



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 152897

**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

**HARBOR STAR SHIPPING SERVICES, INC.**

[Amending Article II Primary and  
Secondary Purposes thereof.]

copy annexed, adopted on July 17, 2014 by majority vote of the Board of Directors and on November 28, 2014 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 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 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 11<sup>th</sup> day of August, Twenty Fifteen.

  
FERDINAND B. SALES

Director

Company Registration and Monitoring Department





# COVER SHEET

for Applications at  
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT OF ARTICLES OF  
INCORPORATION

1 5 2 8 9 7

Former Company Name

H A R B O R S T A R S H I P P I N G  
S E R V I C E S , I N C .

AMENDED TO:

New Company Name

Principal Office (No./Street/Barangay/City/Town)Province

2 2 2 4 A . B O N I F A C I O S T . , C O R .  
S O U T H S U P E R H I G H W A Y , B A N G K A L  
M A K A T I C I T Y

Company's Telephone Number/s

(632)-886-3703

Contact Person

IGNATIUS A. RODRIGUEZ

Contact Person's Telephone Number

(632)-886-3703

Contact Person's Address

2224 A. Bonifacio St., cor. South Superhighway, Bangkal, Makati City

To be accomplished by CRMD Personnel

Assigned Processor

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signature

\_\_\_\_\_  
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Document I.D.

\_\_\_\_\_

Received by Corporate Filing and Records Division (CFRD)

\_\_\_\_\_  
\_\_\_\_\_

Forwarded to:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

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AMENDED  
ARTICLES OF INCORPORATION  
OF  
HARBOR STAR SHIPPING SERVICES, INC.  
(Formerly: Seatows, Inc.)

KNOW ALL MEN BY THESE PRESENTS:

That WE, ALL THE UNDERSIGNED, all Filipino citizens, of legal age, and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a stock corporation, under the laws of the Republic of the Philippines;

AND WE HEREBY CERTIFY:

FIRST - That the name of the corporation shall be "HARBOR STAR SHIPPING SERVICES, INC." and shall operate and transact under the said firm name.

SECOND - That the purpose for which such corporation is formed are:

PRIMARY PURPOSE

- 1) To engage in domestic and international towage, commerce and navigation in the carriage of goods and passengers by water upon the seas, sounds, lakes, rivers, canals, bays, harbors, and other waterways. *(Amendment approved by majority vote of the Board of Directors and by the Stockholders of the Corporation holding at least 2/3 of the outstanding capital stock at separate meetings held on 17 July 2014 and 28 November 2014, respectively.)*
- 2) To engage in domestic and international manning, recruitment, contracting, and ship and crew management for all types of vessels, including but not limited to container ships, break bulk carriers, tugboats, barges, landing craft transport, tankers, yachts, ferries, and such other floating assets engaged in trade, business, and non-trade activities. *(Amendment approved by majority vote of the Board of Directors and by the Stockholders of the Corporation holding at least 2/3 of the outstanding capital stock at separate meetings held on 17 July 2014 and 28 November 2014, respectively.)*

SECONDARY PURPOSE

- 1) To engage in ocean towage commerce and navigation in the carriage of goods and passengers by water upon the seas, oceans, lakes, rivers,

canals, bays, harbors, and other waterways in and between the various ports of the Philippines and other or between ports of the world.

