



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

COMPANY REG. NO. 25369

**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

**TRAVELLERS INSURANCE & SURETY CORPORATION
(Amending Article VII thereof)**

copy annexed, adopted on July 22, 2005 by a 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 13th day of March, Two Thousand Six.



Benito A. Cataran
BENITO A. CATARAN
Director

Company Registration and Monitoring Department



**AMENDED ARTICLES OF INCORPORATION OF
TRAVELLERS INSURANCE & SURETY CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of amending a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the corporation shall be **TRAVELLERS INSURANCE & SURETY CORPORATION**, formerly the **TRAVELLERS MULTI-INDEMNITY CORPORATION**.

SECOND: That the purposes for which said corporation is formed are:

- (a) In general, to engage in the business of insurance, guaranty and reinsurance in any branches except in life insurance, for a consideration, to indemnify liability arising from an unknown or contingent event, and to guarantee liabilities and obligations of any person, firm or corporation and to act as agent of other insurance or surety companies, in any of its branches, with the exception of life insurance.
- (b) To insure houses, tenements, merchandise and all other property and effects, real or personal, against loss or damage by fire, storm, earthquake, shock, fire, resulting from earthquake, accident or otherwise, and to carry on the ordinary business of fire insurance in all the aforesaid branches. To rebuild, repair, replace or reinstate houses, buildings, machinery, and every other description of property which may be insured by the company and to carry on any kind of business necessary or expedient for any such purpose.
- (c) To insure against every description of marine risk, which may be legally be undertaken, relating to the perils of the sea, fire, war, reprisals, and all other risk of a like nature incidental to the seas, ships, vessels and water craft of all descriptions, and also the freights, goods, merchandise, cargo and all property whatsoever in or on board of the same, whether the property of members of the company or not, so far as the same may be effected or made according to law.

To insure all other matters and things of values which lawfully may or can be from time to time insured or be subject to insurance, loaded in steamers, sailboats, airplanes, trains, trailers, and all other form of conveyances by land, water or by air.
- (d) To grant either in the Philippines or abroad, policies or other instruments of assurance against or insuring compensation or payment in case of death or injury to health or limb by railway or airplane accident or shipwreck or other perils of the land, sea or air or any other

accident or misadventure or violence during any journey or voyage by land or water or air, or during any other limited or specified period; and to prepare, provide, or supply medicine and surgical and treatment of any other assistance and all remedies and requirements in case of accident or harm to any person or the family and household of any person whom the company shall insure or to any person whom the company shall insure or to any person dwelling or staying in the house of such person insured.

- (e) Reinsure all or any risks of the company and to undertake all kinds of reinsurance and counter-insurance connected with the business of any other company.
- (f) To guarantee the fidelity of persons holding positions of public or private trust, and to execute and guarantee bonds or undertakings in judicial proceedings, and to agree to the faithful performance of any contract or undertaking with any public authority.
- (g) To guarantee the performance of contracts, agreements, undertakings, obligations, promises or duties of all kinds other than insurance policies.
- (h) To execute and guarantee bonds and undertakings of all kinds, required or permitted to be taken in any or all actions, proceedings, negotiations, importations or operations, either by private individuals, or by heads of departments, courts, judges, officers, boards or bodies, whether executive, legislative or judicial.
- (i) To guarantee and to indemnify merchants, trades and those engaged in business and giving credits, from loss or damage by reason or giving and extending such credit to their customers or persons dealing with them.
- (j) To indemnify against loss by burglary, theft, forgery, embezzlement, or by any one or more or such happenings.
- (k) To insure glass against breakage.
- (l) To guarantee and to indemnify all owners and users of steam boilers and pipes, of fly wheels, engines, of all kinds and machinery, against explosion or other accident and against loss of use or occupancy caused thereby, and against liability unto third persons by any of said causes; and to make inspection of, and to issue certificates or inspections upon, such boilers, pipes, fly wheels, engines of all kinds and machinery.
- (m) And generally to execute, sign and carry out fidelity bonds, surety undertakings of every nature and kind usual in the business of fidelity and surety companies.

AS AID THERETO AND IN ORDER TO ACCOMPLISH THE SAME

- (1) To take, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, convey, exchange, transfer or to any manner whatever dispose of real property, within or without the Republic of the Philippines, wherever situated.

