



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

Company Reg. No. CS200518779

**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

IP E-GAME VENTURES INC.

[Amending Article VII by decreasing its par value from P1.00 to P0.01 per share.]

copy annexed, adopted on March 05, 2010 by a majority vote of the Board of Directors and on November 21, 2011 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 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 29th day December, Twenty Eleven.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

C S 2 0 0 5 1 8 7 7 9 - - -

SEC Registration Number

I	P	E	-	G	A	M	E		V	E	N	T	U	R	E	S	,	I	N	C	.		

(Company's Full Name)

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

ANA MARIA A. KATIGBAK

Contact Person

8176791

Company Telephone Number

Amended Articles of Incorporation

1 2

Month

3 1

Day

Fiscal Year

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc

Amended Articles Number / Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document ID

RECORDS
LCU
12 28-11
Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

AMENDED
ARTICLES OF INCORPORATION
OF
IP E-GAME VENTURES INC.

KNOW ALL MEN BY THESE PRESENTS:

We, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

- WE HEREBY CERTIFY THAT -

FIRST: The name of the Corporation shall be

IP E-GAME VENTURES INC.

SECOND: The purposes for which this Corporation is formed are:

To engage in the business of interactive gaming and content distribution, catering to the local, regional and global market; establish thru joint venture or otherwise, internet shops; provide internet shops; provide internet, intranet, extranet and other related value-added services to any and all types of information technology users related to interactive computer games and content distribution, including, but not limited to, manufacturing, assembling, processing, producing, inventing, developing, and/or importing programs and equipment and other components thereof, and provide management, technical and maintenance support and services; and as a consequence and as may be necessarily useful and convenient in the premises, carry on and undertake such activities which may be reasonably and conveniently carried on in connection with or incidental to above purpose, or calculated, directly or indirectly, to enhance the value of or render profitable, any of the Corporation's property or rights.

AND IN FURTHERANCE OF THESE PURPOSES, the Corporation shall have the power:

1. To acquire by purchase, exchange, lease, bequest, devise or otherwise; to hold, own, use, maintain, manage, improve, develop and operate; and to sell, transfer, convey, lease, mortgage, pledge, exchange or otherwise dispose of real and personal property and any and all rights, interests or privileges therein necessary or incidental to the conduct of the corporate business.

2. To borrow or raise money for the conduct of the business of the Corporation, and to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of any interest thereon by mortgage upon, or pledge of, or grant of a security interest in, or conveyance or assignment in trust for, or lien upon the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds, debentures or other obligations of the Corporation for corporate purposes.

3. To invest and re-invest the money and property of the Corporation in such manner considered wise or expedient for the advancement of its interests.

4. To acquire the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities, of any person, partnership, association or corporation, and to pay therefor in cash, stocks or bonds of the Corporation or otherwise.

5. To aid in any lawful manner, by loan, subsidy, guaranty or otherwise, any corporation whose stocks, bonds, notes, debentures or other securities or obligations are held or controlled, directly or indirectly, by the Corporation, and to any and all lawful acts or things necessary or desirable to protect, preserve, improve or enhance the value of such stocks, bonds, securities or other obligations or evidences of indebtedness, and to guarantee the performance of any contract or undertaking of any person, partnership, association or corporation in which the Corporation is or becomes interested.

6. To enter into any lawful arrangement for the sharing of profits, union of interest, reciprocal concession or cooperation with any person, partnership, association, corporation, or government or 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.

7. To acquire or obtain from any government authority, national, provincial, municipal or otherwise, or any person, partnership, association or corporation, such charters, contracts, franchises, privileges, exemptions, licenses and concessions required for the conduct of any of the purposes of the Corporation.

8. To establish and operate one or more branch offices or agencies and to carry on any or all of its operations and business, including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere in the Philippines.

9. To conduct and transact any and all lawful activities, 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 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 the Corporation.

THIRD: The place where the principal office of the Corporation is to be established or located is at the 34th Floor, RCBC Plaza, Tower 2, 6819 Ayala Avenue, Makati City, Philippines. *(As amended by the Board of Directors and Stockholders of the Corporation on 12 November 2009))*

FOURTH: The term for which the Corporation is to exist is fifty (50) years from and after the date of incorporation.

