



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. A200005772

**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

YAPSTER e-INSURANCE BROKERS, INC.

[Amending Article III thereof.]

copy annexed, adopted on March 24, 2014 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate 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 13th day of April, Twenty Fifteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



AMENDED
ARTICLES OF INCORPORATION
OF
YAPSTER e-INSURANCE BROKERS, INC.
(Formerly YAPSTER e-INSURANCE AGENCY) /

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: That the name of this corporation shall be:

YAPSTER e-INSURANCE BROKERS, INC. /

SECOND: A. That the primary purpose of this corporation is to engage in business as insurance broker. (Amended on 24 May 2000).

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:

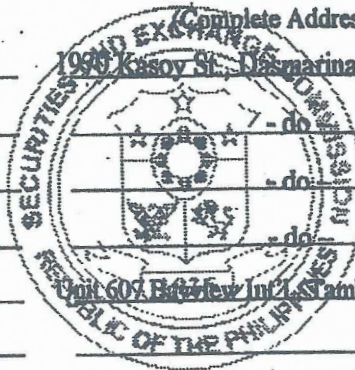
5/F Lepanto Bldg., 8747 Paseo de Roxas, Barangay Bel-Air, Makati City. (As Amended on March 24, 2014)

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. /

1/21/97

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

Name	Nationality	Residence (Complete Address)
Christine Karen U. Yap	Filipino	1990 Kasoy St., Dasmariñas Vill., Makati City
Annabelle K. Yap	- do -	- do -
Arlene K. Yap	- do -	- do -
Patrick K. Yap	- do -	- do -
Sherman Y. Yap	- do -	Unit 609, Bayview Int'l, St. Ambo, Paranaque City



SIXTH: That the number of directors of the corporation is Five (5) who are also the incorporators.

SEVENTH: That the authorized capital stock of the corporation is
TEN MILLION (P 10,000,000.00)
pesos in lawful money of the Philippines, divided into
TEN MILLION (10,000,000) shares with the par
value of ONE (P 1.00) pesos per share.

EIGHTH: That the subscribers to the capital stock and the amount paid - in to their subscriptions are as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
Yapster e-Conglomerate, Inc.	Filipino	3,999,995	P 3,999,995.00	P 999,995.00
Christine Karen U. Yap	- do -	1	1.00	1.00
Annabelle K. Yap	- do -	1	1.00	1.00
Arlene K. Yap	- do -	1	1.00	1.00
Patrick K. Yap	- do -	1	1.00	1.00
Sherman Y. Yap	- do -	1	1.00	1.00

Date: 23-12-2010 Time: 3:31:40 AM

Total

4,000,000 P4,000,000.00 P1,000,000.00

(Reminder: At least 25 % of the Authorized Capital Stock should be subscribed and at least 25 % of the Subscribed should be paid)

www.sec.gov.ph

User Name: YAPSTER-E

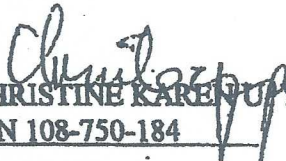
1/21/97

NINTH: That no transfer of stock or interest which would reduce the 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 the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation.

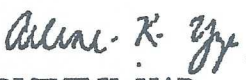
TENTH : That ANNABELLE K. YAP has been elected by the subscribers as treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he / she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in 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 3rd day of March 192000 at Makati City.


CHRISTINE KAREN YAP
TIN 108-750-184


ANNABELLE K. YAP
TIN 156-224-009


ARLENE K. YAP
TIN 201-199-681-000


PATRICK K. YAP
TIN 911-907-278


SHERMAN Y. YAP
TIN 158-136-641

WITNESSES:

Date: 23-12-2010 Time: 3:31:41 AM

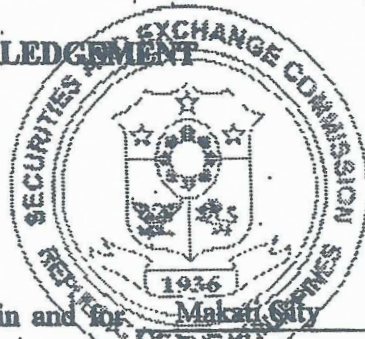
(All incorporators appearing on the fifth article and the two witnesses should affix their signatures on the blanks provided in this page above their respective names.)

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User Name: YAPSTER-E

1/21/97.

ACKNOWLEDGEMENT



Republic of the Philippines)
S.S.
Makati City

BEFORE ME, a Notary Public in and for Makati City, Philippines, this
1st day of March 2009, personally appeared:

Name	Community Tax Certificate No.	Date & Place Issued
Christine Karen U. Yap	1601081	Jan. 11/00-Pasig City
Annabelle K. Yap	1648894	Feb. 17/00 -do-
Arlene K. Yap	1648897	Feb. 17/00 -do-
Patrick K. Yap	00451000	Jan. 12/99 -do-
Sherman Y. Yap	1648899	Feb. 17/00 -do-

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.

