

REPUBLIKA NG PILIPINAS
KAGABASAN NG KALAKALAN
 Komisyon sa mga Banagot at Palitan
SECURITIES AND EXCHANGE COMMISSION
MANILA

Reg. No. 58648

To ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

WHEREAS, Articles of Incorporation duly signed and acknowledged for the organization of the INTERPELL LABORATORIES, INC.

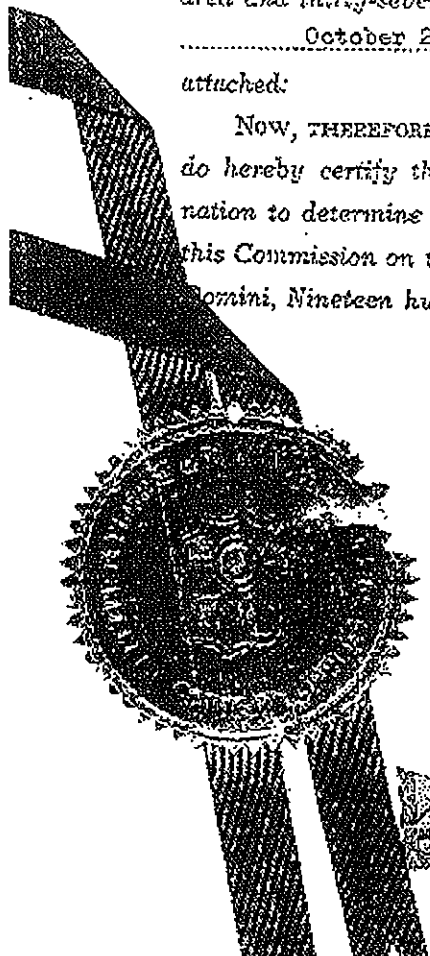
under and in accordance with the provisions of Act of the Philippine Commission Numbered Fourteen hundred and fifty-nine, enacted March first, Nineteen hundred and six, as amended, by Acts of the Philippine Legislature, Numbered Fifteen hundred and six, Fifteen hundred and sixty-five, Sixteen hundred and thirty, Seventeen hundred and forty-four, Eighteen hundred and thirty-four, Eighteen hundred and ninety-five, Twenty hundred and three, Twenty hundred and twelve, Twenty hundred and thirty-seven, Twenty hundred and ninety-two, Twenty-one hundred, Twenty-one hundred and thirty-five, Twenty-four hundred and fifty-two, Twenty-seven hundred and twenty-eight, Twenty-seven hundred and ninety-two, Twenty-nine hundred, Twenty-nine hundred and ninety-four, Thirty-five hundred and eighteen, Thirty-six hundred and ten, Thirty-seven hundred and forty-one, Thirty-eight hundred and forty-nine and Thirty-eight hundred and fifty, and Commonwealth Acts Numbered Two hundred and eighty-seven, and Four hundred and thirty-seven, were presented for filing in this Commission on
October 28, 1974

and a copy of which said Articles is hereto attached:

Now, THEREFORE, by virtue of the powers and duties vested in me by law, I do hereby certify that the said Articles of Incorporation were, after due examination to determine whether they are in accordance with law, duly registered in this Commission on the 6th day of November, Anno Domini, Nineteen hundred and seventy-four

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Manila, Philippines, this 6th day of November, in the year of our Lord nineteen hundred and seventy-four.

M. I.
LEONARDO B. YARRELL
Securities and Exchange Commissioner



SECURITIES & EXCHANGE
COMMISSION

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RECEIVED

ARTICLES OF INCORPORATION
of
INTERPHIL LABORATORIES, INC.

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
"INTERPHIL LABORATORIES, INC."

SECOND.- That the purposes for which such corporation is formed are:

PRIMARY PURPOSE

To manufacture, prepare, compound, process, package, buy and sell at wholesale, import, export, market, and otherwise deal in all kinds of drugs, chemicals, patent, proprietary and other medicines, biological products, oils, dyestuffs, perfumeries, toilet goods and fancy toilet articles, fancy goods and novelties, cosmetics, druggists' sundries, soap, veterinary products, and generally to deal in goods, articles, wares, merchandise and personal property of every kind.

SECONDARY PURPOSES

1. To engage in the manufacture, production, distribution, marketing and promotion of all kinds of goods, wares, specialty and gift

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items, products and merchandise in general; and in general, to carry on and undertake any business, transactions 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 interests 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 any other interest in real or personal property, as may be necessary or convenient for the business of the corporation.

5. To the extent permitted by law, to hold, purchase, or otherwise acquire, or be interested in all or any and to sell, barter, exchange,

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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 same extent 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 thereof in payment for property acquired by the corporation or for services 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, good will and rights of any person, firm, association, or corporation, domestic or foreign, engaged in any business or enterprise which may lawfully be undertaken by the corporation, and to pay for the same in cash and/or other properties owned by this corporation and/or shares of the capital stock and/or obligations of the corporation, or otherwise, and/or by 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

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to be 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 objects similar, analogous or subsidiary to any of the objects of this 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 or 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/or 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 of 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.

W. A. ...

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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 dividends on its stocks, 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 agreements 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.

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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, or 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 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 or to enhance the value of its 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

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other clause or any other 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 this 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 Muntinlupa, Rizal, Philippines.

