



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

COMPANY REG. NO. **A1996-10630**

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

TKC STEEL CORPORATION
(Formerly: SQL *Wizard, Inc.)

[Amending Articles I, II primary purpose, VI and VII thereof]

copy annexed, adopted on February 09, 2007 by a majority vote of the Board of Directors and 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.

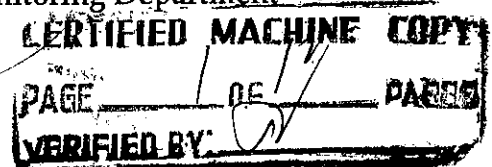
Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, 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 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 09 day of February, Two Thousand Seven.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department

EV/ghlo



COVER SHEET

SEC Registration Number
A1 9 9 6 1 0 6 2 0

TKC STEEL CORPORATION
formerly: SQL*WIZARD, INC.

(Company's Full Name)

TH FLR. 88 CORPORATE CENTER,
DENO COR. VALERO STS.
LCEDO VILLAGE MAKATI CITY

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

Contact Person

889-6999
Company Telephone Number

AMENDED Articles of Incorporation

Month Day
Fiscal Year

FORM TYPE

Month Day
Annual Meeting

Secondary License Type, If Applicable

Requirement Requiring this Doc

Amended Articles Number / Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document ID

Cashier

STAMPS

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VERIFIED BY: [Signature]

AMENDED
ARTICLES OF INCORPORATION

OF

TKC STEEL CORPORATION
(Formerly SQL*WIZARD, INC.)

(As amended on 9 February 2007)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic 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 the said corporation shall be:

TKC STEEL CORPORATION
(formerly SQL*WIZARD, INC.; Amended on 9 February 2007)

SECOND: That the purposes for which the said corporation is formed are:

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, use, develop, lease, sell, exchange, assign, transfer, encumber, operate, enjoy or otherwise dispose of all properties of every kind, nature and description and wherever situated, shares of stock, subscriptions, bonds, warrants, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation(s), association(s), domestic or foreign, for whatever lawful purposes the same may have been organized, such as but not limited to those engaged directly or indirectly in the business of smelting, fusing, shaping, rolling, casting, fabricating, extruding or otherwise developing or processing of metals, steel or other alloys of metallic, non-metallic or other compounds, and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of

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indebtedness or securities of this or any other corporation, and while the owner or holder of any such property; stocks, subscriptions, bonds, debentures, contracts, or obligations, to receive, collect, and dispose of 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; Provided, that the Corporation shall not engage in the business of an Open End Investment Company as defined in the Investment Company Act (R.A. 2629), without first complying with the provisions of the Revised Securities Act; Provided, Further, that it shall not act as a Broker or Dealer of Securities. (Amended on 9 February 2007)

SECONDARY PURPOSE

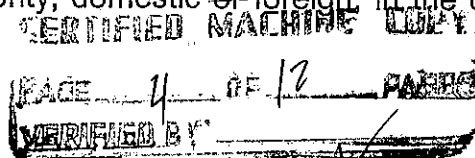
1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business.

3. And invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. To aid in any manner, any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise.

5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farm out 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 carry out any of the purposes of this corporation;

6. 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;

7. To establish and operate one or more branch office of 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;

8. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things therein 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 of more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD. That the place where the principal office of the corporation is to be established or located is at Metro Manila, 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 incorporation of the said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
1. Alberto F. Henson, Jr.	Filipino	#1 Mac Arthur Hi-way, Calvario, Meycauayan, Bulacan
2. Heraldina R. Salonga	Filipino	6080 Palma St., Poblacion, Makati City
3. Nanette G. De Leon	Filipino	98 Mapa St., Mandurriao, Iloilo City
4. Enrique F. Pelaez	Filipino	Unit 1003, Two Salcedo Place Tordesillas St., Salcedo Valley, Makati City

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5. Hermenegildo S. Hermoso Filipino

SIXTH. That the number of directors of said corporation shall be nine (9) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: (As amended on 9 February 2007):

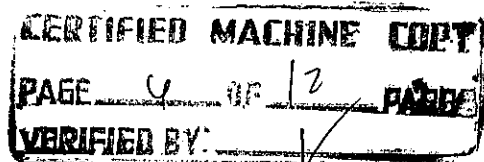
<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
1. Alberto F. Henson, Jr.	Filipino	#1 Mac Arthur Hi-way, Calvario, Meycauayan, Bulacan
2. Heraldina R. Salonga	Filipino	6080 Palma St., Poblacion, Makati City
3. Nanette G. De Leon	Filipino	98 Mapa St., Mandurriao, Iloilo City
4. Enrique F. Pelaez	Filipino	Unit 1003, Two Salcedo Place Tordesillas St., Salcedo Village, Makati City
5. Hermenegildo S. Hermoso	Filipino	#4 Malhacan, Meycauayan, Bulacan

