



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
 Metro-Manila

S.E.C. Reg. No. 147669

CERTIFICATE OF FILING OF AMENDED BY-LAWS

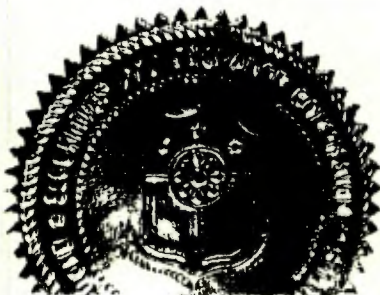
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended By-Laws of the

ALCORN PETROLEUM AND MINERALS CORPORATION

copy annexed, adopted by majority vote of the Board of Directors ^{on July 3, 1998} and the stockholders owning or representing at least a majority of all the outstanding capital stock on _____
July 24, 1998, certified to by a majority of the Board of Directors and countersigned by the Secretary of the Corporation, was ~~approved~~ ^{approved by} this Office on the 3rd day of November, 1998 pursuant to the provisions of Section 48 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, Metro Manila, Philippines this 3rd day of November, in the year of our Lord nineteen hundred and ~~ninety-eight~~



Sonia M. Ballo
SONIA M. BALLO
 Director

Corporate and Legal Department



SEC Number : 147669
File Number : _____

ALCORN PETROLEUM AND MINERALS CORPORATION

(Company's Full Name)

**Suite 1801, Pearlbank Centre, 146 Valero Street
Salcedo Village, Makati City, Metro Manila**

(Company's Address)

840-3696 to 98

(Telephone Number)

December 31

(Fiscal Year Ending)
(month & day)

Amendment to

AMENDED BY-LAWS

(Amending Article I, Sec. 1 & Article III, Sec. 1 -
re: Change of Principal Office Address

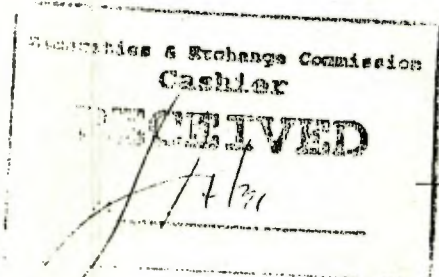
(Form Type)

July 30, 1998

(Date)

None

(Secondary License Type & File Number)



803-208
803-208

A M E N D E D
BY-LAWS
OF
ALCORN PETROLEUM & MINERALS CORPORATION

ARTICLE I

OFFICE AND SEAL

Sec. 1. Office - The principal office of the corporation shall be located at Metro Manila, Philippines. The corporation may establish and maintain branch offices or agencies elsewhere in the Philippines or in foreign countries whenever warranted by the exigencies of its business affairs.

(As amended by the Board of Directors in its meeting held on July 3, 1998 and by the stockholders in the Annual Stockholders' Meeting held on July 24, 1998).

Sec. 2. Seal - The corporate seal of the corporation shall consists of a Circle, around which shall be written the name of the corporation and the words "Incorporated 1987, Republic of the Philippines".

ARTICLE II

STOCK

Sec. 1. Certificate of Stock - Certificate of stock shall be issued to each holder of fully paid stock subscription in numerical order from the stock certificate book.

The certificate of stock shall be in such form and design as may be determined by the Board of Directors. Every certificate shall be signed by the President and countersigned by the Secretary, sealed by the Secretary with the corporate seal, and shall state on its face its number, the date of issue, and the name of the person in whose favor it was issued. A full record of

each certificate issued shall be kept on the stub thereof and upon the stock register of the company.

Sec. 2. Transfers of Stock - Shares of stock shall be transferred by delivery of the certificate endorsed by the owner or his attorney-in-fact or other person legally authorized to make the transfer, but no transfer shall be valid and effective insofar as the corporation is concerned until duly registered upon the books of the company; and before a new certificate is issued, the old certificate must be entered for cancellation and cancelled upon the face thereof, and the Secretary shall keep the cancelled certificate as proof of substitution.

The stock book of the corporation shall be closed for transfers during ten (10) days ^{before} next preceding general elections of directors and officers and during ten (10) days next preceding the date upon which dividends are declared payable and during each additional time as the Board of Directors may from time to time determine and fix.

Sec. 3. Stock and Transfer Book - The stock and transfer book and other records of the corporation shall be kept in its principal office and they shall be open for inspection during business hours by any director or stockholder of the corporation.

Sec. 4. Unissued Stock - The unissued stock of the corporation shall be offered for sale and sold in such quantities and at such times as the Board of Directors of the corporation may from time to time determine, and shall be sold upon such terms and for such prices not less than the par value, as may be fixed in the resolution directing such sales.

Sec. 5. Treasury Stock - Treasury stock of the corporation shall consist of such issued and outstanding stock of corporation as may be acquired by it, and shall be held subject to disposal by the Board of Directors

except in cases falling under Sec. 9 of the Corporation Code. Such stock shall neither vote nor participate in dividends while held by the corporation.

