



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

COMPANY REG. NO. CS200508386

CERTIFICATE OF INCORPORATION

KNOW- ALL MEN BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

BUKO NI FRUITAS INC.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg. 68), and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but 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.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

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 17th day of May Two Thousand Five.


FERDINAND B. SALES
Officer-in-Charge

Company Registration and Monitoring Department



COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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

Lester C. Yu

Contact Person

Company Telephone Number

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Month Day

Fiscal Year

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FORM TYPE

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Annual Meeting

Secondary License Type, if Applicable

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Dept. Requiring this Doc.

Amended Articles Number/Section

7

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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Document I.D.

SEC
L.G.U.
5-13-05

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes



ARTICLES OF INCORPORATION
OF

BUKO NI FRUITAS INC.
(Name of Corporation)

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:

BUKO NI FRUITAS INC.

SECOND: A . That the primary purpose of this corporation is

to engage in the business of trading of goods such as fresh fruit drinks & other related products on wholesale / retail basis.

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 :

No./Street 2-A Agno Street, Bgy. Doña Josefa (If Applicable)

City/Town Quezon City Province _____

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.

*(Delete "Retail" if with Foreign Equity) (Enumerate maximum of three (3) goods)
(If Foreign Equity is more than 40% of the Outstanding Capital Stock , file with Regular Lane)*

(NOTE: Express Lane will receive only forms with typewritten entries. For Express Lane purposes, incorporators/ directors should be limited to five (5) . Otherwise, file with the Regular Lane.)

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

| Name | Nationality | Residence (Complete Address) |
|-----------------------------|-------------|---|
| LESTER C. YU | Filipino | 288 Escolta Street, Binondo, Manila |
| MARVIN C. YU | Filipino | 288 Escolta Street, Binondo, Manila |
| JANET C. YU | Filipino | 288 Escolta Street, Binondo, Manila |
| ANGEL YU | Filipino | 288 Escolta Street, Binondo, Manila |
| ROSELYN A. LEGASPI | Filipino | 74 M. Ponce Street, Caloccan City |
| BEN F. FIRMALINO | Filipino | 56 Banawe Street, Quezon City |
| CHRISTOPHER IAN A. CONSUELO | Filipino | 1226 Bayabas St., Bagbaguin, Valenzuela City Seven (7) |

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 THREE MILLION (P 3,000,000.00) pesos in lawful money of the Philippines, divided into THIRTY THOUSAND (30,000) shares with the par value of ONE HUNDRED (P 100.00) 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 |
|-----------------------------|-------------|--------------------------|----------------------------|----------------------------|
| LESTER C. YU | Filipino | 6,600 | 660,000.00 | 165,000.00 |
| MARVIN C. YU | Filipino | 225 | 22,500.00 | 5,625.00 |
| JANET C. YU | Filipino | 225 | 22,500.00 | 5,625.00 |
| ANGEL YU | Filipino | 225 | 22,500.00 | 5,625.00 |
| ROSELYN A. LEGASPI | Filipino | 75 | 7,500.00 | 1,875.00 |
| BEN F. FIRMALINO | Filipino | 75 | 7,500.00 | 1,875.00 |
| CHRISTOPHER IAN A. CONSUELO | Filipino | 75 | 7,500.00 | 1,875.00 |
| Total | | 7,500 ===== | 750,000.00 ===== | 187,500.00 ===== |

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

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 stocks certificates issued by the corporation.

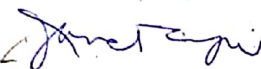
TENTH : That JANET C. YU has been elected by the subscribers as treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he / she has been authorized to receive for and in the name and for the benefit of 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 10th day of May 2005 at Quezon City, Philippines.

