

REPUBLIC OF THE PHILIPPINES
OFFICE OF THE PRESIDENT

Securities and Exchange Commission

SEC BLDG., EDSA, GREENHILLS
MANDALUYONG, METRO MANILA

CERTIFICATE OF FILING OF THE

ARTICLES OF MERGER

KNOW ALL MEN BY THESE PRESENTS:

THIS IS TO CERTIFY that the Articles of Merger by and between:

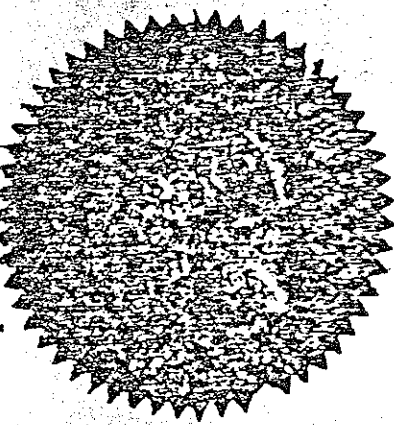
ABCAR-PARAGON MINING CORPORATION

and

UNITED PARAGON MINING CORPORATION
(Formerly: UNITED ASIA RESOURCES AND GEOTHERMAL CORPORATION)

copy annexed, approved on September 29 and October 12, 1989 by a majority vote of the Board of Directors and the vote of the shareholders owning or representing at least two-thirds of the outstanding capital stock of the constituent corporations, signed on September 29, 1989 by the Executive Vice-President of Abcar-Paragon Mining Corporation and President of United Asia Resources and Geothermal Corporation, certified to by their respective Secretaries, whereby the entire assets and liabilities of Abcar-Paragon Mining Corporation will be transferred to and absorbed by United Paragon Mining Corporation (formerly: United Asia Resources and Geothermal Corporation), was filed with this Office on October 23, 1989, pursuant to the provisions of Sections 76 to 80 of the Corporation Code of the Philippines, Batas Pambansa Blg. 69, approved on May 1, 1980, and attached to the other papers pertaining to said corporations.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro Manila, Philippines, this 29th day of January, in the year of our Lord, nineteen hundred and ninety.



0019890978

Rodolfo L. Samarista

RODOLFO L. SAMARISTA
Associate Commissioner

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ARTICLES OF MERGER
OF

ABCAR-PARAGON MINING CORPORATION

And

UNITED ASIA RESOURCES AND GEOTHERMAL CORPORATION

Pursuant to the provisions of Section 78 of the Corporation Code, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into a single corporation.

FIRST. A Plan of Merger was approved by the stockholders of each of the undersigned corporations in separate special meetings duly called and held for the purpose on September 29, 1989 and October 12, 1989, the summary of which is hereinbelow set forth:

1. On or before November 25, 1989 ("effective merger date"), subject to the endorsement, consent, authorizations of, or filings or registrations with appropriate government-
al and other entities (including without limitation the Bureau of Mines, Securities and Exchange Commission, and the Board of Investments), ABCAR-PARAGON MINING CORPORATION ("APMC") shall merge into UNITED ASIA RESOURCES AND GEOTHERMAL CORPORATION ("UAR") which shall be the surviving corporation renamed as United Paragon Mining Corporation ("UNITED PARAGON"), in essentially the following manner:

(A) APMC shall transfer to UAR all its properties, real and personal, including all rights, privileges, immunities and franchises as are presently being enjoyed or held by APMC, to the extent permitted or required by law, and all receivables due on whatever account, including subscriptions to APMC shares and other choses in action.

The undersigned hereby certify that the foregoing

[Handwritten signature]

(B) APMC shall also transfer all its existing and actual liabilities and obligations to UAR which will assume them in the same manner as if UAR had itself incurred such liabilities or obligations.

(C) UAR shall amend its Articles of Incorporation to increase its authorized capital stock from P 5,000,000 to P 1,027,000,000 divided as follows:

(1) Common Stock consisting of Fifty Billion (50,000,000,000) shares of the par value of P 0.01 each share;

(2) Class "A" Preferred Stock consisting of Two Billion Seven Hundred Million (2,700,000,000) shares of the par value of P 0.01 each share; and

(3) Class "B" Preferred Stock consisting of Five Million (5,000,000) shares of the par value of P 100 each share.