- (2) To purchase, acquire, take over and manage all or any part of the rights, assets, business and property of any person, firm association, partnership, syndicate or corporation, carrying or any business which this corporation is authorized to carry on, or possessed of property suitable for the purpose of this corporation, and to pay for the same in property, cash, checks, bonds, stock, debentures or other obligations of the corporation; and to undertake and assume the liabilities of any such person, firm association, partnership, syndicate or corporation whose property or business may be taken over, or share of whose capital stock may be acquired or owned by the corporation, but only to the extent permitted by law; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.
- (3) Insofar as the same may now or hereafter be permitted by law, to amalgamate or unite with, to manage, or combine or merge into this corporation, any other corporations, associations, or business, wherever formed, which has objects and purposes similar, analogous or subsidiary to any of the objects or purposes of this corporation, carrying on any business capable of being conducted so as to benefit this corporation, directly or indirectly.
- (4) To guarantee, purchase, hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by this or any other corporation organized under the laws of the Republic of the Philippines or any other country, nation, state, or government, and while owner of said stock, bonds, securities or evidences of indebtedness to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as juridical persons might or could do, to sell the undertakings of this corporation or any part thereof for such consideration as the corporation may deem fit, and in particular shares, debentures or securities of any other corporation.
- (5) To enter into, make, perform and carry out contracts of every kind which may be necessary or convenient for the business of this corporation, with any person, firm, association, or corporation., municipality, body politics, country, territory, state government or colony or dependency thereof; to borrow money and within the limitation allowed by law as to amount, to draw, make, accept, endorse, discount, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage, pledge, deed of trust or otherwise, so far as may be permitted by the laws of the Republic of the Philippines.
- (6) To have one or more branch offices, to conduct its business and promote its objects within or without the Republic of the Philippines, and in all countries foreign thereto.

- (7) To appoint agents and representatives in all parts of the world for the purpose of carrying on any and all of the objects and purposes of this corporation.
- (8) To mortgage or pledge all or any part of its properties, rights and privileges, including any or all shares of stock, bonds, debentures, notes, script or other obligations or evidences of indebtedness at any time owned by it.
- (9) To acquire or purchase, and to convey, sell, lease, mortgage, or otherwise encumber real estate or any interest therein.
- (10) To borrow and lend money, subject to such securities as may be required by law;
- (11) To acquire by purchase or otherwise, and to invest in, hold, sell, or otherwise, dispose of, the stock, bonds, or any obligations or certificates of indebtedness of any other corporation or natural person and for the purpose of borrowing money, to issue its own bonds, debentures, promissory notes, and other evidences of indebtedness, as the laws may permit.
- (12) To act as correspondents in negotiations, transactions, enterprises or activities of any kinds as may be permitted by the laws which now or hereafter may be enforced in the Philippines.
- (13) In carrying on its business and in order to attain and further its powers or purposes, to do any and all other acts or things, and to exercise and all other powers which a juridical persons might or could do and exercise and which now or hereafter may be authorized by law, as principal, agent contractor with others, and in addition, to have and to exercise all the rights, powers, and privileges nor or hereafter may be authorized by law, as principal, agent contractor with others, and in addition, to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations under the provisions of the laws authorizing the formation of such corporation.
- (14) 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 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 as both purposes and power; and it is hereby expressly provided that the foregoing enumeration of specific purposes, powers and objects shall not be construed as restrictive or limitative of the general particular powers and purposes of the corporation.

THIRD. That the place where the principal office of the corporation is to be established, is the CITY OF MANILA, PHILIPPINES.

FOURTH. That the term for which said corporation is to exist is FIFTY (50) YEARS from and after the date of incorporation.

FIFTH. That the names and residences of the incorporators of said corporation are as follows:

Name	Residence	Nationality
1. Emerito M. Ramos Sr.	1000 Aurora Blvd., Q.C.	Filipino
2. Emerito B. Ramos Jr.	1000 Aurora Blvd., Q.C.	Filipino
3. Antonio B. Ramos	1000 Aurora Blvd., Q.C.	Filipino
4. Delfin R. Cruz	72 Dapitan, Q.C.	Filipino
5. Manuel Del Rosario	22 Pili Road, Makati, Rizal	Filipino
6. Jesus De Veyra	1964 Leveriza, Manila	Filipino
7. Luis Ablaza	Monte De Piedad, Manila	Filipino
8. Delfin Cruz Jr.	20 Ubay St., Q.C.	Filipino
9. Vicente Roco Jr.	901 Lepanto, Manila	Filipino

