



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

Company Reg. No. 97265

**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

**TOTAL INFORMATION MANAGEMENT CORPORATION
(T.I.M. CORPORATION)**
(Amending Article II Primary Purpose thereof.)

copy annexed, adopted on November 18, 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 23rd day of December, Two Thousand Eight.


BENITO A. CATARAN
Director

Company Registration and Monitoring Department

BA/nelly

COVER SHEET

Jose. Amos 11-27-07
11-22-07
97265
11-28-07
12/16/07

9 7 6 2 5
S.E.C. Registration Number

T O T A L I N F O R M A T I O N M A N A G E M E N T
C O R P O R A T I O N (T.I.M. C O R P O R A T I O N)

NTC

(Company's Full Name)

5 6 0 0 S O U T H S U P E R H I G H W A Y
M A K A T I C I T Y

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

JACINTO R. PEREZ, JR.
Contact Person

8318796
Company Telephone Number

1 2 3 1
Month Day
Fiscal Year

A A I
FORM TYPE

0 1 2 5
Month Day
Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

*P. 1, m. n
paid on 11-16-08
OK # P244040*

Article 2 Primary
Amended Articles Number/Section

6
Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

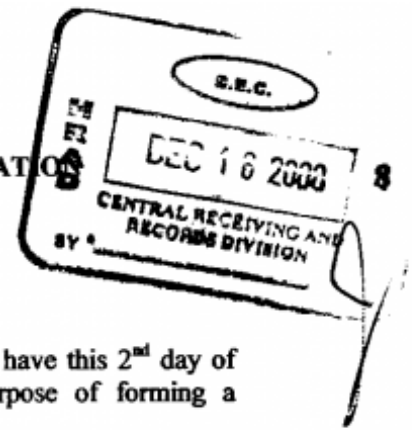
LCU *w/r M*

Document I.D.

Cashier

STAMPS

**AMENDED
ARTICLES OF INCORPORATION
OF
TOTAL INFORMATION MANAGEMENT CORPORATION
(T.I.M. CORPORATION)**



KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippines, have this 2nd day of January 1981, voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE DO HEREBY CERTIFY

1. That the name of said corporation shall be:

**TOTAL INFORMATION MANAGEMENT CORPORATION
(T.I.M. CORPORATION)
(As amended on October 16, 1992)**

2. That the purpose of which corporation is formed are:

PRIMARY PURPOSES:

That the purpose for which such corporation is formed is to carry on the business of merchants, brokers, traders, lessors, importers, exporters, dealers, distributors and resellers in business machines, office equipment, computer hardware, software and peripherals, wireless data network (WDN) / telecommunications equipment and devices, and goods, wares, merchandise and commodities of every description, to act as system integrator, and/or process agent for our principals and partners, and to conduct and carry on all business pertaining thereto including operational, maintenance, and related services. (As amended on November 4, 1998, June 7, 2004 and November 18, 2008).

SECONDARY PURPOSES:

To establish, operate, and maintain computer data centers to serve as business recovery centers, internet data centers, tape vaulting, managed/secured off-site protection centers/silos, records storage and management, secure shredding, digital services, business process outsourcing, consulting services and all other services pertaining to the built-up, operation , and maintenance of such facilities. (As amended on March 6, 2003, and June 7, 2004).

To establish and operate a training and research institute offering courses in information and communication technology, specifically along the field of call center management; to train the nation's manpower in the required technical skills for national development and to engage in such other information and communication technology related business activities as may be necessary to further the aims and purposes of the Corporation; and to engage in the active placement for employment in call centers of the individuals hereinabove mentioned.

The establishment, operation, administration, and management of said institute shall be subject to the existing laws, rules and regulations, policies, and standards of TESDA pursuant to Batas Pambansa Blg. 232 and Republic Act No. 7796 otherwise known as the TESDA ACT OF 1994 or the Technical Education Skills Development Authority, and provided, further, that the education to be offered by the institute shall be limited to technical-vocational education. (As amended on November 14, 2001).

To purchase, hold, convey, sell, lease, rent, mortgage, encumber or otherwise deal in such real and personal property in any part of the Philippines, or elsewhere, as the purposes for which the corporation is formed may permit, and as may be convenient or necessary for the transaction of the lawful business of the corporation.

To purchase, acquire, manage and take over all or any part of the business and property of any person, corporation, syndicate or partnership, carrying on any business which the corporation is authorized to carry on, or possessed or property suitable for the purposes of this corporation, and to pay for the same in property, cash, checks, bonds, debentures or other obligations of the corporation, to undertake, assume and guarantee the liabilities of any such person, corporation, syndicate, or partnership whose property or business may be taken over, or shares of whose capital stock may be required and owned by the corporation, but only to the extent permitted by law.