(D) The foregoing shares of stock of UNITED PARAGON shall be subject to the following conditions:

(1) Holders of common stock shall be the only stockholders entitled to vote, except as provided by law.

(2) The holders of Class "A" preferred stock shall be entitled to be paid a cumulative yearly dividend at the rate of twenty percent (20%) per year, and no more, payable annually, on the dates to be fixed by the directors. Each certificate of Class "A" preferred stock shall be subject to redemption, and may at the option of the directors, on any dividend date, at any time before May 5, 1992, be called and retired at the price of P 0.01 for each share and the amount of dividends accrued and unpaid at the date of redemption.

(3) The holders of Class "B" preferred stock shall not be entitled to any dividend. Each certificate of Class "B" preferred stock shall be subject to redemption at any time before April 10, 1994 at the price of P 100 for each share.

(4) Preferred stock shall have the following rights, privileges and restrictions:

[Handwritten signature and initials]

(a) Notices of intention to call and retire a certificate shall be given to the holder thereof thirty (30) days before the same is retired. Such notice shall be deemed given when served personally upon the owner of the certificate, or when placed in an envelope, postage prepaid, addressed to the holder of the certificate at his address as it appears in the books of the corporation and deposited in any Philippine post office.

(b) The holders of preferred stock shall not be entitled to any voice in the management of the corporation or to any voting powers at the stockholders meeting. The sole management of the corporation shall be in the hands of the holders of common stock, and they alone shall be entitled to vote at any meeting of the stockholders of the corporation.

(c) Preferred stock shall be non-participating and shall not be convertible into any other stock or security of the corporation.

(5) That no holder of the capital stock (common or preferred) whether said stock is now or hereafter authorized, shall have any right, as such stockholders to purchase or subscribe for any share of the capital stock, whether such shares of capital stock are now or hereafter authorized by the corporation.

The existing stockholders of UAR shall be considered as holding shares of UNITED PARAGON Common Stock with the features above-described which shares shall be considered paid up to the same extent as UAR stocks held are paid up at the time of the effective merger date.

(E) As a consequence of UNITED PARAGON'S acquisition of the assets, and its assumption of the obligations and liabilities of APMC, and the merging of the corporate personalities of the two mining companies into one, UNITED PARAGON shall, out of the increased authorized capital stock of UNITED PARAGON, issue to APMC'S stockholders, shares amounting to P 727,000,000, consisting of -

UNITED PARAGON

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- two billion seven hundred thousand (2,700,000,000) shares of Class "A" UNITED PARAGON Preferred Stock (par value of P 0.01 each share) to be exchanged at a ratio of 1.35 Class "A" UNITED PARAGON shares for every share of Class "A" APMC Preferred Stock;

- two million eight hundred thousand (2,800,000) shares of Class "B" UNITED PARAGON Preferred Stock (par value of P 100 each share) to be exchanged share for share with Class "B" APMC Preferred Stock (Shares of Class "B" UNITED PARAGON Preferred Stock issued in exchange for Class "B" APMC Preferred Stock shall be considered paid up to the same extent as the latter stock are paid up at the time of the exchange);

- forty-two billion (42,000,000,000) shares of UNITED PARAGON Common Stock (par value of P 0.01 each share) to be exchanged at a ratio of 19 1/11 shares of UNITED PARAGON Common Stock for every share of APMC Common Stock.

2. Dissenting stockholders shall exercise their appraisal right in accordance with Section 82 of the Corporation Code.

3. Upon the merger date, APMC's corporate existence shall cease and all its rights, privileges, powers and franchises, all its properties, real and personal, including receivables on whatever account, and all every other interest of APMC shall be vested in UNITED PARAGON without further act or deed. And thenceforth all debts, liabilities and obligations of APMC, including pending claims, actions and proceedings, shall attach to UNITED PARAGON and may be enforced against UNITED PARAGON as if they had been originally contracted or incurred by it.