- 2) To engage in the salvage business in the Philippines and elsewhere, to buy, sell, trade, deal in and manufacture salvage equipment including but not limited to barges, vessels and other kinds of floating equipment.
- 3) To contract for, operate, build, own, equip, furnish and fit, sell, mortgage, operate and charter to or from other persons, firms or corporations and to navigate, operate, steam, sail other boats, ships, vessels, tugs, barges and lighters or other properties used in any lawful business, trade, commerce navigation of the transportation of freight, including operating liner and feeder vessels and barges, and engage in logistics operations.
- 4) To build, own, invest in, develop, manage and/or operate in domestic and international shipyards, ports and terminals.
- 5) To engage in the business of importing, exporting, trading, buying and selling goods merchandise, wares of any kind and description; generally to carry on any mercantile activity which is directly or indirectly calculated to promote the business of the corporation, including, but not limited to coal, oil, bunker, construction material, rice, corn, and other commodities.
- 6) To own, operate and manage a container yard and render trucking and freight services.
- 7) To enter, make, perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount with any person, firm, association or corporation.
- 8) To borrow or raise money without limit and upon any terms for any purpose of this corporation or of any corporation, association, firm, syndicate or individual having business or property which this corporation determines to finance, promote or become interested in.
- 9) To invest and own stock in other corporations within the limits of the Corporation Code, and to promote new enterprises.
- 10) In general, to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the furtherance of any of the powers herein above set forth, either alone or in association with other corporation, firms or individuals and to do any and all acts, thing or things, incidental or appertaining to or growing out of or connected

with the aforesaid business or powers, or any part thereof, provided the same is not inconsistent with the laws of the Philippines.

- 11) To engage in commercial diving, underwater and other marine works, such as but not limited to offshore marine and related works, in the Philippines and elsewhere and to buy, sell, trade and manufacture diving and marine facility equipment to effect the same.
- 12) To enter, make, perform and carry out contracts in the nature of survey, inspection, maintenance, construction, rehabilitation and repair of marine facilities such as but not limited to piers, ports, terminals, walkways, bridges, buoys, pipes, fender systems, and pilings; and vessels; and conduct dredging and reclamation works; for any lawful purpose without limit as to amount with any person, firm, association or corporation.
- 13) To engage in shipping agency including acting as a lay-up agent for local and foreign vessels and provide services incidental thereto.
- 14) To conduct oil and chemical spill response operations including hazardous materials or noxious substances intervention and other allied services in order to prevent or minimize environmental pollution resulting from maritime accidents and disasters.
- 15) To acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop, operate and hold for investments or otherwise, real estate of all kinds, and to improve, manage or otherwise dispose of buildings, houses, hotels, condominiums, apartments and other structures of whatever kind, together with their appurtenances, and to perform all acts which are incidental and necessary to the real estate business.

*(Amendment approved by majority vote of the Board of Directors and by the Stockholders of the Corporation holding at least 2/3 of the outstanding capital stock at separate meetings held on 17 July 2014 and 28 November 2014, respectively.)*

**THIRD** - The place where the principal office of the corporation is to be established or located shall be in 2224 A. Bonifacio St. corner South Super Highway, Bangkal, Makati City.

**FOURTH** - That the term for which said corporation is to exist is fifty years from and after the issuance of the certificate of incorporation.

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

NAMES	NATIONALITIES	RESIDENCES
Alexandra Garcia	Filipino	33 Marikit St., 1 <sup>st</sup> Triangle, Quezon City
Antonio Habana	Filipino	7 Agno St., Banaue, Quezon City
Richard Harpst	Filipino	3843 Bermeo St., Palanan Makati
Christopher Arriola	Filipino	3569 Durango St., Makati
Daniel L. Pablo	Filipino	2491-C, Zamora St., Pasay City

**SIXTH** - That the number of directors shall be SEVEN (7) and that the names and residences of the directors of the corporation, who are to serve until their successors are elected and qualified as provided for in the By-laws, are as follows:

NAMES	NATIONALITIES	RESIDENCES
Alexandra Garcia	Filipino	33 Marikit St., 1 <sup>st</sup> Triangle, Quezon City
Antonio Habana	Filipino	7 Agno St., Banaue, Quezon City
Richard Harpst	Filipino	3843 Bermeo St., Palanan Makati
Christopher Arriola	Filipino	3569 Durango St., Makati
Daniel L. Pablo	Filipino	2491-C, Zamora St., Pasay City

**SEVENTH** - That the authorized capital stock of the corporation is ONE BILLION FIVE HUNDRED THOUSAND PESOS (P1,500,000,000.00) Philippine Currency, and said amount of capital stock is divided into ONE BILLION FIVE HUNDRED THOUSAND (1,500,000,000) SHARES, all

common and voting and the par value of each share is ONE (P1.00) Philippine Currency.