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:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Paul Kleiner	Swiss	1547 Princeton St., Mandaluyong, Rizal
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 Horseshoe Drive, Quezon City
Paul H. Bordwell, Jr.	American	Suite 1302 A.I.A. Bldg. No. 1 Stubbs Road, Hong Kong
Alberto M. Meer	Filipino	40 Pili Road, Forbes Park, Makati, Rizal

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SIXTH. -- That the number of directors of said corporation shall be six (6) 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:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Paul Kleiner	Swiss	1547 Princeton St., Manda-Luyong, Rizal
Renato B. Magadia	Filipino	137 Scout Rallos, Quezon City
Julian M. Cornia	Filipino	42 Sunrise Hill, New Manila, Quezon City
Donald W. Strack	American	23 Horseshoe Drive, Quezon City
Paul H. Bordwell, Jr.	American	Suite 1302 A.I.A. Bldg. No. 1 Stubbs Road, Hong Kong
William H. Phipps	American	1 Park Avenue, New York, U. S. A.

SEVENTH. - That the capital stock of said corporation shall be FIFTY THOUSAND PESOS (P50,000.00), Philippine Currency, and said capital stock is divided into FIVE HUNDRED (500) shares of the par value of ONE HUNDRED PESOS (P100.00) each.

No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock shall be allowed or permitted to be recorded in the books of the corporation and this restriction shall also be printed in the stock certificates.

EIGHTH. - 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

W. D. Phipps

for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
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	<u>100</u>	<u>₱10,000.00</u>

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:

<u>Name</u>	<u>Amount paid on subscription</u>
Paul Kleiner	₱ 250.00
Renato B. Magadia	875.00
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	<u>₱2,500.00</u>

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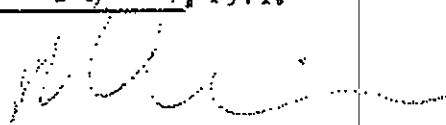
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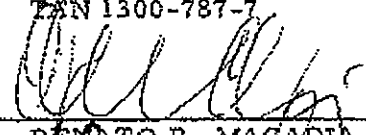
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TENTH. - That JULIAN M. COMIA has been elected by the subscribers as the Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, he has been authorized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

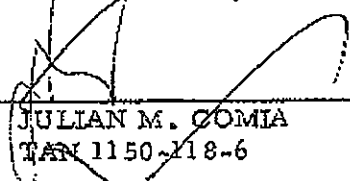
IN WITNESS WHEREOF, we have hereunto set our hands at Makati, Rizal, Philippines this 23rd day of Oct., 1974.



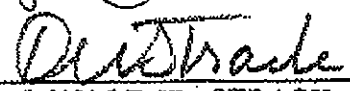
PAUL KLEINER
TAN 1300-787-7



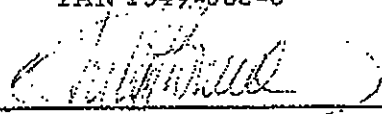
RENATO B. MAGADIA
TAN 0343-807-9



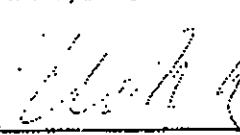
JULIAN M. COMIA
TAN 1150-118-6



DONALD W. STRACK
TAN 1549-062-6

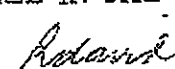



PAUL H. BORDWELL, JR.



ALBERTO M. MEER
TAN 1375-076-5

SIGNED IN THE PRESENCE OF:





REPUBLIC OF THE PHILIPPINES]
 PROVINCE OF RIZAL] s.s.
 MUNICIPALITY OF MAKATI]

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

<u>Name</u>	<u>Res.Cert.No.</u>	<u>Place and Date of Issue</u>
Paul Kleiner	A-5221297	Makati, Rizal, Jan. 8, 1974
Renato B. Magadia	A-1059777	Makati, Rizal, Jan. 4, 1974
Julian M. Comia	A-5221300	Makati, Rizal, Jan. 8, 1974
Donald W. Strack	A-6048321	Mandaluyong, Rizal, Jan. 15, 1974
Paul H. Bordwell, Jr.	Passport # 22-50691	Washington Dc, Feb. 7, 1973
Alberto M. Meer	A-5213201	Makati, Rizal, Jan. 4, 1974

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 25th day of October, 1974 at Makati, Rizal.

Silvestre J. Acejas
 Notary Public
 Until December 31, 1977

Doc. No. 116
 Page No. 257
 Book No. J
 Series of 1974.

SILVESTRE J. ACEJAS
 P.T.R. No. 4236383
 JANUARY 9, 1974
 MAKATI, RIZAL

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TREASURER'S AFFIDAVIT

REPUBLIC OF THE PHILIPPINES }
PROVINCE OF RIZAL } s.s.
MUNICIPALITY OF MAKATI }

JULIAN M. COMIA, being duly sworn, deposes and says:

That on the 23rd day of Oct, 1974, he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock; that for 500 shares of the capital stock worth P50,000.00, the amount of P10,000.00 has been actually subscribed and that of said subscription the amount of P2,500.00 has been transferred and received by him in trust for the benefit and to the credit of the corporation.

That at least 20% of the authorized shares of the capital stock has been actually subscribed and that at least 25% of the subscription has been actually transferred to him in trust and received by him in cash for the benefit and to the credit of the corporation.

JULIAN M. COMIA

Subscribed and sworn to before me at Makati, Rizal, Philippines this 24th day of October, 1974, affiant exhibiting to me his Residence Certificate No. A-5221300 issued at Makati, Rizal on January 8, 1974.

Notary Public
Until December 31, 1974

Doc. No. 120
Page No. 25
Book No. 1
Series of 1974.

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