Sec. 6. Lost or Destroyed Certificate - Lost or destroyed certificates may be replaced whenever any registered owner claiming a certificate of stock to be lost, stolen or destroyed shall by himself or his legal representative make and file with the corporation an affidavit in triplicate, setting forth if possible, the circumstances as to how, when and where said certificate was lost, stolen or destroyed, the number of shares represented by each certificate claimed to have been lost, stolen or destroyed, the serial numbers thereof, and the name of the corporation. The claimant shall also submit to the corporation such information and evidence as he may deem necessary in support of his claim.

The corporation, after verifying the affidavit, and such other information and evidence with its books, shall publish a notice in newspaper of general circulation in the Philippines published in the place of the principal office of the corporation, once a week for three consecutive weeks at the expense of the registered owner of the certificates of stock which have been lost, stolen or destroyed. The notice shall conform in details to the provisions of Sec. 73 of Batas Pambansa Blg. 68, Corporation Code. After the expiration of one year from the date of the last publication, if no protest has been presented to the corporation, regarding the certificates of stock claimed to have been lost, stolen or destroyed, the right to make such protest shall be barred and the corporation shall cancel in its books the certificate of stock concerned and issue in lieu thereof new certificates of stock. A new certificate of stock may be issued at any time before the expiration of the said one year period if the claimant files a bond or other security in lieu thereof for a sum and in such form and with such securities as may be required by the Board of Directors, which undertaking shall run for the said one-year period.

If a protest has been presented to the corporation or if an action is pending in court regarding the ownership of the certificates of stock which have been lost, stolen or destroyed, the corporation shall suspend the issuance of the new certificate of stock in lieu thereof until final decision by the Court regarding the ownership of said certificate of stock.

The new certificate of stock issued in lieu of the one which has been lost, stolen or destroyed shall be plainly marked as a duplicate and shall otherwise be of the same tenor as the one claimed to have been lost, stolen or destroyed.

Sec. 7. Unpaid Subscription - Unpaid subscription to the capital stock shall not bear any interest.

Sec. 8. Stock Register - The corporation shall be entitled to treat the registered holder of any share as the absolute owner thereof, and shall not be bound to recognize any equitable or other claims or any interest in such share on the part of any other person, unless the corporation shall have express notice thereof.

ARTICLE III

STOCKHOLDERS' MEETING

Sec. 1. Annual Meeting - The annual meeting of the stockholders of this corporation shall be held in the principal office of the company at Metro Manila on the SECOND FRIDAY OF JUNE of each year at such hour as stated in the notices of meetings which the Board of Directors may determine.

(As amended by the Board of Directors in its meeting held on July 3, 1998 and by the stockholders in the Annual Stockholders' Meeting held on July 24, 1998).

Sec. 2. Special Meetings - The special meetings of the stockholders may be called at the principal office of the corporation at any time by resolution of the Board of Directors or by order of the President

Sec. 3. Notices of Meetings - Notice of meeting written or printed for every regular or special meeting of the stockholders shall be prepared and mailed to the registered post office address of each stockholder or personally served upon each of them not less than ten (10) days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same. No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat when the stockholders thereof voted without protest. No publication of notice of meeting in the public newspapers shall be required. Such written notice, however, may be waived in writing by the stockholders.

Sec. 4. Quorum - At any meeting of the stockholders a majority of the outstanding capital stock of the corporation entitled to vote, represented in person or by proxy shall constitute a quorum, and a majority of such quorum, shall decide any question that may come before the meeting, save and except in those matters in which the laws of the Philippine requires the affirmative vote of a greater proportion.

If a quorum is not present at the time and place, fixed by the By-laws for the annual meeting, or fixed by notice as herein provided for a duly called special meeting, a majority in interest of the stockholders present in person or by proxy may adjourn from time to time, without notice other than by announcement at the meeting, until a quorum is secured. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called and notified.

Sec. 5. Proxies - Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly presented to the Secretary for inspection and record NOT LATER THAN FIVE (5) WORKING DAYS PRIOR TO THE MEETING AND DURING SUCH ADDITIONAL TIME AS THE BOARD OF DIRECTORS MAY, FROM TIME TO TIME DETERMINE. No proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting unless such signature is known and recognized by the Secretary of the meeting.

Sec. 6. Vote - At each meeting of the stockholders, every stockholder shall be entitled to vote in person or by proxy, and he shall have one vote for each share of stock standing in his name on the books of the corporation at the time of the closing of the transfer books on the day preceding the meeting; provided, however, that all meetings for the election of directors the shares of stock will be voted as provided in Section 24 of the Corporation Code.

Sec. 7. Election of Directors - Election of directors shall be held at the annual meeting of stockholders to be held on the SECOND FRIDAY OF JUNE of every year as herein provided and shall be done by a majority of stock represented in the meeting, and shall be conducted in the manner provided by the Corporation Law of the Philippines, and with such formalities and in such manner as the officer presiding at the meeting shall then and there determine and provide. ALL NOMINATIONS FOR THE POSITION OF DIRECTOR MUST BE RECEIVED BY THE CORPORATE SECRETARY AT LEAST FIVE (5) WORKING DAYS PRIOR TO THE ANNUAL STOCKHOLDERS' MEETING.

