

REPUBLIC OF THE PHILIPPINES

SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. CS200319138

CERTIFICATE OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

ALLIANCE TUNA INTERNATIONAL, INC.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980 and the Foreign Investments Act of 1991 (Republic Act No. 7042, as amended), approved on June 13, 1991, and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but 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 Three.

BENITO A. CATARAN

Derector

Company Registration and Monitoring Department

p BA/ghlo **COVER SHEET**

Ms Subido 8-27-07

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S. E. C. FORM NO. F-100 For New Corporations with more than 40% Foreign Equity

APPLICATION TO DO BUSINESS UNDER THE FOREIGN INVESTMENTS ACT OF 1991 (RA 7042)

ALLIANCE TUNA INTERNATIONAL, INC. (Name of Corporation)

(Matthe Of Corporation)
nereby applies for authority to do business under the Foreign investments Act of 1991, as amended by R.A. No. 8179 and submits the following statements and accompanying documents:
1. That the applicant is a new corporation with 85 % foreign equity and intends to operate a
() domestic market enterprise **
2. That the primary purpose of said corporation is to engage in the business of manufacturing goods such as CANNED TUNA other PROCESSED SEAFOODS and to trade the same on wholesal
basis.
(Please use additional sheet if necessary)
3. That the principal office of the corporation is in
1205 East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasic City (specific address)
Pasig City (specific address)
4. That the authorized capital stock, outstanding and paid-up capital of the applicant are as follows:
AUTHORIZED OUTSTANDING PAID-UP P 1,600,000.00 P 400,000.00 P 100,000.00
5. That the alien subscriber(s) of the applicant who are stockholders/partners of an existing corporation/partnership in the Philippines which is engaged in the same line of business as that of the applicant are as follows:
NAME NAME OF CORPORATION/ PERCENTAGE OF NO. OF PARTNERSHIP SHAREHOLDINGS DIRECTORS

(Please use additional sheet if necessary) * domestic market enterprise - an enterprise which produces goods for sale, or renders services or otherwise engages in any business in the Philippines.

^{**} export enterprise - an enterprise wherein a manufacturer, processor or service (including tourism) enterprise exports sixty percent (60%) or more of its output, or wherein a trader purchases products domestically or exports sixty percent (60%) or more of such purchases.

6. That as an export enterprise, the applicant undertakes to export at least 60% of its total output as indicated hereunder and commits to submit report of such export to the Board of Investments as required by the Implementing Rules of RA 7042 as amended.

TOTAL DOMESTIC EXPORT EXPORT YEAR PRODUCTS SALES SALES PROJECTED SALES % VOLUME/VALUE* P2,168,156,781 P2,168,156,781 100% P0.00 p3 086,852,859 2005 Canned Tuna P3,086,852,850 P0.00P3,493,142,362 100% 2006 Canned Tuna P3,493,142,362 P0.00*Please use value in case of products of different kinds and characteristics as well as to those of the same kind but with various categories using different unit of measurement, volume in case of products of the same kind or category using a common unit of measurement.

7. That we manifest our willingness to change our corporate name in the event another person, firm or entity has acquired a prior right to the use thereof or such name is deceptively or confusingly similar to one which has prior right.

IN WITNESS WHEREOF, I, applicant, hereby signed this a policin 19 in 19	the authorized representative of the upplication this 2 & AUG 2000 day of
	MA. ERLINDA R. CALAÑGI
	(Authorized Representative)
•	Corporate Secretary
SUBSCRIBED AND SWORN TO	Position 2 % AUG 2006 before me, this day of
affiant exhibiting to me his/her Commabini, Batangas on March 24	11. 1001 Ocit. 110. 1 <u>72 7/1/27</u> 100000 00
Doc. No	ATTY HECTOR B) CENTENO NOTARY PUBLIC DATA ESUEDJAN, 8, 2008 ISSVEDAT BUSZON CONT.

NOTE: Only applications with complete supporting documents including proper indorsements from appropriate government agencies shall be accepted.

List of Requirements

- 1. Application form (5 copies)
- 2. Articles of Incorporation/Partnership (5 copies)
- 3. Name Verification Slip
- 4. Bank Certificate of Deposit
- ACR/ICR, SIRV (Special Investors Resident Visa), Visa 13 of the alien subscriber
- Proof of inward remittance such as bank certificate of inward remittance or credit advices
- 7. Registration Data Sheet
- 8. Treasurers Affidavit



ARTICLES OF INCORPORATION OF AUG 28 AM 11 48

ALLIANCE TUNA INTERNATIONAL, INC.

