

C00184-2015

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)

Jan 14, 2015

2. SEC Identification Number

12942

3. BIR Tax Identification No.

000-104-320-000

4. Exact name of issuer as specified in its charter

Marcventures Holdings Inc.

5. Province, country or other jurisdiction of incorporation

Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

4th Floor Citi Center, Paseo de Roxas, Makati City

Postal Code

1227

8. Issuer's telephone number, including area code

+632 8314479 +632-8314483

9. Former name or former address, if changed since last report

-

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock	1,821,358,599

11. Indicate the item numbers reported herein

item 9(a)

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

Marcventures Holdings, Inc. MARC

PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation *References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

SEC Approval of the amendments to the Articles of Incorporation

Background/Description of the Disclosure

Proposed amendment of the Articles of Incorporation:

- (a) To change the Principal Office address to 4th Floor Citi Center, 8741 Paseo de Roxas, Makati City;
- (b) To include in its purpose the Issuance of Corporate Guarantees and Sureties in favor of its subsidiaries and affiliates; and
- (c) To increase the number of Directors from 7 to 9.

Date of Approval by Board of Directors	Mar 21, 2014
Date of Approval by Stockholders	Nov 14, 2014
Other Relevant Regulatory Agency, if applicable	n/a
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	Jan 14, 2015

Amendment(s)

Article No.	From	To
SECOND	additional provision in the secondary purposes	to grant and issue corporate guarantees and sureties in favor of its subsidiaries and affiliates.
THIRD	Metro Manila	4th Floor Citi Center Condominium, 8741 Paseo de Roxas, Makati City
SIXTH	seven (7)	nine (9)

Rationale for the amendment(s)

The rationale for the amendments are (1) to grant and issue corporate guarantees and sureties in favor of its subsidiaries and affiliates; (2) to comply with SEC Memorandum Circular No. 6, Series of 2014 requiring all corporations to specify with certainty its principal address and to reflect the intention of the Corporation to change its principal office address and (3) to increase the number of independent directors from 2 to 3 in accordance with good governance.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporations with the SEC	Jan 6, 2015
Expected date of SEC approval of the Amended Articles of Incorporation	Jan 14, 2015

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

none

Other Relevant Information

This report is being amended to advise that on January 14, 2015, the Securities and Exchange Commission approved the amendment of the Articles of Incorporation of Marcventures Holdings, Inc. by including in the Primary Purpose clause, the authority to issue corporate guarantees and sureties in favor of the Corporation's subsidiaries and affiliates; by changing the place of principal office and specifying the Corporation's address at the "4th Floor, Citibank Center, 8741 Paseo de Roxas, Makati City" and by increasing the number of directors from seven (7) to nine (9).

Attached is a copy of the Amended Articles of Incorporation reflecting the amendment.

Filed on behalf by:

Name	Raquel Frondoso
Designation	Compliance Officer



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

COMPANY REG. NO. 12942

**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

MARCVENTURES HOLDINGS, INC.
(Amending Articles II Primary Purpose, III & VI thereof.)

copy annexed, adopted on October 11, 2013 & March 21, 2014 by majority vote of the Board of Directors and on November 14, 2014 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate 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 13th day of January, Twenty Fifteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

RAI

SEC Registration Number

---12942---

Former Company Name

M	A	R	C	V	E	N	T	U	R	E	S		H	O	L	D	I	N	G	S	,		I	N	C	.	

AMENDED TO:

New Company Name

Principal Office (No./Street/Barangay/City/Town/Province)

4	T	H		F	L	O	O	R		C	I	T	I	B	A	N	K		C	E	N	T	E	R			
8	7	4	1		P	A	S	E	O		D	E		R	O	X	A	S		M	A	K	A	T	I		
C	I	T	Y																								

COMPANY INFORMATION

Company's Email Address

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Company's Telephone Numbers

(632)831-4479/831-4438

Company's Facsimile Number/s

(632) 856-7976/856-7376

CONTACT PERSON INFORMATION

Name of Contact Person

Ana Maria A. Katigbak

Email Address

ana.katigbak@cltpsj.com

Telephone Number/s

(632) 817-6791

Facsimile Number/s

(632)819-2724

Contact Person's Address

3rd Floor, The Valero Tower 122 Valero Street, Salcedo Village, Makati City

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

DOCUMENT ID

--

Received by Corporate Filing and Records Division (CFRD)

