



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. 58648

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

MELCO CROWN (PHILIPPINES) RESORTS CORPORATION

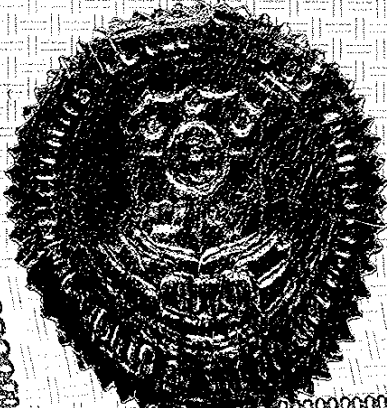
[Formerly: MANCHESTER INTERNATIONAL
HOLDINGS UNLIMITED CORPORATION]

[Amending Articles I, III & VII by declassification of
Class A and B shares to Common shares.]

copy annexed, adopted on December 19, 2012 and January 11, 2013 by a majority vote of the Board of Directors and on February 19, 2013 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 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 5th day March, Twenty Thirteen.




FERDINAND B. SALES
Acting Director

Company Registration and Monitoring Department



COVER SHEET

0 0 0 0 0 5 8 6 4 8

S.E.C. Registration Number

M A N C H E S T E R I N T E R N A T I O N A L
H O L D I N G S U N L I M I T E D
C O R P O R A T I O N

(Company's Full Name)

C A N L U E A N G I N D U S T R I A L
E S T A T E , C A B U Y A O , L A G U N A

(Business Address: No. Street/City/Province)

c/o Atty. Gabriel A. Dee

Contact Person

c/o 888-0999

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

Amendment of Articles of
Incorporation

FORM TYPE

Third Friday of
June

Month Day

Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

LEU

2-21-17

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

AMENDED ARTICLES OF INCORPORATION

OF

MELCO CROWN (PHILIPPINES) RESORTS CORPORATION

(formerly, MANCHESTER INTERNATIONAL HOLDINGS UNLIMITED CORPORATION)

(As approved by a majority of the Board of Directors on 19 December 2012 and stockholders owning at least two-thirds (2/3) of the outstanding capital stock on 19 February 2013.)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, and a majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a Corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: - That the name of said Corporation shall be:

MELCO CROWN (PHILIPPINES) RESORTS CORPORATION

(As approved by a majority of the Board of Directors on 19 December 2012 and stockholders owning at least two-thirds (2/3) of the outstanding capital stock on 19 February 2013.)

Second: - That the purpose for which such Corporation is formed are:

PRIMARY PURPOSE

To invest in, or otherwise to purchase, acquire, own and hold, by way of investments, real and personal properties of every kind and nature, including without limitation land, buildings, condominium units, shares of stocks, bonds, debentures, notes, evidence of indebtedness, securities or obligations of any person, whether natural or juridical, and while the owner or holder of such investments, to possess and exercise in respect thereof all the rights, powers and privileges of ownership. Including all voting rights of any stocks so owned; and to carry on and manage the general business of the corporation, particularly in respect of its investments as provided hereinabove.

SECONDARY PURPOSES

1. To engage in the manufacture, production, distribution, marketing and promotion of all kinds of goods, wares, specialty and gift items, products and merchandise in general; and in general, to carry on and undertake any business, transaction or operation commonly or normally carried on by a manufacturer, distributor, dealer, commercial broker, commission agent;
 2. To carry on the business of importer and exporter as principals, factors, representatives, agents or commission merchants in respect of buying, selling and dealing in any and all kinds of goods, wares, products of all classes and description;
-