SIXTH. That the number of the Directors of the Corporation shall be nine, and that the names and residences of the Directors of the corporation are to serve until their successors are elected and qualified, as provided by the By-Laws, are as follows:

Name	Residence	Nationality
1. Emerito M. Ramos Sr.	1000 Aurora Blvd., Q.C.	Filipino
2. Emerito Rm. Ramos Jr.	1000 Aurora Blvd., Q.C.	Filipino
3. Antonio B. Ramos	1000 Aurora Blvd., Q.C.	Filipino
4. Delfin R. Cruz	72 Dapitan, Q.C.	Filipino
5. Manuel Del Rosario	22 Pili Road, Makati, Rizal	Filipino
6. Jesus De Veyra	1964 Leveriza, Manila	Filipino
7. Luis Ablaza	Monte De Piedad, Manila	Filipino
8. Delfin Cruz Jr.	20 Ubay St., Q.C.	Filipino
9. Vicente Roco Jr.	901 Lepanto, Manila	Filipino

SEVENTH. That the capital stock of said corporation is THREE HUNDRED MILLION PESOS (P300,000,000.00), Philippine Currency, and said capital is divided into THREE MILLION (3,000,000) shares with a par value of ONE HUNDRED PESOS (P100.00) per share. (As Amended on July 22, 2005)

EIGHT. That the following persons have subscribed for the number of shares and amounts of capital stock set after their respective names; and have furthermore agreed to pay an amount equal to 50% of their subscribed capital stock to form a "contributed surplus fund".

Name	Nationality	No. of Shares	Subscribed	Contributed Surplus
1. Emerito M. Ramos Sr.	Filipino	4,000	P 400,000	P200,000
2. Emerito B. Ramos Jr.	Filipino	2,400	240,000	120,000
3. Antonio B. Ramos	Filipino	2,000	200,000	100,000
4. Delfin R. Cruz	Filipino	700	70,000	35,000
5. Manuel Del Rosario	Filipino	400	40,000	20,000
6. Jesus De Veyra	Filipino	100	10,000	5,000
7. Luis Ablaza	Filipino	100	10,000	5,000

8. Delfin Ma. Cruz Jr.	Filipino	200	20,000	10,000
9. Vicente Roco Jr.	Filipino	100	10,000	5,000
TOTAL		10,000	P 1,000,00	P 500,000

NINTH. That the following persons have paid on the shares of capital stock for which they have subscribed and as their share in the contributed surplus fund, the amount set out opposite their respective names:

Name	Paid-Up	Contributed Surplus
1. Emerito M. Ramos Sr.	P 200,000	P 200,000
2. Emerito B. Ramos Jr.	120,000	120,000
3. Antonio B. Ramos	100,000	100,000
4. Delfin R. Cruz	35,000	35,000
5. Manuel Del Rosario	20,000	20,000
6. Jesus De Veyra	5,000	5,000
7. Luis Ablaza	5,000	5,000
8. Delfin Ma. Cruz, Jr.	10,000	10,000
9. Vicente Roco Jr.	5,000	5,000
TOTAL	P 500,000	P 500,000

The contributed surplus paid in by the stockholders shall, with the approval of the Secretary of Finance upon the recommendation of the Insurance Commissioner, be repaid in cash to the contributing stockholders in the same amount and without interest as soon as the earned surplus reserve of the Corporation, in the judgment of the Board of Directors of the Corporation and the Insurance Commissioner justified the same.

TENTH. That MR. JESUS C. CONCEPCION has been elected by the subscribers as Treasurer of the corporation, to act as such until his successors is duly elected and qualified in accordance with the By-Laws and as such Treasurer, he has been authorized to receive for the corporation payments from the subscribers on account of their subscriptions and to issue receipts therefor.

(SGD.) Emerito M. Ramos Sr. (SGD.) Manuel Del Rosario

(SGD.) Luis Ablaza (SGD.) Delfin Ma. Cruz Jr.