SEVENTH. That the authorized capital stock of said corporation is TWENTY MILLION PESOS (P20,000,000.00) Philippine Currency, and said capital stock is divided into TWENTY MILLION (P20,000,000.00) shares with the par value of ONE PESO (P1.00) each (As amended on 31 December 1999).

That no stockholder of this Corporation shall have any pre-emptive or preferential right of subscription to any class of shares of stock of this Corporation or to any obligation convertible into shares of stock issued or sold by the Corporation, whether to the present authorized capital stock or any future increases thereof. Acceptance of shares of stock of this Corporation shall be a waiver of any such pre-emptive or preferential right to subscribe to any or all classes of shares of stock of this Corporation out of its present or future authorized capital stock.

The foregoing conditions shall be printed on the stock certificates to be issued by the Corporation. (Amended on 9 February 2007)

EIGHT. That the amount of said capital stock which has been actually subscribed is ONE MILLION FIVE HUNDRED THOUSAND PESOS (P1,500,000.00) and the following persons have subscribed for the number of



shares and the amount of capital stock indicated opposite their respective names:

Name	Citizenship	No. of Shares	Amount Subscribed
1. Alberto F. Hermoso, Jr.	Filipino	3,750	P 375,000.00
2. Heraldina R. Salonga	Filipino	3,750	375,000.00
3. Nanette G. de Leon	Filipino	3,750	375,000.00
4. Enrique F. Pelaez	Filipino	1,875	187,000.00
5. Hemenigildo S. Hermoso	Filipino	1,875	187,000.00

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
1. Alberto F. Hermoso, Jr.	P 375,000.00
2. Heraldina R. Salonga	375,000.00
3. Nanette G. de Leon	375,000.00
4. Enrique F. Pelaez	187,000.00
5. Hemenigildo S. Hermoso	187,000.00
	<u>P 1,500,000.00</u>

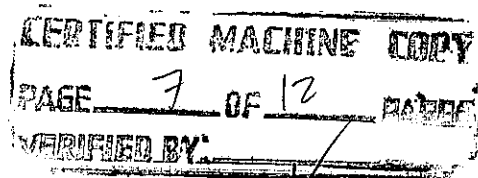
TENTH. That no issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

ELEVENTH. That HERALDINA R. SALONGA has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he/she has been authorized to receive for the corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of November, 1996 at Makati City.

(SGD)
ALBERTO F. HERMOSO, JR

(SGD)
HERALDINA R. SALONGA



(SGD)
NANETTE G. DE LEON

(SGD)
ENRIQUE F. PELAEZ

(SGD)
HERMENEGILDO S. HERMOSO

SIGNED IN THE PRESENCE OF

(SGD)
(Witness)

(SGD)
(Witness)

ACKNOWLEDGMENT

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

BEFORE ME, a Notary Public for and in Makati City, on this 20th day of November 1996, personally appeared the following with their Comm. Tax Cert.:

NAME	CTC NO./ PASSPORT NO.	DATE/PLACE ISSUED
Alberto F. Hermoso	1518935	11/11/96/Bulacan
Heraldina R. Salonga	14950884	1/3/96/Pasig City
Nanette G. De Leon	3809093	1/11/96/Iloilo City
Enrique F. Pelaez	9639249	1/24/96/Cagayan de Oro
Hermenegildo S. Hermoso	5228866	2/15/96/Bulacan

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and who acknowledged to me that the same is their free voluntary act and deed.

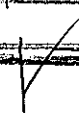
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WITNESS MY HAND AND SEAL on the date and at the place first ~~a~~bove written.

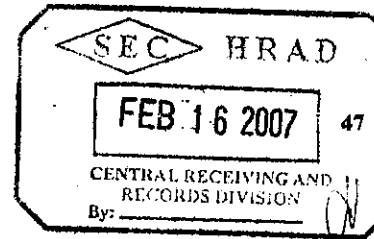
Doc. No. 432
Page No. 87
Book No. VI
Series of 1996.