Subject to the provisions provided for below, only those parties nominated as provided in this Section 7 and qualified hereunder shall be included in the list of nominees or candidates to the Board of Directors to be presented to the stockholders during the Annual Meeting.

Any stockholder having at least five million (5,000,000) shares registered in his name in the books of the corporation may be elected director; provided, however than no person shall qualify or be eligible for nomination or election as director if such person (i) is an antagonistic-competitor of the Corporation, or (ii) is engaged in the distribution or trading of securities listed in Philippine Stock Exchanges. Without limiting the generality of the foregoing, a person shall be deemed to be an antagonistic-competitor to the Corporation or engaged in the distribution or trading of securities:

(a) if such person, directly or indirectly, either by himself or through persons known to be associated with him, under his influence or control, has done or caused to be done acts deemed inimical to the interest, business or goodwill of the Corporation;

(b) if he is a director, officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of any corporation or partnership engaged in the distribution or trading of securities listed in Philippine Stock Exchanges; or

(c) if he is an agent, trustee, partner, nominee, director, officer or employees of or if he is a spouse or relative within the 4th civil degree, either by consanguinity or affinity of, or a person controlling, controlled by or under common control with, any person set forth above.

The determination of whether a person is disqualified to become a director under this Section shall be made by a Committee of three (3) disinterested persons, who may or may not be stockholders of the Corporation, to be appointed by the Board of Directors. The decision of the Committee shall be binding on the Corporation if concurred in by at least two (2) members and such decision shall be divulged to the stockholders during the relevant Annual Meeting.

Sec. 8. Order of Business - At the annual meeting and as far as possible at all other meetings of the stockholders, the order of business shall basically be as follows:

1. Secretary's proof of due notice of the meeting and certification of a quorum;
2. Reading and disposal of any unapproved minutes
3. Reports of officers, annual and otherwise
4. Election of directors
5. Unfinished business
6. New business
7. Adjourn

ARTICLE IV

DIRECTORS

Sec. 1. Management - The business and property of the corporation shall be managed by a Board seven (7) directors who shall be elected annually by the stockholders from among themselves, and who shall serve as such for a term of one (1) year until their successors are duly elected and qualified. The number of directors composing the Board of Directors of the corporation may be increased from seven (7) directors to any number not exceeding fifteen (15) directors in accordance with law. Any vacancy in the Board of Directors except removal and expiration of term shall be filled by a majority vote of the remaining members of the Board if still constituting a quorum, and the Director or Directors so chosen shall serve for the unexpired term.

The Board of Directors, at its judgment and discretion, shall exercise, either directly or by lawful delegation to any number of directors, and, or officers, the actual powers of management; in the case of such delegation, it will be made by proper resolution of the Board of Directors, and such Board

shall always maintain, reasonable control and supervision over the persons to whom the actual powers of management are delegated.

Sec. 2. General Powers of the Board - The Board of Directors shall have the general management and supervision of the business and properties of the corporation and shall exercise all such powers and authority as Philippine Laws expressly confer upon them.

Sec. 3. Specific Powers of the Board - Without prejudice to the general powers conferred by the last preceding clause, it is hereby expressly declared that the Board of Directors shall have the following powers, that is to say:

1. From time to time, make and change rules and regulations not inconsistent with these By-Laws for the management of the corporation's business and officers;
2. To purchase or otherwise acquire for the corporation any property, rights or privileges which the corporation is authorized to acquire at such price and on such terms and conditions and for such consideration as they shall from time to time see fit;
3. At their discretion to pay for any property or rights acquired by the corporation or to discharge obligations of the corporation either wholly or partly in money or in stocks, bonds, debentures, or other securities of the corporation;
4. To create, make and issue promissory notes, mortgages, deeds of trusts, trust agreements, bonds, commercial papers and negotiable or transferable instruments and securities, secured by mortgage or otherwise, and to do every act and thing necessary to effectuate the same;

5. To appoint any person or persons to act and hold in trust for the corporation any property belonging to the corporation, or in which it is interested, or for any other purpose and to execute and do all such duties and things as may be requisite in relation to any such trust;

Sec. 4. Compensation of Directors – Directors as such shall receive a salary or compensation for their services in the amount of P3,500.00 per meeting, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation thereof.

Sec. 5. Resignation of directors and officers – Any Director or other officer may resign from his office at any time, such resignation to be made in writing and to take effect from the time of its acceptance.

Sec. 6. Delegation of Officer – In case of the temporary absence of any officer of the corporation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers and duties of such officer to any other officer or to any director for the time being, provided a majority of the entire Board concur therein.

Sec. 7 Annual Meeting – The regular annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such other place in or outside the Philippines, as the majority of the directors may designate from time to time, immediately after the annual meeting of the stockholders, or as soon as possible thereafter, for the purpose of electing the officers of the corporation for the ensuing year and transacting any other business that may properly come before the meeting.

