



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

Company Reg. No. 160968

**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

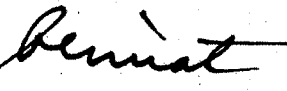
PEPSI-COLA PRODUCTS PHILIPPINES, INC.
(Amending Articles II Secondary Purposes, VI & XII thereof.)

copy annexed, adopted on June 21, 2007 by majority vote of the Board of Directors and on June 26, 2007 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 17th day of July, Two Thousand Seven.




BENITO A. CATARAN
Director
Company Registration and Monitoring Department



**AMENDED
ARTICLES OF INCORPORATION
OF
PEPSI-COLA PRODUCTS PHILIPPINES, INC.**

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 for the purpose of forming a corporation (the "Corporation") under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST. That the name of said Corporation shall be:

"PEPSI-COLA PRODUCTS PHILIPPINES, INC."

SECOND. That the purposes for which the said Corporation is formed are:

PRIMARY PURPOSE

(leg. foods)
To engage in, operate, conduct and maintain the business of manufacturing, importing, buying, selling, handling, distributing, trading or otherwise dealing in, at wholesale and (to the extent allowed by law) retail, drinks and other beverages in bottles, cans and other containers or dispensers and other related goods of whatever nature, and any all materials, supplies and other goods used or employed in or related to the manufacture of such finished products.

SECONDARY PURPOSES

1. To lease real properties and to purchase, acquire, own, sell and convey real properties other than land such as buildings, factories and warehouses, machinery, equipment and 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 evidence 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 evidence of indebtedness, and to secure the repayment thereof by mortgage, pledge, or deed of trust, lien upon the properties of the Corporation or to issue pursuant to law, shares of its capital stock, debentures and other evidence of indebtedness in payment for properties acquired by the Corporation or for money borrowed in the process of its lawful business;

3. To invest and deal with 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 enter any lawful arrangement for sharing profits, union of interest, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipality or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation;

5. To acquire or obtain from any government or authority, national provincial, municipal or otherwise, or any corporation, company or partnerships or person, such charters, contracts, franchises, privileges, exemptions, licenses and concessions as may be conducive to any of the objects of the Corporation;

6. To establish and operate one or more branch offices or 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 lease real properties, and to purchase, acquire, mortgage, pledge and convey, or otherwise deal in and with real property other than land and personal property anywhere within the Philippines;

7. To distribute the surplus profits of the Corporation to Δ stockholder thereof (the "Stockholder")¹ in cash or in kind, namely, properties of the Corporation, particularly any shares of stock, debentures or securities of other companies belonging to this Corporation; and

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 herein 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 or 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.

¹ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

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

<i>Name</i>	<i>Nationality</i>	<i>Residence</i>
JESUS M. MANALASTAS	Filipino	12-J La Carolina Road Mabugan, Antipolo, Rizal
PABLO A. DE BORJA	Filipino	414 Madrigal Avenue Ayala Alabang Village Muntinlupa, Metro Manila
EDMUNDO L. TAN	Filipino	15 Brooklyn Street Cubao, Quezon City
EDWARD S. SERAPIO	Filipino	430 Mayon Street Sta. Mesa Heights, Q.C.
JOSEPH T. COHON	Filipino	3559 Durango Street Palanan, Makati City

SIXTH. That the number of directors of said Corporation shall be ten (10)² * 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:

<i>Name</i>	<i>Nationality</i>	<i>Residence</i>
JESUS M. MANALASTAS	Filipino	12-J La Carolina Road Mabugan, Antipolo, Rizal
PABLO A. DE BORJA	Filipino	414 Madrigal Avenue Ayala Alabang Village Muntinlupa, Metro Manila
EDMUNDO L. TAN	Filipino	15 Brooklyn Street Cubao, Quezon City
EDWARD S. SERAPIO	Filipino	430 Mayon Street Sta. Mesa Heights, Q.C.
JOSEPH T. COHON	Filipino	3559 Durango Street Palanan, Makati City

SEVENTH: That the authorized capital stock of the Corporation is SEVEN HUNDRED FIFTY MILLION PESOS (P750,000,000.00), Philippine Currency, and said capital stock is divided into FIVE BILLION (5,000,000,000) shares of common stock with a par value of FIFTEEN CENTAVOS (P0.15) each. (As amended during the meetings of the Board of Directors and Stockholders held on 22 March 2004 and 26 March 2004, respectively)

EIGHTH: That the amount of the said capital stock which has been actually subscribed is TWO HUNDRED FIFTY THOUSAND PESOS (P250,000.00) and the

² As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

<i>Name</i>	<i>Nationality</i>	<i>No. of Shares</i>	<i>Amount Subscribed</i>
JESUS M. MANALASTAS	Filipino	500	₱50,000.00
PABLO A. DE BORJA	Filipino	500	50,000.00
EDMUNDO L. TAN	Filipino	500	50,000.00
EDWARD S. SERAPIO	Filipino	500	50,000.00
JOSEPH T. COHON	Filipino	<u>500</u>	<u>50,000.00</u>
		2,500	₱250,000.00

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

<i>Name</i>	<i>Amount Paid</i>
JESUS M. MANALASTAS	₱50,000.00
PABLO A. DE BORJA	50,000.00
EDMUNDO L. TAN	50,000.00
EDWARD S. SERAPIO	50,000.00
JOSEPH T. COHON	<u>50,000.00</u>
TOTAL	₱250,000.00

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 issued by the Corporation.