(Name of 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:

ALLIANCE TUNA INTERNATIONAL, INC.

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

to engage in the business of manufacturing goods such as

<u>CANNED TUNA & other</u> and to trade the same on wholesale basis.

PROCESSED SEAFOODS

B. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

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

Suite 1205 East Tower, Philippine Stock Exchange Centre No./StreetExchange Road, Ortigas Center (If Applicable)

City/Town Pasig City Province 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.

(Delete "Retail" if with Foreign Equity)
(If Foreign Equity is more than 40% of the Outstanding Capital Stock, file with Regular Lane)

(NOTE: Express Lane will receive only forms with typewritten entries. For Express Lane purposes, incorporators directors should be limited to five (5). Otherwise, file with the Regular Lane.)

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BY
SEC COOPERATIVE CREDIT UNION, INC.

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FIFTH: That the names, nationalities, and residences of the incorporators are as follows:

Name	Nationality	Residence (Complete Address)
Alvin Y. Dee	Filipino	1205 East Tower PSEC, Ortigas Center, Pasig City
Jonathan Y. Dee	Filipino	1205 East Tower PSEC, Ortigas Center, Pasig City
Joanna Dee-Laurel	Filipino	1205 East Tower PSEC, Ortigas Center, Pasig City
Teresita S. Ladanga	Filipino	1205 East Tower PSEC, Ortigas Center, Pasig City
Arak Ratboriharn	Thai	3300/12 Elephant Tower, Tower A 14/F, Phaholyothin Road, Chatujak, Bangkok, Thailand

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 MILLION SIX HUNDRED THOUSAND PESOS (P 1,600,000.00) in lawful money of the Philippines, divided into one million six hundred thousand (1,600,000) shares with the par value of one (P 1.00) peso per share.

EIGHT: 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
Alvin Y. Dee	Filipîno	20,000	P 20,000.00	P 20,000.00
Jonathan Y. Dee	Filipino	20,000	20,000.00	20,000.00
Joanna Dee-Laurel	Filipino	19,999	19,999.00	19,999.00
Teresita S. Ladanga	Filipino	1	1.00	1.00
Arak Ratboriharn	Thai	340,000	340,000.00	40,000.00
	8570			
Total		400,000	P 400,000.00	P 100,000.00\

(Reminder: At least 25% of the Authorized Capital Stock should be subscribed and at least 25% of the subscribed should be paid)

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.

NINTH: That JOANNA DEE-LAUREL 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 / 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.
TENTH: 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 hands this&\$ \(\frac{\psi}{\psi} \) day of $\frac{Ang}{20} \) at$
ALVIN Y. DEE JONATHAN Y. DEE
Janna Curamul Jul XXX JOANNA DEE-LAUREL TERESITA S. LADANGA
Cul Put

ARAK RATBORIHARN

WITNESSES:

Danner S.

(All incorporators appearing on the fifth article and the two witnessess should affix their signatures on the blanks provided in this page above their respective names.)

ACKNOWLEDGEMENT

Republic of the Philippines)	S.			
Pasig City		-		
BEFORE ME, a No.	otary Public in and for, 20 03 personally ap	<i>p481 q</i> ppeared :	Philippines, this	3
Name C	Community Tax Certificate	No. Da	te & Place Issued	
ALVIN Y. DEE	02191479	01.06	.03/Mandaluyo	ig City
JONATHAN Y. DEE	02191480	01.06	.03/Mandaluyo	eg City
JOANNA DEE-LAUREL	02191481	01.06	.03/Mandalüyo	g City
TERESITA S. LADANGA	23421483	03.26	.03/Marikina (City
ARAK RATBORIHARN	Passport# E545253	12.02	.02/Bangkok,	Thailard

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. 135;
Page No. 28;
Book No. J.:
Series of 2023

NOTARY PUBLIC

Until December 31, 20_

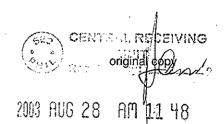
MARIA ROSARIO 2. URL ROSARIO Notary Public Until December 31, 2004 PTR No. 1589324: Posig City; 4-09-03 IBP No. 584900; Rizal Chapter; 3-12-03

