



SOLID GROUP INC.

23 June 2010

THE DISCLOSURE DEPARTMENT

4/F, The Philippine Stock Exchange, Inc.
PSE Center, Exchange Road, Ortigas Center
Pasig City

Attention : Ms. Janet A. Encarnacion
Head

Gentlemen:

We advise that the amendment of the Company's Articles of Incorporation to increase the number of Directors from seven (7) to nine (9) was approved by the Securities and Exchange Commission (SEC) as per Certificate of Filing of Amended Articles of Incorporation dated 16 June 2010 received by the Company today.

As previously disclosed to the Exchange, Messrs. Joseph Lim and Ireneo D. Tubio, Jr. shall assume office as additional members of the Board upon approval by the SEC of the increase in number of directors.

In this regard, we also wish to advise that Mr. Ireneo D. Tubio, Jr., Director and SVP & Chief Financial Officer of Solid Group Inc., passed away last 21 June 2010.

The vacancy in the Board resulting from the demise of Mr. Tubio will be filled up in the annual stockholders' meeting to be held in August 2010. We will disclose the definite schedule as soon as it is finalized.

Very truly yours,


JOSEPHINE SANTIAGO
Corporate Information Officer



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

COMPANY REG. NO. 845

**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

SOLID GROUP INC.
[Amending Article VI thereof.]

copy annexed, adopted on July 30, 2009 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing more than two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 16th day of June, Twenty Ten.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department



AMENDED
ARTICLES OF INCORPORATION

OF

SOLID GROUP INC.
(formerly: UNITED PARACALE MINING COMPANY)

KNOW ALL MEN BY THESE PRESENTS:

That we, Francisco Ortigas, E.E. Wing, Benito Razon, James Fraser Brown and Benjamin S. "Ohnick, each of legal age, resident of the Philippine Islands and a majority of whom are citizens of the United States of America or the Philippine Islands, have this day associated ourselves together for the purpose of forming a corporation under the laws of the Philippine Islands.

AND WE HEREBY CERTIFY:

First. - That the name of said corporation shall be:

"SOLID GROUP INC."

Second. - That the purposes for which said corporation is formed are:

PRIMARY PURPOSE

To acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of, and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including, but not limited to, buildings, tenements, warehouses, factories, edifices and structures and other improvements, and bonds, debentures, promissory notes, shares of capital stock, or other securities or obligations created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder or possessor thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interest, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engage in the

business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629).

SECONDARY PURPOSE

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation.

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business.

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept.

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise.

5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation.

7. To establish and operate one or more branches of agencies and to carry on any or all of its operations and business without any restrictions as to place or amount

including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines.

8. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

Third. - That the place where the principal office of the corporation is to be established or located is the Municipality of Makati, Province of Rizal, Philippines.

Fourth. - That the term for which said corporation is to exist is fifty (50) years from and after the date of incorporation, which term shall be extended for another fifty (50) years upon expiration of the original term on October 9, 1993.

Fifth. - The names, residences and nationalities of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residences</u>
1. Francisco Ortigas	Filipino	120 Legarda, Manila
2. E. E. Wing	American	Rosario Heights, Rizal
3. Benito Razon	Filipino	155 Aviles, Manila
4. James Fraser Brown	British	870 Dewey Boulevard, Manila
5. Benjamin S. Ohnick	American	65 Williams, Pasay

Sixth. - That the number of directors of said corporation shall be nine (9), and that the names, nationalities and residences of the directors of the corporation who are to serve until their successors are elected and qualified are as follows:
(as amended, July 30, 2009)

<u>Name</u>	<u>Residences</u>
1. Francisco Ortigas	120 Legarda, Manila
2. E. E. Wing	Rosario Heights, Rizal

- | | |
|-----------------------|-----------------------------|
| 3. Benito Razon | 155 Aviles, Manila |
| 4. James Fraser Brown | 870 Dewey Boulevard, Manila |
| 5. Benjamin S. Ohnick | 65 Williams, Pasay |

Seventh. - That the capital stock of the corporation is Five Billion (PHP5,000,000,000.00) PESOS, Philippine Currency, and said capital stock is divided into FIVE BILLION (5,000,000,000) shares of the par value of One Peso (PHP1.00) each.

No stockholder shall, because of his/its ownership of stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation. Any part of such stock or other securities may at any time be issued optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as such Board may deem proper, without first offering such stock or Securities or any part thereof to existing stockholders.

No issue or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the minimum percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation.

These restrictions shall be printed or indicated in all the certificates of stock to be issued by the corporation.

