



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

Company Reg. No. CS200612964

**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

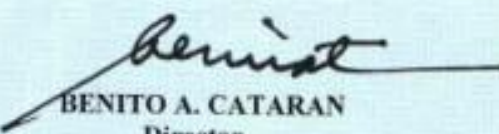
EASTWEST HEALTHCARE, INC.
(Formerly: EASTWEST BUSINESS SOLUTIONS, INC.)
(Amending Articles I & II Purposes thereof.)

copy annexed, adopted on October 01, 2008 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 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, pre-need plan issuer, general agent in pre-need plans 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 hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 12th day of December, Two Thousand Eight.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department





Republic of the Philippines
Department of Health
BUREAU OF HEALTH FACILITIES AND SERVICES
Manila

Hereby grants this

Clearance to Operate a

HEALTH MAINTENANCE ORGANIZATION

No. IB-NCR-60-08-08

EASTWEST BUSINESS SOLUTIONS, INC.

Investor-Based

Type of HMO

6th Flr. Makati Executive Center, 114 L.P. Leviste St., Cor. Rufino St.,
Salcedo Village, Makati City

Address

Mr. Jaime L. Porciuncula

President

Pursuant to E.O. 119 (Reorganization of the Ministry of Health) and A.O. No. 34 series of 1994, (Rules and Regulations on the Supervision of Health Maintenance Organizations).

Validity period August 27, 2008 to August 26, 2011

Date of Issuance August 27, 2008

By Authority of the Secretary of Health:


ATTY. NICOLAS B. LUTERO III, CESO III
Director IV

Paid Under Official Receipt

No. : 0033219

Date : 8/27/08

Amount : P50,000.00



Republic of the Philippines
Department of Health

BUREAU OF HEALTH FACILITIES AND SERVICES
Bldg. 15, San Lazaro Compound, Sta. Cruz, Manila
Trunk Line 743-83-01 Direct Line: 711-6982 ; Fax: 781-4179
URL: <http://www.doh.gov.ph>; e-mail: bhfs@co.doh.gov.ph



November 20, 2008

Mr. FERDINAND B. SALES


Assistant Director
Corporate and Partnership Registration Division
Securities and Exchange Commission
SEC Bldg., EDSA, Greenhills
City of Mandaluyong

Dear Mr. Sales:

This refers to the *Articles of Incorporation* of **EASTWEST HEALTHCARE, INC.**, located at G/F Makati Exec. Center, 114 Leviste St., Salcedo Village, Makati, which was referred to us for comments. We wish to inform you that the Bureau of Health Facilities and Services, this Department interposes no objection to the business name/permit being applied for by the said corporation.

It is informed that a Permit to Construct and a License to Operate must be secured with this Bureau for the operation of an Ambulatory Surgical Clinic. A license is also required for the operation of clinical laboratory, pharmacy and x-ray facilities.

Very truly yours,


ENGR. HERMINIO G. DIONCO, CESO IV
Director III



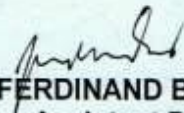
Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Bldg. EDSA, Greenhills, Mandaluyong City

COMPANY REGISTRATION AND MONITORING DEPARTMENT

1st Endorsement
November 18, 2008

Respectfully endorsed to the Department of Health, Manila for comments and recommendations on the attached amended articles of incorporation of EASTWEST HEALTHCARE, INC. (Formerly: EASTWEST BUSINESS SOLUTIONS, INC.), in view of the amendment/s thereof.

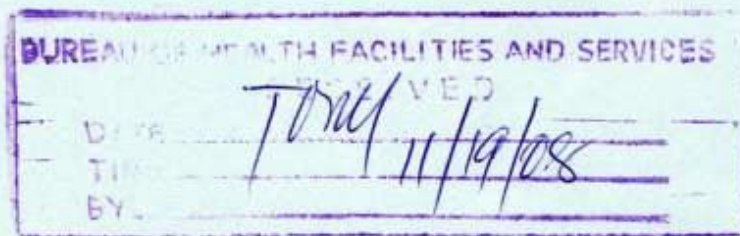
Early return of these papers together with the action taken thereon will be appreciated.


