



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

COMPANY REG. NO. ASO94-084462

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

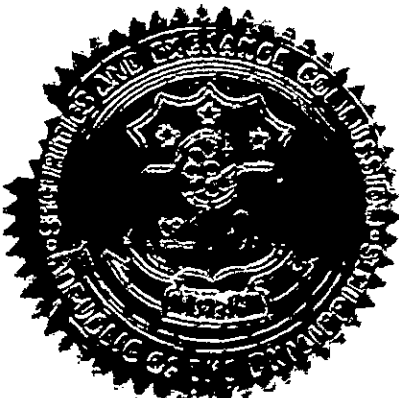
This is to certify that the amended articles of incorporation of the

GLOBAL-ESTATE RESORTS, INC.
[Formerly: FIL-ESTATE LAND, INC.]
[Amending Articles I & VI thereof.]

copy annexed, adopted on January 12, 2011 by majority vote of the Board of Directors and by written assent of 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 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 29th day of March, Twenty Eleven.




BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

A S O 9 4 0 0 4 4 6 2
S.E.C. Registration Number

F I L E S T A T E L A N D , I N C .

(Company's Full Name)

7 T H F L O O R R E N A I S S A N C E T O W E R S
M E R A L C O A V E N U E P A S I G C I T Y
(Business Address: No. Street City/ Town/ Province)

ATTY. DOMINIC V. ISBERTO
Contact Person

(632) 8678896
Company Telephone Number

Amended Articles of incorporation

0 9 3 0
Month Day
fiscal year

FORM TYPE

1st Thursday of March
Month Day
annual meeting

Registered/Listed

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings

Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

Dociment I.D.

Stamp area with signature and handwritten text: LCU LCU 3-7K-VI
Cashier

STAMPS

AMENDED
ARTICLES OF INCORPORATION

of

GLOBAL-ESTATE RESORTS, INC.

(Formerly "FIL-ESTATE LAND, INC.)

(As amended on January 12, 2011)

KNOW ALL MEN BY THESE PRESENTS :

That we, all of legal age, citizens and residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines :

AND WE HEREBY CERTIFY :

FIRST : That the name of said *Corporation* shall be :

"GLOBAL-ESTATE RESORTS, INC."

(Formerly "FIL-ESTATE LAND, INC.)

(As amended on January 12, 2011)

SECOND : That the purposes for which the said *Corporation* is formed are :

PRIMARY PURPOSE

To acquire by purchase, lease, donation or otherwise, and/or to own, use, improve, subdivide, manage, sell, mortgage, exchange, lease, engage in high-rise development and construction and hold for investment or otherwise, and otherwise deal in or dispose of real estate of all kinds, classes, description and purpose, and/or any improvements thereon or any interest and right therein, whether as principal, agent, or broker; and/or to manage, operate, equip, furnish, alter and otherwise deal in, or dispose of buildings, houses, apartments and other structures and immovable of whatever kind, class, description or purpose, together with their appurtenants whether as principal, agent or broker.

SECONDARY PURPOSES

1) To purchase, acquire and own, lease, sell and convey real and personal properties such as lands, buildings, factories and warehouses and machineries, equipment and other similar properties as may be necessary or incidental to the conduct of the corporate business, and to pay for any business or property acquired by

the corporation in cash, shares of its capital stock, debentures and other evidences of indebtedness or other securities, as may be deemed expedient.

2) To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness and to secure the repayment thereof by mortgage, pledge, deed of trust or lieu upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidence of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business.

3) To invest in and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests, and to sell, dispose or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under terms as it shall see fit to accept;

4) To purchase or otherwise acquire, as a going concern or otherwise, all or any part of the business;

5) To aid in any manner any corporation, association or trust estate, domestic or foreign, or in any firm or individual any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for this corporation, directly or indirectly or through another corporation or otherwise;

6) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession, or corporation with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

7) To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

8) To establish and operate one or more branch offices or agencies and to carry on any of all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise deal in and with real and personal property anywhere within the Philippines;

9) To distribute the surplus profits of the corporation to the stockholders thereof either in cash or in kind, including but not limited to shares of the corporation's own stock, properties of the corporation, shares of stock, debentures or securities of other companies belonging to this corporation;

10) To carry out all or any part of the foregoing purposes as principal agent, factor, trustee, licensee, concessionaire, contractor or otherwise, either alone or in conjunction with any other firm, association, corporation, or entity m whether government or not;

11) To enter into whatever contracts which may be necessary or convenient for the business of this corporation with any person, firm, association or corporation;

12) To conduct and transact any and all lawful business and to do or cause to be done any one or more of the acts and things therein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD : That the place where the principal office of the *Corporation* is to be established or located is in Metro Manila, Philippines. The corporation may establish and maintain branch offices elsewhere in the Philippines as the Board of Directors may determine from time to time;