Sec. 8. Special Meeting – Special meetings of the Board of Directors shall be held in the principal office of the corporation or at such other place in or outside the Philippines, as may be designated in the call, and may be called

by the President at any time; or by the majority of the Board, or such special meetings may be held at any time and place without notice by the unanimous written consent of all members of the Board, or with the presence and participation of all members of the Board.

Sec. 9. Notices - Notices of special meeting shall be mailed or personally served by the Secretary to each member of the Board not less than ten (10) days before any such meeting, and such notices shall state the objects and purposes thereof. No publication of the notice of any meeting in the public newspapers shall be required.

Sec. 10. Quorum - A quorum at any meeting of the Directors shall consist of majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come before the meeting.

Sec. 11. Officers - The officers of the corporation as provided by these By-Laws, shall be elected by the Board of Directors at their first meeting after the election of Directors. If any office becomes vacant during the year, the vacancy may be filled by the Board of Directors for the unexpired term. The Board of Directors shall fix the compensation of the officers and agents of the corporation.

Sec. 12. Order of Business - At any regular or special meeting of the Board of Directors, the order of business shall be:

1. Roll Call
2. Secretary's proof of due notice of meeting
3. Reports of officers
4. Unfinished business
5. New business
6. Determination of time, date and place of the next meeting
7. Adjournment

ARTICLE V

OFFICERS

Sec. 1. Enumeration – The officers of the corporation shall consist of the following: a Chairman, a Vice-Chairman, a President, a Vice-President, a Treasurer, and a Secretary, whose powers and duties shall be as hereinafter provided and as the Board of Directors may fix in conformity with the provisions of these By-Laws. All officers shall be elected as aforesaid to their respective offices by majority vote of the Board of Directors. Any officer may hold more than one office provided that the duties thereof are not incompatible.

Sec. 2. Chairman – The Chairman shall preside over all meetings of the Stockholders and of the Board of Directors, and shall perform such duties and functions as may be assigned by the Board of Directors.

Sec. 3. Vice Chairman – The Vice-Chairman who must also be a director shall have all the powers and duties of the Chairman, during the absence or incapacity of the Chairman. The Vice-Chairman shall also perform such powers and duties as may be assigned to him by the Board of Directors.

Sec. 4. President – The President must be a director. Together with the Secretary of the Corporation, he shall sign all stock certificates. He shall exercise such powers and perform such duties as may, from time to time, be designated to him by the Board of Directors. He shall be the Chief Executive Officer of the corporation and shall exercise the administration and control over the business activities and affairs of the corporation. He shall, as authorized by the Board of Directors, sign all contracts and instruments of the corporation; make reports to the Directors and Stockholders; shall see to it that all resolutions of the Board of Directors are duly executed and carried out.

Sec. 5. Vice-President - One or more Vice-Presidents who must also be directors shall be vested with all such powers and duties as may be vested in them by the Board of Directors. During the absence or incapacity of the President, the Vice-President chosen by the Board of Directors shall perform such duties of President.

Sec. 6. Treasurer - The Treasurer shall be the custodian of the funds of the corporation and shall be responsible for all moneys and other property of the corporation under his charge. He shall keep full and accurate records and accounts in books belonging to the corporation of all receipt, disbursements, assets, liabilities and general financial transactions of the corporation.

He shall deposit all moneys and other valuable effects of the corporation coming into his hands in such depositories as may be designated by the Board of Directors. He shall also indorse for collection or deposit all bills, notes, checks and other negotiable instruments of the corporation and deposit the same to its credit.

The Treasurer shall render to the Board of Directors whenever so requested, all such statements and accounts as may be required of him, and he shall prepare an annual report showing the financial condition of the corporation as of the 31st day of December, each year, which report when made shall be presented to the next succeeding meeting of the Board of Directors and to the annual meeting of the stockholders. He shall also discharge such other duties incidental to his position as may be required of him by the Board of Directors.

Sec. 7. Assistant Treasurer - The Assistant Treasurer shall perform the duties and functions of the Treasurer during the absence or incapacity of the latter. He shall also discharge such other duties as may be assigned to him of the Board of Directors.

Sec. 8. Secretary - The Secretary who must be a citizen and resident of the Philippines shall keep a record of the minutes of all meetings of the stockholders and of the Board of Directors, and he shall perform the same duty for any committee or committees that may be created whenever so required. He shall prepare and serve due notice of all meetings of the stockholders and of the Board of Directors in accordance with these By-Laws.

He shall have charge of the corporate seal and affix the same to certificates of stock when such certificates are duly signed by the proper officers, and shall affix the said seal, attested by his signature, to such other instruments as are duly authorized by the Board of Directors. He shall sign with the President all the certificates of stock issued, and he shall also be responsible for the stock certificate book, the stock transfer book, the stock ledger, and such other books and papers as the Board of Directors may place in his care.