[Signature]
NOTARY PUBLIC
Until December 31, 19
Date: 23-12-2010 Time: 3:31:42 AM

Doc. No. 66;
Page No. 14;
Book No. X1;
Series of 2000
www.sec.gov.ph

JAIME CRISTOBAL M. AGRAVANTE JR.
NOTARY PUBLIC
UNTIL DECEMBER 31, 192000
PTR NO. 1826432
ISSUED ON 11/21/2000
ISSUED AT Makati City
Name: YAPSTER-I
p. 4

COPIED MACHINE COPY
7 01222

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF YAPSTER e-INSURANCE BROKERS, INC.



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being a majority of the members of the Board of Directors of YAPSTER e-INSURANCE BROKERS, INC. (the "Corporation"), and the Chairman and Secretary of the Annual Meeting of the Stockholders of the Corporation duly held on March 24, 2014 at the 5th Floor, Lepanto Building, Paseo de Roxas, Makati City, Philippines, hereby certify:

1. That the Annual Meeting of the Stockholders of the Corporation was duly called for the purpose of considering, among others, the amendment to Article III, (Place of Principal Office) of the Articles of Incorporation, which amendment was approved by the Board of Directors of the Corporation at a regular board meeting immediately before the Annual Stockholders' Meeting held at the 5th Floor, Lepanto Building, Paseo de Roxas, Barangay Bel-Air, Makati City, where a quorum was present and acting throughout, and that all the requirements of Section 38, Batas Pambansa Blg. 68, otherwise known as the Corporation Code of the Philippines, have been complied with.

2. That at the said Meeting of the Stockholders where at least two-thirds (2/3) of the outstanding capital stock of the Corporation were present in person or by proxy and acting throughout, the following resolution, which was approved and recommended by majority of the members of the Board of Directors was adopted by the unanimous vote of stockholders:

RESOLVED, That, in compliance with Securities and Exchange Commission Memorandum Circular No. 6, series of 2014 and as recommended by the Board of Directors, the stockholders of YAPSTER e-INSURANCE BROKERS, INC. approve the amendment to Article Third of the Articles of Incorporation to read as follows:

"THIRD : That the place where the principal office of the corporation is to be established is at the 5th Floor, Lepanto Building, 8747 Paseo de Roxas, Barangay Bel-Air, Makati City, Philippines. *(As amended on March 24, 2014)*

x x x"

IN WITNESS WHEREOF, we have signed this certificate at Makati City, Philippines, this DEC 11 2014 day of December 2014.

NAND Y.
/President
8-442-35

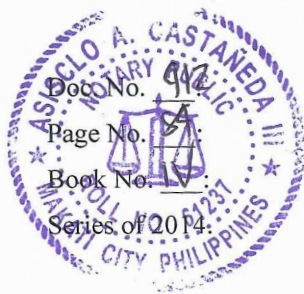
DSAY L. CH
ector/Treasure
N 211-424-35

2

CASSANDRA LIANNE S
Director
(TIN 274-000-578)

DEN C. CALDE

DEC 11 2014



acceded 11
ASISCLO A. CASTAÑEDA III
 Notary Public for Makati
 Appointment No. M-511
 Commission until December 31, 2014
 Roll of Attorney No. 61237
 PTR No. 3678550; 01-08-2013; Makati City
 IBP No. 01-08-2013; Cavite Chapter


CERTIFICATION

We, the undersigned, being the Chairman, the Corporate Secretary and a majority of the members of the Board of Directors of **YAPSTER e-INSURANCE BROKERS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with office address at the 5th Floor, Lepanto Building, 8747 Paseo de Roxas, Makati City, hereby certify that the accompanying Amended Articles of Incorporation of the Corporation, embodying the amendment to Article III (Place of Principal Office) is true and correct and that the aforesaid amendment was duly approved (i) by the vote of a majority of the members of the Board of Directors of the Corporation at its regular meeting on March 24, 2014 at the 5th Floor, Lepanto Building, Paseo de Roxas, Makati City and (ii) by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their annual meeting immediately after the board meeting at the 5th Floor, Lepanto Building, Paseo de Roxas, Makati City.


DEC 11 2014

IN WITNESS WHEREOF, we have signed this Certificate on this ____ day of December 2014 at Makati City, Philippines.

