



101302012001276

**SECURITIES AND EXCHANGE COMMISSION**

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COVER SHEET

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ABACUS CONSOLIDATED RESOURCES
AND HOLDINGS, INC.

(Company's Full Name)

28 . N . DOMINGO ST . NEW MANILA
QUEZON CITY

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

Atty. Joaquin E. San Diego

Contact Person

(02) 724-5055

Telephone Company Number/s

1 2

3 1

Sec. Sworn Certification

Secondary License Type, If Applicable

M R D

Dept. Requiring this Doc.

Amended Articles Number/Section

443

Total No. of Stockholders

Total Amount of Borrowings

N/A

Domestic

N/A

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes



Consolidated Resources & Holdings, Inc.

No. 28 N. Domingo St., near corner Gilmore St., New Manila, Quezon City

Tel. Nos. 724-3759 / 725-7875 / 724-5055; Fax No. 724-3290

SECRETARY'S SWORN CERTIFICATION

KNOW ALL MEN BY THESE PRESENTS:

I, JOAQUIN E. SAN DIEGO, of legal age, Filipino citizen, and with business address at No. 28 N. Domingo St., New Manila, Quezon City, in my capacity as the Corporate Secretary of the **ABACUS CONSOLIDATED RESOURCES and HOLDINGS, INC., (ABACUS)**, do hereby certify as follows:

1. That ABACUS had five (5) Board Meetings for the year 2011, namely on March 3, 2011, May 26, 2011, July 14, 2011, October 11, 2011 and December 22, 2011.
2. That the attendance of the Directors at Board Meetings was as follows:

March 3, 2011

PRESENT:

1. Jose V. Romero, Jr.
2. Manuel A. De Leon
3. Leonardo S. Gayao
4. Gonzalo G. Puyat II *
5. Arturo V. Magtibay
6. Manuel R. Moje
7. Martha R. Horrigan
8. William Y. Tieng
9. Jose L. Carlos, Jr.
10. Antonio F. Gregorio III
11. Jose A. Syjuco, Jr. *
12. Ricardo C. Leong
13. Willy N. Ocier
14. Calixto Y. Laureano

ABSENT:

1. Clarita T. Zarraga

July 14, 2011

PRESENT:

1. Jose V. Romero, Jr.
2. Manuel A. De Leon
3. Leonardo S. Gayao
4. William Y. Tieng

May 26, 2011

PRESENT:

1. Jose V. Romero, Jr.
2. Manuel A. De Leon
3. Leonardo S. Gayao
4. Gonzalo G. Puyat II*
5. Arturo V. Magtibay
6. Manuel R. Moje
7. Martha R. Horrigan
8. William Y. Tieng
9. Jose L. Carlos, Jr.
10. Antonio F. Gregorio III
11. Ricardo C. Leong
12. Jose A. Syjuco, Jr. *
13. Willy N. Ocier
14. Calixto Y. Laureano

ABSENT:

1. Cindy B. Cayanana

October 11, 2011

PRESENT:

1. Jose V. Romero, Jr.
2. Manuel A. De Leon
3. Leonardo S. Gayao
4. Willy N. Ocier

5. Martha R. Horrigan
6. Gonzalo G. Puyat II*
7. Arturo V. Magtibay
8. Manuel R. Moje
9. Jose L. Carlos, Jr.
10. Antonio V.F. Gregorio III
11. Calixto Y. Laureano
12. Ricardo C. Leong

ABSENT:

1. Willy N. Ocier
2. Jose A. Syjuco, Jr. *
3. Cindy B. Cayanan

December 22, 2011

PRESENT:

1. Jose V. Romero, Jr.
2. Manuel A. De Leon
3. Leonardo S. Gayao
4. Willy N. Ocier
5. Gonzalo G. Puyat II *
6. Martha R. Horrigan
7. Jose A. Syjuco, Jr. *
8. Jose L. Carlos, Jr.
9. Arturo V. Magtibay
10. Manuel R. Moje
11. Antonio V.F. Gregorio III

ABSENT:

1. Calixto Y. Laureano
2. Ricardo C. Leong
3. William Y. Tieng
4. Cindy B. Cayanan

- Independent Director

3. That this Certification is issued in compliance with ABACUS' reportorial obligations in connection with the implementation of the Code of Corporate Governance.

IN WITNESS WHEREOF, I have hereunto set my hand this _____th day of January, 2012 at Quezon City, Philippines.

JAN 30 2012


JOAQUIN E. SAN DIEGO
Corporate Secretary

Countersigned by:

JOSE V. ROMERO, JR.

Chairman

JAN 30 2012

SUBSCRIBED AND SWORN to before me this ____ day of January, 2012;
affiant exhibited to me his Philippine Passport No. UU0751818 issued at Manila,
Philippines which is valid until February 21, 2012.

Doc. No. 28;
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Series of 2012.

ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
NOTARIAL COMMISSION NO. 066
COMMISSION EXPIRES DEC. 31, 2012
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