



REPUBLIC OF THE PHILIPPINES  
**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:**

This is to certify that the amended articles of incorporation of the

**LBC EXPRESS HOLDINGS, INC.**

**(Formerly: Federal Resources Investment Group Inc.)**

**(Amending Articles I, II, III, VI and VII thereof)**

copy annexed, adopted on July 29, 2015 by majority vote of the Board of Directors and on September 04, 2015 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 Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 12<sup>th</sup> day of October, Twenty Fifteen.



**FERDINAND B. SALES**

Director

Company Registration and Monitoring Department



**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**LBC EXPRESS HOLDINGS, INC.**  
**(FORMERLY: FEDERAL RESOURCES INVESTMENT GROUP INC.)**

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 "**LBC EXPRESS HOLDINGS, INC.**" *(As approved by the Board of Directors on 29 July 2015 and by the stockholders on 4 September 2015)*

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 therefore 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; to carry on and manage the general business of any company. (As amended on July 6, 2007)

**SECONDARY PURPOSES**

To reorganize, establish, maintain and operate, under the laws of the Republic of the Philippines or any other state, territory, nation, colony, province or government, one or more corporations, subsidiaries, affiliates, associations, firms, or entities, branches, representative or liaison offices, agencies or outlets for the purpose of accomplishing any or all of the objects for which the Corporation is organized.

To assume or undertake or guarantee or secure, whether as solidary obligor, surety or guarantor or in any other capacity and either on its general credit or on the mortgage or pledge of any of its property, the whole or any part of the liabilities and obligations of any of its stockholders, subsidiaries or affiliates or any person, firm, association or corporation, whether domestic or foreign and whether a going concern or not, engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for the purposes of the Corporation.

To guarantee, for and in behalf of the Corporation obligations of other corporations or entities in which it has lawful interest.

To carry out all or any part of its purposes as principal, agent, factor, licensee, lessee, concessionaire, contractor or otherwise, either alone or in joint venture or association or conjunction with any other person, firm, association, corporation, entity, whether government or private.

To place any or all excess or idle funds or assets of the Corporation in short-term marketable securities and investments.

To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout 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 of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation.

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.

To establish and operate one or more branch offices or agencies and to carry on any or 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.

To conduct and transact any and all lawful ~~activities~~ and to do or cause to be done any one or 3 more 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 or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation. (As approved by the Board of Directors on 29 July 2015 and by the stockholders on 4 September 2015)

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 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 and 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 and 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 his 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 shall not be held to limit or restrict in any manner, the general powers of the corporation.

THIRD: That the principal office address of the Corporation shall be at LBC Hangar, General Aviation Centre, Domestic Airport Road, Pasay City, Metro Manila, Philippines. (As approved by the Board of Directors on 29 July 2015 and by the stockholders on 4 September 2015)

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 nine (9) 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 approved by the Board of Directors on 29 July 2015 and by the stockholders on 4 September 2015)*

<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

SEVENTH: That the authorized capital stock of said corporation is TWO BILLION PESOS (P2,000,000,000.00) divided into TWO BILLION (2,000,000,000) shares with par value of ONE PESO (Php1.00) per share. *(As approved by the Board of Directors on 29 July 2015 and by the stockholders on 4 September 2015)*

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:

<u>Name of Subscriber</u>	<u>Shares Subscribed</u>	<u>Amount</u>
Edwin Keh	3,300	₱ 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
	<u>10,000</u> =====	<u>₱ 1,000,000</u> =====

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

<u>Name of Subscriber</u>	<u>Amount Paid</u>
Edwin Keh	₱ 82,500
Benjamin Co	42,500
Edward Y. Kwa	42,500
Charles Y. Kwa	42,500
Wilfred Co	40,000
	<u>₱ 250,000</u> =====

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.

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

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

(original signed)  
BENJAMIN CO  
TIN: 111-187-040

(original signed)  
EDWARD Y. KWA  
TIN: 103-961-105

(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:

<u>Name</u>	<u>Comm. Tax Cert. Nos.</u>	<u>Issued On/At</u>
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.

REPUBLIC OF THE PHILIPPINES )  
MAKATI CITY, METRO MANILA )S.S.

