(STOCK)

ARTICLES OF INCORPORATION

OF

METRO NUTECH SOLUTIONS CORP.

(Name of Corporation)

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.

THAT WE HEREBY CERTIFY :

FIRST: The name of this corporation shall be:

SECURITIES & EXCHANGE COMMISSION
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METRO NUTECH SOLUTIONS CORP.

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

To engage in trading of any marketable goods, in the business of buy and sell of any merchandise; to purchase, sell and distribute computer cables, accessories, goods, wares, merchandise, commodities and articles of all types and description for retail or wholesale basis.

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 :

No./Street Sanciangko Cor., Borromeo St. (If applicable)

City/Town Cebu City Province Cebu .

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	Residence (Complete Address)
JASON S. YAP	Filipino	3rd St., no. 5 Villa San Lorenzo, Guadalupe, Cebu City
MARK ANTON S. YAP	Filipino	3rd St., no. 5 Villa San Lorenzo, Guadalupe, Cebu City
LIZA JADE S. YAP	Filipino	3rd St., no. 5 Villa San Lorenzo, Guadalupe, Cebu City
Antonio O. Yap	Filipino	3rd St., no. 5 Villa San Lorenzo, Guadalupe, Cebu City
VISITACION S. YAP	Filipino	3rd St., no. 5 Villa San Lorenzo, Guadalupe, Cebu City

SIXTH: That the number of directors of 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	Residence (Complete Address)
JASON S. YAP	Filipino	3rd St., no. 5 Villa San Lorenzo, Guadalupe, Cebu City
MARK ANTON S. YAP	Filipino	3rd St., no. 5 Villa San Lorenzo, Guadalupe, Cebu City
LIZA JADE S. YAP	Filipino	3rd St., no. 5 Villa San Lorenzo, Guadalupe, Cebu City
ANTONIO O. YAP	Filipino	3rd St., no. 5 Villa San Lorenzo, Guadalupe, Cebu City
VISITACION S. YAP	Filipino	3rd St., no. 5 Villa San Lorenzo, Guadalupe, Cebu City

SEVENTH: That the authorized capital stock of the corporation is FIVE MILLION PESOS (P5,000,000.00) pesos in lawful money of the Philippines, divided into FIFTY THOUSAND (50,000) shares with the par value of ONE HUNDRED PESOS (P 100.00) pesos per share.

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
JASON S. YAP	Filipino	5,625	562,500.00	140,625.00
MARK ANTON S. YAP	Filipino	2,500	250,000.00	62,500.00
LIZA JADE S. YAP	Filipino	1,875	187,500.00	46,875.00
ANTONIO O. YAP	Filipino	1,250	125,000.00	31,250.00
VISITACION S. YAP	Filipino	1,250	125,000.00	31,250.00
Total		12,500	₱1,250,000.00	₱312,500.00

NINTH: No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation.

TENTH : That VISITACION S. YAP has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he / she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

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

In Witness whereof, we have set our hands this DEC 07 2004 day of _____, 200____ at Cebu City.

JASON S. YAP TIN# 204-928-530	MARK ANTON S. YAP TIN# 226-214-913	LIZA JADE S. YAP TIN# 234-758-487
ANTONIO O. YAP TIN# 103-780-230	VISITACION S. YAP TIN# 181-486-556	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

WITNESSES:

_____ _____

(All incorporators appearing on the fifth article and the two witnessess should affix their signatures on the blanks provided in this page above their respective names.)

ACKNOWLEDGEMENT

Republic of the Philippines)
S.S.
City of Cebu)

BEFORE ME , a Notary Public in and for Cebu City Philippines, this _____ day of DEC 0 7 2004 20 _____ personally appeared :

Name	Community Tax Certificate No.	Date & place Issued
JASON S. YAP	02906292	1/21/04 Cebu City
MARK ANTON S. YAP	02906289	1/21/04 Cebu City
LIZA JADE S. YAP	02947123	2/3/04 Cebu City
ANTONIO O. YAP	02906293	1/21/04 Cebu City
VISITACION S. YAP	02906291	1/21/04 Cebu 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 TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

ESTEBAN Z. COLASITO
NOTARY PUBLIC
NOTARY PUBLIC
UNTIL DECEMBER 31, 2005
PTR NO. 563-1015, CEBU CAPITOL
JANUARY 6, 2004
IBP NO. 607323, CEBU PROVINCE
JANUARY 21, 2004
TIN - 222-244-364

Doc. No. 248 ;
Page No. 51 ;
Book No. 06 ;
Series of 2004 .