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

Name	Nationality	Residence
Jaime C. Gonzalez	Filipino	50 McKinley Rd., Forbes Park, Makati City
Enrique Y. Gonzalez	Filipino	50 McKinley Rd., Forbes Park, Makati City
Marco Y. Santos	Filipino	47 McKinley Rd., Forbes Park, Makati City
Emmanuel L. Jalandoni	Filipino	23 Polaris St., Bel-Air Village, Makati City
George Uy-Tioco	Filipino	c/o AO Capital, 25 th Floor Philamlife Tower, Paseo de Roxas, Makati City
Maria Regina R. Lopez	Filipino	45 Pili Avenue, South Forbes Park, Makati City
Eric P. Paragas	Filipino	105 Tordesillas St., Salcedo Village, Makati City

SIXTH: The Corporation shall have nine (9) directors, and the names and residences of the directors of the Corporation who are to serve until their successors are elected and qualified are as follows *(As approved by the Board of Directors on 1 July 2010 and by the Stockholders of the Corporation on 26 July 2010):*

Name	Nationality	Residences
Jaime C. Gonzalez	Filipino	50 McKinley Rd. Forbes Park, Makati City
Enrique Y. Gonzalez	Filipino	50 McKinley Rd. Forbes Park, Makati City
Marco Y. Santos	Filipino	47 McKinley Rd. Forbes Park, Makati City
Emmanuel L. Jalandoni	Filipino	23 Polaris St., Bel-Air Vilage, Makati City
George Uy-Tioco	Filipino	c/o AO Capital, 25 th Floor, Paseo de Roxas, Makati City
Maria Regina R. Lopez	Filipino	45 Pili Avenue, South Forbes Park, Makati City
Eric P. Paragas	Filipino	105 Tordesillas St., Salcedo Village, Makati City

SEVENTH: The authorized capital stock of the Corporation is **Three Hundred Million Pesos (₱300,000,000.00)**, Philippine Currency, divided into **Thirty Billion (30,000,000,000)** shares, with a par value of **One Centavo (₱0.01)** each. *(As approved by the Board of Directors on March 5, 2010 and by the Stockholders of the Corporation on November 21, 2011)*

The stockholders of the corporation shall have no pre-emptive right to subscribe to any issues or dispositions of shares of any class. *(As amended by the Board of Directors and Stockholders of the Corporation on 12 November 2009)*

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

Name of Subscriber	Nationality	No. of Shares	Amount Subscribed	Amount Paid
IPVG Corp.	Filipino	12,499,993	₱12,499,993.00	₱3,124,993.00
Jaime C. Gonzalez	Filipino	1	1.00	1.00
Enrique Y. Gonzalez	Filipino	1	1.00	1.00
Marco Y. Santos	Filipino	1	1.00	1.00
Emmanuel L. Jalandoni	Filipino	1	1.00	1.00
George Uy-Tioco	Filipino	1	1.00	1.00
Maria Regina R. Lopez	Filipino	1	1.00	1.00
Eric P. Paragas	Filipino	1	1.00	1.00
TOTAL		12,500,000	₱12,500,000.00	₱3,125,000.00

The foregoing subscription constitute at least twenty-five percent (25%) of the authorized capital stock of the Corporation, and that the initial payment indicated therein constitute at least twenty-five percent (25%) of the total subscription.

NINTH: (deleted) *(As amended by the Board of Directors and Stockholders of the Corporation on 12 November 2009)*

TENTH: MR. ENRIQUE Y. GONZALEZ 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. As 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.

IN WITNESS WHEREOF, we have set our hands this 19th day of October 2005 in Makati City, Metro Manila, Philippines.