3. To own, apply for, obtain, register, buy, sell, hold, use, lease or otherwise acquire and to the extent authorized by law, to hold, use, own, operate, develop and introduce, sell, assign and deal in patents, patent rights, trade marks, trade names, brands, distinctive marks, inventions, designs, improvements, and processes, and all privileges, rights, titles and interest pertaining thereto;
 4. To the extent permitted by law, to purchase hold, convey, sell, import, export, lease, let, mortgage, encumber, and otherwise deal with any and all kinds of real and personal property, including but not limited to lands, buildings, machinery, tools, trade marks, trade names, patents, licenses, concessions, copyrights, stocks, bonds, notes, securities or other obligations of any association or corporation, domestic or foreign, and all other interest in real or personal property;
 5. To the extent permitted by law, to hold, purchase, or otherwise acquire, or to be interested in all or any and to sell, barter, exchange, assign, pledge or otherwise dispose of, shares of the capital stock, bonds, notes, securities or other evidence of indebtedness issued or created by any Corporation, whether foreign or domestic, and whether now or hereafter organized; and while the holder of any such shares of stock to exercise all rights and privileges of ownership, including the right to vote thereon, to the extent permitted as a juridical person might or could do;
 6. To issue shares of the capital stock and/or obligations of the Corporation and/or options for the purchase of either thereon in payment for property acquired by the Corporation or for service rendered to the Corporation or for any other objects in and about its business, and to purchase, hold, sell, transfer, accept as security for loans and deal generally in shares of its capital stock and its obligations in every lawful manner;
 7. To the extent permitted by law, to purchase, take over, manage or otherwise acquire the whole or any part of the property, assets, business, goodwill and rights of any person, firm, association or corporation, domestic or foreign engaged in any business or enterprise which may be lawfully be undertaken by the corporation, and to pay for the same in cash and/or other properties owned by this corporation and/or undertaking and assuming the whole or any part of the indebtedness and obligations of the transferor, and to hold or in any manner dispose of the whole or any part of the property and assets so acquired and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;
 8. To the extent permitted by law, to amalgamate, merge, consolidate, combine or unite with any other person, entity, firm, association or corporation, domestic or foreign, with object similar, analogous or subsidiary to any of the objects of the corporation, carrying on any business capable of being conducted so as to directly or indirectly benefit this corporation and to acquire, hold and deal in shares of interest therein;
-

9. To borrow money and to incur indebtedness, without limit as to the amount and to issue bonds, debentures, debenture stocks, warrants, notes or other obligations therefore, and to secure the same by any lien, charge, grant, pledge, deed of trust or mortgage of the whole or any part of the real and/or personal property to the corporation then owned and/or thereafter to be acquired, and to issue bonds, debentures, debenture stocks, warrants, notes or other obligations without any such security;
 10. To draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants of all kinds obligations and certificates and negotiable or transferable instruments, with or without security, and to guarantee the debts or obligations or others, and provide security on bonds, of others; provided however, that nothing herein shall be deemed to authorize the Corporation to engage in the banking, surety or bonding business;
 11. To promote or to aid in any manner financially or otherwise, any corporation or association any of whose stock or obligations are held directly or indirectly by this corporation, and to guarantee the whole or any part of the indebtedness and obligations of any such other corporation or association and the payment of dividend on its stock, and to do any other acts or things designed to protect, preserve, improve or enhance the value of such stocks or obligations;
 12. To grant, bargain, sell, convey, transfer, assign, set over and/or deliver to any other corporation, whether formed for that purpose or otherwise, whether organized under the laws of the Republic of the Philippines or otherwise, and whether or not owning other property, all or substantially all of the assets of this corporation, for cash and/or other property and/or shares of the capital stock and/or securities of such other corporation and/or the assumption of all or any part of the indebtedness and obligations of this Corporation and in connection with any such transaction to enter into agreement with such other corporation or others;
 13. To acquire and obtain from any government authority, national or local, or from any corporation, association, partnership, or person such charters, franchises, permits, licenses, privileges, rights and easements which may be necessary, proper, incidental or conducive to the attainment of any of the purposes or objects for which the corporation is organized or which may directly or indirectly enhance the value of its properties;
 14. Without in any particular limiting the powers of the Corporation, it is hereby expressly declared and provided that the corporation shall have the power to make, perform, and carry out contracts of every sort and kind with any person, firm or corporation, private, public or municipal or body politic, and with the Government of the United States or of any state, territory or possession thereof, of any foreign government; to have one or more offices out of the Philippines, and to conduct its business and exercise its powers in any part of the Philippines or in any other country, state or territory; and, in carrying on its business, to do any and all acts and things and to exercise any and all powers which may be necessary or convenient to the accomplishment or furtherance of its business or
-

which a juridical person could do and exercise and which now or hereafter may be authorized by law;

15. To carry out any and other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the foregoing purposes and powers or calculated directly or indirectly to promote the interests of the corporation and to enhance the value of the properties, and to have, enjoy and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon similar corporations organized under the laws of the Republic of the Philippines;
16. The foregoing clauses shall each be construed as purposes and powers and the matters expressed in each clause or any part of any clause shall be in no wise limited by reference to or influence from any other clause or any part of the same clause but shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general purposes and powers of the corporation nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed. Likewise, the purposes and powers specified in each of the foregoing clauses shall not be regarded in any manner as a limitation of the powers granted or allowed to and exercisable by the corporation under the Corporation Law of the Republic of the Philippines.

