



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

Company Reg. No. PW- 845

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

SOLID GROUP INC.

copy annexed, adopted on August 07, 2007 and September 23, 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 Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

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 9th day of June, Two Thousand Nine.

BENITO A. CATARAN
Director

Company Registration and Monitoring Department



Nov - Article
6.1.09

rec'd by
Muel
allos

COVER SHEET

8 4 5
SEC Registration Number

SOLID GROUP INC.
[Grid for address continuation]

(Company's Full Name)

SOLID HOUSE 2285 CHINO ROCES

EXT. MAKATI CITY

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

Meline Tan
Contact Person

893-7987
Company Telephone Number

AMENDED BY-LAWS

1 2 3 1
Month Day
Fiscal Year

[Grid]
FORM TYPE

0 5
Month Day
Annual Meeting

[Grid]
Secondary License Type, If Applicable

[Grid]
Dept Requiring this Doc

[Grid]
Amended Articles Number / Section

Total Amount of Borrowings

[Grid]
Total No. of Stockholders

[Grid] [Grid]
Domestic Foreign

To be accomplished by SEC Personnel concerned

[Grid]
File Number

[Signature]
LCU

[Grid]
Document ID

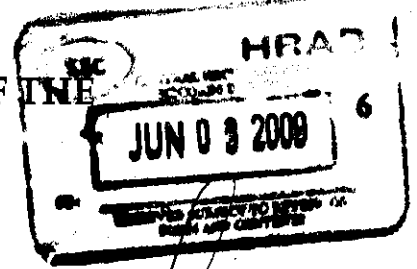
Cashier

STAMPS

[Handwritten signature]

Remarks: Please use BLACK ink for scanning purposes

CERTIFICATE OF AMENDMENT OF THE
BY-LAWS OF
SOLID GROUP, INC.



We the undersigned, the Chairman and Secretary of the Stockholders' meeting and majority of the members of the Board of Directors of Solid Group, Inc. (the "Corporation") hereby certify that the attached document is a true and correct copy of the Amended By-laws of said Corporation.

We further certify that:

1. The amendment in Article II-A, by including provisions on the nomination and election of independent directors as required by the Securities and Exchange Commission, was unanimously approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their annual meeting and by the Board of Directors at its meeting both held on August 7, 2007; at its principal office.
2. The amendment in Article XVII(2), by changing the date of the annual stockholders' meeting from any day in the month of May of each year, to the last Thursday of June of each year, was unanimously approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their annual meeting and by the Board of Directors at its meeting both held on September 23, 2008 at its principal office.

By: *[Signature]*
ROBERTO V. SAN JOSE
Corporate Secretary

MAY 25 2009

IN WITNESS WHEREOF, we have hereunto set our hands on this ___ day of March 2009 at the City of Makati, Metro Manila.

[Signature]
SUSAN L. TAN
Chairman of the Meeting
TIN No. 173-085-765

[Signature]
ROBERTO V. SAN JOSE
Corporate Secretary
TIN No. 126-470-483

[Signature]
ELENA S. LIM
Director
TIN No. 103-027-949

[Signature]
VINCENT S. LIM
Director
TIN No. 103-027-981

DAVID S. LIM
Director
TIN No. 121-122-036

JASON S. LIM
Director
TIN No. 103-027-965

QUINTIN CHUA
Independent Director
TIN No. 188-777-969

LUIS MA. L. ZABALJAUREGUI
Independent Director
TIN No. 104-016-182

MAY 25 2009

SUBSCRIBED AND SWORN to before me this ___ day of March 2009 at Makati City, Metro Manila, affiants having exhibited to me their Community Tax Certificates Nos. as follows:

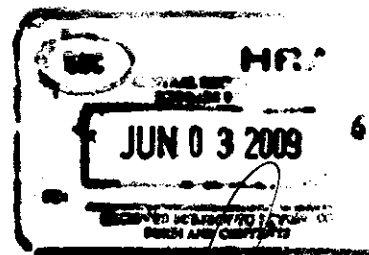
<u>NAME</u>	<u>C. T. C. NO.</u>	<u>DATE/PLACE OF ISSUE</u>
Susan L. Tan	12351407	January 11, 2009/Makati City
Elena S. Lim	12351405	January 11, 2009/Makati City
Roberto V. San Jose	27202607	January 29, 2009/Makati City
David S. Lim	12351409	January 11, 2009/Makati City
Jason S. Lim	12351411	January 11, 2009/Makati City
Vincent S. Lim	12351413	January 11, 2009/Makait City
Quintin Chua	00528679	March 6, 2009/Makati City
Luis Ma. L. Jabaljauregui	20506336	February 27, 2009/La Carlota City, Negros Occ.

Doc. No. 411 :
Page No. 87 :
Book No. 24 :
Series of 2009

JOEL G. GORDOLA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2009
ROLL No. 25103
PTR No. 0806362 1/05/09 B.C.
RP No. 760562 3/12/09 B.C.

AMENDED BY-LAWS
OF
SOLID GROUP, INC.

(formerly: UNITED PARACALE MINING COMPANY)



Article I
Corporate Powers

*The corporate powers of the company shall be exercised, its business conducted and its property controlled by the Board of Directors who shall be chosen by the stockholders at their first organization meeting and thereafter at annual meetings. They shall hold office for one (1) year or until their successors are elected and shall have been qualified.

Article II
Election of Directors

The Directors shall be elected by ballot at the annual meeting of the stockholders. Their term of officer shall be immediately after election.

ARTICLE II - A
Nomination and Election of Independent Directors

The above provisions notwithstanding, all existing laws, rules and regulations, including the Securities Regulation Code and its implementing rules, as amended, with regard to the nomination, qualification and election of independent directors, where applicable, shall be observed.¹

Article III
Vacancies

Vacancies in the Board of Directors shall be filled by the other directors in office and such persons shall hold office until the next annual meeting of the stockholders thereafter.

* As amended at the Annual Stockholders Meeting and Organizational Meeting of the Board of Directors both held on May 15, 1997.

¹ Amended on August 7, 2007

Article IV
Powers of Directors

The Directors shall have power: -

(1) To call special meetings of the stockholders when they deem it necessary. And they shall call a meeting at any time upon the written request of the stockholders holding one-third of the subscribed and paid-in capital stock.

(2) To appoint and remove at the pleasure all officers, agents and employees of the corporation, prescribe their duties, fix their compensation and require from them security for faithful service.

(3) To conduct, manage and control the affairs and business of the corporation and to make rules and regulations not inconsistent with the laws of the Philippine Islands or By-Laws of the corporation for the guidance and management of the corporation.

Article V
Duties of Directors

It shall be the duty of the Directors:

(1) To cause to be kept a complete record of all their minutes and acts, and of the proceedings of stockholders; to present or cause to be presented at the annual stockholders' meeting a statement of accounts showing in detail the assets and liabilities of the corporation and generally the condition of the company's affairs. A similar statement shall be presented at any other meeting of the stockholders, when thereto required by persons holding at least one-third of the capital stock of the corporation.

(2) To declare dividends out of the surplus profits when such profits shall, in the opinion of the directors, warrant the same.

(3) To supervise all officers, agents and employees and see that their duties are properly performed.

Article VI
Meeting of the Directors

*Sec. 1. Organizational meeting of the Board of Directors. - The organizational meeting of the Board of Directors shall be held immediately following the

* As amended at the Annual Stockholders Meeting and Organizational Meeting of the Board of Directors both held on May 15, 1997.

annual stockholders' meeting. No notice of such meeting shall be required. The Board may in its discretion fix other periodical times for regular meetings.

Sec. 2. Special meetings of the Board of Directors may be called by the President or by the written request of any two directors. Notice of all special meetings shall be mailed to each director at his last known post office address, or delivered personally or left at his office, at least two (2) days previous to the date fixed for the meeting.

Sec. 3. It shall not be necessary to give notice of the regular meetings of the Board of Directors as provided in Sec. 1 of this Article.

Sec. 4. A majority of the entire number of directors present shall constitute a quorum for the transaction of all business. Action of the Board shall be taken only upon the affirmative vote of a majority of the directors present; unless the Corporation Code or these By-Laws requires the vote of a greater number.