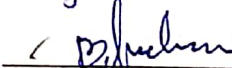

LESTER C. YU


MARVIN C. YU


JANET C. YU

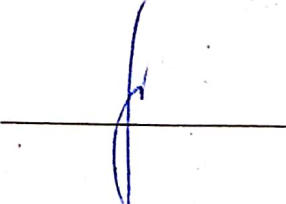
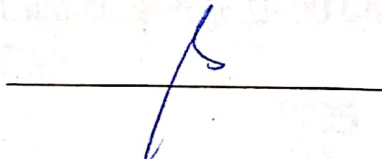

ANGEL YU


ROSELYN A. LEGASPI


BEN F. FIRMALINO


CHRISTOPHER IAN A. CONSTELO

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.

QUEZON CITY

QUEZON CITY

BEFORE ME , a Notary Public in and for _____ Philippines, this
day of _____ MAY 29 3 2005 personally appeared :

| Name | Community Tax Certificate No. | Date & Place Issued |
|-----------------------------|-------------------------------|--------------------------|
| LESTER C. YU | 10548862 | 1/13/05, Manila |
| MARVIN C. YU | 13937959 | 1/25/05, Manila |
| JANET C. YU | 13937458 | 1/25/05, Manila |
| ANGEL YU | 13937461 | 1/25/05, Manila |
| ROSELYN A. LEGASPI | 13937460 | 1/25/05, Manila |
| BEN F. FIRMALINO | 11383201 | 5/05/05, Quezon City |
| CHRISTOPHER IAN A. CONSUELO | 15465720 | 5/05/05, Valenzuela City |

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.

Doc. No. 304 ;
Page No. 69 ;
Book No. 28-1 ;
Series of 2 .

NOTARY PUBLIC
Until December 31, 2005
PTR NO. 00-2525
DATE ISSUED JAN. 4, 2005
ISSUED AT QUEZON CITY
VALID UNTIL DEC. 31, 2005

BY - LAWS

OF

EUKO HI FINITAI INC.

(Name of Corporation)

ARTICLE I

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

Section 1. Subscriptions - Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificate - The stockholder shall be entitled to one or more certificates for fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares - Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No share of stock against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates - In case any stock certificate is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Annual / Regular Meetings - The annual/regular meetings of stockholders shall be held at the principal office on April 30 of each year, if a legal holiday, then on the day following.

Section 2. Special Meeting - The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock, (b) President.

Section 3. Place of Meeting - Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. Notice of Meeting - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Quorum - Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

Section 6. Conduct of Meeting - Meeting of the stockholders shall be presided over by the President, or in his absence, by a chairman to be chosen by the stockholders. The Secretary, shall act as Secretary of every meetings, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.

Section 7. Manner of Voting - At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting.

Section 8. Closing of Transfer Books or Fixing of Record Date - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers of the Board - Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:

- a.) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b.) To purchase, receive, take or otherwise acquire for and in the name of the corporation, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c.) To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;
- d.) To incur such indebtedness as the Board may deem necessary, to issue evidence of indebtedness including without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the corporation;
- e.) To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation;
- f.) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officer are either plaintiffs or defendants in connection with the business of the corporation;

g.) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the corporation to any standing or special committee or to any officer or agent and to appoint any person to be agent of the corporation with such powers and upon such terms as may be deemed fit;

h.) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under the Corporation Code.

Section 2. Election and Term - The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

Section 3. Vacancies - Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.

Section 4. Meetings - Regular meetings of the Board of Directors shall be held once a month on such dates and at places as the Chairman of the Board, or upon the request of a majority of the Directors.

Section 5. Notice - Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telegram, or by written message. A director may waive this requirement, either expressly or impliedly.

Section 6. Quorum - A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

Section 7. Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting.

Section 8. Compensation - By- resolution of the Board, each director, shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

ARTICLE IV

OFFICER

Section 1. Election / Appointment - Immediately after their election, the Board of Directors shall formally organize by electing the President, the Vice-President, the Treasurer, and the Secretary at said meeting.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more compatible positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. President - The President shall be the Chief Executive Officer of the corporation and shall exercise the following functions:

- a.) To preside at the meetings of the stockholders;
- b.) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- c.) To supervise and manage the business affairs of the corporation upon the direction of the Board of Directors;
- d.) To implement the administrative and operational policies of the corporation under his supervision and control;
- e.) To appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;
- f.) To oversee the preparation of the budgets and the statements of accounts of the corporation;
- g.) To represent the corporation at all functions and proceedings;

h.) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors.

i.) To make reports to the Board of Directors and stockholders;

j.) To sign certificates of stock;

k.) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

Section 4. The Vice-President - He shall, if qualified, act as President in the absence of the latter. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.