The pre-emptive rights of the Corporation's stockholders to subscribe to all issues or dispositions of shares of any class in proportion to their respective shareholdings is hereby denied.

**EIGHT** - That at least twenty five percent (25%) percent of the authorized capital stock above stated has been subscribed as follows:

NAMES	NATIONALITIES	No. of Shares	Amount Subscribed
Alexandra Garcia	Filipino	750	P75,000.00
Antonio Habana	Filipino	750	75,000.00
Richard Harpst	Filipino	250	25,000.00
Christopher Arriola	Filipino	250	25,000.00
Daniel L. Pablo	Filipino	500	50,000.00
		2,500	P250,000.00

**NINTH** - That the above named subscribers have paid at least twenty-five (25%) percent of the total subscriptions as follows:

NAMES	NATIONALITIES	Amount Subscribed	Total Paid In
Alexandra Garcia	Filipino	P75,000.00	P18,750.00
Antonio Habana	Filipino	75,000.00	18,750.00
Richard Harpst	Filipino	25,000.00	6,250.00
Christopher Arriola	Filipino	25,000.00	6,250.00
Daniel L. Pablo	Filipino	50,000.00	12,500.00
		P250,000.00	P62,500.00

TENTH - That DANIEL L. PABLO has been elected by the subscriber as treasurer of the corporation and to act as such until his successor is duly elected and qualified in accordance with the By-laws, and as such treasurer he has been authorized to receive for and with name and for the benefit of the corporation all subscriptions paid by the subscribers.

ELEVENTH - No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock or 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 stock certificates issued by the corporation.

TWELFTH - That we, in behalf of said corporation hereby undertake to change its corporate name immediately upon receipt of notice or directive from the Commission that another corporation, partnership, or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs, or public policy.

IN WITNESS WHEREOF, we have hereunto set our hands this \_\_\_\_ day of \_\_\_\_\_, at Manila, Philippines.

(SGD.) ALEXANDRA GARCIA

(SGD.) ANTONIO HABANA IV

(SGD.) RICHARD HARPST

(SGD.) CHRISTOPHER ARRIOLA

(SGD.) DANIEL PABLO



ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)  
CITY OF MANILA ) S.S.

BEFORE ME, a Notary Public in and for the City of Manila, personally appeared: ALEXANDRA GARCIA with Res. Cert. No. 0005996 issued at Quezon City on March 4, 1999, RICHARD HARPST with Resid. Cert. No. 17749131 issued at Makati on June 23, 1986, ANTONIO HABANA IV with Res. Cert. No. 10162340 issued at Quezon City on February 2, 1986, TAN No. 9426741-P; CHRISTOPHER ARRIOLA with Res. Cert. No. 177596-20E issued at Makati on July 29, 1986. TAN A6423-K2658-A6; DANIEL L. PABLO with Res. Cert. 19981273 issued at Makati on January 1, 1999. All known to me to be the same persons who executed the foregoing Articles of Incorporation of Seatows, Inc. and acknowledged to me to be of their own free and voluntary act and deed.

WITNESS MY HAND AND SEAL on the date and place first above written.

(SGD.)  
NOTARY PUBLIC  
Until December 31, 1986  
JOSE T. CONSTANTINO  
Notary Public  
Until Dec. 31, 1987  
PTR 009077 Manila 1/2/97  
TAN - 1152-031-9

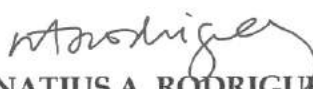
Doc. No. 211;  
Page No. 43;  
Book No. XXVIII;  
Series of 1986.