ELEVENTH: That DON Y. DIA has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the By-Laws; and that, as such Treasurer, he has been authorized to receive for the Corporation, and to issue in its name receipts for all subscriptions paid in by the subscribers.

TWELFTH: (a) (i) Subject to the relevant provisions of applicable law and the rules on independent directors under pertinent laws and regulations, \wedge the Corporation

shall be managed by a Board of such number of directors as may be fixed in the Articles of Incorporation, each of whom shall be a Stockholder and who shall be elected by the Stockholders for a term of one year and shall serve until the election and acceptance of their duly qualified successors³

△⁴

(ii) A Stockholder shall be entitled to nominate the replacement(s) for the director(s) △ who were nominated by such Stockholder or director representing such Stockholder (as the case may be). Except in cases where a vacancy in the Board of Directors is due to the removal of a director or an increase in the number of directors (which vacancy shall be filled by the Stockholders in a regular or special meeting called for that purpose), a majority of the remaining directors, if still constituting a quorum (or, in the event the remaining directors do not constitute a quorum, by the Stockholders in a regular or special meeting called for that purpose) shall vote to elect that replacement(s) so nominated.⁵

△⁶

(b) Each of the directors and members of the Executive, Audit, Nomination, Compensation and Remuneration, and other committees, including △ ex-officio directors and members, shall receive written notice (whether by personal service, telex or facsimile) of all meetings of the Board of Directors and/or any committee at least seven (7) days prior to the date of any such meeting. All proceedings had and business transacted at any meeting without such notice shall be null and void *ab initio* unless all the members of the Board or committee, as the case may be, waive such notice.⁷

(c) For as long as the Exclusive Bottling Appointments granted by PepsiCo, Inc. ("PepsiCo") or its affiliates to the Corporation authorizing the Corporation under the terms and conditions specified therein to produce beverages known as and sold under the trademarks PEPSI, DIET PEPSI, PEPSI MAX, MIRINDA, MOUNTAIN DEW, DIET 7UP, 7UP, GATORADE, PROPEL, TROPICANA and STING, or its replacement agreements (collectively, the "Appointments"), provide for and remain effective, △ PepsiCo retains, among other rights, the right to cancel and terminate the Appointments [except if PepsiCo is a party to or the cause of such event(s)] upon any sale, transfer, change of ownership, or other disposition (including, but not limited to, merger, consolidation, or dissolution), whether voluntary or involuntary or by operation of law or otherwise, without the prior written consent of PepsiCo which in its absolute and unqualified discretion may be withheld, of the stock, shares of interest, or other evidence of ownership of the Corporation, in a single transaction or a series of related transactions:

³ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

⁴ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

⁵ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

⁶ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

⁷ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

- (i) which results directly or indirectly in a change of the management control of the Corporation; or
- (ii) which results directly or indirectly in a Prohibited Transferee acquiring ten percent (10%) or more of ownership control of the Corporation. "Prohibited Transferee" is defined to mean any person or entity which engages directly or indirectly in the manufacture, bottling, sale, or distribution anywhere in the world of any product which competes with any of the beverages covered by the Appointments; or
- (iii) which results directly or indirectly in 20% or more of the Corporation's share being acquired by any natural or juridical person (or persons acting together) not listed in the Appointments.

Each Stockholder agrees not to enter into any such sale, transfer, change of ownership or other disposition referred to in this paragraph (c) of the Twelfth Article, except if such sale, transfer, change of ownership or other disposition is by way of an on-market sale where the identity of the buyer (aa) would not generally be known to a seller undertaking such a transaction; and (bb) is not actually known by the Stockholder (provided that this latter proviso is without prejudice to the rights of the parties to the Appointments under the Appointments). For purposes of these Articles, and to the extent applicable, the term "PepsiCo" shall include all its affiliates including but not limited to PepsiCo Global Investments II B.V., PepsiCo Global Investments B.V., Quaker Global Investments B.V., and Pepsi-Cola Far East Trade Development Co., Inc., any of their successors-in-interest, or any other entity utilized by PepsiCo to hold its interest in the Corporation.⁸

(d) For as long as the Appointments provide for and remain effective, the affirmative vote of PepsiCo as a direct or indirect Stockholder, if applicable, shall be required for the validity of the following acts:⁹

(1) Amendment of the Articles of Incorporation and/or By-Laws insofar as such amendment affects PepsiCo's¹⁰ rights and interests;

(2) Expanding the range of products to be produced, sold or distributed by the Corporation to include any product not licensed to the Corporation by PepsiCo Δ or its affiliate without the prior affirmative written consent of PepsiCo Δ.¹¹