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TREASURER'S AFFIDAVIT

REPUBLIC OF THE PHILIPPINES)
CITY/MUNICIPALITY OF CEBU) S.S
PROVINCE OF CEBU)

I, VISITACION S. YAP being duly sworn, depose and say:

That I have been elected by the subscribers of the corporation as Treasurer thereof. to act as such until my successor has been duly elected and qualified in accordance with the by-laws of the corporation, and that as such Treasurer. I hereby certify under oath that at least 25% of the authorized capital stock of the corporation has been subscribed and at least 25% of the subscription has been paid, and received by me in cash for the benefit and credit of the corporation.

This is also to authorize the Securities and Exchange Commission and Bangko Sentral Ng Pilipinas to examine and verify the deposit in the METROBANK & TRUST COMPANY (Name of Bank) Cebu Leon Kilat (Branch) in my name as treasurer in trust for the METRO NUTECH SOLUTIONS CORP. (Name of Corporation) in the amount of Three Hundred Twelve Thousand Five Hundred Pesos (P312,500.00) representing the paid -up capital of the said corporation which is in the process of incorporation. This authority is valid and inspection of said deposit may be made even after the issuance of the Certificate of Incorporation to the corporation. Should the deposit be transferred to another bank prior to or after incorporation, this will also serve as authority to verify and examine the same. The representative of the Securities and Exchange Commission is also authorized to examine the pertinent books and records of accounts of the corporation as well as all supporting papers to determine the utilization and disbursement of the said paid-up capital.

In case the said paid-up capital is not deposited or withdrawn prior to the approval of the articles of incorporation, I, in behalf of the above named corporation, waive our right to a notice and hearing in the revocation of our Certificate of Incorporation.

VISITACION S. YAP
Treasurer

SUBSCRIBED AND SWORN to before me this ___ day of DEC 07 2004, 20__ at Cebu City, Philippines, affiant exhibiting to me his Community Tax Certificate No. 02906291 issued at Cebu City, on 1/21/04.

ESTEBAN Z. COLASITO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2005
PTR NO. 5631015, CEBU CAPITOL
JANUARY 6, 2004
IBP NO. 607323, CEBU PROVINCE
JANUARY 21, 2004
TIN - 222-244-364
Until December 31, 20

Doc. No. 246;
Page No. 51;
Book No. 06;
Series of 2004.

SC-97-01

conformed copy

December 7, 2004
Date

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The Securities and Exchange Commission
SEC Bldg., EDSA, Greenhills
Mandaluyong City, Metro Manila

Sir/Madam:

This is to confirm that all corrections in the Articles of Incorporation of **METRO NUTECH SOLUTIONS CORP.**
(Name of Corporation)
were made prior to notarization and were made with the full knowledge and consent of all the incorporators.

I, the undersigned incorporator hereby undertake full responsibility for corrections made, particularly on **Articles of Incorporation**.

Very truly yours,

JASON S. YAP
(Name)

3rd St., no. 5 Villa San Lorenzo, Guadalupe, Cebu City
(Address)

SUBSCRIBED AND SWORN to before me this ____ day DEC 07 2004, 200 ___, affiant exhibiting to me his/her Community Cert. No. 02906292, issued on 1/21/04 at Cebu City.

ESTEBAN Z. COLASITO
Notary Public
NOTARY PUBLIC
UNTIL DECEMBER 31, 2005
PTR NO. 5631015, CEBU CAPITOL
JANUARY 6, 2004
IBP NO. 607323, CEBU PROVINCE
JANUARY 21, 2004
TIN - 222-244-364

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Page No. 51;
Book No. 06;
Series of 2004.