In so far as the same may now or hereafter be permitted by law, to amalgamate or units with, to manage, or combine into this corporation, any other corporation or association or business, wherever formed, for objections similar, analogous, or subsidiary to any of the objects of this corporation, carrying on any business capable of being conducted so as directly or indirectly benefit this corporation and to form, establish, and bring out, and assist in the formation or establishment of any such corporation or associations, and to acquire, hold and deal in shares of interest therein.

To apply for, obtain, register, purchase, lease, or otherwise to acquire, and to hold, use, own, operate, and introduce, and to sell, assign or otherwise to dispose of, any trademarks, trade names, patents, inventions, improvements, and processes used in connection with or secured under letters of patent of the United States, or elsewhere or otherwise, and to use, exercise, develop, grant licenses, processes and the like, or any such property or rights.

To purchase, hold, sell, exchange, or transfer or otherwise deal in the shares of its own capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine, provided that the corporation shall not use any of its funds or property for the purchases of its own shares of capital stock when such use would cause impairment of the capital of the corporation, and provided, further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

To borrow or raise money for the purposes of the corporation, and in pursuance thereof to issue any mortgages, deeds of trust, debentures, bonds, letters of discount, secured by all or any part of the undertakings, revenues, rights and property of the corporation, and to exchange or vary from time to time any such securities.

Without any particular limiting the powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to make and perform contracts of any and all kinds and descriptions with any person, firm or corporation, whether public or private, without limits as to amount, and particularly, but not way of limitation, to make and perform contracts, creating rights, easements and other privileges respecting any of the property, real or personal, of any kind owned by the corporation, to have one or more offices out of the Philippines, and to conduct its business and exercise its powers in any part of the Philippines, or in any other country, and in carrying on its business and in order to attain or further its purposes or powers to do any and all other acts and things, and to exercise and which now or hereafter may be authorized by law.

To invest in the shares, securities, or other evidences of indebtedness of other corporations.

To advance and lend money to such persons and on such terms as may be arranged which the corporation has pecuniary interest as may be permitted by law.

To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, or which, may be conveniently carried on and done in connection therewith, or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property of the corporation.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation. (As amended on January 25, 1994).

3. That the place where the principal office of the corporation is to be established at 5600 South Superhighway, Makati City, Metro Manila. (As amended on October 16, 1992).
4. That the term for which said corporation is to exist is FIFTY (50) years from and after the date of incorporation.
5. That the names, nationalities, and residences of the incorporators are as follows:

NAMES	NATIONALITY	RESIDENCES
Jose Mari M. Antunez	Filipino	5600 South Superhighway cor. Arellano, Makati City
Lydia C. Antunez	Filipino	5600 South Superhighway cor. Arellano, Makati City
Julio M. Antunez	Filipino	9 Calcutta St., Merville Park Subdivision, Paranaque, MM.
Evelyn Acanto	Filipino	5600 South Superhighway cor. Arellano, Makati City
Edgardo S. Costumbrado	Filipino	85 F.C. Santos St., BF Homes, Paranaque, MM.

6. That the number of directors of said corporation shall be SIX (6) and the names and directors residences who are to serve until their successors are duly elected and qualified as provided by the by-laws as follows: (As amended on January 25, 1994).

NAMES	RESIDENCES
Jose Mari M. Antunez	5600 South Superhighway cor. Arellano, Makati City
Lydia C. Antunez	5600 South Superhighway cor. Arellano, Makati City
Julio M. Antunez	9 Calcutta St., Merville Park Subd., Paranaque, MM.
Evelyn Acanto	5600 South Superhighway cor. Arellano, Makati City
Edgardo S. Costumbrado	85 F.C. Santos St., BF Homes, Paranaque, MM.

7. That the capital stock of said corporation is ONE BILLION PESOS (Php 1,000,000,000.00) and said capital stock is divided into ONE BILLION (Php 1,000,000,000.00) SHARES and the par value of each share is ONE PESO (P1.00). (As amended June 9, 1997).
8. That the number and the amount of said capital stock which has been actually subscribed is ONE HUNDRED TWENTY FIVE THOUSAND SHARES representing the sum of ONE HUNDRED TWENTY FIVE THOUSAND PESOS (P125,000.00) and the following persons have subscribed for the number of shares with the indication of the amount of capital stock subscribed and actually paid by each on his subscription, as follows, to wit:

NAMES	NUMBER OF SHARES SUBSCRIBED	AMOUNT CAPITAL STOCK SUBSCRIBED (IN PESOS)	AMOUNT PAID ON SUBSCRIBED (IN PESOS)
Jose Mari M. Antunez	119,970	119,970.00	119,970.00
Lydia C. Antunez	5,000	5,000.00	5,000.00
Julio M. Antunez	10	10.00	10.00
Evelyn Acanto	10	10.00	10.00
Edgardo S. Costumbrado	10	10.00	10.00
TOTAL	125,000	125,000.00	125,000.00

That no transfer of stock or interest, which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all its stock certificate.