### SECRETARY'S CERTIFICATE

I, **MAHLEENE G. GO**, of legal age, Filipino and with office address at Penthouse, Liberty Center, 104 H.V. Dela Costa Street, Salcedo Village, 1227 Makati City, after having been duly sworn in accordance with law, certify that:

1. I am the duly elected and incumbent Assistant Corporate Secretary of **FEDERAL RESOURCES INVESTMENT GROUP INC.**, a corporation in the process of changing its corporate name to **LBC EXPRESS HOLDINGS, INC.** (the "**Corporation**"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with offices at No. 35 San Antonio St., San Francisco Del Monte, Quezon City.

2. To the best of my knowledge, no action or proceeding has been filed or is pending, before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected or appointed directors or officers or vice versa.

**IN WITNESS WHEREOF**, I have issued this document on the date and at the place indicated below.

**MAHLEENE G. GO**  
Asst. Corporate Secretary

SEP 21 2015

SUBSCRIBED AND SWORN TO before me this \_\_\_\_ September 2015 at Makati City by the affiant who is known to me personally, and who was further identified by me through her competent evidence of identity Passport No. EC19410000 expiring on 19 August 2019, to be the same person who, before me, personally appeared, presented and signed this document, and took an oath or affirmation as to such document.

Doc. No. 113 ;  
Page No. 24 ;  
Book No. 11 ;  
Series of 2015.

**MOISES RONETTE C. COLOBONG**  
Appointment No. M-236  
Notary Public for Makati City  
Until December 31, 2016  
Penthouse, Liberty Center  
104 H.V. dela Costa Street, Makati City  
Roll of Attorneys No. 63038  
PTR No. 4754664/ Makati City/ 01-06-2015  
IBP No. 979428/ Quezon City/ 01-05-2015



REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY, METRO MANILA )

**AFFIDAVIT OF UNDERTAKING TO CHANGE NAME**

I, **MAHLEENE G. GO**, of legal age, Filipino and with office at the Penthouse, Liberty Center, 104 H.V. dela Costa St., Salcedo Village, Makati City, after having been duly sworn in accordance with law, certify that:

1. I am the incumbent Assistant Corporate Secretary of **FEDERAL RESOURCES INVESTMENT GROUP INC.** (the "**Corporation**"), which is in the process of amending its Articles of Incorporation with the Securities and Exchange Commission for the purpose of changing its corporate name from "**FEDERAL RESOURCES INVESTMENT GROUP INC.**" to "**LBC EXPRESS HOLDINGS, INC.**".

2. I, on behalf of the aforesaid 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.

3. 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 on OCT 12 2015  
in Makati City, Philippines.

  
**MAHLEENE G. GO**  
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this OCT 12 2015, affiant exhibiting to me her Passport No. EC1941000 issued on 20 August 2014 by the DFA NCR East.

Doc. No. 153  
Page No. 32  
Book No. 11  
Series of 2015.

  
**MA. CHRISTINE FEL P. DE VERA**  
Appointment No. M-521  
Notary Public for Makati City  
Until December 31, 2015  
Penthouse, Liberty Center  
104 H.V. dela Costa Street, Makati City  
Roll of Attorneys No. 62659  
PTR No. 4754659 / Makati City / 01-06-2015  
IBP No. 479423 / Laguna / 01-05-2015

**LBC EXPRESS HOLDINGS, INC.**  
**(formerly FEDERAL RESOURCES INVESTMENT GROUP INC.)**



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Incorporated under the laws of the Republic of the Philippines  
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**DIRECTORS' CERTIFICATE OF  
AMENDED ARTICLES OF INCORPORATION**

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*Acting*

We, the undersigned, being the Chairman, the Secretary of the meeting and at least a majority of the members of the Board of Directors of LBC EXPRESS HOLDINGS, INC. formerly FEDERAL RESOURCES INVESTMENT GROUP INC. (the "Corporation") do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to the following articles, is true and correct and was approved by at least a majority of the members of the Board of Directors in a meeting held on 29 July 2015 at the principal office of the Corporation and by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in a meeting held on 4 September 2015 at the Crowne Plaza Manila Galleria, Ortigas corner Asian Development Bank Avenues, Quezon City, 1100 Metro Manila:

I. First Article

FIRST: That the name of the said corporation shall be "LBC EXPRESS HOLDINGS, INC." (As approved by the Board of Directors on 29 July 2015 and by the stockholders on 4 September 2015)

II. Second Article

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

xxx

**SECONDARY PURPOSES**

To reorganize, establish, maintain and operate, under the laws of the Republic of the Philippines or any other state, territory, nation, colony, province or government, one or more corporations, subsidiaries, affiliates, associations, firms, or entities, branches, representative or liaison offices, agencies or outlets for the purpose of accomplishing any or all of the objects for which the Corporation is organized.