**SECRETARY'S CERTIFICATE**  
(2015-012)

I, **IGNATIUS A. RODRIGUEZ**, with office address at 2224 A. Bonifacio St. corner South Super Highway, Bangkal, Makati City, Philippines, after having been duly sworn according to law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **HARBOR STAR SHIPPING SERVICES, INC.**, (the "Corporation"), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office address at 2224 A. Bonifacio St. corner South Super Highway, Bangkal, Makati City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.
3. The foregoing is in accordance with the records of the Corporation in my possession.


IN WITNESS WHEREOF, I have hereunto affixed my signature this FEB 23 2015 day of February 2015 at Makati City.

  
**IGNATIUS A. RODRIGUEZ**  
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY )S.S.

SUBSCRIBED AND SWORN to before me this FEB 23 2015 day of February 2015 affiant exhibiting his Community Tax Certificate No. 13571489 issued on 09 Jan 2015 at Makati City and SSS No. 33-1422359-6.

Doc. No. 60 ;  
Page No. 13 ;  
Book No. I ;  
Series of 2015.

  
**APRIL ROSE N. MORATO**  
Notary Public  
Until 31 December 2015  
PTR No. 4761103 / Makati / 9 January 2015  
IBP LM No. 012833/ Makati / Lifetime Member  
Appointment No. M-556  
ROLL OF ATTORNEY NO. 63222  
5/F SGV II BLDG., 6758 AYALA AVE.  
MAKATI CITY



REPUBLIC OF THE PHILIPPINES  
DEPARTMENT OF TRANSPORTATION AND COMMUNICATIONS



**MARITIME INDUSTRY AUTHORITY**  
PANGASIWAAN NG KALAKALANG PANDAGAT  
<http://www.marina.gov.ph>

**1st Indorsement**  
**24 July 2015**

Respectfully referred to the Securities and Exchange Commission, (Attention: The Assistant Director, Corporate and Partnership Registration Division), SEC Bldg., EDSA, Greenhills, Mandaluyong City, the within Amended Articles of Incorporation of **HARBOR STAR SHIPPING SERVICES, INC.**, with the information that this Office interposes no objection to the proposed amendment of its primary purpose to include international towage, international manning, recruitment, contracting and ship and crew management for all types of vessels, subject to the condition that any application for licensing/accreditation under relevant MARINA Memorandum Circulars and/or authority to acquire/charter vessels for future use shall be subject to existing laws, rules and regulations of this Authority.

BY AUTHORITY OF THE ADMINISTRATOR:

  
**ATTY. IRVING L. SAIPUDIN**  
Director  
Legal Service



MARITIME PHILIPPINES







Republic of the Philippines  
**DEPARTMENT OF ENERGY**  
OIL INDUSTRY MANAGEMENT BUREAU

2015-07-086-SEC

28 July 2015

**SECURITIES AND EXCHANGE COMMISSION**

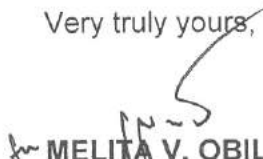
SEC Building, EDSA, Greenhills  
Mandaluyong City

Attention: **Mr. Ferdinand B. Sales**  
Director, Company Registration and  
Monitoring Department

Gentlemen:

Respectfully endorsed the attached Amended Articles of Incorporation of **HARBOR STAR SHIPPING SERVICES, INC.** with the information that this Department interposes no objection thereto, particularly in its secondary purpose "to engage in the business of importing, exporting, trading, buying and selling goods xxxxxxxxxxxxxxxx; generally to carry on any mercantile activity xxxxxxxxxxxxxxxx to promote the business of the corporation, including but not limited to coal, oil, bunker, xxxxxxxxxxxxxxxx," (amendment approved by majority vote of the Board of Directors and by the Stockholders of the Corporation holding at least 2/3 of the outstanding capital stock at separate meetings held on 17 July 2014 and 28 November 2014, respectively) as mentioned in the said Amended Articles of Incorporation. However, this endorsement is subject to the condition that **HARBOR STAR SHIPPING SERVICES, INC.** shall comply with all pertinent government laws, rules, and regulations as well as those administered and enforced by the DEPARTMENT OF ENERGY.