9. That JOSE MARI M. ANTUNEZ 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 such Treasurer he has been authorized to receive for and in the name of the corporation all subscription paid by the subscribers.

IN WITNESS WHEREOF, we have here unto set our hands this 2nd day of January 1981, in the City of Manila, Philippines.

(SGD.) JOSE MARI M. ANTUNEZ
TAN: 6189-627-9

(SGD.) LYDIA C. ANTUNEZ
TAN: 6189-827-9
(Wife of Jose Mari M. Antunez)

(SGD.) EVELYN ACANTO
TAN: 9704-37-1-K

(SGD.) JULIO M. ANTUNEZ
TAN: 1038-491-5

(SGD.) EDGARDO S. COSTUMBRADO
TAN: C-2354-F-1148-A-1

SIGNED IN THE PRESENCE OF:

(ILLEGIBLE)

(ILLEGIBLE)

ACKNOWLEDGEMENT

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

NAMES	RESIDENCE CERTIFICATE NO.
Jose Mari M. Antunez	#823002, issued on 3/27/80 at Makati, M. M.
Lydia C. Antunez	#623002, issued on 3/27/80 at Makati, M. M.
Julio M. Antunez	#7122182 P, issued on 2/28/80 at Quezon City
Evelyn Acanto	#7927858, issued on 11/8/80 at Manila
Edgardo S. Costumbrado	#7114148, issued on 2/28/80 at Makati, M. M.

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation, and they acknowledge to me that the same is their free act and deed.

This instrument, consisting of five (5) pages, including the page on which this acknowledgement is written has been signed on the left margin of the first page and at the end thereof by the parties and their instrumental witnesses, and sealed with my notarial seal.

IN WITNESS WHEREOF, I have hereunto set my hand this 12th day of January 1981, in the City of Manila, Philippines.

(SGD.) SEGUNDO M. GLORIA, JR.
NOTARY PUBLIC
Until December 31, 1981
PTR. No. CTO-24578
Manila, February 1, 1980
TAN: 3087-889-2

Doc. No. 351
Page No. 72
Book No. XXXVII
Series of 1981.


DIRECTOR'S CERTIFICATE

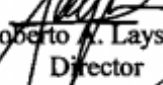
KNOW ALL MEN BY THESE PRESENTS:

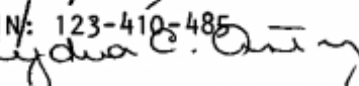
We, the undersigned majority of the directors and the Corporate Secretary of **TOTAL INFORMATION MANAGEMENT CORPORATION (T.I.M. CORPORATION)**, do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on November 18, 2008 at the principal office of the corporation.

The amended provisions of the attached Amended Articles of Incorporation refer to the Primary Purpose.


IN WITNESS WHEREOF, we have hereunto signed certificate this 25th day of November 2008 at Makati City, Philippines.

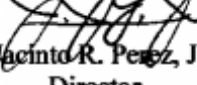

Jose Mari M. Antunez
Director / Chairman
TIN: 136-016-335

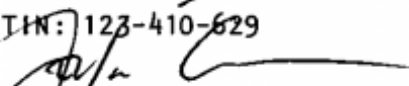

Roberto A. Layson
Director
TIN: 123-410-485


Lydia C. Antunez
Director
TIN: 120-404-519


Countersigned:
Jacinto R. Perez, Jr.
Corporate Secretary


Ma. Milagros A. Wales
Director
TIN: 055-735-171



Jacinto R. Perez, Jr.
Director
TIN: 123-410-629


Jon Mikel C. Antunez
Director
TIN: 204-855-218

SUBSCRIBED AND SWORN TO BEFORE ME this NOV 25 2008 day of November 2008, affiants exhibited to me their Community Tax Certificate Nos. as follows:

NAME	CTC NO.	DATE/PLACE ISSUED
Jose Mari M. Antunez	19451804	Jan. 3, 2008/ Makati City
Ma. Milagros A. Wales	055735171	June 8, 1999/ SFO USA
Roberto A. Layson	19451803	Jan. 3, 2008/ Makati City
Jacinto R. Perez, Jr.	19450850	Jan. 3, 2008/ Makati City
Jon Mikel C. Antunez	19451808	Jan. 3, 2008/ Makati City
Lydia C. Antunez	19451807	Jan. 3, 2008/ Makati City

Doc. No. 253
Page No. 62
Book No. 191
Series of 2008.