TREASURER'S AFFIDAVIT

REPUBLIC OF THE PHILIPPINES)	·
CITY/MUNICIPALITY OF PASIG) S.S.	`
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T TO A SISTA IN DEED IT A TENEDA		
I, JOANNA DEE-LAUREL That I have been elected by the subscribe		- · · · · · · · · · · · · · · · · · · ·
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at least 25% of the subscription has been paid, ar	· -	
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This is also to authorize the Secur	ities and Excl	nange Commission and
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International Exchange Bank		Tektite Centre
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the issuance of the Certificate of Incorporation transferred to another bank prior to or after incorporation	· - .	
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In case the said paid-up capital is not dep	•	_
of the articles of incorporation, I, in behalf of the		·
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	A. O.	DANNA DEE-LAUREL
		Treasurer
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MARIA ROSARIO Z. NEL ROSARIO Notary Public Until December 31, 2004 PTR No. 1589324; Pasig City; 4-09-03 IBP No. 584900; Rizal Chapter; 3-12-03



BY - LAWS

OF

ALLIANCE TUNA INTERNATIONAL, INC.
(Name of Corporation)

ARTICLE I

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions - Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificate - The stockholder shall be entitled to one or more certificates for fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates - In case any stock certificate is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

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BY

SEC COOPERATIVE CREDIT UNION, IN



ARTICLE II

MEETINGS OF STOCKHOLDERS

- Section 1. Annual / Regular Meetings The annual / regular meetings of stockholders shall be held at the principal office on any date in March of each year, if a legal holiday, then on the day following.
- Section 2. Special Meeting The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock, (b) President.
- Section 3. Place of Meeting Stockholders meetings, whether regular of special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.
- Section 4. Notice of Meeting Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

- Section 5. Quorum Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.
- Section 6. Conduct of Meeting Meeting of the stockholders shall be presided over by the President, or in his absence, by a chairman to be chosen by the stockholders. The Secretary, shall act as Secretary of every meetings, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.
- Section 7. Manner of Voting At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting.

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Section 8. Closing of Transfer Books or Fixing of Record Date - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting.

ARTICLE III

BOARD OF DIRECTORS

- Section 1. Powers of the Board Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:
 - a.) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
 - b.) To purchase, receive, take or otherwise acquire for and in the name of the corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
 - c.) To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;
 - d.) To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the corporation;
 - e.) To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation;
 - f.) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officer are either plaintiffs or defendants in connection with the business of the corporation;

- g.) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit;
- h.) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code.
- Section 2. Election and Term The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.
- Section 3. Vacancies Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.

- Section 4. Meetings Regular meetings of the Board of Directors shall be held once a month on such dates and at places as the Chairman of the Board, or upon the request of a majority of the Directors.
- Section 5. Notice Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telegram, or by written message. A director may waive this requirement, either expressly or impliedly.
- Section 6. Quorum A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.
- Section 7. Conduct of the Meetings Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

Section 8. Compensation - By- resolution of the Board, each director, shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

ARTICLE IV

OFFICER

Section 1. Election / Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the President, the Vice-President, the Treasurer, and the Secretary at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more compatible positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. President - The President shall be the Chief Executive Officer of the corporation and shall exercise the following functions:

- a.) To preside at the meetings of the stockholders;
- b.) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- c.) To supervise and manage the business affairs of the corporation upon the direction of the Board of Directors;
- d.) To implement the administrative and operational policies of the corporation under his supervision and control;
- e.) To appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;
- f.) To oversee the preparation of the budgets and the statements of accounts of the corporation;
- g.) To represent the corporation at all functions and proceedings;

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- h.) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors.
- i.) To make reports to the Board of Directors and stockholders;
- j.) To sign certificates of stock;
- k.) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.
- Section 4. The Vice-President He shall, if qualified, act as President in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.
- Section 5. The Secretary The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:
 - a.) To record the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;
 - b.) To keep record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;
 - c.) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
 - d.) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;
 - e.) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations.
 - f.) To act as inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election.
 - g.) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

Section 6. The Treasurer - The Treasurer of the corporation shall have the following duties:

- a.) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b.) To have custody of, and be responsible for, all the funds, securities and bonds of the corporation;
- c.) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control:
- d.) To render an annual statements showing the financial condition of the corporation and such other financial reports as the Board of Directors, or the President may, from time to time require;
- e.) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;
- f.) To exercise such powers and perform such duties and functions as may be assigned to him by the President.
- Section 7. Term of Office The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified.
- Section 8. Vacancies If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.
- **Section 9.** Compensation The officers shall receive such renumeration as the Board of Directors may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE V

OFFICES

Section 1. The principal office of the corporation shall be located at the place stated in Article III of the Articles of Incorporation. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate.

ARTICLE VI

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditor - At the regular stockholders' meeting, the external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the corporation.