4. The expenses of the merger shall be for the account of UNITED PARAGON.

[Handwritten signature]

5. The two mining companies, by a majority vote of their respective Boards of Directors, may amend, modify or supplement the plan of merger in such manner as may be agreed upon by them in writing at any time before or after approval thereof by their stockholders; provided, however, that no such amendment, modification or supplement after approval of the plan of merger by the stockholders of both mining companies shall substantially change the terms of the merger.

SECOND. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

Corporation	Number of Shares Outstanding	Designation of Class	Entitled to Vote as a Class	
			Number of Shares	Total Number of Shares
APMC	2,200,000,000	Common Stock		
	2,000,000,000	Class A Preferred		
UAR	2,800,000	Class B Preferred	4,202,800,000	
		Common Stock		

THIRD. As to each of the undersigned corporations, the total number of shares that voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, the number of shares of such class that voted for and against such plan, respectively, are as follows:

Corporation	Total Voted		Total Voted		Number of Shares Entitled to vote as a Class	
	For	Against	For	Against	Class	Voted For / Voted Against
APMC	2,200,000,000	-0-	-0-	-0-	Common	-0-
	2,000,000,000	-0-	-0-	-0-	Preferred A	-0-
	2,000,000	-0-	-0-	-0-	Preferred B	-0-
UAR					Common	

September 29, 1989.

Handwritten initials and signature

C E R T I F I C A T I O N

We hereby certify that the foregoing Articles of Merger were signed by the Executive Vice-Pres. of ABCAR-PARAGON MINING CORPORATION and the President of UNITED ASIA RESOURCES AND GEOTHERMAL CORPORATION after approval of the Plan of Merger by at least two thirds (2/3) of the outstanding capital stock of each of said mining companies, during separate special meetings of their respective stockholders duly called and held for the purpose on September 29, 1989 and October 12, 1989.

Mia G. Gentugaya

MIA G. GENTUGAYA
Corporate Secretary
ABCAR-PARAGON MINING CORPORATION

R. V. San Jose

ROBERTO V. SAN JOSE
Corporate Secretary
UNITED ASIA RESOURCES AND GEOTHERMAL CORPORATION

~~RECEIVED~~ OCT 18 1989

SUBSCRIBED AND SWORN to before me this 24th day of September 1989 at Makati, Metro Manila, Philippines; affiants exhibiting to me their Residence Certificates:

<u>NAME</u>	<u>RES. CERT. NO.</u>	<u>DATE/PLACE OF ISSUE</u>
MIA G. GENTUGAYA	02674761-J	1/18/89 Makati, Metro Manila
ROBERTO V. SAN JOSE	10679463-J	4/18/89 Manila

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31 DECEMBER 31, 1989
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Page No. 87
Book No. 1
Series of 1989.

ABCAR PARAGON MINING CORPORATION

UNITED ASIA RESOURCES AND GEOTHERMAL CORPORATION

[Signature]

[Signature]

By Name: EDMUNDO TOLENTINO
Title: EXECUTIVE VICE-PRESIDENT

By Name: JESUS LIM
Title: PRESIDENT

[Signature]

[Signature]

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) SS.

BEFORE ME, a Notary Public in and for Quezon City
Manila, Philippines, personally appeared:

N A M E RES. CERT. NO. DATE & PLACE ISSUED
EDMUNDO TOLENTINO, 07076087, 2/28/89
in his capacity as Quezon City

Executive Vice-President
of Abcar-Paragon
Mining Corporation;

and

in his capacity as :

of United Asia Resources and Geothermal Corporation;

both known to me and by me known to be the same persons who executed the foregoing instrument and who acknowledged to me that the same is their free and voluntary act and deed and the free and voluntary act and deed of the corporations which they represent.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal this 28th day of September, at Quezon City, Philippines.

Doc. No. 6;
Page No. 3;
Book No. 1;
Series of 1989.

Rose Marie M. King

ROSE MARIE M. KING
NOTARY PUBLIC

UNTIL DECEMBER 31, 1989
PTR # 728005/4/27/89; Q. CITY, M.M