FORWARDED TO:

- | | | | |
|--------------------------|---|-------|-------|
| <input type="checkbox"/> | Corporate and Partnership Registration Division | _____ | _____ |
| <input type="checkbox"/> | Green Lane Unit | _____ | _____ |
| <input type="checkbox"/> | Financial Analysis and Audit Division | _____ | _____ |
| <input type="checkbox"/> | Licensing Unit | _____ | _____ |
| <input type="checkbox"/> | Compliance Monitoring Division | _____ | _____ |

AMENDED
ARTICLES OF INCORPORATION
OF
MARCVENTURES HOLDINGS, INC.
(Formerly: AJO.NET HOLDINGS, INC.)

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, all of whom are residents of the Republic of the Philippines, have on this date voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE DO HEREBY CERTIFY:

FIRST: The name of the said corporation shall be:

"Marcventures Holdings, Inc."
(amended on February 10, 2010)

SECOND: The purpose for which said corporation is formed are as follows:

Primary Purpose: The primary purpose for which this said corporation is formed is to acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of, any and all properties of every kind and description and wherever situated, including land, (amended on

November 26, 2001; February 10, 2010) as and to the extent permitted by law, including but not limited to, buildings, tenements, warehouses, factories, edifices and structures and other improvements and bonds, debentures, promissory notes, shares of stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder or possessors thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interest and income derived therefrom, and the right to vote on any proprietary or other interest, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act 2629), or act as securities broker or dealer; to aid either by guaranty and/or surety, any subsidiary and/or affiliate of the corporation. (Amended on November 14, 2014).

Secondary Purposes: The secondary purposes for which this said corporation is formed are: to embark in the discovery, exploration, development and exploitation of mineral oils, petroleum in its natural state, rock or carbon oils, natural gas, other volatile mineral substances and salt, as well as other minerals of whatever nature whether similar or dissimilar to those listed herein, or to mine, dig for or otherwise obtain from the earth the same substances as aforementioned and to manufacture, refine, prepare for market, buy, sell, and transport the same, their products, compounds and derivatives, and other mineral and chemical substances, in crude or refined condition; to embark in the discovery, exploration, development and exploitation of minerals in all other forms and to engage in deep sea fishing and its related industries in the Philippines and elsewhere and the business of mining in general in all of its phases and branches with all of its auxiliaries together with the businesses

which are necessary and convenient to the efficient and economical prosecution of the above purposes.

In pursuance of such purposes, the corporation shall have the power:

1. To acquire petroleum, gas and oil lands, leaseholds, franchises, privileges, concessions and other interests in real estate and gas, oil and other rights;

2. To construct, maintain, and operate gas wells, oil wells, and refineries and water wells and to buy, sell, and otherwise deal in gas, oils and salts and their derivatives or products;

3. To construct and maintain conduits, pipelines and lines of tubing and water wells for the public generally as well as for the use of said corporation and to lay, rig, buy, lease, sell, and otherwise contract for, and operate said conduits, pipelines and lines of tubings and water wells as well as storage tanks, railways, tramways, roadways, and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business;

4. To acquire, construct and maintain, buildings, dwellings, stores, warehouses, machineries, plants, boats, roads and bridges, mills, works and workshops, laboratories, power plants, derricks, drills, sawmills and other effects whatsoever which the corporation may think proper to be acquired, constructed and/or operated for the pursuance of any of the purposes and to construct, maintain and operate telegraph and telephone lines convenient for the prosecution of its business;

5. To purchase, lease, or otherwise acquire such real and personal property in any part of the Philippines or elsewhere, as the purposes for which the corporation is formed may permit, and as may be reasonably required for the transaction of its lawful business; and to hold, maintain, conduct, use and operate and to lease, sell, mortgage, or otherwise dispose of any such real or personal property of any character owned or in any manner held by it, upon any terms; and obtain and prepare for market such other valuable minerals or materials as may be discovered in developing the lands of the company;

6. To have one or more offices outside the Philippines and to conduct its business and exercise its powers in any part thereof or in any other country; and to register the corporation, or to secure a license to do business, in any foreign country or place;

7. To carry on in connection with any or all of the aforementioned purposes the business of importing, buying, selling, and otherwise dealing with equipment, machinery, supplies and accessories and to transact all business properly connected with or incidental to any or all of said objects and purposes;

8. To purchase or otherwise acquire the whole or any part of the goodwill, property and assets, and to undertake all or any part of the business, property and liabilities of any person, partnership, corporation or other associations, carrying on any business similar to that for which this corporation is authorized to carry on, or possession of property suitable for the purpose of the corporation, and to pay for the same in cash, or in stock, bonds or other securities of the corporation or otherwise.

9. To buy or otherwise acquire any inventions, improvements and processes relating to the refining of petroleum or the processing of its products,

secured under letters patent or licenses in respect of the same, and to use, exercise, develop and sell such inventions, improvements and processes and to grant licenses of the things respecting the same;

10. To borrow or raise money for the purpose of the corporation by making, issuing, accepting, indorsing and executing promissory notes, bills of exchange, bonds, debentures, certificates of indebtedness and other negotiable instruments but not exclusive of such other means or manner as the corporation's Board of Directors shall think fit; and to secure payment of said obligations or any of them by mortgage, pledge, letters of hypothecation, other liens or charges upon all or any of the undertakings, revenues, rights and property of the corporation, and to exchange or vary from time to time any of such securities, and to redeem on any terms, the debts or obligations secured by them before the same shall due, if it shall see fit to do so.

11. To engage in e-commerce, to conduct, operate, carry on and maintain the business of trading, importing, exporting, buying, selling, repacking, delivering, transporting, distributing, marketing, promoting or otherwise dealing in all kinds of merchandise, industrial products, raw materials for manufacturers and processors, semi-finished articles, goods and wares of all kinds and descriptions which are the lawful objects of commerce, including food, beverages, clothing, and accessories, as well as the provisions of services which are desirable, necessary, related and/or incident thereto (Amended on November 26, 2001, December 11, 2000)

In general, but in connection with the foregoing, the company may carry on any other business not prohibited to mining companies or the corporation by-laws of the Philippines and have and exercise all powers otherwise conferred by the laws of the Philippines upon like or anywise similar corporation formed

under the Corporation Law of the Philippines, it being provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the company and that any and all the rights, powers and privileges in this Articles of Incorporation granted and contained, conferred, or imposed, may be amended, altered, changed in any manner and to any extent and its authorized capital increased or enlarged by certificate of amendment or Amended Articles of Incorporation made, executed, authorized and filed in any manner now or hereafter permitted or authorized by the laws of the Philippines.

Generally, also, to do all such other things and to transact all business as may be directly or indirectly incidental or conducive to the attainment of the above objects, or any of them respectively.

THIRD: That the place where the principal office of the corporation is to be established at the 4th Floor, Citibank, Center 8741 Paseo de Roxas, Makati City and it may establish and maintain branch offices anywhere in the Philippines, as necessity therefor arises from time to time. (Amended on November 29, 1999; and on November 14, 2014).

FOURTH: The term for which said corporation is to exist is until August 7, 2057 (Amended on May 18, 2007)

FIFTH: The names and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Mrs. E. A. Zamora	Filipino	967 R. Hidalgo Street Quiapo, Manila

Jesus S. Cabarrus	Filipino	10 Bauhinia Street Makati City
Jacob E. Cabarrus	Filipino	146 Riverside Drive San Juan, Metro Manila
Ricardo Ledesma	Filipino	2031 Donada Street Pasay City
L. W. Shaner	American	Sta. Cruz, Zambales
L. L. Recio	Filipino	950 Maligaya Street Malate, Manila
Dee K. Chiong	Filipino	629 Calderon Street Mandaluyong
Cu Ching Yan	Chinese	2093 Bohol Street Sta. Mesa Boulevard
Karl Landahl	German	2030 A. Mabini Street Manila

SIXTH: The number of directors of the said corporation shall be nine (9) and the names 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: (Amended on November 14, 2014).

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Mrs. E. A. Zamora	Filipino	967 R. Hidalgo Street Quiapo, Manila
Jesus S. Cabarrus	Filipino	10 Bauhinia Street Makati City
Jacob E. Cabarrus	Filipino	146 Riverside Drive San Juan, Metro Manila

Ricardo Ledesma	Filipino	2031 Donada Street Pasay City
L. L. Recio	Filipino	950 Maligaya Street Malate, Manila
Dee K. Chiong	Filipino	629 Calderon Street Mandaluyong
L. W. Shaner	American	Acoje Mines Sta. Cruz, Zambales

SEVENTH: That the capital stock of the corporation is TWO BILLION PESOS (P2,000,000,000.00) and said capital stock is divided into TWO BILLION (2,000,000,000) shares of the par value of One Peso (P1.00) each. (Amended on October 28, 1997; November 26, 2001; February 10, 2010; September 16, 2010).

No stockholder shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrant to purchase stock of the corporation, whether out of its unissued authorized capital stock or any future increases thereof. Any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

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 proper books of the Corporation.

The foregoing restriction shall be indicated in the certificates to be issued by the Corporation.

EIGHTH: The amount of said capital stock which has been actually subscribed is TWO MILLION PESOS (P2,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Capital Stock Subscribed</u>
E. A. Zamora	967 R. Hidalgo Quiapo, Manila	30,000,000	P 300,000.00
Jesus Cabarrus	10 Bauhinia Street Makati City	30,000,000	300,000.00
Jacob E. Cabarrus	146 Riverside Drive, San Juan	16,800,000	168,000.00
Ricardo Ledesma	2031 Donada Street Pasay City	30,000,000	300,000.00
L. W. Shaner	Acoje Mines Sta. Cruz, Zambales	16,800,000	168,000.00
L. L. Recio	950 Maligaya Street Malate, Manila	16,800,000	168,000.00
Dee K. Chiong	629 Calderon Street Mandaluyong	16,800,000	168,000.00
Cu Ching Yan	2890 Santol Street Sta. Mesa, Manila	16,800,000	168,000.00
Karl Landahl	2030 A. Mabini Street, Manila	26,000,000	260,000.00
		----- 200,000,000 -----	----- P2,000,000.00 -----

NINTH: The following persons have paid on the shares of the capital stock of which they have subscribed in cash in the amount set out opposite their respective names:

<u>Name</u>	<u>Residence</u>	<u>Amount Paid on Subscription</u>
E. A. Zamora	967 R. Hidalgo Quiapo, Manila	P 75,000.00
Jesus Cabarrus	10 Bauhinia Street Makati City	75,000.00
Jacob E. Cabarrus	146 Riverside Drive, San Juan	42,000.00
Ricardo Ledesma	2031 Donada Street Pasay City	75,000.00
L. W. Shaner	Acoje Mines Sta. Cruz, Zambales	42,000.00
L. L. Recio	950 Maligaya Street Malate, Manila	42,000.00
Dee K. Chiong	629 Calderon Street Mandaluyong	42,000.00
Cu Ching Yan	2890 Santol Street Sta. Mesa, Manila	42,000.00
Karl Landahl	2030 A. Mabini Street, Manila	65,000.00
Total		----- P500,000.00

TENTH: Mr. Ricardo Ledesma 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 as such Treasurer, he has been

authorized to receive for the corporation and to receipt in its name all subscriptions paid in by the said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands in the City of Manila, Philippines, this July 10, 1957.

(Sgd.) MRS. E. A. ZAMORA
Incorporator

(Sgd.) JESUS S. CABARRUS
Incorporator

(Sgd.) JACOB E. CABARRUS
Incorporator

(Sgd.) RICARDO LEDESMA
Incorporator

(Sgd.) L. W. SHANER
Incorporator

(Sgd.) L. L. RECIO
Incorporator

(Sgd.) DEE K. CHIONG
Incorporator

(Sgd.) CU CHING YAN
Incorporator

(Sgd.) KARL LANDAHL
Incorporator

SIGNED IN THE PRESENCE OF:

(Sgd.) ILLEGIBLE

(Sgd.) ILLEGIBLE

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

In the City of Manila, Philippines, on this 10th day of July, 1957, before the undersigned Notary Public in and for the said City, personally appeared E. A. ZAMORA, JESUS S. CABARRUS, JACOB E. CABARRUS, RICARDO LEDESMA, L. W. SHANER, L. L. RECIO, DEE K. CHIONG, CU CHING YAN and KARL LANDAHL, 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/she freely and voluntarily executed the same. The above named parties exhibited to me their respective Residence Certificates, as follows:

<u>Name</u>	<u>Residence Certificate No.</u>	<u>Issued at</u>	<u>Date of Issue</u>
Mrs. E. A. Zamora	A-0138202	Manila	Jan. 10, 1957
	B-0113311	Manila	Feb. 26, 1957
Jesus S. Cabarrus	A-0022902	Manila	Jan. 02, 1957
	B-0101258	Manila	Feb. 19, 1957
Jacob E. Cabarrus	A-0022903	Manila	Jan. 02, 1957
	B-0111915	Manila	Feb. 16, 1957
Ricardo Ledesma	A-0141645	Manila	Jan. 14, 1957
	B-0063637	Manila	Feb. 13, 1957
L. W. Shaner	A-3222653	Sta. Cruz Zambales	Jan. 26, 1957
	B-0414853	Sta. Cruz Zambales	Jan. 26, 1957
L. L. Recio	A-0240063	Manila	Jan. 05, 1957
	B-9117570	Manila	Mar. 14, 1957
Dee K. Chiong	A-0001525	Manila	Jan. 02, 1957
	B-0111713	Manila	Feb. 26, 1957
Cu Ching Yan	A-0069927	Manila	Jan. 07, 1957
	B-0579690	Manila	Mar. 06, 1957
Karl Landahl	A-0009776	Manila	Jan. 03, 1957
	B-0075743	Manila	Feb. 12, 1957

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(Sgd.) PEDRO C. CARAG
Notary Public
Until December 31, 1957

Doc. No. 247-C;
Page No. 54;
Book No. I;
Series of 1957.

Amended AOI (14 November 2014)
MARC:AAK

SECRETARY'S CERTIFICATE

I, **ANA MARIA A. KATIGBAK**, of legal age, Filipino citizen, and with office address at the 3rd Floor, The Valero Tower, 122 Valero Street, Salcedo Village, Makati City, Metro Manila, Philippines, under oath, hereby depose and state that:

1. I am the duly elected and qualified Asst. Corporate Secretary of **MARCVENTURES HOLDINGS INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office address at the 4th Floor Citibank Center 8741 Paseo de Roxas, Makati City.

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


IN WITNESS WHEREOF, I have hereunto affixed my signature this DEC 23 2014, in MAKATI CITY, Metro Manila.


ANA MARIA A. KATIGBAK
Corporate Secretary

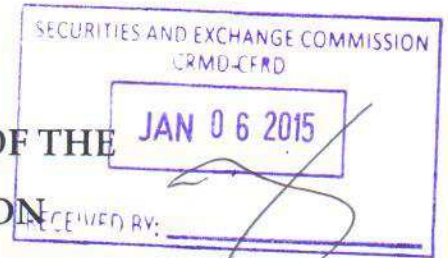
SUBSCRIBED AND SWORN to before me this ____ day of DEC 23 2014 at Makati City by affiant whose identity I have confirmed through her Passport No. EB6978724 issued on December 20, 2012 in Manila, bearing the affiant's photograph and signature, and who showed to me her Community Tax Certificate No. 02259075 issued at Makati City on February 11, 2014.

Doc. No. 442 ;
Page No. 90 ;
Book No. VII ;
Series of 2014.




JOHN DAVID C. ATANACIO
Appointment No. M-517
Notary Public for Makati City
Until December 31, 2014
Castillo Laman Tan Pantaleon
& San Jose Law Firm
The Valero Tower, 122 Valero Street
Salcedo Village, Makati City
PTR No. 4225101; 01-02-2014; Makati City
IBP No. 947574; 01-02-2014; Pangasinan Chapter
Roll No. 62236

**CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF
MARCVENTURES HOLDINGS INC.**



We the undersigned, the Chairman and Secretary of the Stockholders' meeting and majority of the members of the Board of Directors of MARCVENTURES HOLDINGS INC. (the "Corporation") hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of the Corporation.


The amendments are in the following Articles:

1. Second Article - by including in the Primary Purpose clause the authority to issue corporate guarantees and sureties in favor of the Corporation's subsidiaries and affiliates;
2. Third Article - by changing the place of principal office and specifying the Corporation's address at the "4th Floor, Citibank Center, 8741 Paseo de Roxas, Makati City"; and
3. Sixth Article - by increasing the number of directors from seven (7) to nine (9).

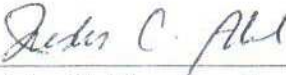
We further certify that the said amendments were unanimously approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their annual meeting held on November 14, 2014 at the Manila Golf and Country Club, Harvard Road, Forbes Park, Makati City, and by the Board of Directors at its meeting held on March 21, 2014 (with regard to the amendment of the Second and Third Articles) and October 11, 2013 (with regard to the amendment of the Sixth Article).


DEC 23 2014

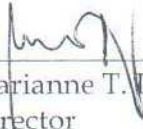
IN WITNESS WHEREOF, we have hereunto set our hands this ____ day of _____
2014 at Makati City.


Cesar C. Zalamea
Director/ Chairman
TIN No. 137-712-551



Antonio A. Ozaeta
Vice Chairman/ Independent Director
TIN No. 106-196-339



Isidro C. Alcantara, Jr.
Director/President
TIN No. 123-371-185

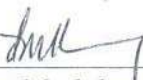

Macario U. Te
Director
TIN No. 145-425-028


Marianne T. Dy
Director
TIN No. 900-856-940


Augusto C. Serafica, Jr.
Director
TIN No. 102-097-338


Carlos Alfonso T. Ocampo
Independent Director
TIN No. 165-489-497


Roberto V. San Jose
Corporate Secretary
T.I.N. No. 126-470-483


Diane Madelyn C. Ching
Asst. Corp. Sec.
TIN No. 201-507-466


Ana Maria A. Katigbak
Asst. Corp. Sec.
TIN No. 173-182-955

DEC 23 2014

SUBSCRIBED AND SWORN to before me this ___ day of _____
2014 at Makati City, Metro Manila, affiants having exhibited to me competent
evidence of their identity as follows:

Name	Competent Evidence of Identity	Place and Date of Issue
Cesar C. Zalamea	TIN No. 137-712-551	
Antonio H. Ozaeta	TIN No. 106-196-339	
Isidro C. Alcantara, Jr.	TIN No. 123-371-185	
Macario U. Te	TIN No. 145-425-028	
Marianne T. Dy	TIN No. 900-856-940	
Augusto C. Serafica, Jr.	TIN No. 102-097-338	
Carlos Alfonso T. Ocampo	TIN No. 165-489-497	
Roberto V. San Jose	TIN No. 126-470-483	
Ana Maria A. Katigbak	TIN No. 173-182-955	
Diane Madelyn C. Ching	TIN No. 201-507-466	

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Book No. SS -D
Series of 2014.

ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
COMMISSION EXPIRES DEC. 31, 2015
PTR NO. 9042371, 1/02/2014, Q.C.
ROLL OF ATTORNEY NO. 25103



January 14, 2015

Philippine Stock Exchange, Inc.
3rd Floor, Philippine Stock Exchange Plaza,
Ayala Triangle, Ayala Avenue, Makati City

Attention: **Ms. Janet Encarnacion**
Head, Disclosure Department

Gentlemen:

We advise that on January 13, 2015, the Securities and Exchange Commission approved the amended Articles of Incorporation of Marcventures Holdings, Inc. containing the following amendments:

- (i) Second Article - by including in the Primary Purpose clause, the authority to issue corporate guarantees and sureties in favor of the Corporation's subsidiaries and affiliates;
- (ii) Third Article - by changing the place of principal office and specifying the Corporation's address at the "4th Floor, Citibank Center, 8741 Paseo de Roxas, Makati City"; and
- (iii) Sixth Article - by increasing the number of directors from seven (7) to nine (9).

Attached is a copy of the Amended Articles of Incorporation reflecting the amendments, which was received by the company after close of business on January 14, 2015.

Very truly yours,


Ana Maria A. Katigbak
Assistant Corporate Secretary

Unit 16A, 16th floor, Citibank Tower
8741 Paseo de Roxas, Makati City 1227
TELEFAX NOS.: (632) 836-8609
(632)856-7976