ATTY. LOPE M. VELASCO
NOTARY PUBLIC
Until Dec. 31, 2009
PTR O.R. No. 6238211 – Mla. 01/02/08
BP O.R. No. 712488 – Mla. 12/20/07
TIN 212-965-989
Roll No. 28757

RDS 99-1

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

SEC NUMBER 11/1/11 976251

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

COMPANY NAME

TOTAL INFORMATION MANAGEMENT CORPORATION (T.I.M. CORPORATION)

GENERAL INFORMATIONCOMPANY TYPE DS - DOMESTIC STOCK DN - DOMESTIC NON-STOCK DP - DOMESTIC PARTNERSHIP DATE REGISTERED February 3, 1981

PRINCIPAL OFFICE ADDRESS

TIM Bldg., 5600 South Superhighway, Makati City

AREA CODE

11111

POSTAL CODE

11235

TEL. NO.

8318796

FAX NO

8333116

BUSINESS OFFICE ADDRESS

TIM Bldg., 5600 South Superhighway, Makati City

AREA CODE

11111

POSTAL CODE

11235

TEL. NO.

8318796

FAX NO

8333116

BUSINESS INFORMATION

PARTNERSHIP TYPE

 L - LIMITED
 G - GENERAL

TYPE OF ENTERPRISE

 N - NO SPECIAL REGISTRATION
 E - FIA EXPORT
 D - FIA-DOMESTIC H - FIA-HOLDING R - FIA REPRESENTATIVE OFF S - SUBIC REGISTERED F - FINANCIAL INSTITUTION Z - EPZA-REGISTERED B - BOI-REGISTERED

INDUSTRY CODE

TERM OF EXISTENCE

50 YEARS

FISCAL YEAR END (MM/DD)

December 31

ANNUAL MEETING (For domestic companies only)

 F-FIXED (MM/DD) 0125 V-VARIABLE

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

1

TOTAL CONTRIBUTION (Of domestic non-stock companies)

P

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

COMPANY RELATIONSHIP -- List all companies related to registrant. (Use additional sheets, if necessary)

RELATIONSHIP TYPE (RELN TYPE)

C - DISSOLVED COMPANY (if due to consolidation)

V - DISSOLVED COMPANY (if change in company type)

S - PARENT COMPANY (if registrant is a subsidiary)

A - AFFILIATE (of the registrant)

O - OTHERS

RELN TYPE

SEC NUMBER

TIN

COMPANY NAME

A AS093-007705

AUTOMATED TECHNOLOGIES (ATI), INC.

A AS095-011941

ASIA PACIFIC TECHNOLOGY (APTECH) INTEGRATORS CORPORATION

CERTIFIED CORRECT:


 JACINTO R. PEREZ, JR.
 (Signature over printed name)

POSITION:

Corporate Secretary

DATE:

11/19/08

TIN: 123-410-629

BIRTHDATE: 12/18/49

PROCESSING ATTORNEY:

DATA CONTROL CLERK:

DATE ENCODED BY:

DATE REVIEWED:

DATE REVIEWED:

DATE ENCODED:



OFFICIAL RECEIPT
 Republic of the Philippines
 DEPARTMENT OF FINANCE
SECURITIES & EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, 1554



Accountable Form No. 51 Revised 2006	ORIGINAL
DATE	No. 0244040

PAYOR

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT

TOTAL

AMOUNT IN WORDS

Received <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above
Treasury Warrant, Check, Money Order Number	 COLLECTING OFFICER
Date of Treasury Warrant, Check, Money Order	O.R. No. 0244040

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.



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

COMPANY REGISTRATION AND MONITORING DEPARTMENT

IN THE MATTER OF
TOTAL INFORMATION : **FOR THE VIOLATION OF THE**
MANAGEMENT CORPORATION : **CORPORATION CODE OF THE PHILIPPINES**
(T.I.M. CORPORATION) : **AND THE SEC GUIDELINES ON**
SEC Registration No. 97265 : **REPORTORIAL REQUIREMENTS**

X-----X

CONFIRMATION OF PAYMENT OF FINES

The **TOTAL INFORMATION MANAGEMENT CORPORATION (T.I.M. CORPORATION)**, registered on February 03, 1981, violated the Corporation Code of the Philippines and the SEC Guidelines on Reportorial Requirements by failing to register the following within the prescribed period:

REQUIREMENTS	<u>NOTED DEFICIENCIES</u>
Stock and Transfer Book	Registered late


The corporation was directed to pay a total fine of **P1,000.00**, paid on **16 December 2008** under **Official Receipt No. 0244040**.

This serves as a confirmation that the corporation has paid the fines for its failure to comply with the above-stated requirements.

It is warned that if the corporation commits a similar violation in the future, the Commission shall be constrained to impose heavier penalties on the corporation and/or its responsible officers.

Mandaluyong City, Philippines. 18 December 2008.

For the Director:


THELMA R. VICTOR-ALCORIZA
 Officer-In-Charge
 Law and Regulation Division