RDS 96 - 1

REGISTRATION DATA SHEET
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION
(FOR DOMESTIC COMPANIES ONLY)

SEC NUMBER /___/___/___/___/___/___/___/___/___/___/

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FILL UP INSTRUCTIONS — Type or print legibly. Light-shaded boxes and codes are to be filled up by the SEC, including the SEC number. Check the appropriate boxes. Refer to the back of this form for additional instrructions.

COMPANY NAME

METRO NUTECH SOLUTIONS CORP.

GENERAL INFORMATION

COMPANY TYPE

[/] DS - DOMESTIC STOCK [ ] DN - DOMESTIC NON-STOCK [ ] DP - DOMESTIC PARTNERSHIP

DATE REGISTERED

PRINCIPAL OFFICE ADDRESS

Sanciangko Corner Borromeo St., Cebu City

AREA CODE / / / / / | POSTAL CODE 6 0 0 0 | TEL. NO. 253-5207 | FAX NO. 253-8693

BUSINESS OFFICE ADDRESS

Sanciangko Corner Borromeo St., Cebu City

AREA CODE / / / / / | POSTAL CODE 6 0 0 0 | TEL. NO. 253-5207 | FAX NO. 253-8693

BUSINESS INFORMATION

PARTNERSHIP TYPE
[ ] L - LIMITED
[ ] G - GENERAL

TYPE OF ENTERPRISE Trading.
[ ] N - NO SPECIAL REGISTRATION
[ ] E - FIA EXPORT
[ ] D - FIA-DOMESTIC
[ ] H - FIA-HOLDING
[ ] R - FIA REPRESENTATIVE OFF
[ ] S - SUBIC REGISTERED
[ ] F - FINANCIAL INSTITUTION
[ ] Z - EPZA-REGISTERED
[ ] B - BOI-REGISTERED

INDUSTRY CODE / / / / | TERM OF EXISTENCE 50 YEARS | FISCAL YEAR END (MM/DD) December 31

ANNUAL MEETING (For domestic companies only)
[ ] F - FIXED (MM/DD) /___/___/ [/] V - VARIABLE 2nd Saturday of March

TYPE OF NON-STOCK CORPORATION (Refer to the back of this page for the classifications).
/___/

TOTAL CONTRIBUTION (Of domestic non-stock companies)

% OF FOREIGN MEMBERSHIP (Of domestic non-stock companies)

COMPANY RELATIONSHIP — List all companies related to registrant. (Use additional sheets, if necessary)

RELATIONSHIP TYPE (RELN TYPE)
C - DISSOLVED COMPANY (If due to consolidation)
V - DISSOLVED COMPANY (If change in company type)
S - PARENT COMPANY (If registrant is a subsidiary)
A - AFFILIATE (Of the registrant)
O - OTHERS

RELN TYPE	SEC NUMBER	COMPANY NAME

CERTIFIED CORRECT : JASON S. YAP
(Signature over printed name)
CORPORATE SECRETARY / ATTORNEY

POSITION : President
DATE : December 7, 2004

DATA CONTROL CLERK :

DATA ENCODED BY :

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REGISTRATION DATA SHEET
CAPITAL STOCK/INCORPORATORS/DIRECTORS/OFFICERS INFORMATION
(FOR DOMESTIC STOCK CORPORATION ONLY)

SEC NUMBER /__/__/__/__/__/__/__/__/__/

FILL-UP INSTRUCTIONS : Type or print legibly. Light-shaded boxes and codes are to be filled up by the SEC, including the SEC number. For no-par stocks, leave the authorized capital amount and the par value columns blank.

COMPANY NAME: METRO NUTECH SOLUTIONS CORP.

CAPITAL STRUCTURE

AUTHORIZED						SUBSCRIBED			PAID-UP	PAID-IN
SHARE CODE	SHARE TYPE	P/N	PAR VALUE	NO. OF SHARES	AMOUNT	F/N	NO. OF SHARES	AMOUNT	AMOUNT	
	common	P	100.00	50,000	P 5,000,000.00	F	12,500	P 1,250,000.00	P 312,500.00	
			100.00	50,000	5,000,000.00		12,500	P 1,250,000.00	P 312,500.00	

PAID UP CAPITAL BY ASSET TYPE	C - CASH 312,500.00	P - PROPERTY		O - OTHERS	TOTAL
	P 5,000,000.00	P	P	P	P 5,000,000.00 312,500.00

INCORPORATORS / STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary.)