To assume or undertake or guarantee or secure, whether as solidary obligor, surety or guarantor or in any other capacity and either on its general credit or on the mortgage or pledge of any of its property, the whole or any part of the liabilities and obligations of any of its stockholders, subsidiaries or affiliates or any person, firm, association or corporation, whether domestic or foreign and whether a going concern or not, engaging in or previously engaged in a business

which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for the purposes of the Corporation.

To guarantee, for and in behalf of the Corporation obligations of other corporations or entities in which it has lawful interest.

To carry out all or any part of its purposes as principal, agent, factor, licensee, lessee, concessionaire, contractor or otherwise, either alone or in joint venture or association or conjunction with any other person, firm, association, corporation, entity, whether government or private.

To place any or all excess or idle funds or assets of the Corporation in short-term marketable securities and investments.

To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout 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 of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation.

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.

To establish and operate one or more branch offices or agencies and to carry on any or 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.

To conduct and transact any and all lawful ~~activities~~, and to do or cause to be done any one or 3 more 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 or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation. (As approved by the Board of Directors on 29 July 2015 and by the stockholders on 4 September 2015)

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 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 and 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 and other evidences of indebtedness or obligations of any nature in any manner, for money so borrowed or 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 his 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 shall not be held to limit or restrict in any manner, the general powers of the corporation.

### III. Third Article

THIRD: That the principal office address of the Corporation shall be at LBC Hangar, General Aviation Centre, Domestic Airport Road, Pasay City, Metro

Manila, Philippines. (As approved by the Board of Directors on 29 July 2015 and by the stockholders on 4 September 2015)

IV. Sixth Article

SIXTH: That the number of directors of the corporation shall be nine (9) 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 approved by the Board of Directors on 29 July 2015 and by the stockholders on 4 September 2015)

xxx

V. Seventh Article

SEVENTH: That the authorized capital stock of said corporation is TWO BILLION PESOS (P2,000,000,000.00) divided into TWO BILLION (2,000,000,000) shares with par value of ONE PESO (P1.00) per share. (As approved by the Board of Directors on 29 July 2015 and by the stockholders on 4 September 2015)

xxx

(Signature page follows)

IN WITNESS WHEREOF, we have signed this Certificate this 18<sup>th</sup>  
day of SEPTEMBER 2015 in Makati City, Metro Manila, Philippines.

  
**SANTIAGO G. ARANETA**  
Chairman  
TIN: 175-886-701


  
**FERNANDO G. ARANETA**  
Director  
TIN: 199-526-928

  
**MIGUEL ANGEL A. CAMAHORT**  
President  
TIN: 101-292-392


  
**MANUEL S. DELFIN, JR.**  
Director  
TIN: 111-223-389

**MARK WERNER J. ROSAL**  
Director  
TIN: 221-697-168

**SOLITA V. DELANTAR**  
Independent Director  
TIN: 104-418-080

  
**LUIS N. YU, JR.**  
Independent Director  
TIN: 150-003-678

**CRISTINA PALMA GIL-FERNANDEZ**  
Corporate Secretary  
TIN: 184-160-403

  
*Acting* **MAHLEENE G. GO**  
Secretary of the Meeting  
TIN: 243-463-659



SUBSCRIBED AND SWORN to before me this 18<sup>th</sup> September 2015, affiants exhibiting to me the following as proof of competent evidence of their identity:

Name	ID No.	Date and Place of Issue
SANTIAGO G. ARANETA	Passport No. EB9440263	24 Oct. 2013 / DFA, Manila
FERNANDO G. ARANETA	Passport No. EC2513803	23 Oct. 2014 / DFA, Manila
MIGUEL ANGEL A. CAMAHORT	Passport No. EB9973871	11 Jan. 2014 / DFA, Manila
MANUEL S. DELFIN	PRC ID No. 0064521	03 Feb. 1988 / PRC, Manila
MAHLEENE G. GO	Passport No. EC 1941000	20 Aug. 2014 / DFA NCR East


Doc. No. 185  
Book No. 92  
Page No. IV  
Series of 2015.