(SGD)
MARIMELO D. PORCIUNCULA
Notary Public
Until December 31, 1997
PTR No. 0302761
Issued at Makati City
Issued on Jan. 16, 1996

AMENDED (aoi)/aak/sql

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CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
TKC STEEL CORPORATION
(Formerly SQL*WIZARD, INC.)



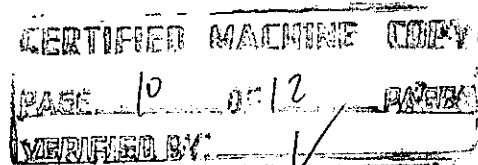
We the undersigned, the Chairman of the Stockholders' meeting, the Secretary of the Stockholders' Meeting, and majority of the members of the Board of Directors of TKC STEEL CORPORATION (formerly SQL*WIZARD, INC.; the "Corporation") hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of said Corporation.

The amendments are in the following articles:

- (1) First Article - changing the name of the Corporation;
- (2) Second Article - changing the primary purpose from the business of information technology to that of a holding company;
- (3) Sixth Article - increase in number of directors from 7 to 9;
- (4) Seventh Article - the insertion of a provision on the denial of preemptive rights

We further certify that the said amendments were unanimously approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their annual meeting and by the Board of Directors at their meeting both held on February 9, 2007.

IN WITNESS WHEREOF, we have hereunto set our hands on this 12th day of February 2007 at Pasig City/City of Makati of Makati, Metro Manila.



Enrique F. Pelaez
ENRIQUE F. PELAEZ
 Chairman of the Meeting
 TIN - 153-006-573

Ana Maria A. Katigbak
ANA MARIA A. KATIGBAK
 Secretary of the Stockholders' Meeting
 TIN - 173-122-955

Stanley L. Tan
STANLEY L. TAN
 Director
 TIN - 100-299-829

A. Bayani K. Tan
A. BAYANI K. TAN
 Director
 TIN - 102-057-041

Enrico G. Valdez
ENRICO G. VALDEZ
 Director
 TIN - 123-493-195

Alma C. Santiago
ALMA C. SANTIAGO
 Director
 TIN - 217-199-722

SUBSCRIBED AND SWORN to before me this 12th day of February 2007 at Pasig City, Metro Manila, affiants having exhibited to me their Community Tax Certificates Nos. as follows:

	RES. CERT. NO.	Date/Place Issued
	PASSPORT NO./OTHER I.D.	Date/Place Issued
A. BAYANI K. TAN	01578910	01.17.2007/Manila
	SSS No. 06-0757282-1	-
ENRICO G. VALDEZ	01578912	01.16.2007/Manila
	Passport #KK737926	01.09.2003/Manila
STANLEY L. TAN	08462080	01.06.2007/San Juan
	LTD Driver's License N04-86-062700	
ALMA C. SANTIAGO	01578904	01.09.2007/Manila
	SSS No. 33-2097595-1	-

Doc. No. 184 :
 Page No. 38 :
 Book No. I :
 Series of 2007.

Lyra Gracia Y. Lipae-Fabella
LYRA GRACIA Y. LIPAE-FABELLA
 Notary Public for and in the City of Pasig, Metro Manila
 Appointment No. 98 (2006-2007)
 Commission Expires on December 31, 2007
 2704 East Tower, PSE Centre, Exchange Road
 Ortigas Center, Pasig City, Metro Manila
 PTR No. 3641383 / 01.05.07 / Pasig City
 IBP No. 700923 / 01.05.07 / RSM
 Roll No. 50484

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NOTARIAL SEAL

SUBSCRIBED AND SWORN to before me this 12th day of February 2007 at Makati City, Metro Manila, affiants having exhibited to me their Community Tax Certificates Nos. as follows:

<u>NAME</u>	<u>CTC No.</u>	<u>DTE/PLACE OF ISSUE</u>
ENRIQUE F. PELAEZ	26081670	Jan. 8, 2007- Cagayan de Oro City
ANA MARIA A. KATIGBAK	17674776	Jan. 30, 2007-Makati City

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mfs Saluyog

MERCEDES FAMA S. SALUYOG
Appointment No. M-506
Notary Public - City of Makati
Until 31 December 2007
Castillo Laman Tan Pantaleon
& San Jose Law Offices
The Valero Tower, 122 Valero Street
Salcedo Village, Makati City
PTR No. 4182468 E ; 01-03-06 ; Makati City
IBP No. 95357 ; Lifetime Member ; Quezon City Chapter
Roll No. 50914

MAKATI DISTRICT CLERK
CENTRAL RECORDS DIVISION

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VERIFIED BY: