



REPUBLIC OF THE PHILIPPINES,
DEPARTMENT OF FINANCE

SECURITIES AND EXCHANGE COMMISSION
DAVAO EXTENSION OFFICE

Univ. Ave., Juna Subd., Matina, Davao City

S.E.C. Reg. CS200629755

CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the Amended Articles of Incorporation of

PNX-UDENNA INSURANCE BROKERS, INC.

(Formerly: Udenna Insurance Agency, Inc.)

(Amending Art. I, II, & Art. VII by increasing the authorized capital stock thereof)

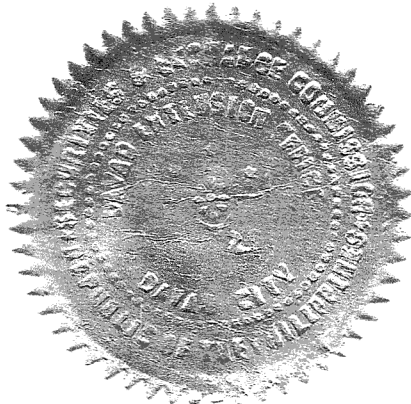
copy annexed, adopted **September 28, 2011,** by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the Corporation, was approved by the Commission of this date, pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68 approved on May 01, 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, closed-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 agency 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 Davao Extension Office, Juna Subdivision, Matina, Davao City, Philippines, this 23rd day of December, Two Thousand and Eleven.

By Authority of the Commission:

JAVEY PAUL D. FRANCISCO
Director, SEC-DEO



**AMENDED ARTICLES OF INCORPORATION
OF
PNX-UDENNA INSURANCE BROKERS, INC .**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of this corporation shall be:

PNX-UDENNA INSURANCE BROKERS, INC.
(amended as of September 28, 2011)

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

To engage in and carry on the business of or act as insurance broker of any domestic and/or foreign companies as the Philippines laws may allow, for the purpose of carrying on any and all objectives and purposes for which the corporation is created.
(amended as of September 28, 2011)

To perform any and all acts incidental to the above-indicated undertakings.

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

THIRD: That the place where the principal office of the corporation is to be established is at Stella Hizon Reyes Rd., Bo. Pampanga, Davao City.

FOURTH: That the term for which the corporation is to exist is Fifty (50) years from and after the date of issuance of the certificate of incorporation.

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

NAME	NATIONALITY	ADDRESS
DENNIS A. UY	Filipino	Stella Hizon Reyes Rd., Bo. Pampanga, Davao City
CHERYL YN C. UY	Filipino	Stella Hizon Reyes Rd., Bo. Pampanga, Davao City
DOMINGO T. UY	Filipino	Stella Hizon Reyes Rd., Bo. Pampanga, Davao City
DORELANE U. BOSQUIT	Filipino	Stella Hizon Reyes Rd., Bo. Pampanga, Davao City
DEBBIE A. UY	Filipino	Stella Hizon Reyes Rd., Bo. Pampanga, Davao City

SIXTH: That the number of directors of the said corporation shall be FIVE (5) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

NAME	NATIONALITY	ADDRESS
DENNIS A. UY	Filipino	Stella Hizon Reyes Rd., Bo. Pampanga, Davao City
CHERYL YN C. UY	Filipino	Stella Hizon Reyes Rd., Bo. Pampanga, Davao City
DOMINGO T. UY	Filipino	Stella Hizon Reyes Rd., Bo. Pampanga, Davao City

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DORELANE U. BOSQUIT	Filipino	Stella Hizon Reyes Rd., Bo. Pampanga, Davao City
DEBBIE A. UY	Filipino	Stella Hizon Reyes Rd., Bo. Pampanga, Davao City

SEVENTH: That the authorized capital stock of the corporation is TWENTY MILLION (P20,000,000.00) in lawful money of the Philippines, divided into TWO HUNDRED THOUSAND (P200,000) shares with the par value of ONE HUNDRED (P100.00) PESOS per share. (amended as of September 28,2011)

EIGHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

NAME	NATIONALITY	NO. OF SHARES SUBSCRIBED	AMOUNT SUBSCRIBED	AMOUNT PAID
DENNIS A. UY	FILIPINO	12,000	1,200,000.00	450,000.00
CHERYLYN C. UY	FILIPINO	125	12,500.00	12,500.00
DOMINGO T. UY	FILIPINO	125	12,500.00	12,500.00
DORELAIN E U. BOSQUIT	FILIPINO	125	12,500.00	12,500.00
DEBBIE A. UY	FILIPINO	125	12,500.00	12,500.00
Total		12,500	Php 1,250,000.00	Php 500,000.00

NINTH: That no transfer of stock or interest which would reduce the stockownership of Filipino citizens to less than the required percentage of the capital stock asprovided by existing laws shall be allowed or permitted to be recorded in the proper books ofcorporation and this restriction shall be indicated in the stocks certificates issued by thecorporation.

TENTH: That **DORELANE U. BOSQUIT** has been elected by the subscribers asTreasurer of the corporation to act as such until her successor is duly elected and qualified inaccordance with the by-laws; and that as such Treasurer, she has been authorized to receivefor and in the name and for the benefit of the corporation, all subscriptions paid by thesubscribers.

ELEVENTH: That the corporation manifests its willingness to change its corporatename in the event another person, firm or entity has acquired a prior right to use the saidfirm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have set our hands this April 11, 2006 at Davao City.

(sgd.)
DENNIS A. UY
TIN 172-020-135

(sgd.)
CHERYLYN C. UY
TIN 209-221-478

(sgd.)
DOMINGO T. UY
TIN 140-162-193

(sgd.)
DORELAIN E U. BOSQUIT
TIN 189-544-516

(sgd.)
DEBBIE A. UY
TIN 193-295- 901

WITNESSES:

illegible

illegible

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF DAVAO)s.s.
X-----X

BEFORE ME, a Notary Public In and for Davao City, Philippines, this April 11, 2006 personally appeared:

NAME	TAX IDENTIFICATION NUMBER
DENNIS A UY	172-020-13 5
CHERIILYN C. UY	209-221-478
DOMINGO T. UY	140-162-193
DEBBIE A UY	193-295-901
DORELANE UBOSQUIT	189-544-516

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

(sgd.)
MACESTE W. UY
Notary Public for Davao City
Notarial Commission No. 114-2005
Until December 31, 2006
Roll of Attorneys No. 43493
PTR No. 3392345 – 12-29-05 – Davao City
IBP O.R. No. 636255 (Lifetime) – 06-29-05 – Davao City
The Law Firm of Uy Cruz Lo & Associates
3/F Janeson Bldg., Gov. Sales Street,
Davao City, Philippines

Doc. No. 11;
Page No. 4;
Book No. XIX;
Series of 2006.

CDMF 96-1

COMPANY DATA MAINTENANCE FORM
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION
(FOR DOMESTIC STOCK CORPORATION ONLY)

SEC NUMBER IC/S/2/0/0/6/2/9/7/5/5/ FOR SEC TO PROVIDE MAINTENANCE NO. TRANSACTION DATE

FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes, where applicable. Fill up only those items for which amendments or changes are to be made. Refer to the back of this page for additional instructions. **1782 11 DEC 21 AM 8:06**

CURRENT COMPANY NAME (This must always be provided.)
UDENNA INSURANCE AGENCY, INC.

RESTRICT USED BY OTHERS?
 YES
 NO

RESERVATION NUMBER

NEW COMPANY NAME
PNX-UDENNA INSURANCE BROKERS, INC.

GENERAL INFORMATION

COMPANY TYPE DS- DOMESTIC STOCK DN- DOMESTIC NON-STOCK DP- DOMESTIC PARTNERSHIP

CHANGES FROM STOCK TO NON-STOCK? YES

CHANGE IN PRIMARY PURPOSE? YES

PRINCIPAL OFFICE ADDRESS
STELLA HIZON REYES ROAD, BO. PAMPANGA, DAVAO CITY

AREA CODE **112402**

POSTAL CODE **8000**

TEL. NO. **235-8888**

FAX NO.

BUSINESS OFFICE ADDRESS
STELLA HIZON REYES ROAD, BO. PAMPANGA, DAVAO CITY

AREA CODE **112402**

POSTAL CODE **8000**

TEL. NO. **235-8888**

FAX NO.

BUSINESS INFORMATION

PARTNERSHIP TYPE
 L - LIMITED
 G - GENERAL

TYPE OF ENTERPRISE N - NO SPECIAL REGISTRATION
 E - FIA EXPORT
 D - FIA DOMESTIC

H - FIA HOLDING
 R - REPRESENTATIVE OFF
 S - SUBIC REGISTERED

F - FINANCIAL INSTITUTION
 Z - EPZA - REGISTERED
 B - BOI - REGISTERED

INDUSTRY CODE

TERM OF EXISTENCE
50 YEARS

END DATE OF EXISTENCE
SEPTEMBER 5, 2056

FISCAL YEAR END (MM/DD)
Dec. 31

ANNUAL MEETING (For domestic companies only)
 F - FIXED (MM/DD) / / / V - VARIABLE Last Monday of March

NUMBER OF

DIRECTORS (if stock co.) **5**

TRUSTEES

PARTNERS

STOCKHOLDERS (if stock co.) **6**

TOTAL CONTRIBUTION (of non-stock corporation)

% OF FOREIGN MEMBERSHIP (of non-stock corporation)

TOTAL CONTRIBUTION (of domestic partnership)
Filipino: Foreign:

COMPANY RELATIONSHIP - list of all companies related to registrant. (Use additional sheets, if necessary)

RELATIONSHIP TYPE (RELN TYPE) M - DISSOLVED COMPANY (if due to merger) S - PARENT COMPANY (if registrant is a subsidiary) O - OTHERS
V - DISSOLVED COMPANY (if change in company type) A - AFFILIATE (of registrant)

MAIN IND. RELN TYPE SEC NUMBER COMPANY NAME START DATE END DATE
E S CS200628090 Udenna Management and Resources Corp.

MAIN IND. - A (new), E (update existing) or S (update relationship) INDICATE START (if new) or END DATE OF RELATIONSHIP

CERTIFIED CORRECT: **SOCORRO ERMAC CABREROS** POSITION: **CORPORATE SECRETARY** DATE: **November 7, 2011**

PROCESSING ATTORNEY: PROCESSING EXAMINER: DATA CONTROL CLERK: DATA ENCODER:
DATE REVIEWED: DATE REVIEWED: DATE REVIEWED: DATE ENCODED:

NAME RELATIONSHIP DATA MAINTENANCE FORM
 STOCKHOLDERS / DIRECTORS / OFFICERS INFORMATION
 (FOR DOMESTIC STOCK CORPORATION ONLY)

SEC NUMBER IC/ 2/ 0/ 0/ 6/ 2/ 9/ 7/ 5/ 5/

TRANSACTION DATE/ / / / / /

FILL UP INSTRUCTION: Type or print legibly. Light-shaded boxes are to be filled up by the SEC.

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COMPANY NAME

PNX-UDENNA INSURANCE BROKERS, INC. (formerly UDENNA INSURANCE AGENCY, INC.)

STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary. Fill up one line per relationship.)

RELN STAT US	NAME (Company Name, if company (Last Name, First Name, MI, Maiden Surname if person)	SEC NO./ BIRTHDATE	NAT'L CODE	NATIONALITY	RELATIONSHIP			SHR CODE	SHR TYPE	NO. OF SHARES	AMOUNT SUBSCRIBED		(MM/DD/YYYY) PERIOD START
					BRD	INC'R	OFR				PAID-UP CAPITAL	PERIOD END	
E	Dennis A. Uy	172-020-135 Sep. 26, 1973		Filipino	C	I	PRE		Common	1	100.00		
E	Cherylyn C. Uy	209-221-478 June 8, 1979		Filipino	M	I	TREAS		Common	1	100.00		
E	Socorro Ermac Cabreros	111-790-618 Feb. 1, 1965		Filipino	M	S	COS		Common	1	100.00		
E	Domingo T. Uy	140-162-193 Oct. 27, 1946		Filipino	M	I	N		Common	1	100.00		
E	Ernesto N. Ortonio Jr.	100-216-039 March 3, 1952		Filipino	M	S	N		Common	1	100.00		
E	Udena Management & Resources Corp.	CS200628090		Filipino	N	S	N		Common	199,995	19,999,500.00		
											20,000,000.00		
										TOTAL	20,000,000.00		

CERTIFIED CORRECT

Socorro Ermac Cabreros
 SOCORRO ERMAC CABREROS

POSITION:

CORPORATE SECRETARY

DATE:

November 7, 2011

PROCESSING ATTORNEY

PROCESSING EXAMINER

DATA CONTROL CLERK

DATA ENCODER

DATE REVIEWED:

DATE REVIEWED:

DATE REVIEWED:

DATE ENCODED:

INSTRUCTIONS FOR FILLING UP

RELATIONSHIP STATUS:

- A - NEW, IF THE NAME HAS NOT PREVIOUSLY BEEN SUBMITTED TO THE SEC
- E - EXISTING, IF THE NAME HAS PREVIOUSLY BEEN SUBMITTED TO THE SEC
- C - IF THE NAME SHOULD NOT HAVE BEEN SET UP

INDICATOR:

- C - CHAIRMAN
- M - MEMBER
- N - NEITHER

BOARD (BRD)

INDICATOR:

- I - INCORPORATOR
- S - STOCKHOLDER
- N - NOT APPLICABLE

INCORPORATOR (INC'R)

INDICATOR:

- PRE - PRESIDENT
- CEO - CHIEF EXEC OFFICER
- CFO - TREASURER
- COO - CHIEF OPERATING OFFICER
- COS - CORPORATE SECRETARY

OFFICER (OFR)

- LEG - LEGAL COUNSEL
- AUD - EXTERNAL AUDITOR
- GOV - GOVERNMENT OFFICIAL
- SLS - OTHERS
- OTH - OTHERS
- N - NONE