Very truly yours,

  
for **MELITA V. OBILLO**  
OIC-Director

*ms*  
RIR/HVL/RSE/WDG  
*SP*



Philippine  
Overseas  
Employment  
Administration

Republic of the Philippines  
Department of Labor and Employment  
BFO Building, Ortigas Avenue cor. EDSA, Mandaluyong City 1501  
Website: www.poea.gov.ph E-mail: info@poea.gov.ph  
Hotlines: 722-1144, 722-1155



2<sup>nd</sup> Indorsement  
June 10, 2015

Respectfully forwarded to Director, Ferdinand B. Sales, Company Registration and Monitoring Department, Securities and Exchange Commission, SEC Bldg., EDSA, Greenhills, Mandaluyong City, the attached Amended Articles of Incorporation and By-laws of the proposed **HARBOR STAR SHIPPING SERVICES, INC.**, with the information that our objection to the provision of Article IX relative to the company's paid-up capital, had been complied with.

**LUCIA L. VILLAMAYOR, CESO V**  
Director II  
Licensing Branch

Encl.: a/s



Philippine  
Overseas  
Employment  
Administration

Republic of the Philippines  
Department of Labor and Employment  
BFO Building, Ortigas Avenue cor. EDSA, Mandaluyong City 1501  
Website: www.poea.gov.ph E-mail: info@poea.gov.ph  
Hotlines: 722-1144, 722-1155



1<sup>st</sup> Indorsement  
May 20, 2015

Respectfully forwarded to Director, Ferdinand B. Sales, Company Registration and Monitoring Department, Securities and Exchange Commission, SEC Bldg., EDSA, Greenhills, Mandaluyong City, the attached Amended Articles of Incorporation and By-laws of the proposed **HARBOR STAR SHIPPING SERVICES, INC.**, with the following comments:

1. Interposing no objection to the provision of Article I thereof regarding the corporate name;
2. Interposing no objection to the provision of Article II on its primary purpose, but if the agency will engage in business activities other than overseas recruitment, there should be complete delineation in terms of facilities, personnel and financial records.
3. Interposing objection to the provision of Article IX on the payment of subscribed shares since overseas recruitment agencies are required a minimum paid up capital of Php2,000,000.00.

Moreover, registration of the company does not automatically entitle it to the privilege of engaging in the recruitment of Overseas Filipino Workers for overseas employment. For this purpose, it should first secure a license from the POEA, the issuance of which is subject to existing regulations and policies on licensing. Since recruitment industry is partly nationalized, the corporation is forwarned of Section 2-A of the Anti-Dummy Law where aliens are prohibited to intervene in the management, operation, administration, or control thereof whether as an officer, employee or laborer therein with or without remuneration.

**LUCIA L. VILLAMAYOR, CESO V**  
Director II  
Licensing Branch

Encl.: a/s





Philippine  
Overseas  
Employment  
Administration

Republic of the Philippines  
Department of Labor and Employment  
BFO Building, Ortigas Avenue cor. EDSA, Mandaluyong City 1501  
Website: www.poea.gov.ph E-mail: info@poea.gov.ph  
Hotlines: 722-1144, 722-1155



1<sup>st</sup> Indorsement  
May 20, 2015

Respectfully forwarded to Director, Ferdinand B. Sales, Company Registration and Monitoring Department, Securities and Exchange Commission, SEC Bldg., EDSA, Greenhills, Mandaluyong City, the attached Amended Articles of Incorporation and By-laws of the proposed **HARBOR STAR SHIPPING SERVICES, INC.**, with the following comments:

1. Interposing no objection to the provision of Article I thereof regarding the corporate name;
2. Interposing no objection to the provision of Article II on its primary purpose, but if the agency will engage in business activities other than overseas recruitment, there should be complete delineation in terms of facilities, personnel and financial records.
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Moreover, registration of the company does not automatically entitle it to the privilege of engaging in the recruitment of Overseas Filipino Workers for overseas employment. For this purpose, it should first secure a license from the POEA, the issuance of which is subject to existing regulations and policies on licensing. Since recruitment industry is partly nationalized, the corporation is forewarned of Section 2-A of the Anti-Dummy Law where aliens are prohibited to intervene in the management, operation, administration, or control thereof whether as an officer, employee or laborer therein with or without remuneration.