(SGD.) Vicente Roco Jr. (SGD.) Jesus De Veyra

(SGD.) Emerito M. Ramos Jr. (SGD.) Delfin R. Cruz

(SGD.) Antonio B. Ramos

ACKNOWLEDGMENT

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

On this 15th day of June 1964, before me a Notary Public in and for the City of Manila, personally appeared:

Name	Res. Cert. No.	Date & Place of Issue
1. Emerito M. Ramos Sr.	A-000212	Jan. 2, 1964, Manila
2. Emerito B. ramos Jr.	A-0013550	Jan. 20, 1964, Manila
3. Antonio B. Ramos	A-0013540	Jan. 24, 1964 Manila
4. Manuel Del Rosario	A-1381056	Apr. 2, 1964, Bacolod
5. Delfin R. Cruz Jr.	A-333664	Jan. 20, 1964, Manila
6. Jesus De Veyra	A-0007030	Jan. 2, 1964, Manila
7. Luis Ablaza	A-0253022	Mar. 18, 1964, Manila
8. Delfin Cruz Jr.	A-0526437	Feb. 14, 1964, Manila
9. Vicente Roco Jr.	A-433629	Jan. 17, 1964, Manila

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation who acknowledged to me that the same is their free and voluntary act and deed.

WITNESS, my hand and seal, this 15th day of June 1964.

(SGD) POMPEYO CH. NOLASCO
 Notary Public
 Until December, 1965

Doc. No. 549
 Page No. 12
 Book No. II
 Series of 1964



DIRECTOR'S CERTIFICATE

We, the undersigned majority members of the Board of Directors and the Corporate Secretary, hereby certify that the Artickles of Incorporation of TRAVELLERS INSURANCE & SURETY CORPORATION was amended by an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held for that purpose at the principal office of the corporation on July 22, 2005 and approved likewise by the majority of the directors on July 22, 2005.

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of December 20 05, at Manila Philippines.


JIMMY ANG

CTC No. 139909120
Issued on 2/17/05 at Manila

TIN: 111-146-915


ZERLINDA SY

CTC No. 16180316
Issued on 1/17/05 at Pasig

TIN: 106-249-805


DOLORES G. FERNANDEZ

CTC No. 21830857
Issued on 1/22/05 at Manila

TIN: 129-396-429


MARIANITO G. FARAL

CTC No. 02148083
Issued on 6/2/05 at Manila

TIN: 100-175-234

MARY ANN P. GAVIOLA

CTC No. 16152063
Issued on 1/22/05 at Pasig

TIN: 227-561-655


SANDRA LEE

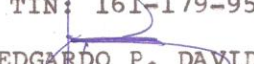
CTC No. 13990919
Issued on 2/17/05 at Manila

TIN: 106-248-328


ALEJANDRO V. MALONG

CTC No. 04480854
Issued on 1/3/05 at Marikina

TIN: 161-179-954


EDGARDO P. DAVID

CTC No. 02165918
Issued on 1/31/05 at Manila

TIN: 130-191-205


JOCELYN A. RATUITA

CTC No. 16321619
Issued on 1/14/05 at Las Pinas

TIN: 224-286-025

CTC No. _____
Issued on _____ at _____

SECRETARY'S CERTIFICATE

I, **JOCELYN A. RATUITA**, of legal age, Filipino, and with office address at Rm. 601, Ma. Natividad Bldg., 470 T.M. Kalaw St., Ermita, Manila, being first duly sworn in accordance with law, depose and certify that:

1. I am the incumbent Corporate Secretary of **TRAVELLERS INSURANCE & SURETY CORPORATION** (the Corporation), a corporation duly organized and existing under Philippine laws, with office address at Rm. 601, Ma. Natividad Bldg., 470 T. M. Kalaw St., Ermita, Manila;
2. At the meeting of the Board of Directors held at its principal office on July 22, 2005 at which meeting a quorum was present and acted throughout, the following board resolution was passed, approved, and adopted, to wit:

Board Resolution No. 27-2005

"RESOLVED, to authorize the amendment of the Articles of Incorporation of Travellers Insurance & Surety Corporation, to read as follows:

"ARTICLE SEVENTH. That the capital stock of said corporation is THREE HUNDRED MILLION PESOS (P300,000,000.00), Philippine Currency, and said capital is divided into THREE MILLION (3,000,000) shares with a par value of ONE HUNDRED (P100.00) per share."

(As Amended on July 22, 2005)

3. That the foregoing is true and correct, as it appears in the record of the corporation.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 1st day of December 2005 at Manila, Philippines.


JOCELYN A. RATUITA
Corporate Secretary

JAN 23 2006

SUBSCRIBED AND SWORN TO before me this ____ day of _____ affiant exhibited to me her Community Tax Certificate No. 16321619 issued on 1/14/05 at Las Pinas.