Section 2. Fiscal Year - The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Dividends - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

ARTICLE VII

AMENDMENTS

Section 1. These by-laws may be amended or repealed or new by-laws adopted by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

ARTICLE VIII

SEAL

Section 1. Form and Inscriptions - The corporate seal shall be determined by the Board of Directors.

ARTICLEIX

ADOPTION CLAUSE

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SEC-iRegister

SEC-iRegister is our first step in advancing the use of online technologies in the delivery of quicker, more efficient, and better service to the public.

We hope that in the process, we are fostering the competitiveness of the Philippines and promoting its viability as a base for globally competitive business operations.

receive payment | list payments made | logout

RESERVATION PAYMENT CONFIRMATION:

This certifies that the name ALLIANCE TUNA INTERNATIONAL INC. has been reserved from August 11, 2003 to September 10, 2003.

Reference Reservation Number: RRN20030811112302686

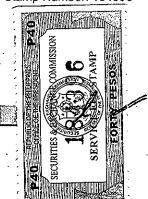
Payment Transaction No : ABC000110861 Amount Paid : 40.0 PHP

NOTE: The fact that the name is available at the date verified 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 is effected. 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.

Stamp Number: 184396



Republic of the Philippines SECURITIES AND EXCHANGE COMMISSION SEC Bldg., EDSA, Greenhills, City of Mandaluyong

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VERIFICATION / RESER	
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Please check appropriate box.	
[] Verification only - new transaction	Re-issuance of certificate
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6 Nature of Business (See back for major industry classification)	7 Principal Office Address:
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Suite 1205 East Tower, PSE Contre, Exchange Road Ortigas Center,	9 Subsidianes/Parent Co./Affiliates (if any):
Suite 1205 East Tower PSE Contre, Exchange Road Ortigas Center, Pasta City	9 Subsidianes/Parent Co./Affiliates (if any):
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- 4 Give tilled up form to open Name Verification counter when service number is displayed.
- 5. Put stamps on certificate as instructed by Venifier. Leave counter.
- 6. Requests which have legal issues shall be directed in the Corporate Legal Department for final deposition.
- 7 Submit Verification Certificate together with registration documents



Tektite Center

25 August 2003

The Securities and Exchange Commission EDSA, Mandaluyong City, Metro Manila

To whom it may concern:

This is to certify that there is a deposit with this bank the sum of <u>PESOS</u>: <u>ONE HUNDRED THOUSAND PESOS AND 00/100 ONLY</u> (***Php 100,000.00***) under Peso Savings Account No. 006-10-0-09841-5 in the name of JOANNA DEE LAUREL TITF; ALLIANCE TUNA INTERNATIONAL, INC. which is in the process of incorporation.

This further certifies that the said deposit is clear and free from lien, restriction, condition or holdout and may be withdrawn in behalf of said company upon presentation of proof of incorporation.

SHIRLEY M. PLATITAS
Service Head - Manager

REPUBLIC OF THE PHILIPPINES

PASIG S.S.

SUBSCRIBED AND SWORN to before me this 25 th Ang. 63 affiant exhibited to me her Community Tax Certificate No. 23668842, issued at Antipolo City on March 27, 2003.

Doc. No. <u>/3¢</u>; Page No. <u>29</u>; Book No. <u>7</u> Series No. 200**B**.



NOTARY PUBLIC Until December 30,

MARIA ROSAKIO Z. DEL ROSARIO Notary Public Dutil December 31, 2004 PTR No. 1589324; Pasig City; 4-09-03 1BP No. 584900; Rizal Chapter; 3-12-03