JAIME C. GONZALEZ (SGD.)
TIN NO. 171-457-049

ENRIQUE Y. GONZALEZ (SGD.)
TIN NO. 201-868-133

MARCO Y. SANTOS(SGD.)
TIN NO. 123-267-393

EMMANUEL L. JALANDONI (SGD.)
TIN NO. 106-904-903

GEORGE UY-TIOCO (SGD.)
TIN NO. 162-665-429

MARIA REGINA R. LOPEZ (SGD.)
TIN NO. 210-194-074

ERIC P. PARAGAS (SGD.)
TIN NO. 172-611-491

Signed in the presence of:

Dona B. Mantos (SGD.)

Avegail O. De Tobio (SGD.)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S

BEFORE ME, a Notary Public for and in the above place, personally appeared the following, this _____ day of October 2005 exhibiting to me their respective community tax certificates:

NAME	COMMUNITY TAX CERTIFICATE NO.	DATE/PLACE ISSUED
Jaime C. Gonzalez	171457049	03.17.05/Manila
Enrique Y. Gonzalez	14613740	01.07.05 / Makati City
Marco Y. Santos	18246852	04.20.05 / Makati City
Emmanuel L. Jalandoni	18217277	03.22.05 / Makati City
George Uy-Tioco	18223679	04.12.05 / Makati City
Maria Regina R. Lopez	18297151	07.15.2005 / Makati City
Eric P. Paragas	21698921	03.04.2005 / Olongapo City

Known to me to be the same persons who executed the foregoing Articles of Incorporation consisting of eight (8) pages, including this page on which the Acknowledgment is written, and they acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND NOTARIAL SEAL on the date and in the place first above written.

Doc No. 188;
Page No. 32;
Book No. 11;
Series of 2005.

ATTY. GERVACIO B. ORTIZ, JR.
Notary Public
Until December 31, 2005
PTR No. 1195810 Issued at Makati
IBP No. 610663 Issued at MLA. IV
Roll No. 40091

CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
IP E-GAME VENTURES, INC.




We the undersigned, the Chairman of the Stockholders' meeting, the Corporate Secretary, and majority of the members of the Board of Directors of IP E-GAME VENTURES, INC. (the "Corporation") hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of said Corporation.

The amendment is in the Seventh Article of the Incorporation, as follows: (i) Reduction in the par value of the common shares from One Peso (Php 1.00) to One Centavo (Php 0.01) per share; and (ii) Increase in number of authorized common shares from 300,000,000 to 30,000,000,000.

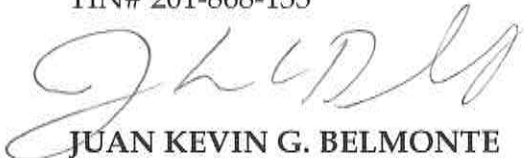
We further certify that the said amendments were unanimously approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their special meeting held on November 21, 2011 at the IPVG Board Room, 34th Floor, RCBC Plaza Tower II, Ayala Avenue, Makati City and by the Board of Directors on March 5, 2010.

IN WITNESS WHEREOF, we have hereunto set our hands on this 27th day of December 2011 at the City of Makati, Metro Manila.


JAIME C. GONZALEZ
Chairman of the Meeting
TIN# 171-457-049


JAIME ENRIQUE Y. GONZALEZ
Director
TIN# 201-868-133


JUNAME C. DE LEON
Corporate Secretary
TIN# 180-182-094


JUAN KEVIN G. BELMONTE
Director
TIN# 102-081-718

STEVE TSAO
Director
TIN# 246-404-744

MARCO ANTONIO Y. SANTOS


Director

TIN# 123-267-393


ROSANNA L. GO

Director

TIN# 122-103-273


RICARDO T. PO, JR.

Director

TIN# 105-633-446

RENE R. FUENTES

Independent Director

TIN# 102-086-870


JUAN VICTOR S. TANJUATCO


Independent Director

TIN# 177-376-733

SUBSCRIBED AND SWORN to before me this 23 day of DECEMBER 2011 at QUEZON CITY at Makati City affiants exhibiting to me their Community Tax Certificate as follows:

<u>Name</u>	<u>Passport Nos./CTC Nos.</u>	<u>Date/Place of Issue</u>
Jaime C. Gonzalez		
Juname C. De Leon		
Jaime Enrique Y. Gonzlaez		
Juan Kevin G. Belmonte		
Steve Tsao		
Marco Antonio Y. Santos		
Rosanna L. Go		
Ricardo T. Po, Jr.		
Rene R. Fuentes		
Juan Victor S. Tanjuatco		

Doc. No. 142;
Page No. 26;
Book No. 144;
Series of 2011.