JOEL G. GORDOLA
NOTARY PUBLIC
UNTIL DEC. 31, 2006
ROLL # 25103
PTR NO. 7071217 1/2/06, Q.C.

Doc. No. *488*
Page No. *98*
Book No. *72*
Series of 2005

DIRECTOR'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority members of the Board of Directors and the Corporate Secretary do hereby certify that the Articles of Incorporation of **TRAVELLERS INSURANCE & SURETY CORPORATION** was amended by an affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on July 22, 2005 at the principal office of the corporation.

The amendment was likewise approved by majority of the directors at a meeting held at the principal office of the corporation on July 22, 2005.

The amendment in the Articles of Incorporation consists in the increase in authorized capital stock of the corporation, to read as follows:

"ARTICLE SEVENTH. That the capital stock of said corporation is THREE HUNDRED MILLION PESOS (P300,000,000.00), Philippine Currency, and said capital is divided into THREE MILLION (3,000,000) shares with a par value of ONE HUNDRED PESOS (P100.00) per share."

(As Amended on July 22, 2005)

In witness whereof, we have hereunto signed this certificate this 1st day of December 2005 at Manila, Philippines.


JIMMY ANG

TIN: 111-146-915


ZERLINDA L. SY

TIN: 106-249-805


DOLORES G. FERNANDEZ

TIN: 129-396-429


MARIANITO G. FARAL

TIN: 100 -175-234

MARY ANN P. GAVIOLA

TIN: 227-561-655


SANDRA U. LEE

TIN: 106-248-328


ALEJANDRO V. MALONG

TIN: 161-179-954


EDGARDO P. DAVID

TIN: 130-191-205


JOCELYN A. RATUITA

TIN: 224-286-025

Countersigned :


JOCELYN A. RATUITA

Corporate Secretary

TIN: 224-286-025



"Your key to stability. Your Partner in business."

JAN 23 2006

SUBSCRIBED AND SWORN TO before me this ____ day of ____
affiants exhibited to me their Community Tax Certificate as follows:

Name	CTC No.	Date/Place Issued
Jimmy Ang		
Sandra Lee	13990919	2/17/05 – Manila
Zerlinda L. Sy	16180316	1/17/05 – Pasig
Alejandro V. Malong	04480854	1/3/05 – Marikina
Dolores G. Fernandez	21830857	1/22/05 – Manila
Edgardo P. David	02165918	1/31/05 – Manila
Marianito G. Faral	02148083	6/2/05 - Manila
Jocelyn A. Rautita	16321619	1/14/05 – Las Pinas
Mary Ann P. Gaviola	16152063	1/22/05 – Pasig

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JOEL E. GORDOLA
NOTARY PUBLIC
UNTIL DEC. 31, 2008
ROLL # 25103
PTR NO. 7071217-1/2/06-OC

CTC No. _____
Issued on _____ at _____

CTC No. _____
Issued on _____ at _____

CTC No. _____
Issued on _____ at _____

CTC No. _____
Issued on _____ at _____

CTC No. _____
Issued on _____ at _____

COUNTERSIGNED:


JOCELYN A. RATUITA
CORPORATE SECRETARY

JAN 23 2006

QUEZON CITY SUBSCRIBED AND SWORN to before me this _____ day of _____ 20____ at _____, affiants exhibited to me their Community Tax Certificates with numbers, place and dates of issue indicated below their signatures.

JOEL G. GORDOLA
NOTARY PUBLIC
UNTIL DEC. 31, 2006
ROLL # 25103
PTR NO. 7071217-1/2/06-D.C.

Doc. No. 108 ;
Page No. 2 ;
Book No. 12 ;
Series of 20 06 .

(NOTE: To be attached to the Amended Articles of Incorporation reflecting the increase of capital stock)

* PRINT NAME BELOW THE SIGNATURE.



Republic of the Philippines
Department of Finance
INSURANCE COMMISSION
1071 United Nations Avenue
Manila

Head Office:
P. O. Box 3589 Manila
FAX No. 522-14-34
Tel. Nos. 523-84-61 to 70
E-mail: oic@i-manila.com.ph

2nd Indorsement
February 7, 2006

*Respectfully returned to the Securities and Exchange Commission, SEC Building, EDSA, Greenhills, Mandaluyong City, the attached increase of capital stock and amended Articles of Incorporation of **TRAVELLERS INSURANCE & SURETY CORPORATION** with the advice that this Commission took note of the amendment made and interposes no objection to the registration thereof with that Commission.*


EVANGELINE CRISOSTOMO-ESCOBILLO
Insurance Commissioner

//licensing.r.c.