Section 5. The Secretary - The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

a.) To record the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;

b.) To keep record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;

c.) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;

d.) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;

e.) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations.

f.) To act as inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election.

g.) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

Section 6. The Treasurer - The Treasurer of the corporation shall have the following duties:

- a.) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b.) To have custody of, and be responsible for, all the funds, securities and bonds of the corporation;
- c.) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control;
- d.) To render an annual statements showing the financial condition of the corporation and such other financial reports as the Board of Directors, or the President may, from time to time require;
- e.) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;
- f.) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 7. Term of Office - The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified.

Section 8. Vacancies - If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 9. Compensation - The officers shall receive such remuneration as the Board of Directors may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE V

OFFICES

Section 1. The principal office of the corporation shall be located at the place stated in Article III of the Articles of Incorporation. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate.

ARTICLE VI

AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditor - At the regular stockholders' meeting, the external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the corporation.

Section 2. Fiscal Year - The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Dividends - Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

ARTICLE VII

AMENDMENTS

Section 1. These by-laws may be amended or repealed or new by-laws adopted by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

ARTICLE VIII

SEAL

Section 1. Form and Inscriptions - The corporate seal shall be determined by the Board of Directors.

ARTICLE IX

ADOPTION CLAUSE


The foregoing by-laws were adopted by all the stockholders of the corporation on May 10, 2005 at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 10th day of May, 2005 at Quezon City, Philippines.

- (Note: 1. If filed with Articles of Incorporation, these by-laws should be signed by all incorporators;
2. If filed after incorporation, should be signed by majority of the subscribers and should submit director's certificate for the adoption of the by-laws.)

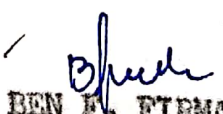

LESTER C. YU


MARVIN C. YU


JANET C. YU


ANGEL YU


ROSELYN A. LEGASPI


BEN F. FIRMALINO


CHRISTOPHER IAN A. CONSUELO



UNITED OVERSEAS BANK PHILIPPINES 大華銀行

A Member of the UOB Group of Singapore

Head Office

United Overseas Bank Philippines
17th Flr Pacific Star Building
Sen. Gil Puyat cor. Makati Ave., Makati City
Tel (632) 678 8686 Fax (632) 811 5917
http://www.uob.com.ph
Cable UOVB PH MM Tx Eastern 63246 UOVBPMM PH

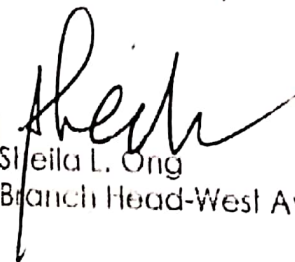
The Securities and Exchange Commission
EDSA, Mandaluyong City, Metro Manila

May 10, 2005

Greetings:

This is to certify that there is on deposit with this bank the sum of ONE HUNDRED EIGHTY SEVEN THOUSAND FIVE HUNDRED ONLY (Php187,500.00) under Savings Account No. 002-053 07614-1 in the name of Janet Yu Treasurer -in-Trust for Buko ni Frutas, Inc. which in the process of incorporation.

The said deposit is clear and free from lien, restriction, condition or holdout and may be withdrawn in behalf of said company upon presentation of proof of due incorporation thereof.


Sheila L. Ong
Branch Head-West Ave. Br.

Republic of the Philippines
QUEZON CITY

MAY 13 2005

SUBSCRIBED AND SWORN to before me this _____ day of _____, 2005, affiant exhibited to me his/her Community Tax Certificate No. 15712039 Issued at Quezon City on 1/11/05

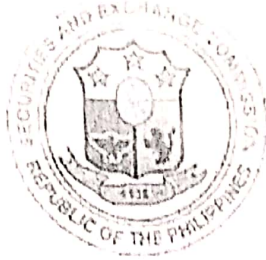
Doc No. 346
Page No. 20
Book No. 2F-1
Series of 200 1

NOTARY PUBLIC
HECTOR O. BENTEN
NOTARY PUBLIC
PTR NO. 6022525
DATE ISSUED: JAN. 4, 2005
ISSUED AT QUEZON CITY
VALID UNTIL DEC. 31, 2005

053-014

SINGAPORE MALAYSIA JAKARTA BANDUNG SURABAYA BATAM THAILAND YANGON HO CHI MINH CITY PHILIPPINES HONG KONG TAIPEI GUANGZHOU
XIAMEN SHANGHAI BEIJING SEOUL TOKYO SYDNEY LONDON NEW YORK LOS ANGELES VANCOUVER

Finish



Republic of the Philippines
SECURITIES AND EXCHANGE COMMISSION

Reservation Payment Confirmation

This certifies that the name **BUKO NI FRUITAS INC.** has been reserved from **April 27, 2005** to **May 27, 2005**.

Reference Reservation Number (RRN): **RRN20050427172145587**

Type of Industry: **Fruits And Vegetables, Retailing**

Breakdown of Fees:

Reservation Fee: **Php 40.00**

TOTAL: Php 40.00

Important Reminders:

NOTE: The fact that the name is available at the date verified, it is not to be regarded as an approval of the registration of the company or any application for change of name. No expense for printing of materials using a verified name should be incurred until registration takes effect. As this is a computer printout, any erasure or alteration on this document nullifies verification.

The applicant undertakes to change the reserved name in case another person or firm has acquired a prior right to the use of the said firm name or the same is deceptively or confusingly similar to one already registered.

Please do not pay for your Name Reservation and Extension **WITHIN THE SAME DAY** via Funds transfer. You may course your payment at any selected UnionBank branches or at the SEC Seller.

Stamp Number: **315767**



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www.sec.gov.ph

**REGISTRATION DATA SHEET
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION**
(FOR DOMESTIC COMPANIES ONLY)

SEC NUMBER / / / / /

FILL UP INSTRUCTIONS - Type or print legibly. Check the appropriate boxes.

COMPANY NAME

BUKO NI FRUITAS, INC.

GENERAL INFORMATION

COMPANY TYPE DS - DOMESTIC STOCK DN - DOMESTIC NON-STOCK DP - DOMESTIC PARTNERSHIP DATE REGISTERED

PRINCIPAL OFFICER ADDRESS

2-A Agno Street, Bgy. Doña Josefa, Quezon City

FAX NO.

AREA CODE / / / / / POSTAL CODE / / / / /

TEL. NO.

BUSINESS OFFICE ADDRESS

2-A Agno Street, Bgy. Doña Josefa, Quezon City

FAX NO.

AREA CODE / / / / / POSTAL CODE / / / / /

TEL. NO.

BUSINESS INFORMATION

PARTNERSHIP TYPE
 L - LIMITED
 G - GENERAL

TYPE OF ENTERPRISE
 N - NO SPECIAL REGISTRATION
 E - FIA EXPORT
 D - FIA DOMESTIC

FISCAL YEAR END (MM/DD)

12-31

H - FIA HOLDING
 R - FIA REPRESENTATIVE OFF
 S - SUBIC REGISTERED

F - FINANCIAL INSTITUTION
 Z - EPZA-REGISTERED
 B - BOI-REGISTERED

INDUSTRY CODE

50 YEARS

ANNUAL MEETING (For domestic companies only)
 JF-FIXED (MM/DD) / / / / V-VARIABLE

TOTAL CONTRIBUTION (Of domestic non-stock companies) P

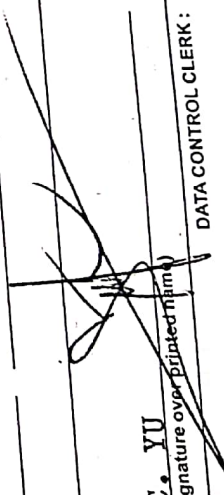
% OF FOREIGN MEMBERSHIP (Of domestic non-stock companies)