THIRD. – That the place where the principal office of the corporation is to be established or located is at the 10th Floor, Liberty Center, 104 H. V. dela Costa St., Saicedo Village, Makati City. (As approved by a majority of the Board of Directors on 19 December 2012 and stockholders owning at least two-thirds (2/3) of the outstanding capital stock on 19 February 2013.)

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 names, nationalities, and residences of the incorporators of said corporation are as follows:

NAME	NATIONALITY	RESIDENCE
Paul Kleiner	Filipino	1547 Princeton Street Mandaluyong, Metro Manila
Renato B. Magadia	Filipino	137 Scout Rallos Quezon City
Julian M. Comia	Filipino	42 Sunrise Hill, New Manila Quezon City
Donald W. Strack	American	23 Horseshow Drive Quezon City
Paul H. Bordwell, Jr.	American	Suite 1302, AIA Building No. 1 Stubbs Road Hongkong
Alberto M. Meer	Filipino	40 Pili Road, Forbes Park Makati, Metro Manila

SIXTH. – That the number of directors of said corporation shall be nine (9) and that the names, nationalities and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows.

NAME	NATIONALITY	RESIDENCE
Paul Kleiner	Filipino	1547 Princeton Street Mandaluyong, Metro Manila
Renato B. Magadia	Filipino	137 Scout Rallos Quezon City
Julian M. Comia	Filipino	42 Sunrise Hill, New Manila Quezon City
Donald W. Strack	American	23 Horseshow Drive Quezon City
Paul H. Bordwell, Jr.	American	Suite 1302, AIA Building No. 1 Stubbs Road Hongkong
Alberto M. Meer	Filipino	40 Pili Road, Forbes Park Makati, Metro Manila

SEVENTH. – That the authorized capital stock of the said corporation shall be NINE HUNDRED MILLION PESOS (P900,000,000.00), Philippine Currency, divided into NINE HUNDRED MILLION (900,000,000) shares of stock of the par value of ONE PESO (P1.00) each. *(As approved by a majority of the Board of Directors on 19 December 2012 and stockholders owning at least two-thirds (2/3) of the outstanding capital stock on 19 February 2013.)*

Stockholders shall have no pre-emptive rights or preference to any issuance, re-issuance or disposition of any shares of the Corporation. *(As approved by a majority of the Board of Directors on 11 January 2013 and stockholders owning at least two-thirds (2/3) of the outstanding capital stock on 19 February 2013.)*

EIGHT. – That the amount of said capital stock which has been actually subscribed is TEN THOUSAND PESOS (P10,000.00), Philippine Currency, in common shares, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

NAME	NO. OF SHARES	AMOUNT OF CAPITAL STOCK SUBSCRIBED
Paul Kleiner	10	1,000.00
Renato B. Magadia	35	3,500.00
Julian M. Comia	35	3,500.00
Donald W. Strack	10	1,000.00
Paul H. Bordwell, Jr.	5	500.00
William H. Phipps	4	400.00
Alberto M. Meer	1	100.00
Total	100	10,000.00

NINTH. – That the following persons have paid on the shares of capital stock for which they have subscribed the amount set out after their respective names:

NAME	AMOUNT PAID ON SUBSCRIPTION
Paul Kleiner	250.00
Renato B. Magadia	675.00
Julian M. Comia	875.00
Donald W. Strack	250.00
Paul H. Bordwell, Jr.	125.00
William H. Phipps	100.00
Alberto M. Meer	25.00
Total	2,500.00

TENTH. – That JULIAN M. COMIA has been elected by the subscribers as the 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 said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands at Makati, Rizal, Philippines this 23rd day of October, 1974.

(Sgd.)
PAUL KLEINER

(Sgd.)
RENATO B. MAGADIA

(Sgd.)
JULIAN M. COMIA

(Sgd.)
DONALD W. STRACK

(Sgd.)
PAUL H. BORDWELL, JR.