He shall make such reports to the Board of Directors as may be required of him and he shall likewise prepare such reports and statements as are required by the laws of the Philippines. He shall perform all such other duties as are incident to his office or as may be assigned to him from time to time by the Board of Directors.

Sec. 9. Delegation of Powers - In case of absence or disability of any officer of the corporation, the President or the Board of Directors may delegate his powers and duties to any other officer for the time being and until the official returns or again perform his duties or his successor is elected.

In case of the disability of the President, then the Board of Directors shall elect his successor.

ARTICLE VI

REMOVAL AND SUSPENSION OF OFFICERS

Sec. 1. Removal - All officers of the corporation shall be subject to removal by resolution of the Board of Directors at any time, with or without cause, provided a majority of the Board shall vote in favor thereof.

Sec. 2. Suspension - All officers of the corporation shall be subject to pre-emptory suspension by order of the President in writing, subject to the subsequent action of the Board of Directors.

ARTICLE VII

EXECUTIVE COMMITTEE

1. There shall be an Executive Committee, composed of five (5) members, namely: The President, who shall be the Chairman of the Committee; and four members, who shall be elected from among the members of the Board, all to serve for a period of one (1) year until their successors to the Committee shall have been chosen. In case of vacancy in the Committee, the Board shall designate from among its members to fill in the vacancy for the duration of the term.

2. The Executive Committee shall, conformably with law, have and exercise the powers of the Board of Directors during the interim period between meetings of the Board, subject to such limitations as the Board may from time to time impose by resolution.

3. The Executive Committee shall hold regular or special meetings to be determined by it annually soon after its organization. The President shall preside at its meetings, and in his absence, the remaining members shall elect among themselves an acting chairman. A majority of the members of

the Committee shall constitute a quorum in all of its meetings, and any act of the Committee to be effective, must be authorized by the affirmative vote of at least four (4) of its members.

4. Each member of the Executive Committee shall receive a fee of P5,000 for his attendance at any meeting, or such other amounts as shall be determined by the Board of Directors.

5. The Minutes of the Meetings of the Executive Committee shall be reported by its Secretary to the Board of Directors at the first regular or special meeting that the Board may subsequently hold.

ARTICLE VIII

DIVIDENDS AND FINANCE

Sec. 1. The Fiscal Year of the corporation shall commence with the opening on the 1st day of January of each year, and shall close on the 31st day of December of the following year.

Sec. 2. Dividends shall be declared only from the surplus profit and shall be payable at such times and in such amounts as the Board of Directors shall determine, and shall be payable in cash or shares of stock as said Board of Directors shall determine. No dividends shall be declared that will impair the capital of the corporation and no stock dividends shall be issued except as now or may hereafter be authorized and provided by law. Participation in the profits or earnings from operations before taxes, shall be paid to directors and officers of the corporation in the amount of 5% only thereof, to be distributed in the manner, amounts and proportion as the Board of Directors may determine.

Sec. 3. Auditors shall be designated by the Board of Directors prior to the close of business in such fiscal year, who shall audit and examine the

books of account of the corporation, and shall certify to the Board of Directors and shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No director or officer of the corporation and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of the Auditor. The compensation of the Auditor shall be fixed by the Board.

Sec. 4. Inspection of the books, accounts, and records of the corporation by any member of the Board of Directors or stockholders may be made at any and all times during business hours of the corporation.

ARTICLE IX

AMENDMENTS

Sec. 1. These By-Laws may be amended, repealed or altered, in whole or in part, by a majority vote of the Board of Directors and the entire subscribed/outstanding capital stock of the company at any regular meeting or the stockholders, or at any special meeting where such action has been announced in the call and notice of such meeting. The stockholders may however by the affirmative vote of the stockholders owning at least two-thirds (2/3) of all the subscribed/outstanding capital stock at the annual meeting or at a special meeting called for that purpose, delegate the power to amend, repeal, or adopt new by-laws to the Board of Directors.

IN WITNESS WHEREOF, we, the undersigned stockholders owning all of the subscribed/outstanding capital stock of the corporation have adopted unanimously the foregoing By-Laws and have affixed our signatures hereto,

together with the Chairman of the meeting and the Secretary of the same,
this 11th day of September, 1987.

(SGD.) CHARLES W. ALCORN

(SGD.) VIRGIL A. WALSTON

(SGD.) JERREL D. BRANSON

(SGD.) EDUARDO F. HERNANDEZ

(SGD.) ROBERT COYIUTO, JR.

(SGD.) ROBERT COKENG

(SGD.) ANTONIO O. CAGUIAT

Attest:

(SGD.) CHARLES W. ALCORN
Chairman of the Meeting

(SGD.) TOMAS F. TUASON IV
Secretary of the Meeting

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA) S.S.