FOURTH : That the term for which said *Corporation* is to exist is fifty (50) years from and after the date of its incorporation;

FIFTH : That the names, nationalities and the addresses of the incorporators of said *Corporation* are as follows, to wit :

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
ROBERT JOHN L. SOBREPENA	Filipino	11 Tabueña Street Corinthian, Q.C.
FERDINAND T. SANTOS	Filipino	12 Oliva Street, Valle Verde IV, Pasig City
NOEL M. CARIÑO	Filipino	45 Cabbage Street, Valle Verde V, Pasig City
ENRIQUE SOBREPENA A.	Filipino	175 Tropical Ave., BF Homes, Las Piñas City
SABRINA T. SANTOS	Filipino	768 Quintin Highway Novaliches, Q.C.

JOEL M. CARINO Filipino 45 Cabbage Street, Valle Verde
V, Pasig City

SIXTH : That the number of directors of said *Corporation* shall be nine (9) and that the names, nationalities and residences of the directors who are to serve as until their successors are duly elected and qualified as provided in the By-Laws are as follows, to wit : (as amended on January 12, 2011)

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
ROBERT JOHN L. SOBREPENA	Filipino	11 Tabuena Street Corinthian, Q.C.
FERDINAND T. SANTOS	Filipino	12 Oliva Street, Valle Verde IV, Pasig City
NOEL M. CARIÑO	Filipino	45 Cabbage Street, Valle Verde V, Pasig City
ENRIQUE SOBREPENA A.	Filipino	175 Tropical Ave., BF Homes, Las Piñas City
SABRINA T. SANTOS	Filipino	768 Quintin Highway Novaliches, Q.C.
JOEL M. CARIÑO	Filipino	45 Cabbage Street Valle Verde V Pasig, Metro Manila

The eighth and ninth director shall be subsequently elected. (As amended on January 12, 2011)

SEVENTH : That the amount of capital stock of said *Corporation* is TEN BILLION PESOS (PhP10,000,000,000.00), Philippine currency, and said capital stock is divided into TEN BILLION (10,000,000,000) shares of par value of ONE PESO (PhP1.00) per share.

There shall be no pre-emptive right on the part of any stockholder to subscribe to any and all issues or other disposition of shares from the Corporation.

EIGHTH : That the amount of capital stock which has been actually subscribed is FIFTY MILLION PESOS (PhP50,000,000.00), and the following persons have

subscribed for the number of shares and amount of capital stock indicated opposite their respective names:

<u>Name of Stockholder</u>	<u>Nationality</u>	<u>No. of Shares</u>	<u>Subscribed</u>
ROBERT JOHN L. SOBREPENA	Filipino	16,666,657	PhP16,666,657.00
FERDINAND T. SANTOS	Filipino	16,666,657	16,666,657.00
NOEL M. CARIÑO	Filipino	16,666,657	16,666,657.00
ENRIQUE A. SOBREPENA	Filipino	10	10.00
SABRINA T. SANTOS	Filipino	10	10.00
JOEL M. CARINO	Filipino	10	10.00
	<i>Total</i>	50,000,000	PhP50,000,000.00

NINTH : That the following persons have paid on the shares of capital stock for which they have subscribed, the amounts set out after their respective names:

<u>Name of Subscriber</u>	<u>Amount Paid-Up</u>
ROBERT JOHN L. SOBREPENA	PhP4,166,657.00
FERDINAND T. SANTOS	4,166,657.00
NOEL M. CARIÑO	4,166,657.00
ENRIQUE A. SOBREPENA	10.00
SABRINA T. SANTOS	10.00
JOEL M. CARINO	10.00
	<i>Total</i>
	PhP12,500,000.00

TENTH : That no issuance or transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the percentage of the capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall be printed in all certificates of stock to be issued by the Corporation.

That the issuance, sale or transfer of shares to persons or entities not qualified under the provisions of this Article, whether such issuance sale or transfer is voluntary or otherwise, shall be null and void and shall not be recognized nor registered in the books of the Corporation.