(e) For as long as the Appointments remain effective, at any board of directors meeting of the Corporation, the affirmative vote of 66-2/3% of the directors

67%

⁸ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

⁹ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

¹⁰ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

¹¹ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

present at a meeting where a quorum exists Δ shall be required for the validity of any of the following acts:¹²

- (1) Sale of the business or any merger of the Corporation;
- (2) Disposal of any assets of the Corporation which have a value in excess of 15% of the net book value of all the assets of the Corporation unless provided for in the relevant Annual Operating Plan;¹³
- (3) Substantial change in the business activities of the Corporation unless provided for in the relevant Annual Operating Plan;¹⁴
- (4) Any external borrowing by the Corporation unless provided for in the relevant Annual Operating Plan;¹⁵
- (5) Issuance of any guarantee by the Corporation other than in the ordinary course of business and, even if in the ordinary course of business, to any shareholder holding at least 5% of the Corporation's issued and outstanding capital stock or any affiliate of any such shareholder Δ ¹⁶;
- (6) Any change in the capital structure of the Corporation or any capital expenditure unless provided for in the relevant Annual Operating Plan¹⁷;
- (7) Any related party transaction involving the Corporation and any shareholder holding at least 5% of the Corporation's issued and outstanding capital stock or its affiliate Δ which are (i) other than on commercial arms length terms or in the ordinary course of business Δ , or (ii) are in excess of the equivalent of US\$1,000,000.00;¹⁸
- (8) Granting by the Corporation of any warrants, conversion rights or other contingent rights to equity unless provided for in the relevant Annual Operating Plan, except for any employee stock option scheme which has been approved by the Board of Directors¹⁹;

¹² As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

¹³ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

¹⁴ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

¹⁵ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

¹⁶ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

¹⁷ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

¹⁸ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

¹⁹ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

(9) Declaration or payment of dividends other than in accordance with the policy that after 22 December 1999, the Corporation may declare and pay dividends up to 50% (or such other percentage as may be reset by the Board) of its net profits (after allowing for provisions and other requirements of the Annual Operating Plan) on condition that it complies with ∧ the applicable Operating Targets as set out in the then current Annual Operating Plan²⁰;

(10) Change of the terms of employment (including compensation, severance, or termination) for the four (4) highest-paid officers and directors of the Corporation other than such terms as passed upon and recommended by the Compensation and Remuneration Committee of the Corporation²¹;

(11) Change of any accounting methods unless required by applicable law, regulation, or accounting standards²²;

(12) Approval or modification of any Annual Operating Plan²³; and

(13) Any amendment to or the renewal of the Appointments.²⁴

∧²⁵

(f) None of the Stockholders of the Corporation shall have any pre-emptive right to subscribe to any shares issued, sold, transferred, or otherwise conveyed by the Corporation.²⁶

(g) Any transfer, encumbrance, or other disposition of shares in the Corporation which does not comply with these Articles of Incorporation, as amended shall be null and void *ab initio* and shall not be registered or registrable in the books of the Corporation. ∧²⁷

∧²⁸

²⁰ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

²¹ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

²² As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

²³ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

²⁴ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

²⁵ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

²⁶ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

²⁷ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

²⁸ As amended during the regular meeting of the Board of Directors of the Corporation held on 21 June 2007 and the special meeting of the Stockholders of the Corporation held on 26 June 2007.

IN WITNESS WHEREOF, we have hereunto set our hands this 7th day of March 1989 at Makati, Metro Manila, Philippines.

(SGD.) JESUS M. MANALASTAS

(SGD.) PABLO A. DE BORJA

(SGD.) EDMUNDO L. TAN

(SGD.) EDWARD S. SERAPIO

(SGD.) JOSEPH T. COHON

Signed in the Presence Of:

(SGD.) ILLEGIBLE

(SGD.) ILLEGIBLE

ACKNOWLEDGMENT

Republic of the Philippines)
MAKATI, METRO MANILA) S.S.

BEFORE ME, a Notary Public, in and for Makati, Metro Manila, on this 7th day of March 1989, personally appeared:

<u>Name</u>	<u>RES CERT. NO.</u>	<u>DATE/PLACED ISSUED</u>
JESUS M. MANALASTAS TAN: M5428-J0147-a-4	07849593	2/4/89/Makati City
PABLO A. DE BORJA TAN: 5124-136-2	07849597	2/24/89/Makati City
EDMUNDO L. TAN TAN: 4752-551-3	07849592	2/24/89/Makati City
EDWARD S. SERAPIO TAN: 21-1-10041	07849577	2/24/89/Makati City
JOSEPH T. COHON TAN: C5220-E2354-A-7	04652088	1/12/89/Makati City

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 WITNESS WHEREOF, I have hereunto set my hands and affixed my notarial seal at the place and on the date first abovewritten

(SGD.) RAMON M. VELEZ
Notary Public
Until December 31, 1989
PTR No. 447671, June 9, 1988
Makati, Metro Manila
IBP No. 262605, May 24, 1988
Pasay City

Doc. No. 86;
Page No. 19
Book No. II;
Series of 1989.