(Sgd.)
ALBERTO M. MEER

SIGNED IN THE PRESENCE OF:

(Sgd.)
ILLEGIBLE

(Sgd.)
ILLEGIBLE

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

BEFORE ME, the undersigned Notary Public, for and in the Province of Rizal, Philippines, on this day personally appeared the following persons exhibiting to me their respective Residence Certificates, as follows:

NAME	RES. CERT.	DATE/PLACE OF ISSUE
Paul Kleiner	A-5221297	1-8-74/Makati, MM
Renato B. Magadia	A-1059777	1-4-74/Makati, MM
Julian M. Comia	A-5221300	1-8-74/Makati, MM
Donald W. Strack	A-6048321	1-7-74/Mandaluyong
Paul H. Bordwell, Jr.	P-2090691	2-7-73/Washington, DC
Alberto M. Meer	A-5213201	1-4-74/Makati, MM

all of whom are known to me and to me known to be the same persons whose names are subscribed to and who executed the foregoing Articles of Incorporation, and each of them acknowledged to me that they freely and voluntarily executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 23rd day of October, 1974 at Makati, Rizal, Philippines.

(Sgd.)
SILVERTRE J. ACEJAS
Notary Public
Until December 31, 1974
PTR No. 4236383
Issued on January 9, 1974
Makati City

Doc. No. 116;
Page No. 25;
Book No. I;
Series of 1974.

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

**AFFIDAVIT OF UNDERTAKING
TO CHANGE NAME**

I, **GABRIEL A. DEE**, Filipino citizen, of legal age, and with office address at the 19th Floor, Liberty Center Building, 104 H.V. dela Costa Street, Salcedo Village, Makati City, Metro Manila, after having sworn in accordance with law, hereby depose and state, that:

1. I am the incumbent Corporate Secretary of **MANCHESTER INTERNATIONAL HOLDINGS UNLIMITED CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with business address at the Canlubang Industrial Estate, Cabuyao, Laguna, Philippines, which is in the process of amending its Articles of Incorporation with the Securities and Exchange Commission (the "Commission") to reflect "**MELCO CROWN (PHILIPPINES) RESORTS CORPORATION**" as its new corporate name.
2. I, on behalf of the Corporation, hereby undertake to change its corporate name, *as herein provided on as amended thereafter,* immediately upon receipt of notice or directive from the Commission that another corporation, partnership, or person has acquired a prior right to the use of that name, or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good custom or public policy.

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 14 FEB 2013 2013 at Makati City.


GABRIEL A. DEE
Affiant

14 FEB 2013

SUBSCRIBED AND SWORN TO before me this _____ 2013 at Makati City, Metro Manila, affiant exhibited to me his Passport No. EB0598543 issued on 20 July 2010 at DFA, Pampanga.

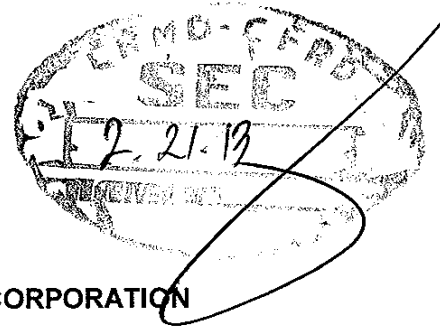
Doc. No. 102 ;
Page No. 27 ;
Book No. 111 ;
Series of 2013.


KEVIN EDRICK P. RELOPEZ
Appointment No. M-519
Notary Public for Makati City
Until December 31 2013
18th 10th & 17th Floor, Liberty Center
104 H.V. dela Costa Street
Salcedo Village, Makati City
Roll of Attorneys No.60351
PTR 3676524/Makati City/01-07-2013
IBP 806427/Makati City /01-02-2013

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED ARTICLES OF INCORPORATION**

OF

MANCHESTER INTERNATIONAL HOLDINGS UNLIMITED CORPORATION



KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being the Corporate Secretary and majority of the members of the Board of Directors of MANCHESTER INTERNATIONAL HOLDINGS UNLIMITED CORPORATION (the "Corporation"), do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to the heading, First Article, Third Article and Seventh Article of the Amended Articles of Incorporation are true and correct and were approved by the affirmative vote of at least a majority of the members of the Board of Directors at the meetings held on 19 December 2012 and 11 January 2013 at the 18th Floor, Liberty Center, 104 H.V. dela Costa Street, Salcedo Village, Makati City and by the affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their meeting held on 19 February 2013 at Dona Juana Garden Resort, East Emerald Street, Brgy. Banay, Cabuyao, Laguna.