**COMPANY DATA MAINTENANCE FORM
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION**
(FOR DOMESTIC COMPANIES ONLY)

SEC NUMBER 25369 FOR SEC TO PROVIDE: MAINTENANCE NO: _____ TRANSACTION DATE: _____

FILL-UP INSTRUCTIONS - Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Check appropriate boxes. FILL UP ONLY THOSE ITEMS FOR WHICH AMENDMENTS OR CHANGES ARE TO BE MADE. Refer to the back of this page for additional instructions.

CURRENT COMPANY NAME (This must always be provided) **TRAVELLERS INSURANCE & SURETY CORPORATION** RESTRICTED USED BY OTHERS? YES NO

RESERVATION NUMBER _____ NEW COMPANY NAME _____

GENERAL INFORMATION

COMPANY TYPE DS - DOMESTIC STOCK DN - DOMESTIC NON-STOCK DP - DOMESTIC PARTNERSHIP CHANGES FROM STOCK TO NON-STOCK? YES NO CHANGE IN PRIMARY PURPOSE YES NO

PRINCIPAL OFFICE ADDRESS **Rm. 601, Ma. Natividad Bldg., 470 T.M. Kalaw St., Ermita, Manila**

AREA CODE / / / / / POSTAL CODE / / / / / TEL. NO. / / / / / FAX NO. / / / / /

BUSINESS OFFICE ADDRESS **Same as above**

AREA CODE / / / / / POSTAL CODE / / / / / TEL. NO. / / / / / FAX NO. / / / / /

BUSINESS INFORMATION

PARTNERSHIP TYPE **Insurance** N - NO SPECIAL REGISTRATION H - FIA-HOLDING F - FINANCIAL INSTITUTION
 L - LIMITED E - FIA EXPORT R - FIA REPRESENTATIVE OFF Z - EPZA-REGISTERED
 G - GENERAL D - FIA DOMESTIC S - SUBIC REGISTERED B - BOH-REGISTERED

INDUSTRY CODE _____ TERM OF EXISTENCE **50** YEARS END DATE OF EXISTENCE **12/31** ANNUAL MEETING (for domestic companies only) **1st Tr of June** F - FIXED (MM/DD) V - VARIABLE

NUMBER OF DIRECTORS (If stock co.) **9** TRUSTEES (If non-stock co.) _____ PARTNERS (If partnership) _____ STOCKHOLDERS (If stock co.) _____

TYPE OF NON-STOCK CORPORATION TOTAL CONTRIBUTION (Of non-stock companies) % OF FOREIGN MEMBERSHIP (Of non-stock companies) TOTAL CONTRIBUTION (Of domestic partnership) **Filipino: Foreign:**

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

RELATIONSHIP TYPE **M - DISSOLVED COMPANY (If due to merger)** **S - PARENT COMPANY (If registrant is a subsidiary)** **O - OTHERS**
 (RELN TYPE) **V - DISSOLVED COMPANY (If change in company type)** **A - AFFILIATE (Of registrant)**

MAIN IND TYPE **RELN** SEC NUMBER _____ COMPANY NAME _____ START DATE _____ END DATE _____

MAIN IND - A (NEW), E (UPDATE EXISTING), N (NEW), D (DELETE) RELATIONSHIP **Corporate Secretary** INDICATE START (If NEW) OR END DATE OF RELATIONSHIP

CERTIFIED CORRECT: **JOCelyn A. RATUITA** POSITION: **Corporate Secretary** DATE: **12/1/05**

PROCESSING ATTORNEY: _____ DATA CONTROL CLERK: _____ DATE ENCODED BY: _____
 DATE REVIEWED: _____ DATE REVIEWED: _____ DATE ENCODED: _____

**COMPANY DATA MAINTENANCE FORM
CHANGES IN CAPITAL STRUCTURE
(FOR DOMESTIC STOCK CORPORATION ONLY)**

SEC NUMBER: **2/5/3/6/9**

FOR SEC TO PROVIDE: MAINTENANCE NO.:

TRANSACTION DATE:

PAGE OF

FILL-UP INSTRUCTIONS : Type or print legibly. Light shaded boxes are to be filled up the SEC. Check appropriate boxes, where applicable.