Sec. 5. Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted or neglected by him as such director or officer, and the corporation shall reimburse each such person for all actual and necessary legal expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

Article VII

Officers

The officers shall be a Chairman of the Board, President, Vice President, Treasurer and Secretary or clerk and such other officers and assistants as the Board of Directors may select, all of whom shall be elected by and hold office at the pleasure only of the Board of Directors. The compensation of all officers of the corporation shall be fixed and determined by the Board of Directors. One or more officers may be held by the same person.

Article VIII

Chairman of the Board

*Sec. 1. The Chairman of the Board shall preside at all meetings of the stockholders and of the Directors, and in his absence or with his consent, the

* As amended at the Annual Stockholders Meeting and Organizational Meeting of the Board of Directors both held on May 15, 1997.

President shall preside at such meetings. The Chairman shall also exercise such other powers and perform such other duties as the Board of Directors may from time to time fix or delegate.

Article IX President

Sec. 1. The Board of Directors shall, at their first regular meeting, elect one of their members to act as President; and if at any time the President shall be unable to act, then the Vice-President shall take his place and perform his duties; and if for any cause, the Vice-President be unable to act, the Board shall appoint some other member of the Board of Directors to act as such, in whom shall be vested for the time being all the duties and functions of his office.

Sec. 2. The President shall be the chief executive officer of the company. He shall have general charge and supervision of the business of the company. He may sign and execute all authorized bond contracts or obligations in the name of the corporation and with the Secretary may sign all certificates of shares in the capital stock of the company. He shall from time to time to make such reports of the affairs of the corporation as the Board of Directors may require and shall annually present a report of the preceding years' business to the Board of Directors at their meeting immediately preceding the annual meeting of the stockholders, which report may be read at the annual meeting of stockholders. He shall do and perform such other duties as may from time to time be assigned to him by the Board of Directors.

Article X Vice-President

The Vice-President shall perform the duties of the President in the absence of the latter or disability and shall duly perform such other duties as may from time to time to be assigned to him by the Board of Directors.

Article XI Treasurer

The Treasurer shall have the custody of all funds and securities of the corporation which may have come into his hands; when necessary or proper, he may endorse on behalf of the corporation for collection checks, notes and other obligations, and deposit the same to the credit of the corporation in such bank or banks or depository as the Board of Directors may designate; he shall sign all receipts and vouchers for payments made to the corporation; he may sign all checks made by the corporation, and shall pay out and dispose of the same under the direction of the Board; he alone shall sign all checks, drafts bills of exchange and promissory notes of the corporation unless such duty be assigned to

other officer or officers by the Board of Directors; whenever required by the Board of Directors, he shall render a statement of his cash account; he shall enter or cause to be entered regularly in books of the corporation to be kept for the purpose, full and accurate account of all moneys received and paid by him on account of the corporation; accounts to any director of the corporation upon application at the office of the corporation during business hours; and he shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors. The Treasurer is also authorized to apply to the Insular Treasurer of the Philippine Islands for license to sell to the public the stocks and other securities of the corporation and for said purpose, sign and execute in behalf of the corporation the sworn statement to the Insular Treasurer.

Article XII

Manager

The Board of Directors may appoint any person or entity as manager or managing Agent for the business of the company. The term of employment of such manager or managing agent shall not, unless extended, exceed three (3) years. The manager or managing agent, subject to control of the Board of Directors, shall have general superintendence and management of the mines, mining operations and incidental business of the company.

Article XIII

Secretary or Clerk

The Board of Directors shall elect a Secretary or Clerk. He shall be a Filipino citizen resident of the Philippine Islands, but need not be a stockholder of the corporation. His duties shall be as follows:

(a) It shall be the duty of the Secretary to keep a record of the proceedings of the Board of directors and of the stockholders;

(b) He shall keep the corporate seal of the corporation, and the book of blank certificates of stock, fill and countersign all certificates issued, and make the corresponding entries on the margin of the book of such certificates of stock of such issuance; and he shall affix such corporate seal to all papers requiring a seal;

(c) He shall keep a proper transfer book, and a stockledger in debit and credit form, showing the number of shares issued to and transferred by any stockholder and the date of such issuance and transfer;

(d) He shall serve all notices required either by law or the By-laws of the corporation, and in case of his absence, inability, refusal or neglect to do so, then such notice may be served by any person thereunto directed by the President or Vice-President of the corporation.