**LUCIA L. VILLAMAYOR, CESO V**  
Director II  
Licensing Branch

Encl.: a/s



Philippine  
Overseas  
Employment  
Administration

Republic of the Philippines  
Department of Labor and Employment  
BFO Building, Ortigas Avenue cor. EDSA, Mandaluyong City 1501  
Website: [www.poea.gov.ph](http://www.poea.gov.ph) E-mail: [info@poea.gov.ph](mailto:info@poea.gov.ph)  
Hotlines: 722-1144, 722-1155



2<sup>nd</sup> Indorsement  
June 10, 2015

Respectfully forwarded to Director, Ferdinand B. Sales, Company Registration and Monitoring Department, Securities and Exchange Commission, SEC Bldg., EDSA, Greenhills, Mandaluyong City, the attached Amended Articles of Incorporation and By-laws of the proposed **HARBOR STAR SHIPPING SERVICES, INC.**, with the information that our objection to the provision of Article IX relative to the company's paid-up capital, had been complied with.

  
**LUCIA L. VILLAMAYOR, CESO V**  
Director II  
Licensing Branch

Encl.: a/s

**DIRECTOR'S CERTIFICATE**  
(Amendment of Articles of Incorporation)

SECURITIES AND EXCHANGE COMMISSION  
CRMU-CRD

AUG 04 2015


RECEIVED BY: 

WE, the undersigned, being the Chairman of the Board of Directors, the Corporate Secretary, and at least a majority of the members of the Board of Directors of **HARBOR STAR SHIPPING SERVICES, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with principal office address at A. Bonifacio St., corner South Super Highway, Bangkal, Makati City 1233, hereby certify that:

1. On 17 July 2014, the Board of Directors of the Corporation, by a majority vote of its members, and on 28 November 2014, the stockholders of the Corporation, by affirmative vote of two-thirds (2/3) of the outstanding capital stock of the Corporation approved the amendment of the Second Article of the Articles of Incorporation of the Corporation by including new lines of business in the Primary and Secondary Purposes as follows:
  - (a) For the primary Purpose, to include international towage, commerce and navigation in the carriage of goods and passengers, and international manning, recruitment, contracting and ship and crew management for all types of vessels.
  - (b) For Secondary Purpose, to include: (i) operate liner and feeder vessels and barges, and logistic operations; (ii) invest in, develop, manage and/or operate in domestic and international shipyards, ports and terminals; (iii) import, export, trade, buy and sell coal, oil, bunker, construction material, rice, corn and other commodities; (iv) engage in offshore marine and related works; (v) construction and rehabilitation of marine facilities; (vi) acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop, operate and hold for investments or otherwise, real estate of all kinds, and to perform all acts which are incidental and necessary to the real estate business.
2. The copy of the Corporation's Amended Articles of Incorporation attached hereto as Annex "A" is true and correct copy of the Corporation's Amended By-laws and reflect the foregoing amendment thereto.

IN WITNESS WHEREOF, we have hereunto signed this Certificate this 28<sup>th</sup> day of November 2014 at Makati City.



  
**IGNATIUS A. RODRIGUEZ**  
Corporate Secretary/Director  
T.I.N. 123-199-139


**ATTEST:**


  
**GERONIMO P. BELLA, JR.**  
Chairman of the Stockholders'  
Meeting/Director  
T.I.N. 138640367

**RICARDO RODRIGO P. BELLA**  
Director  
T.I.N. 162916129

  
**DAMIAN L. CARLOS**  
Director  
T.I.N. 144179558

**RYOTA NAGATA**  
Director  
T.I.N. 243951614

  
**MANUEL H. PUEY**  
Director  
T.I.N. 105549022

  
**JOSE S. NAVARRO**  
Director  
T.I.N. 121501339

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY )S.S.