FERDINAND B. SALES
Assistant Director

Corporate and Partnership Registration Division

Encl. a/s

MGT/nelly



Wendur 1

Call Monday

COVER SHEET

CS 200612964
S.E.C. Registration Number

EAST WEST BUSINESS SOLUTIONS
INC.

(Company's Full Name)

6F MAKATI EXEC CENTER IIA
LEVISTE ST SALCEDO MAKATI

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

IRISH TOM TOLENTINO
Contact Person

791-3004
Company Telephone Number

Month Day
Fiscal Year

FORM TYPE

Month Day
Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

ARTICLES I and II
Amended Articles Number/Section

7
Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

RECORDS
LCU: LCU
23/08
Cashier

STAMPS

**AMENDED
ARTICLES OF INCORPORATION
OF**

EASTWEST HEALTHCARE, INC.
(Formerly: **EASTWEST BUSINESS SOLUTIONS, INC.**)



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 HEREBY CERTIFY :

FIRST: The name of this corporation shall be.

EASTWEST HEALTHCARE, INC.
"as amended October 1, 2008"

SECOND: A. The purposes for which the corporation is formed are:

PRIMARY PURPOSE

To establish, maintain, conduct and operate a prepaid group practice health care delivery system or a health maintenance organization to take care of the sick, diseased and disabled persons who are enrolled in the health care plan and to provide for the administrative and financial responsibilities of the organization.

"as amended October 1, 2008"

SECONDARY PURPOSE

1. To conduct, transact, carry on and undertake management of outsourced business in the areas of company employee benefits administration such as intermediation and adjudication of employees claim for medical costs indemnification, outsourcing of dental benefits facilities, Outsourcing of annual physical examinations providers, providing resources for employees training, preventive and health promotive program through medical flyers sourced from various medium and institutions as well as outsourcing for Speakers in the field of preventive and health promotive programs;
2. and to engage in marketing and sales as well as provide 24/7 domestic and international emergency and non-emergency medical and technical assistance services in connection with but not limited to administrative service only such as medical guarantee and claims administration, medical evacuation and repatriation, travel assistance, roadside assistance, household assistance, on-call services, concierge services, on-site medical services, first-aid training, first-aid kits, hotline services, medical examinations, and wellness programs to local and international clients such as corporations, government entities and individuals.

"as amended October 1, 2008"

THIRD: That the place where the principal office of the corporation is to be established is at:

No./Street 6th Floor, Makati Executive Center, L.P Leviste St., Salacedo Village,

City/Town Makati City, Philippines

“as amended October 2, 2006”

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
JAIME L. PORCIUNCULA	FILIPINO	15 Petunia St., Pilar Village, Las Piñas City
ORBIVITANO R. DIAZ	FILIPINO	441 Prudencio St., Sampaloc, Manila
JAY B. IRABON	FILIPINO	9F 3 rd West Crame, San Juan, Metro Manila
JASON C. PORCIUNCULA	FILIPINO	15 Petunia St., Pilar Village, Las Piñas City
RUSTIE C. PORCIUNCULA	FILIPINO	15 Petunia St., Pilar Village, Las Piñas City
RACQUEL G. DIAZ	FILIPINO	441 Prudencio St., Sampaloc, Manila
MA. FE ADELLESON IRABON	FILIPINO	9F 3rd West Crame, San Juan, Metro Manila

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
JAIME L. PORCIUNCULA	FILIPINO	15 Petunia St., Pilar Village, Las Piñas City
ORBIVITANO R. DIAZ	FILIPINO	441 Prudencio St., Sampaloc, Manila
JAY B. IRABON	FILIPINO	9F 3rd West Crame, San Juan, Metro Manila
JASON C. PORCIUNCULA	FILIPINO	15 Petunia St., Pilar Village, Las Piñas City
MA. FE ADELLESON IRABON	FILIPINO	9F 3rd West Crame, San Juan, Metro Manila

SEVENTH: That the authorized capital stock of the corporation is Fifteen Million (P 15,000,000.00) pesos in lawful money of the Philippines, divided into Fifteen Thousand (15,000) shares with the par value of One Thousand (P 1,000.00) pesos per share.

