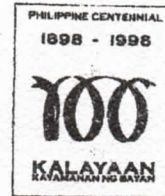




REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila



S.E.C. REG. NO. 4786

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

EMPIRE INSURANCE COMPANY
(Amending Article IX by extending the term of its
original term for another Fifty (50) years thereof.)

copy annexed, adopted on April 15, 1999 by a majority vote of
the Board of Directors and 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
this Office on the 26th day of May nineteen hundred and
ninety -nine, pursuant to the provision of Section 16 of the Corporation
Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and
attached to the other papers pertaining to said corporation.

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
26th day of May, in the year of our Lord nineteen hundred and
ninety -nine.



Sonia M. Ballo
SONIA M. BALLO
Director

Corporate and Legal Department