BEFORE ME, a Notary Public for and in Makati, Philippines, this 11th
day of September, 1987, personally appeared:

NAME	RES. CERT. NO.	ISSUED AT	ISSUED ON
C.W. Alcorn, Jr.	11004748	Houston, Texas	12 January 1987
V.A. Walston	D040347	New Orleans La.	13 January 1983
J.D. Branson	G039544	Houston, Texas	13 January 1986
E.F. Hernandez	6200176F	Makati, M.M.	09 February 1987
A.O. Caguiat	6866087F	Quezon City	28 January 1987
R. Coyiuto, Jr.	147911	Manila	02 March 1987
R. Cokeng	126715B	Manila	19 February 1987

all known to me and to me known to be same persons who executed the foregoing By-Laws and who acknowledged to me that the same is their free and voluntary act and deed.

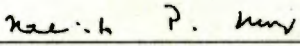
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

(SGD.) TOMAS F. TUASON, IV
Until December 31, 1987
PTR No. 027756
Issued on January 14, 1987
Issued at Makati, Metro Manila

Doc. No. 8;
Page No. 3;
Book No. 1;
Series of 1987.

/noalix/sec/amended by laws-july 98

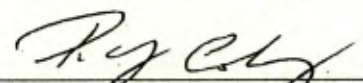
IN WITNESS WHEREOF, we have hereunto set our hands this 27th day of July, 1998 at Makati City, Metro Manila.



ESTELITO P. MENDOZA
 Director

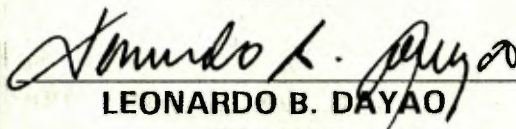


MACARIO U. TE
 Director



ROBERT Y. COKENG
 Director

LUCIO L. CO
 Director



LEONARDO B. DAYAO
 Director

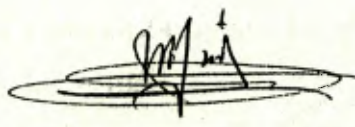


PONCIANO K. MATHAY
 Director

Attested by :



EDUARDO F. HERNANDEZ
 Director & Chairman of the Meeting




MARIO M. USON
 Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this **JUL 27 1998** day of July, 1998 at Makati City, Metro Manila, affiant exhibiting to me their Community Tax Certificate No. :

Name	CTC No.	Date Issued	Place Issued
Estelito P. Mendoza	7810151	March 19, 1998	Makati City
Macario U. Te	5761512E	February 19, 1998	Pasay City
Eduardo F. Hernandez	1409771	January 12, 1998	Makati City
Robert Y. Cokeng	9480177	February 26, 1998	Manila
Lucio L. Co	15612405	January 14, 1998	San Juan
Leonardo B. Dayao	2497791	January 23, 1998	Muntinlupa
Ponciano K. Mathay	09502391	February 17, 1998	Manila
Mario M. Uson	09501733	February 17, 1998	Manila

Doc. No. : 014
 Page No. : 004
 Book No. : VI
 Series of 1998.


ATTY. MA. CRISTINA A. SIBJIAN
 NOTARY PUBLIC
 UNTIL DECEMBER 31, 1999
 PTR. NO. 1238758, 1-6-98, MKT. CITY
 IBP. NO. 447886, 1-5-98 PASIG CITY



ALCORN PETROLEUM AND MINERALS CORPORATION

1801 PearlBank Centre

146 Valero Street, Salcedo Village, Makati City 1227, Metro Manila, Philippines
Tel No.: (632) 840-3696; (632) 817-9539 Fax No: (632) 892-1156 E-Mail: alpetmc@ibm.net

DIRECTORS' CERTIFICATE OF AMENDMENT OF AMENDED BY-LAWS

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being a majority of the members of the Board of Directors, the Chairman of the Meeting as well as the Assistant Corporate Secretary of ALCORN PETROLEUM AND MINERALS CORPORATION do hereby certify that the Board of Directors at its regular meeting held on July 3, 1998 by at least a majority of its members and that the stockholders of the Corporation at its Annual Meeting held on July 24, 1998 by the affirmative vote of at least a majority of the entire issued and outstanding capital, approved the amendment of the Amended By-Laws of the Corporation as follows:

- (A) Article I, Sec. 1 - change of the principal office address of the Corporation from Makati to Metro Manila, to read as follows:

"Sec. 1. Office - The principal office of the corporation shall be located at Metro Manila, Philippines. The corporation may establish and maintain branch offices or agencies elsewhere in the Philippines or in foreign countries whenever warranted by the exigencies of its business affairs."

- (B) Article III, Sec. 1 - in relation to Article I, Sec. 1 above, to read as follows:

"Sec. 1. Annual Meeting - The annual meeting of the stockholders of this corporation shall be held in the principal office of the company at Metro Manila on the SECOND FRIDAY OF JUNE of each year at such hour as stated in the notices of meetings which the Board of Directors may determine."

