

Certified true copy of original

By:



Atty. Cristina S. Palma Gil-Fernandez
Corporate Secretary
LBC Express Holdings, Inc.

Republic of the Philippines

Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. AS093 - 005277

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS

WHEREAS, Articles of Incorporation and By-Laws duly signed and acknowledged for organization of the

FEDERAL CHEMICALS, INCORPORATED

and in accordance with the provisions of the Corporation Code of the Philippines, Ambansa Blg. 68, approved on May 1, 1980, were presented for filing in this on June 24, 1993, and a copy of said Articles and hereto attached;

HEREFORE, by virtue of the powers and duties vested in me by law, I do that the said Articles of Incorporation and By-Laws were, after due examination whether they are in accordance with law, duly registered in this the 12th day of July, Anno Domini, and ninety-three.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 12th day of July, in the year of our Lord nineteen hundred and ninety-three.



Sonia M. Ballo
SONIA M. BALLO
Director

Corporate and Legal Department



By:

Atty. Cristina S. Palma Gil-Fernandez

ARTICLES OF INCORPORATION Corporate Secretary
OF LBC Express Holdings, Inc.

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 CHEMICALS, INCORPORATED".

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

PRIMARY PURPOSE

To manufacture, produce, buy, sell and deal in chemicals of every description, organic and inorganic, natural or synthetic, in the form of raw materials, intermediates 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.

SECONDARY PURPOSES

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 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.

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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

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enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner, the general powers of the corporation.

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:

<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
Edwin Keh	Filipino	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 five (5) 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:

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

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Corporate Secretary

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SEVENTH: That the authorized capital stock of said corporation is PESOS FOUR MILLION (P 4,000,000), Philippine Currency, and the said capital stock is divided into Forty Thousand (40,000) shares with a par value of Pesos One Hundred (P 100.00) per share.

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

<u>NAME OF SUBSCRIBER</u>	<u>SHARES SUBSCRIBED</u>	<u>AMOUNT</u>
Edwin Keh	3,300	P 330,000
Benjamin Co	1,700	170,000
Edward Y. Kwa	1,700	170,000
Charles Y. Kwa	1,700	170,000
Wilfred Co	1,600	160,000
	-----	-----
	10,000	P 1,000,000
	=====	=====

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:

<u>NAME OF SUBSCRIBER</u>	<u>AMOUNT PAID</u>
Edwin Keh	P 82,500
Benjamin Co	42,500
Edward Y. Kwa	42,500
Charles Y. Kwa	42,500
Wilfred Co	40,000

	P 250,000
	=====

TENTH: That if any time during the period of the existence of this corporation, a stockholder should desire to sell, transfer or assign any of his/her shares of stock other than to his/her heirs, he/she must first in writing offer them for sale to the corporation, stating the terms of sale, and if the corporation is unable or unwilling to buy them within thirty (30) days from date of receipt of written notice, said stockholder shall then offer the shares for sale to the other stockholders at the price and under the conditions stated in his/her written offer, it being the intention hereof to give the corporation and the other

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stockholders first preference in the purchase of the same. The stockholders shall have thirty (30) days from receipt of written notice of the sale within which to exercise their option to purchase the same.

The stockholder's intention to sell shall be conveyed in writing to the Secretary of the corporation, stating the price and terms of sale, and the secretary shall forthwith transmit such notice to all the other stockholders. The acceptance of the offer to sell may be with respect to any or all of the shares so offered if the selling stockholder so specifies in his/her offer to other stockholders. In the event acceptances are received for a number offered, the shares offered shall be apportioned pro rata among the accepting stockholders in proportion to the shares then held by them.


All subscribers and stockholders shall have pre-emptive rights to all unsubscribed and unissued or new shares of the corporation.


These conditions shall appear or be referred to in the stock certificates. The formalities for the sale of shares hereinabove mentioned may be dispensed with upon the written consent of all the stockholders. Any and all transferees shall take such shares subject to the provisions of this paragraph and any sale or transfer in violation of the above conditions shall be null and void.

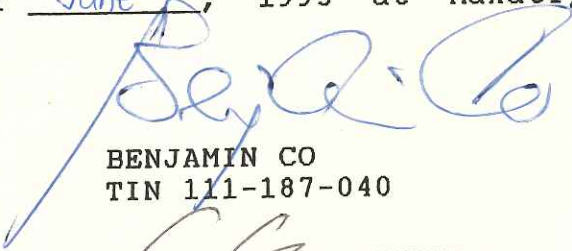
No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the outstanding capital shall be allowed or permitted to be recorded in the stock and transfer book, and this restriction shall be indicated in all stock certificates.