NAME (Company Name: if company) (Last Name, First Name, MI, Maiden Surname, if person)	SEC NO. / BIRTHDATE	CODE	NATIONALITY	BRD	INC'R	OFR	SHARE CODE	SHARE TYPE	NO. OF SHARES	SUBSCRIBED CAPITAL	PAID-UP CAPITAL
YAP, JASON S.	9/15/78		Filipino	C	I	PRE		common	5,625	562,500.00	140,625.00
YAP, MARK ANTON S.	8/12/79		Filipino	M	I	OTH		common	2,500	250,000.00	62,500.00
YAP, LIZA JADE S.	4/1/81		Filipino	M	I	COS		common	1,875	187,500.00	46,875.00
YAP, ANTONIO O.	5/11/43		Filipino	M	I	OTH		common	1,250	125,000.00	31,250.00
YAP, VISITACION S.	1/06/49		Filipino	M	I	CFO		common	1,250	125,000.00	31,250.00
								SUBTOTALS	12,500	P 1,250,000.00	P 312,500.00

RDS 96 - 1DS

REGISTRATION DATA SHEET
CAPITAL STOCK/INCORPORATORS/DIRECTORS/OFFICERS INFORMATION
(FOR DOMESTIC STOCK CORPORATION ONLY)

SEC NUMBER /__/__/__/__/__/__/__/__/__/__/

FILL-UP INSTRUCTIONS : Type or print legibly. Light-shaded boxes and codes are to be filled up by the SEC, including the SEC number.

COMPANY NAME METRO NUTECH SOLUTIONS CORP.

INCORPORATORS / STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary.)

NAME (Company Name: if company) (Last Name, First Name, MI, Maiden Surname, if person)	SEC NO. / BIRTHDATE	CODE	NATIONALITY	BRD	INC'R	OFR	SHARE CODE	SHARE TYPE	NO. OF SHARES	SUBSCRIBED CAPITAL	PAID-UP CAPITAL
NO. OF DIRECTORS : 5	NO. OF STOCKHOLDERS : 5				TOTALS				12,500	1,250,000.00	312,500.00

FOREIGN EQUITY BREAKDOWN (Refer to the back of this page for instructions on how to fill-up this section.)

NATIONALITY CODE					TOTAL FOREIGN EQUITY
NATIONALITY DESCRIPTION					
SUBSCRIBED CAPITAL OF –					
INDIVIDUALS	P	P	P	P	P
COMPANY (IES)					
TOTAL SUBSCRIBED CAPITAL	P	P	P	P	P
PAID-UP CAPITAL OF –					
INDIVIDUALS	P	P	P	P	P
COMPANY (IES)					
TOTAL PAID-UP CAPITAL	P	P	P	P	P
PERCENTAGE OF FOREIGN EQUITY :					

CERTIFIED CORRECT : JASON S. YAP (Signature over printed name) POSITION : President DATE : December 7, 2004

PROCESSING ATTORNEY : pl PROCESSING EXAMINER : DATA CONTROL CLERK : DATA ENCODER :

DATE REVIEWED : 14/12/04 DATE REVIEWED : DATE REVIEWED DATE ENCODED :

INSTRUCTIONS FOR FILLING UP THE COLUMNS :

PAR / NO PAR (P / N) VALUE INDICATOR – P - PAR N - NO PAR

FILIPINO / FOREIGN (F/N) OWNED INDICATOR – F - FILIPINO N - NON-FILIPINO / FOREIGN

WITH PAID-IN SURPLUS ? Y - YES N - NO

BOARD (BRD) INDICATOR – C - CHAIRMAN M - MEMBER N - NEITHER

INCORPORATOR (INC'R) INDICATOR I - INCORPORATOR S - STOCKHOLDER N - NEITHER

OFFICER (OFR) INDICATOR – PRE - PRESIDENT CEO - CHIEF EXECUTIVE OFFICER CFO - TREASURER

LEG - LEGAL COUNSEL AUD - EXTERNAL AUDITOR GOV - GOVERNMENT REPRESENTATIVE OTH - OTHERS