corporation.

Early return of these papers together with the action taken thereon will be appreciated.

Assistant Director

	d Recommendation				
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REPUBLIC OF THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION SEC BUILDING, EDSA, GREENHILLS CITY OF MANDALUYONG, METRO MANILA

COMPANY REGISTRATION AND MONITORING DEPARTMENT

FOR	MARKET REGULATION DEPARTMENT & 9-7	2 07
FROM	: COMPANY REGISTRATION AND MONITORING DEPAR	TMENT
SUBJECT	: FEDERAL CHEMICALS, INCORPORATED	
DATE	: September 07, 2007	30 30 30 3
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	pectfully referred for comments and recommendations is the amendation of the above-named corporation.	ed articl

Early return of these papers together with the action taken thereon will be appreciated.

RDINAND B. SALES Assistant Director

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Republic of the Philippines Department of Finance Securities and Exchange Commission SEC Bldg. EDSA, Greenhills, Mandaluyong City

MARKET REGULATION DEPARTMENT



MEMORANDUM

FOR

: COMPANY REGISTRATION AND MONITORING DEPARTMENT

FROM

: MARKET REGULATION DEPARTMENT

SUBJECT

: FEDERAL CHEMICALS, INCORPORATED

DATE

: 10 SEPTEMBER 2007

Respectfully returned to your Department are the attached applications of the subject corporation for approval of its (1) Amended Articles of Incorporation amending First and Second Article thereof to respectively change its corporate name to Federal Resources Investment Group, Inc. and its primary purpose to that of a holding company, and its (2) Amended By-laws amending Article III, Section 2.2 thereof, with the information that we interpose no objection to the applications in as much as the said corporation is not a holder of a secondary license issued by this Department.

However, considering that the subject corporation's shares of stock are registered for public sale with the Commission, we recommend that your Department refer the same to the Corporation Finance Department (CFD) for comments and/or recommendations. Furthermore, kindly advise the subject corporation that (1) as a PSE-listed company, it must comply with the disclosure and other requirements under the SRC and its IRR as well as the rules of the PSE; and (2) our Department shall likewise inform the PSE of the amendment of the company's Articles of Incorporation.

This comment/recommendation is without prejudice to the prerogative of this Department to act on any matter, such as but not limited to engaging in regulated activities that require prior registration/authority from the Commission, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Date: 22-

VICENTE GRACIANO P. FELIZMENIO, JR.

Officer-in-Charge

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