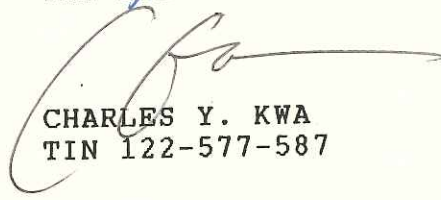
ELEVENTH: That WILFRED CO has been elected by the subscribers as Treasurer of the corporation, to act as such until her successor is duly elected and qualified in accordance with the By-Laws and that as such Treasurer, he has been authorized to receive for the corporation and to receipt in its name for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

IN WITNESS WHEREOF, we have hereunto signed these presents on this 16th day of June, 1993 at Makati, Metro Manila.


EDWIN KEH
TIN 107-381-401


EDWARD Y. KWA
TIN 103-961-105


BENJAMIN CO
TIN 111-187-040


CHARLES Y. KWA
TIN 122-577-587


WILFRED CO
TIN 121-653-467

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Corporate Secretary
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SIGNED IN THE PRESENCE OF:

[Signature] [Signature] CORRECTED BY: [Signature]

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MUNICIPALITY OF MAKATI) SS.

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. NO.	DATE AND PLACE OF ISSUE
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.

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

MA. LOURDES L. GUILLERGAN
Notary Public
Until December 31, 1994
PTR No. 9970559
January 13, 1993, Makati

Doc. No. 426;
Page No. 86;
Book No. I;
Series of 1993.

By:

Atty. Cristina S. Palma Gil-Fernandez
Corporate Secretary
LBC Express Holdings, Inc.

REPUBLIC OF THE PHILIPPINES)
MUNICIPALITY OF MAKATI) SS.

TREASURER'S AFFIDAVIT

I, WILFRED CO, being first duly sworn, depose and say:

That on the 16th day of June, 1993, I was duly elected by the subscribers named in the foregoing Articles of Incorporation of ACL REALTY AND DEVELOPMENT CORPORATION as its Treasurer, to act as such until my successor shall have been duly elected and qualified in accordance with the By-Laws of the corporation, and that as such Treasurer, I have been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock.

That of the total number of authorized capital stock, TEN THOUSAND (10,000) shares of stock worth PESOS ONE MILLION (P 1,000,000), Philippine Currency, representing at least Twenty-Five (25%) percent of the authorized capital stock, have been actually subscribed and at least Twenty-Five percent (25%) amounting to PESOS TWO HUNDRED FIFTY THOUSAND (P 250,000), Philippine Currency, has been paid in cash to me in trust for the benefit of and to the credit of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hands on this 16th day of June, 1993 at Makati, Metro Manila.

Wilfred Co
WILFRED CO
Treasurer

SUBSCRIBED AND SWORN to before me this 16th day of June, 1993, affiant having exhibited to me his Community Tax Certificate No. 8721719 issued on February 5, 1993 at Manila.

MA. LOURDES M. GUILLERGAN
Notary Public
Until December 31, 1994
P.T.C. No. 9970559
January 16, 1993, Makati

Doc. No. 427;
Page No. 86;
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Series of 1993.

By:

Atty. Cristina S. Palma Gil-Fernandez
Corporate Secretary
ALBC Express Holdings, Inc.

BY-LAWS OF

FEDERAL CHEMICALS, INCORPORATED

The Commissioner
Securities and Exchange Commission
SEC Building, EDSA, Mandaluyong
Metro Manila

Dear Sir: name of the corporation shall be "FEDERAL CHEMICALS, INCORPORATED".

In connection with the registration of Articles of Incorporation of FEDERAL CHEMICALS, INCORPORATED, the undersigned representative of the organizers thereof, hereby manifest our willingness to change its corporate name in the event that another person, firm or entity has acquired prior rights to the use of the said name or one deceptively or confusingly similar to it.

1. Qualification and Elections - The general management of the corporation shall be vested in a Board of Five (5) Directors who shall be stockholders who shall be elected annually by the stockholders entitled to vote and to serve until the expiration of their term of office and their successors. Very truly yours,
FEDERAL CHEMICALS, INCORPORATED
By: W. H. F. Co.
WILFRED CO
Treasurer

2. Quorum - The directors shall act only as a Board, and the individual director shall have no power as such. A majority of directors shall be necessary at all meetings to constitute a quorum for the transaction of any business and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act.

3. Meeting - The Board of Directors shall hold a meeting for organization, immediately after their election, of which no notice shall be required. Thereafter, the Board of Directors shall hold