"as amended August 22, 2007"

EIGHT: 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 SUSCRIBED (25%)	AMOUNT SUBSCRIBED	AMOUNT PAID
JAIME L. PORCIUNCULA	FILIPINO	82	328,000.00	164,600.00
ORBIVITANO R. DIAZ	FILIPINO	12	48,000.00	24,000.00
JAY B. IRABON	FILIPINO	12	48,000.00	24,000.00
RUSTIE C. PORCIUNCULA	FILIPINO	5	20,000.00	9,600.00
JASON C. PORCIUNCULA	FILIPINO	5	20,000.00	9,600.00
RACQUEL G. DIAZ	FILIPINO	5	20,000.00	9,600.00
MA. FE ADELLESON IRABON	FILIPINO	5	20,000.00	9,600.00
TOTAL		126	504,000.00	251,000.00

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 JAY B. IRABON, has been elected by the subscribers as treasurer of the corporation; and that as such Treasurer, he / she has been authorized to receive for 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 8th day of July, 2006 at Makati, Philippines.

 JAIME L. PORCIUNCULA TIN: 100-215-454	 ORBIVITANO R. DIAZ TIN 111-998-202	 JAY B. IRABON TIN: 181-557-359
 JASON C. PORCIUNCULA TIN: 214-275-546	 RUSTIE C. PORCIUNCULA TIN: 100-215-402	 RAQUEL G. DIAZ TIN: 106-987-941
 MARIA FE ADELLESON IRABON TIN: 186-081-452		

WITNESSES:

(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.)

ACKNOWLEDGEMENT

Republic of the Philippines)
S.S.

MANILA CITY

BEFORE ME, a Notary Public in and for _____ Philippines, this
day of April 2005 personally appeared:

Name	Community Tax Certificate No.	Date & Place Issued
<u>JAIME L. PORCIUNCULA</u>	<u>CC12005 12320965</u>	<u>1/9/2006 - MANILA</u>
<u>ORBIVITANO R. DIAZ</u>	<u>CC12005 12320966</u>	<u>1/9/2006 - MANILA</u>
<u>JAY B. IRABON</u>	<u>CC12005 12320967</u>	<u>1/9/2006 - MANILA</u>
<u>JASON C. PORCIUNCULA</u>	<u>CC12005 12320963</u>	<u>1/9/2006 - MANILA</u>
<u>RUSTIE C. PORCIUNCULA</u>	<u>CC12005 12320970</u>	<u>1/9/2006 - MANILA</u>
<u>RAQUEL G. DIAZ</u>	<u>CC12005 12320969</u>	<u>1/9/2006 - MANILA</u>
<u>MA.FE ADELLESON IRABON</u>	<u>CC12005 12320968</u>	<u>1/9/2006 - MANILA</u>

Report

Jaime

Maaquah

[Signature]

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]

Doc. No. 137
Date April 20 2005
Page 1
[Other stamps]

DANILO H. BANARES
NOTARY PUBLIC
UNTIL DECEMBER 31, 2006
PTR # 4550192, 01-03-2006
IBP Lic. Roll # 0413, 01-04-1996
TIN 138-811-889

[Signature]

(STOCK CORPORATION)

DIRECTOR'S CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Board of Directors and the Corporate Secretary of EASTWEST BUSINESS SOLUTIONS, INC. do hereby certify that the Articles of Incorporation of the said Corporation was amended by a majority vote of the directors and the vote of the stockholders representing (2/3) of the outstanding capital stock at a meeting held on October 1, 2008 at the principal office of the corporation.

The amended provisions of the attached Articles of Incorporation refer to:

1. Change in Name (Article I)
2. Change in Primary Purpose (Article II)

In witness hereof we have hereunto signed this certificate this 10th day of October 2008 at Makati City.