NOV 28 2014

SUBSCRIBED AND SWORN to before me, this \_\_\_<sup>th</sup> day of November 2014 at Makati City, affiants exhibiting to me the following:

Name	Competent Evidence of Identity	Date/Place of Issue
Geronimo P. Bella, Jr.	138-640-367	
Ricardo Rodrigo P. Bella	162-916-129	
Ignatius A. Rodriguez	123-199-139	
Damian L. Carlos	144-179-558	
Ryota Nagata	243-951-614	
Manuel H. Puey	105-549-022	
Jose S. Navarro	121-501-339	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and place first above written.

Doc. No. 86;  
Page No. 19;  
Book No. LVIII  
Series of 2014.

**ATTY. GERVACIO B. ORTIZ JR.**  
Notary Public City of Makati  
Until December 31, 2015  
IBP No. 656155-Lifetime Member  
MCLE Compliance No. III-0014282  
Appointment No. M-199-(2015-2016)  
PTR No. 4748512 Jan. 5, 2015  
Makati City Roll No. 40091  
101 Urban Ave., Campos Rueda Bldg.  
Brgy. Pio del Pilar, Makati City



Republic of the Philippines  
Department of Finance  
**Securities and Exchange Commission**  
SEC Building, EDSA, Greenhills, Mandaluyong City

MARKETS AND SECURITIES REGULATION DEPARTMENT

April 7, 2015

**HARBOR STAR SHIPPING CORPORATION (HSSC)**  
2224 A. Bonifacio Street corner South Superhighway  
Bangkal, Makati City

Attention: **MS. KATRINA PANGANIBAN**  
Company Representative

Subject: REQUEST FOR COMMENT/RECOMMENDATION

Madam:

This is in connection with your request for comment/or recommendation relative to your company's application for approval of its Amended Articles of Incorporation (re: Article II, Change primary and secondary purpose).

We do not interpose any objection to your application provided that once the application has been approved HSSC shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation.

The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change occurred or became effective.

Our Department, nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and do not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,

  
**VICENTE GRACIANO P. FELIZMENIO, JR.**  
Director

RECEIVED BY:

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SIGNATURE OVER PRINTED NAME OF  
AUTHORIZED REPRESENTATIVE

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COMPANY NAME/DATE RECEIVED

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**SECRETARY'S CERTIFICATE**  
(2015-012)

I, **IGNATIUS A. RODRIGUEZ**, with office address at 2224 A. Bonifacio St. corner South Super Highway, Bangkal, Makati City, Philippines, after having been duly sworn according to law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **HARBOR STAR SHIPPING SERVICES, INC.**, (the "Corporation"), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office address at 2224 A. Bonifacio St. corner South Super Highway, Bangkal, Makati City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.
3. The foregoing is in accordance with the records of the Corporation in my possession.


IN WITNESS WHEREOF, I have hereunto affixed my signature this FEB 23 2015 day of February 2015 at Makati City.

  
**IGNATIUS A. RODRIGUEZ**  
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY )S.S.

SUBSCRIBED AND SWORN to before me this FEB 23 2015 day of February 2015 affiant exhibiting his Community Tax Certificate No. 13571489 issued on 09 Jan 2015 at Makati City and SSS No. 33-1422359-6.

Doc. No. 60 ;  
Page No. 13 ;  
Book No. I ;  
Series of 2015.

  
**APRIL ROSE N. MORATO**  
Notary Public  
Until 31 December 2015  
PTR No. 4761103 / Makati / 9 January 2015  
IBP LM No. 012833/ Makati / Lifetime Member  
Appointment No. M-556  
ROLL OF ATTORNEY NO. 63222  
5/F SGV II BLDG., 688 AYALA AVE.  
MAKATI CITY