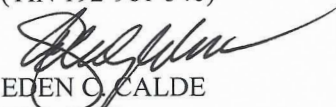
ATTEST:


FERDINAND Y. YAP
Director/President/Chairman of the Meeting
(TIN 928-442-356)


LINDSAY L. CHUA
Director/Treasurer
(TIN 211-424-354)

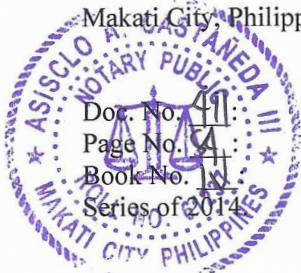

CINDY LOUISE S. YAP
Director
(TIN 192-981-546)



CASSANDRA LIANNE S. YAP
Director
(TIN 274-000-578)


EDEN O. CALDE
Director/Corporate Secretary of the Meeting
(TIN 155-223-397)

DEC 11 2014

SUBSCRIBED AND SWORN to before me this ____ day of December 2014 at Makati City, Philippines, affiants with their respective TIN.




ASISCLO A. CASTAÑEDA III
Notary Public for Makati
Appointment No. M-511
Commission until December 31, 2014
Roll of Attorney No. 61237
PTR No. 3678550; 01-08-2013; Makati City
JRD No. 012337; 01-07-2013; Cavite Chap
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AMENDMENT DATA SHEET

SEC REG. NO. A200005772

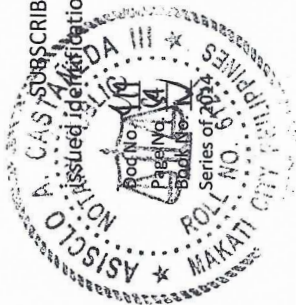
YAPSTER e-INSURANCE BROKERS, INC.

Articles of Incorporation	DESCRIPTION		FROM / DELETION	TO / ADDITION
	Article III	Place of Principal Office		
		Metro Manila		5 th Floor, Lepanto Building, 8747 Paseo de Roxas, Barangay Bel-Air, Makati City

Certified Correct:


EDEN C. CALDE
Corporate Secretary

Date of Board's Approval : March 24, 2014
Date of Stockholders' Approval : March 24, 2014



ASISCLO A. CASIANEDA III
Notary Public for Makati
Appointment No. M-S11
Commission until December 31, 2014
Roll of Attorney No. 61237
PTR No. 3678550; 01-08-2013; Makati City
ID No. 916007; 01-07-2013; Cavite Chapter
Philippine Bar Association - Makati Chapter

SECRETARY's CERTIFICATE

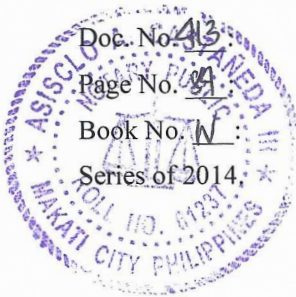
I, **EDEN C. CALDE**, of legal age, married and with office address at 5th Floor, Lepanto Building, Paseo de Roxas, Makati City, being duly sworn, depose and state that:

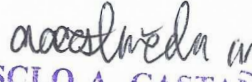
1. I am the duly elected and qualified Corporate Secretary of Yapster e-Insurance Brokers, Inc. (the Corporation), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office address at 5th Floor, Lepanto Building, Paseo de Roxas, Makati City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Makati City, ____ day of December 2014.


EDEN C. CALDE
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this DEC 11 2014 day December 2014 at Makati City, affiant exhibiting to me her TIN 155-223-397.




ASISCLO A. CASTAÑEDA III
Notary Public for Makati
Appointment No. M-511
Commission until December 31, 2014
Roll of Attorney No. 61237
PTR No. 3678550; 01-08-2013; Makati City
IBP No. 916007; 01-07-2013; Cavite Chapter
21F Multinational Bancorporation Center
803 J. P. Rizal Avenue, Makati City



Republic of the Philippines
Department of Finance
INSURANCE COMMISSION
1071 United Nations Avenue
Manila

1st ENDORSEMENT
5 January 2015

Respectfully endorsed to the Securities and Exchange Commission (SEC), SEC Building, EDSA Greenhills, Mandaluyong City, the attached amended Articles of Incorporation of **YAPSTER e-INSURANCE BROKERS, INC.** with the advise that the Insurance Commission (IC) has no objection to its registration and has taken note of the amendment which is the change of its principal address to **5th Floor, Lepanto Building, #8747 Paseo de Roxas, Barangay Bel-Air, Makati City.** (As Amended November 24, 2014)

This Endorsement should be submitted to the Securities and Exchange Commission (SEC) by the applicant together with the same documents as presented to the Insurance Commission (IC).


EMMANUEL F. DOOC
Insurance Commissioner

lic/reym