Eighth. - That the amount of said capital which has been actually subscribed is One Thousand Pesos (PHP1,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and amount of capital stock set out after each of their respective names:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
1. Francisco Ortigas	120 Legarda, Manila	2,000	PHP200.00
2. E.E. Wing	Rosario Heights, Rizal	2,000	200.00
3. Benito Razon	155 Aviles, Manila	2,000	200.00

4. James Fraser Brown	870 Dewey Boulevard, Mla.	2,000	200.00
5. Benjamin S. Ohnick	65 Williams, Pasay	<u>2,000</u>	<u>200.00</u>
	TOTAL	10,000	PHP1,000.00

Ninth. - That the following persons have paid on the shares of capital stock for which they have subscribed the amount set out opposite their respective names:

<u>Name</u>	<u>Residence</u>	<u>Amount Paid on Subscription</u>
1. Francisco Ortigas	120 Legarda, Manila	PHP200.00
2. E.E. Wing	Rosario Heights, Rizal	200.00
3. Benito Razon	155 Aviles, Manila	200.00
4. James Fraser Brown	870 Dewey Boulevard, Mla.	200.00
5. Benjamin S. Ohnick	65 Williams, Pasay	<u>200.00</u>
		PHP1,000.00

Tenth. - That James Fraser Brown 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 has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 9th day of October, 1993 at Manila, Philippines.

(SGD) JAMES FRASER BROWN (SEAL)

(SGD) E.E. WING (SEAL)

(SGD) BENJ. S. OHNICK (SEAL)

(SGD) BENITO RAZON (SEAL)

IN THE PRESENCE OF:

(SGD) FRANCISCO ORTIGAS (SEAL)

(SGD) G. L. FILLER

(SGD) JULIO S. HERRERA

ZapAOI
[Solid Group-Amended AOI]

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION


OF
SOLID GROUP INC.

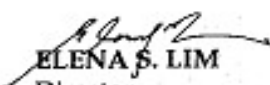



KNOW ALL MEN BY THESE PRESENTS:


We, the undersigned, the Corporate Secretary and a majority of the members of the Board of Directors of SOLID GROUP INC. (the "Corporation"), do hereby certify that the accompanying Amended Articles of Incorporation of the said Corporation embodying the increase in the number of directors from seven (7) to nine (9) is true and correct, and that the said amendment was approved by at least a majority of the Board of Directors and by the stockholders owning and/or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their meetings both held on July 30, 2009 at the Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City.


IN WITNESS WHEREOF, the undersigned directors, together with the Corporate Secretary, have hereunto set their hands MAY 28 2010 of _____ at Makati City.


SUSAN E. TAN
Director
TIN: 133-085-765


ELENA S. LIM
Director
TIN: 103-027-949


JASON S. LIM
Director
TIN: 103-027-965


VINCENT S. LIM
Director
TIN: 103-027-981


DAVID S. LIM
Director
TIN: 121-122-036


QUINTIN CHUA
Independent Director
TIN: 188-777-969

LUIS MA. L. ZABALJAUREGUI
Independent Director
TIN: 104-016-182

RM-
ROBERTO V. SAN JOSE
Corporate Secretary
TIN: 126-470-483

SUBSCRIBED AND SWORN to before me this MAY 28 2010
at QUEZON CITY by the Affiants, whose identity I have confirmed through their respective
Passports bearing their photographs and signatures, exhibiting to me their
Community Tax Certificates and Passports as follows:

Name	CTC No.	Date and Place of Issue	Passport Details
Susan L. Tan	12226541	1/13/2010; Makati	ZZ226411; issued on 4/24/2007
Elena S. Lim	12226543	1/13/2010; Makati	XX4337253; issued on 8/10/2009
Vincent S. Lim	12226545	1/13/2010; Makati	XX0711071; issued on 3/10/2009
David S. Lim	12226544	1/13/2010; Makati	XX2698447; issued on 12/15/2008
Jason S. Lim	12226542	1/13/2010; Makati	ZZ200623; issued on 10/09/2006
Quintin Chua	28677807	4/13/2010; Makati	
Luis Ma. L. Zabaljauregui			
Roberto V. San Jose	28599107	1/25/2010; Makati	WW0189544; issued on 9/14/2007

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ATTY. DEL G. GORDOLA
NOTARY PUBLIC
NOTARIAL COMMISSION NO. NP-05
COMMISSION EXPIRES DEC 31, 2011
PTR NO. 3176182; 1/04/2010; Q.C.
IBP NO. 774185; 1/12/2010; Q.C.
ROLL OF ATTORNEY NO. 25103

Zap:AOI
[Dir. Cert. of Amendments]