COMPANY DATA MAINTENANCE FORM
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION
(Use domestic companies only)

FOR SEC TO PROVIDE: MAINTENANCE NO. : / / TRANSACTION DATE / /

SEC NUMBER 174716191111

FULL-UP INSTRUCTIONS - Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes.
 FILL UP ONLY THOSE ITEMS FOR WHICH AMENDMENTS OR CHANGES ARE TO BE MADE. Refer to the back of this page for additional instructions.
 RESTRICT USE BY OTHERS?
 YES
 NO

ALCORN PETROLEUM AND MINERALS CORPORATION

RESERVATION NUMBER _____ NEW COMPANY NAME _____

GENERAL INFORMATION

COMPANY TYPE DS - DOMESTIC STOCK DN - DOMESTIC NON-STOCK DP - DOMESTIC PARTNERSHIP CH CHANGE FROM STOCK TO NON-STOCK? YES NO CH CHANGE IN PRIMARY PURPOSE? YES NO

PRINCIPAL OFFICE ADDRESS
 Suite 1801, Pearlbank Centre, 146 Valero Street, Salcedo Village, Makati City, Metro Manila

AREA CODE _____ FOSTAL CODE 11121217 TEL. NO. 840-3696 / to 98 FAX NO. 892-1156

BUSINESS OFFICE ADDRESS
 Suite 1801, Pearlbank Centre, 146 Valero Street, Salcedo Village, Makati City, Metro Manila

AREA CODE _____ FOSTAL CODE 11121217 TEL. NO. 840-3696 / to 98 FAX NO. 892-1156

BUSINESS INFORMATION

PARTNERSHIP TYPE
 LL - LIMITED
 LG - GENERAL

INDUSTRY CODE _____

TERM OF EXISTENCE
 Fifty (50) YEARS

END DATE OF EXISTENCE
 January 19, 2038

FISCAL YEAR END (MM/DD)
 December 31

ANNUAL MEETING (For domestic companies only)
 X IF-FIXED (MM/DD) / / V-VARIABLE of June 2nd Friday

NUMBER OF DIRECTORS (if stock co.) Seven TRUSTEES (if non-stock co.) _____ PARTNERS (if partnership) _____ STOCKHOLDERS (if stock co.) _____

TYPE OF NON-STOCK COMPANY
 TOTAL CONTRIBUTION (of non-stock companies) _____ % OF FOREIGN MEMBERSHIP (of non-stock companies) _____

FILE NO. _____

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

RELATIONSHIP TYPE (RELN TYPE)
 M - DISSOLVED COMPANY (if due to merger)
 V - DISSOLVED COMPANY (if change in company type)
 S - PARENT COMPANY (if registrant is a subsidiary)
 A - AFFILIATE (of registrant)
 O - OTHERS

MAIN IND. TYPE _____ SEC NUMBER _____ COMPANY NAME _____

START DATE _____ END DATE _____

MAIN IND. - A (NEW), E (UPDATE EXISTING), D (DELETE) RELATIONSHIP _____

CERTIFIED CORRECT: MARIO M. USON POSITION: VP-Legal & Asst. Corp. Secretary DATE: 14 October 1998

DATE RECEIVED: _____ DATA ENTERED BY: _____ DATE ENCODED: _____

**COMPANY DATA MAINTENANCE FORM
CHANGES IN CAPITAL STRUCTURE**
(FOR DOMESTIC STOCK CORPORATION ONLY)

NUMBER : 1147669 FOR SEC TO PROVIDE : MAINTENANCE NO. : TRANSACTION DATE :

INSTRUCTIONS : Type or print legibly. Light-colored boxes are to be filled up by the SEC. Check appropriate boxes, where applicable.
For the PREL, FIN and With Paid-in Surplus columns, select the appropriate code --

PREL / FIN / WITH PAID-IN SURPLUS : P - PAR N - NO PAR
PAID-IN / POSSESSOR-OWNED (FIN) : P - PLURIMO N - POSSESSOR-OWNED
WITH PAID-IN SURPLUS : Y - YES N - NO

Refer to the back of this page for additional instructions.

ALCORN PETROLEUM AND MINERALS CORPORATION

EXEMPTION FROM SECURITIES REGISTRATION | AMENDMENT IN AUTHORIZED CAPITAL | STOCK DIVIDENDS | MERGER | EQUITY RESTRUCTURING | STOCK RETIREMENT

TYPE OF SHARE	CODE	P/ N	INCREASE (DECREASE) IN PAR VALUE / PAR VALUE (ADJUSTED)		PRESENT NUMBER OF SHARES / INCREASE (DECREASE) IN NUMBER OF SHARES		PRESENT BALANCE	INCREASE (DECREASE) IN AMOUNT	BALANCE AS INCREASED (DECREASED)
			P	N	P	N			
A	P		0.01		42 billion shares		420,000,000.00		420,000,000.00
			1.00		420 million shares				
B	P		0.01		28 billion shares		280,000,000.00		280,000,000.00
			1.00		200 million shares				
TOTAL									
							P 700,000,000.00	P -	P 700,000,000.00

TYPE OF SHARE	CODE	P/ N	INCREASE (DECREASE) IN NUMBER OF SHARES		PRESENT SUBSCRIBED BALANCE	INCREASE (DECREASE) IN AMOUNT		SUBSCRIBED BALANCE AS INCREASED (DECREASED)	WITH PAID- IN ?
			P	N		P	N		
A	P		(8,539,146,000)*		86,254,000		86,254,000	273,746,00	
B	P		(6,567,142,338)**		66,764,400		66,764,400	173,235,600	
			(42,533,262)						
TOTAL									
						P 153,018,400	P -	P 153,018,400	P 446,981,600

(15,148,821,600)

COMPANY DATA MAINTENANCE FORM
CHANGES IN CAPITAL STRUCTURE
(FOR DOMESTIC STOCK CORPORATION ONLY)

NUMBER: 1,47,6,19 FOR SEC TO PROVIDE: MAINTENANCE NO.: TRANSACTION DATE:

INSTRUCTIONS: Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes, where applicable.