**JAN DAVID L. GARCIA**  
Appointment No. M-519  
Notary Public for Makati City  
Until December 31, 2015  
Penthouse, Liberty Center  
104 H. delia Costa Street, Makati City  
Roll of Attorneys No. 62535  
PTR No. 4754655 / Makati City / 01-06-2015  
IBF No. 979420 / PPLM / 01-05-2015

SUBSCRIBED AND SWORN to before me this 14<sup>th</sup> September 2015, affiant exhibiting to me proof of competent evidence of his identity:

Name	ID No.	Date and Place of Issue
LUIS N. YU, JR.	Passport No. EB6429803	27 Sept. 2012 / DFA NCR East

Doc. No. 134;  
Book No. 28;  
Page No. 16;  
Series of 2015.

  
JAN DAVID I. GARCIA  
Appointment No. M-519  
Notary Public for Makati City  
Until December 31, 2015  
Penthouse, Liberty Center  
104 H.V. dela Costa Street, Makati City  
Roll of Attorneys No. 62555  
PTR No. 4754655 / Makati City / 01-06-2015  
IBP No. 979420 / PPLM / 01-05-2015

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY, METRO MANILA ) S.S.

### CERTIFICATION

I, **OSCAR A. TORRES**, of legal age, Filipino, with address at Unit 3406 Arya Condominium, McKinley Parkway, Bonifacio Global City, Taguig City, after being sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and incumbent Treasurer of **LBC EXPRESS HOLDINGS, INC.** (formerly **FEDERAL RESOURCES INVESTMENT GROUP INC.**) (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, which Corporation is in the process of amending its articles of incorporation and by-laws to among others, change its name from Federal Resources Investment Group Inc. to LBC Express Holdings, Inc. and its principal office to LBC Hangar, General Aviation Centre, Domestic Airport Road, Pasay City, Metro Manila, Philippines.

2. In connection with the application of the Corporation for the increase in its authorized capital stock from One Hundred Million Pesos (Php100,000,000.00) divided into One Hundred Million (100,000,000) shares with par value of One Peso (Php1.00) per share to Two Billion Pesos (Php2,000,000,000.00) divided into Two Billion (2,000,000,000) shares with par value of One Peso (Php1.00) per share, I hereby declare under oath the following:

- 2.1 That all information and representations contained in the submitted application for increase in authorized capital stock and its supporting documents are true and correct;
- 2.2 That the verification procedures required by the Securities and Exchange Commission (the "Commission") were conducted by an independent auditor who issued a report thereon in accordance with auditing standards in force;
- 2.3 That the items/accounts subject of the application are authorized, valid and legal; and
- 2.4 That the shares of stock to be issued are not watered.

3. The management of the Corporation hereby authorizes the Commission to examine any time, even after the approval of the application for increase in authorized capital stock, the Corporation's books of accounts and records to determine the validity and accuracy of the transaction.



IN WITNESS WHEREOF, I have hereunto set my hand this SEP 22 2015 in  
Makati City, Metro Manila.




**OSCAR TORRES**

Treasurer

TIN: 112-072-570

SUBSCRIBED AND SWORN to before me this \_\_\_\_<sup>th</sup> day of SEP 22 2015 2015 in  
Makati City, affiant exhibited to me Passport No. EC3010752 expiring on  
16 Dec. 2019 at PPR Manila.

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Page No. 29 ;  
Book No. IV ;  
Series of 2015.

  
**VAL CHRISTIAN T. SULTAN**  
Appointment No. M-520  
Notary Public for Makati City  
Until December 31, 2015  
Penthouse, Liberty Center  
104 H.V. dela Costa Street, Makati City  
Roll of Attorneys No. 63638  
PTR No. 4754667 / Makati City / 01-06-2015  
IBP No. 979433 / Makati City / 01-05-2015