Article XIV
Books and Papers

The books of accounts and records of the corporation shall at all times, in business hours, be open to the inspection of any member of the Board of Directors or of the Secretary, and shall upon request be subject to inspection of any stockholder at such reasonable time or times as may be appointed by the Board of Directors.

Article XV
Contracts in which Directors or Officers are Interested

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers, of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such corporation or not so interested.

Article XVI
Certificate of Stock

Certificates of stock shall be of such form and device as the Board of Directors may direct; and such certificates shall be signed by the President and countersigned by the Secretary and each certificate shall express on its face its number, date of issuance, the number of shares for which issued, the person to whom it is issued, and state the par value of each share.

Article XVII
Transfer of Stock

(a) Shares of stock of the corporation may be transferred at any time by the holders thereof, or by the attorney legally authorized, empowered and constituted under a duly and properly executed Power of Attorney, before a notary public, or by endorsement on the certificate of stock so transferred; and all such transfers of stock shall be made by the holder thereof on the transfer book of the corporation, unless so made on said transfer

book by the holders duly appointed, empowered and authorized attorney, as aforesaid, who shall execute and note such transfer of stock upon the transfer book of the corporation. No transfer shall be valid until the surrender to the corporation of the certificate and the acknowledgment of such transfer on the books of the corporation.

(b) Every surrendered certificate must be cancelled by the Secretary of the corporation before a new one is issued in lieu thereof, and the Secretary shall preserve the certificate so cancelled as a voucher. If, however, a certificate shall be lost or destroyed, the Board of Directors may order a new certificate issued upon such guarantee by the parties claiming the same as they, the Board of Directors, may deem satisfactory.

Article XVIII Meeting of Stockholders

*(1) All meetings of the stockholders of the corporation shall be held within Metro Manila.

(2) The regular annual meeting of the stockholders of this corporation for the election of directors and other purposes shall be held on the last Thursday of June² of each year on a date to be fixed by the Board of Directors.

(3) Special meetings of the stockholders of this corporation may be called by the President or by the order of the Board of Directors whenever he or they shall deem it necessary or by the stockholders holdings one-third of the subscribed and paid in capital stock of this corporation.

*(4) Notice of all stockholders' meetings, whether annual, regular or special, shall be given by sending copy of such notice to each and every stockholder at his address as appears on the books of the corporation at least fourteen (14) days before the date set for such meeting.

(5) All notices of special meetings shall contain adequate information and such statements as will evidence the purpose of such meeting and the nature of the business to be transacted.

(6) All regular annual meetings and special meetings of the stockholders of the corporation as aforesaid, shall be presided over the President of the corporation or any other officer as the meeting may elect.

* As amended at the Annual Stockholders Meeting and Organizational Meeting of the Board of Directors both held on May 15, 1997.

² As amended on September 23, 2008.

Article XXI
Unpaid Claim on Shares

No shares of stock against which the corporation holds any unpaid claim shall be transferred on the books of the corporation.

Article XXII
Seal

*The corporation shall have a common seal, consisting on a round seal, with a margin therein, and the upper outer margin shall contain the words "Solid Group Inc."

We, the undersigned, being a majority of the Directors of UNITED PARACALE MINING COMPANY, hereby certify that the foregoing were on the 21st day of November 1933, adopted as the By-Laws of said corporation by unanimous vote of all the stockholders.

(SGD) BENJ. S. OHNICK

Countersigned:

Secretary

We, the undersigned stockholders of United PARACALE MINING COMPANY hereby certify that at the first regular annual meeting of stockholders of said corporation held on the 21st day of November, 1993, we voted in favor of the adoption of the foregoing as the By-Laws of the corporation.

Manila, P.I., November 21, 1993.

(SGD) BENJ. S. OHNICK

Zap:AOI[Solid Group-Amended By Laws]