For the P/N, F/N and With Paid-in Surplus columns, select the appropriate code -
P - NO PAR
F - FILIPINO
Y - YES
N - NO

P/N / NO PAR VALUE INDICATOR (P/N) : P - NO PAR
FILIPINO / FOREIGN-OWNED INDICATOR (F/N) : F - FILIPINO
WITH PAID-IN SURPLUS? : Y - YES
N - NO

STOCK RETIREMENT
EQUITY RESTRUCTURING
MERCER
STOCK DIVIDENDS
AMENDMENT IN AUTHORIZED CAPITAL
ALCORN PETROLEUM AND MINERALS CORPORATION

TYPE OF SHARE	CODE	P/N	INCREASE (DECREASE) IN PAR VALUE / PAR VALUE (ADJUSTED)	PRESENT NUMBER OF SHARES / INCREASE (DECREASE) IN NUMBER OF SHARES	PRESENT BALANCE	INCREASE (DECREASE) IN AMOUNT	BALANCE AS INCREASED (DECREASED)
STOCK RETIREMENT							
EQUITY RESTRUCTURING							
MERCER							
STOCK DIVIDENDS							
AMENDMENT IN AUTHORIZED CAPITAL							
TOTAL							

SUBSCRIBED CAPITAL			PAID-UP CAPITAL			
TYPE OF SHARE	CODE	F/N	INCREASE (DECREASE) IN AMOUNT	SUBSCRIBED BALANCE AS INCREASED (DECREASED)	INCREASE (DECREASE) IN AMOUNT	WITH PAID-UP CAPITAL
STOCK RETIREMENT						
EQUITY RESTRUCTURING						
MERCER						
STOCK DIVIDENDS						
AMENDMENT IN AUTHORIZED CAPITAL						
TOTAL						

COMPANY DATA MAINTENANCE FORM
CHANGES IN CAPITAL STRUCTURE
(FOR DOMESTIC STOCK CORPORATION ONLY)

SEC NUMBER : 1,4,7,6,6,9,1,1,1,1

FOR SEC TO PROVIDE : MAINTENANCE NO. : 1,1,1,1,1,1,1,1,1,1

TRANSACTION DATE : 1,1,1,1,1,1,1,1,1,1

FULL-JUP RESTRICTIONS : Types of restrictions. Light shaded boxes are to be filled up by the SEC. Put check in back of this page for additional restrictions.

COMPANY NAME

ALCORN PETROLEUM AND MINERALS CORPORATION

CHANGE IN PAID-UP CAPITAL BY ASSET TYPE

ASSET TYPE	C - CASH	F - FAVORABLE	L - LIABILITIES	P - PROVIDED	M - MEMBERS	D - OTHERS	TOTAL
PREVIOUS BALANCE	P 446,981,600			P	P	P	P 446,981,600
INCREASE (DECREASE)							
CURRENT BALANCE	P 446,981,600			P	P	P	P 446,981,600

INCREASE (DECREASE) IN FOREIGN EQUITY BREAKDOWN (Summarize by nationality the capital subscribed and paid for by foreign stockholders - i.e., grouped by nationality)

NATIONALITY CODE

NATIONALITY DESCRIPTION

SUBSCRIBED CAPITAL

PREVIOUS BALANCE

INCREASE (DECREASE) OF -

INDIVIDUALS

COMPANY (SES)

TOTAL INCREASE (DECREASE)

NEW BALANCE

PAID-UP CAPITAL OF -

PREVIOUS BALANCE

INCREASE (DECREASE) OF -

INDIVIDUALS

COMPANY (SES)

TOTAL INCREASE (DECREASE)

NEW BALANCE

PERCENTAGE OF FOREIGN EQUITY : 99.3565%

PERCENTAGE OF FOREIGN EQUITY : 0.4016%

PERCENTAGE OF FOREIGN EQUITY : 0.0671%

PERCENTAGE OF FOREIGN EQUITY : 0.1748%

PREVIOUS BALANCE

INCREASE (DECREASE)

NEW BALANCE

POSITION : Accounting Manager

DATE : 14 October 1998

DATE REVIEWED : DATE REVIEWED : DATE REVIEWED :

DATE REVIEWED : DATE REVIEWED : DATE REVIEWED :

DATE REVIEWED : DATE REVIEWED : DATE REVIEWED :