TYPE OF NON-STOCK CORPORATION (Refer to the back of this page for the classification)

COMPANY RELATIONSHIP - List all companies related to registrant. (Use additional sheets, if necessary)
S - PARENT COMPANY (if registrant is a subsidiary)
C - DISSOLVED COMPANY (if due to consolidation)
V - DISSOLVED COMPANY (if change in company type)
A - AFFILIATE (Of the registrant)
O - OTHERS

RELATIONSHIP TYPE (RELN TYPE)

RELN TYPE SEC NUMBER TIN COMPANY NAME


LESTER C. YU
(Signature over Printed Name)

POSITION: President
DATE: 5/10/05
TIN: 191-309-944
BIRTHDATE: 11/19/74

CERTIFIED CORRECT: DATA CONTROL CLERK: DATA ENCODED BY: DATE ENCODED:

RDS 99-IDS
 REGISTRATION DATA SHEET
 CAPITAL STOCK / INCORPORATORS / DIRECTORS / OFFICERS INFORMATION
 (FOR DOMESTIC STOCK CORPORATION ONLY)

SEC NUMBER / / / / / / / / / /

FILL-UP INSTRUCTIONS: Type or print legibly. Light shaded boxes and codes are to be filled up by the SEC, including the SEC number
 For no-par stocks, leave the authorized capital amount and the par value columns blank.

COMPANY TIN

COMPANY NAME
 BUKO NI FRUITAS, INC.

CAPITAL STRUCTURE

| AUTHORIZED | | | | | SUBSCRIBED | | | | | PAID-UP | | PAID |
|-------------------------------|------------|--------------|-----------|---------------|----------------|-----|---------------|--------------|--------------|--------------|--|------|
| SHARE CODE | SHARE TYPE | P/N | PAR VALUE | NO. OF SHARES | AMOUNT | F/N | NO. OF SHARES | AMOUNT | AMOUNT | IN | | |
| | common | P | 100.00 | 30,000 | P 3,000,000.00 | F | 7,500 | P 750,000.00 | P 187,500.00 | | | |
| | | | | | | | 7,500 | P 750,000.00 | P 187,500.00 | | | |
| PAID-UP CAPITAL BY ASSET TYPE | | C - CASH | | | P - PROPERTY | | | O - OTHERS | | TOTAL | | |
| | | P 187,500.00 | | | P | | | P | | P 187,500.00 | | |

| INCORPORATORS / STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary) | | | | | | | | | | | | | |
|--|--------------------------------------|---------------|------|-------------|-----|------|-----|---------------|---------------|------------------|-----------------------|--------------------|-----------|
| NAME (Company Name, if company) (Last Name, First Name, MI, Maiden Surname, if person) | TAXPAYER IDENTIFICATION NUMBER | BIRTH DATE | CODE | NATIONALITY | BRD | INCR | OFR | SHARE CODE | SHARE TYPE | NO. OF SHARES | SUBSCRIBED CAPITAL | PAID-UP CAPITAL | |
| Lester C. Yu | 191-309-944 | 111974 | | Filipino | M | Y | PRE | | common | 6,600 | 660,000 | 165,000 | |
| Marvin C. Yu | 214-877-469 | 072078 | | Filipino | M | Y | OTH | | common | 225 | 22,500 | 5,625 | |
| Janet C. Yu | 106-439-053 | 040974 | | Filipino | M | Y | CFO | | common | 225 | 22,500 | 5,625 | |
| Angel Yu | 173-779-514 | 010141 | | Filipino | C | Y | OTH | | common | 225 | 22,500 | 5,625 | |
| Roselyn A. Legaspi | 206-658-508 | 040878 | | Filipino | M | Y | CCS | | common | 75 | 7,500 | 1,875 | |
| Ben F. Firmalino | 222-531-584 | 011276 | | Filipino | M | Y | N | | common | 75 | 7,500 | 1,875 | |
| Christopher Ian A. Consuelo | 221-561-937 | 121178 | | Filipino | M | Y | N | | common | 75 | 7,500 | 1,875 | |
| | | | | | | | | | | SUBTOTALS | 7,500 | P 750,000 | P 187,500 |

Note: For codes to use in filling up the columns, refer to the last page of this form. Refer also to the back of this page for additional instructions.