The amendment to the heading and First Article of the Amended Articles of Incorporation consists of changes in the name of the Corporation from "Manchester International Holdings Unlimited" to "MELCO Crown (Philippines) Resorts Corporation".

The amended heading of the Amended Articles of Incorporation reads as follows:

"AMENDED ARTICLES OF INCORPORATION

OF

MELCO CROWN (PHILIPPINES) RESORTS CORPORATION
(Name of Corporation)"

The amended First Article of the Amended Articles of Incorporation reads as follows:

"**FIRST:** The name of this corporation shall be:

MELCO CROWN (PHILIPPINES) RESORTS CORPORATION"

The amendment to the Third Article of the Amended Articles of Incorporation consists of the change in the principal office of the corporation from Canlubang Industrial Estate, Cabuyao, Laguna, Philippines to the 10th Floor, Liberty Center, 104 H. V. dela Costa St., Salcedo Village, Makati City.

The amended Third Article of the Amended Articles of Incorporation reads as follows:

***"THIRD.** - That the place where the principal office of the corporation is to be established or located is at the 10th Floor, Liberty Center, 104 H. V. dela Costa St., Salcedo Village, Makati City."*

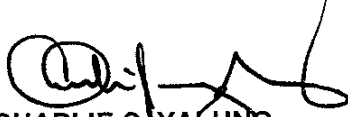
The amendment to the Seventh Article of the Amended Articles of Incorporation consists of the declassification of the shares comprising the existing authorized capital stock of the Corporation, consisting of Class "A" shares and Class "B" shares to a single class of common shares and denial of pre-emptive rights thereto.

The amended Seventh Article of the Amended Articles of Incorporation reads as follows:

***"SEVENTH.** – That the authorized capital stock of the said corporation shall be NINE HUNDRED MILLION PESOS (P900,000,000.00), Philippine Currency, divided into NINE HUNDRED MILLION (900,000,000) shares of stock of the par value of ONE PESO (P1.00) each.*

Stockholders shall have no pre-emptive rights or preference to any issuance, re-issuance or disposition of any shares of the Corporation"

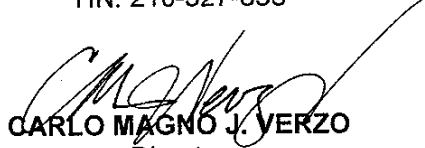
IN WITNESS WHEREOF, we have hereunto signed this Certificate of Amendment of the Amended Articles of Incorporation this 2-19-13 in Makati City, Philippines.



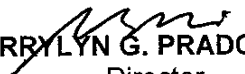
CHARLIE C. YALUNG
Director
TIN: 210-527-858



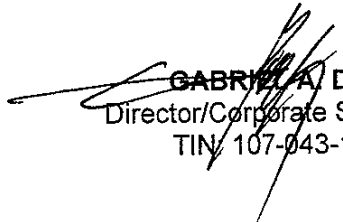
RECAREDO C. BORGONIA, JR.
Director
TIN: 199-501-007



CARLO MAGNO J. VERZO
Director
TIN: 107-043-063



CHERRYLYN G. PRADO-CAOILE
Director
TIN: 206-382-494



GABRIELA A. DEE
Director/Corporate Secretary
TIN: 107-043-106

19 FEB 2013

SUBSCRIBED AND SWORN to before me this _____ at Makati City, affiants exhibiting to me the following:

Name	Valid Government Issued I.D.	Date/Place of Issue
Charlie C. Yalung	PP No. XX2159504	DFA, Manila/05 November 2008
Recaredo C. Borgonia, Jr.	PP No. XX2046202	Manila/16 September 2008
Carlo Magno J. Verzo	PP No. EB04634086	Manila/25 June 2010
Cherrylyn G. Prado-Caoile	PP No. EB0916004	DFA, Manila/09 September 2010
Gabriel A. Dee	PP No. EB0598543	DFA, Pampanga/20 July 2010

Doc. No. 103;
Page No. 22;
Book No. 11;
Series of 2013.



KEVIN EDRICK P. RELOPEZ
Appointment No. M-519
Notary Public for Makati City
Until December 31, 2013
18th 1st Floor, Liberty Center
104 H.V. dela Costa Street
Salcedo Village, Makati City
Roll of Attorneys No. 60351
PTR 3676524/Makati City/01-07-2013
IBP 908427/Makati City/01-02-2013