JAIME L. PORCIUNCULA

TIN: 100-215-454-000

ORBIVITANO R. DIAZ

TIN: 111-998-262-000

RUSTIE ANGELES C. PORCIUNCULA

TIN: 100-215-462-000

IRISH TOM T. TOLENTINO
TIN: 225-227-223-000

JASON C. PORCIUNCULA
TIN: 214-275-546-000
Corporate Secretary

22 OCT 2008

SUBSCRIBED AND SWORN to before me this _____ day of _____ who exhibited to me their community Tax Certificates as follows:

Name	Community Tax Certificate No.	Date & Place Issued
<u>JAIME L. PORCIUNCULA</u>	<u>CC1200807779828</u>	<u>1/31/2008-Manila</u>
<u>ORBIVITANO R. DIAZ</u>	<u>CC1200807779817</u>	<u>1/31/2008-Manila</u>
<u>RUSTIE ANGELES C. PORCIUNCULA</u>	<u>CC1200807779825</u>	<u>1/31/2008-Manila</u>
<u>JASON C. PORCIUNCULA</u>	<u>CC1200807779815</u>	<u>1/31/2008-Manila</u>
<u>IRISH TOM T. TOLENTINO</u>	<u>CC1200807779814</u>	<u>1/31/2008-Manila</u>

DOC. NO: 37
PAGE NO.: 181
BOOK NO.:
SERIES of 2008

ATTY. JOEL G. GORDOLA
Notary Public
Until December 31, 2009
PTR NO. 9763519; 1/02/08; G.C.
IBP NO. 688766 ROLL NO. 25109

Republic of the Philippines)

QUEZON CITY

UNDERTAKING TO CHANGE NAME
(For Amendment of Corporate/Partnership Name)

I, IRISH TOM TOLENTINO, of legal age, Filipino, and resident of CASS WASHINGTON ST. P.O. DEL PILAR, MAKATI CITY, after having been sworn to in accordance with law hereby depose and state:

That I am a DIRECTOR of EASTWEST HEALTHCARE, INC.
(Director/Partner) (Name of corporation/partnership)

which is in the process of amending its corporate/partnership name with the Securities and Exchange Commission.

That I in behalf of said corporation/partnership, hereby undertake to change its corporate/partnership name immediately upon receipt of notice or directive from the Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

In witness whereof, I hereby signed this affidavit this 20 day of OCT 23 2008
at QUEZON CITY.

IRISH TOM TOLENTINO
DIRECTOR - FINANCE
(Affiant)

SUBSCRIBED AND SWORN to before me this 20 day of OCT 23 2008,
affiant exhibiting to me his/her Community Tax Certificates:

Name	CTC No.	Date/Place Issued
<u>IRISH TOM TOLENTINO</u>	<u>CC120080779814</u>	<u>Jan 31, 2008 - Manila</u>

Doc. No.
Page No.
Book No.
Series of 20

ATTY. JOE BORDOLA
Notary Public
Until December 31, 2009
PTR NO. 9763513; 1/02/08; Q.C.
IBP NO. 688766 ROLL NO. 25109



Republic of the Philippines
Department of Health

BUREAU OF HEALTH FACILITIES AND SERVICES
Bldg. 15, San Lazaro Compound, Sta. Cruz, Manila
Trunk Line 743-83-01 Direct Line: 711-6982 ; Fax: 781-4179
URL: <http://www.doh.gov.ph>; e-mail: bhfs@co.doh.gov.ph



November 20, 2008

Mr. FERDINAND B. SALES

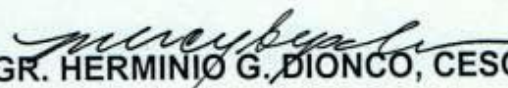
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Corporate and Partnership Registration Division
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It is informed that a Permit to Construct and a License to Operate must be secured with this Bureau for the operation of an Ambulatory Surgical Clinic. A license is also required for the operation of clinical laboratory, pharmacy and x-ray facilities.

Very truly yours,


ENGR. HERMINIO G. DIONCO, CESO IV
Director III