**REGISTRATION DATA SHEET
CAPITAL STOCK/INCORPORATORS/DIRECTORS/OFFICERS INFORMATION
(FOR DOMESTIC STOCK CORPORATION ONLY)**

SEC NUMBER / _____

PAGE OF _____

FILL-UP INSTRUCTIONS : Type or print legibly. Light-shaded boxes and codes are to be filled up by the SEC, including the SEC number.

COMPANY NAME

BUKO NI FRUITAS, INC.

INCORPORATORS / STOCKHOLDERS / DIRECTORS / OFFICERS (Use additional sheets, if necessary.)

| NAME (Company Name, if company) (Last Name, First Name, MI, Maiden Surname, if person) | TAXPAYER IDENTIFICATION NUMBER | CODE | NATIONALITY | BRD | INC' R | OFR | SHARE CODE | SHARE TYPE | NO. OF SHARES | SUBSCRIBED CAPITAL | PAID-UP CAPITAL |
|--|--------------------------------------|------|-------------|-----|-----------|-----|---------------|---------------|------------------|--------------------|-----------------|
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |

NO. OF DIRECTORS : 7 NO. OF STOCKHOLDERS : 7 TOTALS 7,500 750,000.00 187,500.00

FOREIGN EQUITY BREAKDOWN (Refer to the back of this page for instructions on how to fill-up this section.)

| NATIONALITY CODE | NATIONALITY DESCRIPTION | TOTAL FOREIGN EQUITY | |
|--------------------------|-------------------------|----------------------|---|
| SUBSCRIBED CAPITAL OF -- | | | |
| INDIVIDUALS | P | P | P |
| COMPANY (IES) | | | P |
| TOTAL SUBSCRIBED CAPITAL | P | P | P |
| PAID-UP CAPITAL OF -- | | | |
| INDIVIDUALS | P | P | P |
| COMPANY (IES) | | | P |
| TOTAL PAID-UP CAPITAL | P | P | P |

PERCENTAGE OF FOREIGN EQUITY :

CERTIFIED CORRECT : LESTER C. YU POSITION President DATE : 5/10/05

PROCESSING ATTORNEY : _____ PROCESSING EXAMINER : _____ DATA CONTROL CLERK : _____ DATA ENCODER : _____

DATE REVIEWED : _____ DATE REVIEWED : _____ DATE REVIEWED : _____ DATE ENCODED : _____

INSTRUCTIONS FOR FILLING UP THE FOLLOWING COLUMNS :

| | | | | | | |
|---|--|---|--|---|---|--|
| PAR / NO PAR (P / N) VALUE INDICATOR -- P - PAR N - NO PAR | FILIPINO / FOREIGN (F/N) OWNED INDICATOR -- F - FILIPINO N - NON-FILIPINO / FOREIGNER | WITH PAID IN SURPLUS? Y - YES N - NO | BOARD (BRD) INDICATOR -- C - CHAIRMAN M - MEMBER N - NEITHER | INCORPORATOR (INC'R) INDICATOR I - INCORPORATOR S - STOCKHOLDER N - NEITHER | OFFICER (OFR) INDICATOR -- PRE - PRESIDENT CEO - CHIEF EXECUTIVE OFFICER CFO - TREASURER COO - CHIEF OPERATING OFFICER COS - CORPORATE SECRETARY | LEG - LEGAL COUNSEL AUD - EXTERNAL AUDITOR GOV - GOVERNMENT REPRESENTATIVE OTH - OTHERS N - NONE |
|---|--|---|--|---|---|--|