1205 East 1205 East Tower, DATE REVIEWED: PROCESSING ATTORNEY: RELN CERTIFIED CORRECT: TYPE (RELN TYPE) RELATIONSHIP TYPE COMPANY RELATIONSHIP - List all companies related to registrant. of this page for the classification) INDUSTRY CODE BUSINESS INFORMATION AREA CODE BUSINESS OFFICE ADDRESS AREA CODE PRINCIPAL OFFICE ADDRESS GENERAL INFORMATION FILL UP INSTRUCTIONS -TYPE OF NON-STOCK CORPORATION (Refer to the back COMPANY NAME SEC NUMBER /_ RDS 96 - 1 PARTNERSHIP TYPE /D /1 /5/ [X] DS-DOMESTIC STOCK L.LIMITED G-GENERAL Tower, TERMS OF EXISTENCE ALLIANCE TUNA INTERNATIONAL, INC. Type or print legibly. Light-shaded boxes and codes are to be filled up by the SEC, including the SEC number. Check the appropriate boxes Refer to the back of this form for additional instructions. SEC NUMBER TYPE OF ENTERPRISE V - DISSOLVED COMPANY (If change in company type) C - DISSOLVED COMPANY (If due to consolidation) 50 YEARS Philippine Stock Exchange Centre, Philippine Stock Exchange Centre, MΑ ERL JNDA JDN - DOMESTIC NON-STOCK ... POSTAL CODE 1/6 / 0 / 0 / POSTAL CODE / O / O / (MM/DD) (Signature over printed name) FISCAL YEAR END TOTAL CONTRIBUTION (Of domestic non-stock companies) COMPANY TYPE DATE REVIEWED: DATA CONTROL CLERK: REGISTRATION DATA SHEET
GENERAL/BUSINESS/COMPANY RELATIONSHIP INFORMATION 12/31COMPANY D - FIA - DOMESTIC N - NO SPECIAL REGISTRATION E - FIA EXPORT CALAÑGI (FOR DOMESTIC COMPANIES ONLY) (Use additional sheets, if necessary) TELNO. (2) TELNO. (2) 635-5241 to 44 [X]F-FIXED (MM/DD) /06/15/ S - PARENT COMPANY (If registrant is a subsidiary) O - OTHERS, A - AFFILATE (Of the registrant) 635-5241 to DP - DOMESTIC PARTNERSHIP Exchange Rd. Exchange Rd. R - FIA REPRESENTATIVE OFF S - SUBIC REGISTERED H-FIA-HOLDING ANNUAL MEETING (For domestic companies only) POSITION: CORPORATE 44 % OF FOREIGN MEMBERSHIP (Of domestic non-stock companies) DATE ENCODED: DATA ENCODED BY : Ortigas Center, Ortigas Center, Mug. 25, 2003 EJBAIRAV-V [DATE REGISTERED FAX NO. (2) 635-5238 FAX NO. F -FINANCIAL INSTITUTION
Z-EPZA-REGISTERED
B - BOI - REGISTERED SECRETARY (2) 635-5238 Pasig City Pasig City

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REGISTRATION DATA SHEET CAPITAL STOCK / INCORPORATORS / DIRECTORS / OFFICERS INFORMATION (FOR DOMESTIC STOCK CORPORATION ONLY)

BY ASSET TYPE FILL UP INSTRUCTIONS: INCORPORATORS / STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary.) PAID UP CAPITAL | C - CASH CAPITAL STRUCTURE SEC NUMBER / SHARE CODE COMPANY NAME LAUREL, CALANGI, LAPANGA, TERESITA S. DEE, ALVIN Y. (Company Name, If company)
(Last Name, First Name, MI, Malden Surname, If person) RATBORIHARN, ARAK DEE, JONATHAN Y. Common SHARE TYPE JOANNA DEE MA. ALLIANCE TUNA INTERNATIONAL, 100,000.00 Type or print legibly. Light-shaded boxes and codes are to be filled up by the SEC, including the SEC number. For no-par stocks, leave the authorized capital amount and the par value columns blank. せ ERLINDA 1.00 AUTHORIZED ס \mathbf{z} P - PROPERTY 1,600,000 1,600,000 NO. OF SHARES 11/11/46 11/13/54 01/21/5510/14/64 00/16/60 12/25/58 BIRTHDATE 9 1,600,000.00 1,600,000.00 CODE לבי ĹŦ, (FOR DOMESTIC STOCK CORPORATION ONLY) Z לבי ᅿ 4 INC. NATIONALITY BRD INC. Fil Fil Fil Fil Fil Thai Z, Z Z Ζ Z 0 לב, Z, H 4 Н COS CEO CFO NO. OF SHARES 유 PRE 400,000 Z 400,000 Z 0 O-OTHERS SHARE SUBTOTALS 400,000 + 400,000.00 +100,000.00 SUBSCRIBED Com Com Com Com Com υ, U SHARE TYPE 00.000.00 400,000.00 340,000 20,000 19,999 20,000 AMOUNT NO OF SHARES 340,000.00 SUBSCRIBED CAPITAL TOTAL 19,999.00 20,000.00 20,000.00 N/A ש T 1.00 100,000.00 100,000.00 100,000.00 PAID-UP AMOUNT PAGE 1 of 3 20,000.00 19,999,00 40,000.00 20,000.00 PAID-UP CAPITAL 1.00 ₽A

NOTE: For codes to use in filling up the columns, refer to the last page of this form. Refer also to the back of this page for additional instructions.

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