ATTY. JOEL C. GORDOLA
NOTARY PUBLIC
NOTARIAL COMMISSION NO. NP-052
COMMISSION EXPIRES DEC 31, 2011
PTR NO. 4559910; 1/03/2011; Q.C.
IBP NO. 774185; 1/12/2010; Q.C.
ROLL OF ATTORNEY NO. 25113

SECRETARY'S CERTIFICATE

I, **JUNAME C. DE LEON**, of legal age, Filipino, and with business address at 34th Floor, RCBC Plaza Tower II, Ayala Avenue, Makati City, Metro Manila being the duly elected Corporate Secretary of **IP E-GAME VENTURES, INC.** (hereinafter the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with principal office at the 34th Floor, RCBC Plaza Tower II, Ayala Avenue, Makati City, Metro Manila, hereby certify as follows:

1. There will be no change in the stockholders of the Corporation and the percentage of their stockholdings as a result of the change in par value of the common shares from Php1.00 to Php0.01 approved by the stockholders during their meeting on November 21, 2011.
2. The following is the capital structure of the Corporation before and after the reduction in par value from Php1.00 to Php0.01 per share approved by the stockholders during their meeting on November 21, 2011:

	Before the Reduction in Par Value	After the Reduction in Par Value
Authorized Capital Stock	Three Hundred Million Pesos (Php 300,000,000.00) divided into Three Hundred Million (300,000,000) common shares with a par value of One Peso (Php 1.00) per share	Three Hundred Million Pesos (Php 300,000,000.00) divided into Thirty Billion (30,000,000,000) common shares with a par value of One Centavo (Php 0.01) per share
Par Value	One Peso (Php 1.00) per share	One Centavo (Php 0.01) per share
Outstanding Capital Stock	One Hundred Eighty Eight Million Six	Eighteen Billion Eight Hundred Sixty Nine


	Hundred Ninety Seven Thousand Two Hundred Eighty One (188,697,281) common shares worth an aggregate of Php 188,697,281.00	Million Seven Hundred Twenty Eight Thousand One Hundred (18,869,728,100) common shares worth an aggregate of Php 188,697,281.00
Issued and Fully Paid-up Capital Stock	One Hundred Eighty Eight Million Six Hundred Ninety Seven Thousand Two Hundred Eighty One (188,697,281) common shares worth an aggregate of Php 188,697,281.00	Eighteen Billion Eight Hundred Sixty Nine Million Seven Hundred Twenty Eight Thousand One Hundred (18,869,728,100) common shares worth an aggregate of Php 188,697,281.00
Partially Paid-up Shares	0 common shares worth an aggregate par value of Php 0.00	0 common shares worth an aggregate par value of Php 0.00)
Receivables	There are subscription receivables in the amount of Php 0.00	There are subscription receivables in the amount of Php 0.00
Percentage of Foreign Equity	0.88 %	0.88 %
Percentage of Filipino Equity	99.12 %	99.12 %

IN WITNESS WHEREOF, I hereunto affixed my signature this DEC 16 2011
day of December 2011 at Makati City, Metro Manila.


JUNAME C. DE LEON
Corporate Secretary

SUBSCRIBED AND SWORN to before me this DEC 16 2011 day of December
at Makati City by affiant who showed to me her Tax Identification Card
bearing number 180-182-094 issued by the Bureau of Internal Revenue.

Doc. No. 24;
Page No. 114;
Book No. 1K;
Series of 2011.


JOSE VOLTARE A. GAUDIS
NOTARY PUBLIC
Notary Public
No. 267077 ISSUED ON 1-10-11 AT MAKATI
SC ROLL NO. 89491