For the P/N, F/N and With Paid-in Surplus columns, select the appropriate code --
 PAR / NO PAR VALUE INDICATOR (P/N) : P -- PAR N -- NO PAR
 FILIPINO / FOREIGN-OWNED INDICATOR (F/N) : F -- FILIPINO N -- FOREIGN-OWNED
 WITH PAID-IN SURPLUS? : Y -- YES N -- NO

COMPANY NAME **TRAVELLERS INSURANCE & SURETY CORPORATION**

COMPANY TIN
000-196-058

AMENDMENT IN AUTHORIZED CAPITAL STOCK DIVIDENDS MERGER EQUITY RESTRUCTURING STOCK RETIREMENT

AUTHORIZED CAPITAL

TYPE OF SHARE	CODE	F/ N	INCREASE (DECREASE) IN PAR VALUE / PAR VALUE (ADJUSTED)	PRESENT NUMBER OF SHARES / INCREASE (DECREASE) IN NUMBER OF SHARES	PRESENT BALANCE	INCREASE (DECREASE) IN AMOUNT	BALANCE (INCREASED / DECREASED)	SUBSCRIBED CAPITAL		PAID-UP CAPITAL	
								INCREASE (DECREASE) IN NUMBER OF SHARES	PRESENT SUBSCRIBED BALANCE	INCREASE (DECREASE) IN AMOUNT	SUBSCRIBED BALANCE AS INCREASED (DECREASED)
Common			P 100.00	500,000	P 50,000,000.00	P 250,000,000.00	P 300,000,000.00	P 50,000,000.00	P 62,500,000.00	P 112,500,000.00	P 15,625,000.00
(SUB TOTAL)					P	P	P	P			
BALANCE FORWARDED											
Common			P 100.00	50,000,000.00	P 62,500,000.00	P 112,500,000.00	P 15,625,000.00				
(SUB TOTAL)					P	P	P				
BALANCE FORWARDED											
(SUB TOTAL)					P	P	P				

**COMPANY DATA MAINTENANCE FORM
CHANGES IN CAPITAL STRUCTURE**
(FOR DOMESTIC STOCK CORPORATION ONLY)

SEC NUMBER : 25369 TRANSACTION DATE : / /

FOR SEC TO PROVIDE: MAINTENANCE NO. : / /

COMPANY TIN

FILL-UP INSTRUCTIONS : Type or print legibly. Light-shaded boxes are to be filled up by the SEC. Refer to the back of this page for additional instructions.

CHANGE IN PAID-UP CAPITAL BY ASSET TYPE

ASSET TYPE	C - CASH	P - PROPERTY	L - OFFSET OF LIABILITY	S - STOCK OF DIVIDEND	M - MERGER	O - OTHERS	TOTAL
PREVIOUS BALANCE	P	P	P	P	P	P	P
INCREASE (DECREASE)							
CURRENT BALANCE	P	P	P	P	P	P	P

INCREASE (DECREASE) IN FOREIGN EQUITY BREAKDOWN (Summarize by nationality the capital subscribed and paid for by foreign stock holders -- i.e., grouped by individuals and companies.)

NATIONALITY CODE							
NATIONALITY DESCRIPTION							
SUBSCRIBED CAPITAL							
PREVIOUS BALANCE	P	P	P	P	P	P	P
INCREASE (DECREASE) OF --							
INDIVIDUALS							
COMPANY (IES)							
TOTAL INCREASE (DECREASE)							
NEW BALANCE	P	P	P	P	P	P	P
PAID-UP CAPITAL OF --							
PREVIOUS BALANCE	P	P	P	P	P	P	P
INCREASE (DECREASE) OF --							
INDIVIDUALS							
COMPANY (IES)							
TOTAL INCREASE (DECREASE)							
NEW BALANCE	P	P	P	P	P	P	P

PERCENTAGE OF FOREIGN EQUITY:

INDIVIDUALS	
COMPANY (IES)	
TOTAL INCREASE (DECREASE)	
NEW BALANCE	P

CERTIFIED CORRECT : JOCELYN A. RATUITA POSITION : Corporate Secretary DATE : 12/1/05
 (Signature over printed name)

PROCESSING ATTORNEY : _____ DATA CONTROL CLERK : _____ DATA ENCODER : _____
 DATE REVIEWED: _____ DATE REVIEWED: _____ DATE ENCODED: _____