In the event that the Corporation shall find that a stockholder is not qualified or has, in any manner, become disqualified to own such stock in the Corporation, then the Corporation through its Corporate Secretary shall notify the disqualified stockholder to transfer his shares in the Corporation to a qualified person within one (1) business day from receipt of notice, failing which the Corporation may acquire the shares if it has unrestricted retained earnings sufficient to acquire the shares into treasury, subject to other requirements under the Corporation Code. If the Corporation has no sufficient unrestricted retained earnings or is unwilling to acquire the shares, then the Corporation, through its Board of Directors, shall have the right to designate any qualified or willing person to purchase the shares of the disqualified stockholder, within such time as the Board may fix, at book value per share as reflected in the latest audited financial statements of the Corporation. If at the time of the disqualification, the shares of the Corporation are already listed in the Philippine Stock Exchange, the purchase price shall be fixed at the prevailing market value of such shares. For purposes of this provision, the prevailing market value shall be the closing price of the shares of the Corporation in the Philippine Stock Exchange on the last trading day immediately preceding the date of purchase. Upon payment or tender of payment to the disqualified stockholder, the Secretary of the Corporation shall have full authority and shall be considered as the attorney-in-fact of the disqualified stockholder to transfer the shares in favor of the Corporation or in favor of the purchaser designated by the Board of Directors without need of further authorization from the disqualified stockholder, upon demand, shall surrender to the Corporation for cancellation the corresponding stock certificates, duly indorsed. Failure to surrender such stock certificates, however, shall not constitute a bar to the transfer and registration of such transfer in the books of the Corporation.

ELEVENTH : That FERDINAND T. SANTOS has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the By-Laws, and that, as such Treasurer, he has been authorized to receive for the Corporation and to issue in its name receipts for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have signed these presents this 22nd day of March 1994 at Manila, Philippines.

(Sgd.) ROBERT JOHN L. SOBREPENA

(Sgd.) FERDINAND T. SANTOS

(Sgd.) NOEL M. CARINO

(Sgd.) ENRIQUE A. SOBREPENA

(Sgd.) SABRINA T. SANTOS

(Sgd.) JOEL M. CARIÑO

Signed in the presence of :

Alice Odchique Bondoc

Illegible

A C K N O W L E D G M E N T

Republic of the Philippines)
City of Manila) S.S.

BEFORE ME, a Notary Public and for Manila, Philippines this 22nd day of March 1994 personally appeared:

<u>Name</u>	<u>Community Tax Cert.</u> <u>No.</u>	<u>Date/Place Issued</u>
Robert John L. Sobrepena	20214933	2-28-94/Pasig
Ferdinand T. Santos	21946976	1-13-94/Antipolo
Noel M. Cariño		
Enrique A. Sobrepeña	6204746	3-11-94/Las Piñas
Sabrina T. Santos	22479248	1-24-94/Makati
Joel M. Cariño	10779280	3-04-94/San Juan, MM

all known to me and to me known to be the same persons who executed the foregoing

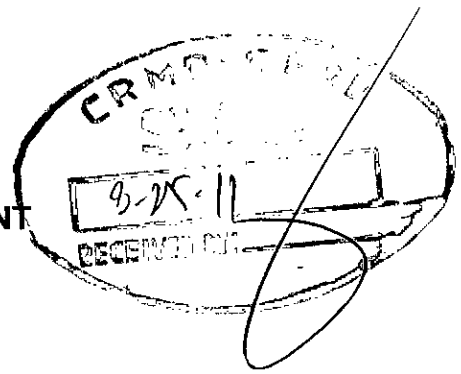
Articles of Incorporation, and they acknowledged to me that the same is their own free and voluntary act and deed.

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

(Sgd.) ATTY ROMULO T. SANTOS
Notary Public

Doc. No. 203;
Page No. 41;
Book No. 2;
Series of 1994.

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



**CERTIFICATE OF AMENDMENT
of the
AMENDED BY-LAWS
of
FIL-ESTATE LAND, INC.**

WE, the undersigned members of the Board of Directors of **FIL ESTATE LAND, INC.** (the "*Corporation*") and the Chairman and the Corporate Secretary of the Special Meeting of the Board of Directors on January 12, 2011 and February 16, 2011:

DO HEREBY CERTIFY THAT:

At the Special Meeting of the Board of Directors of the Corporation held on January 12, 2011 and February 16, 2011, at least majority of all the members of the Board of Directors, pursuant to a delegated power under Article VII, Section 2 of the By-Laws, approved the change of name of the Corporation from 'FIL-ESTATE LAND, INC.' to 'GLOBAL ESTATE RESORTS, INC.', and adopted the following resolutions:

A. Change of Corporate Name of the Corporation from "FIL-ESTATE LAND, INC." to "GLOBAL ESTATE RESORTS, INC."

"RESOLVED, That the Corporation shall change its corporate name from 'FIL-ESTATE LAND, INC.' to 'GLOBAL ESTATE RESORTS, INC.';

"RESOLVED, FURTHER, That the Corporation shall file with the Securities and Exchange Commission ('SEC') the applications for the amendment of its By-Laws, and do all things and acts as may be necessary to render said amendments effective;

"RESOLVED, FINALLY, that upon approval by the SEC of the amended Articles of Incorporation reflecting the corporate name of the Corporation as 'Global Estate Resorts, Inc.', the trading symbol of the Corporation in the a Philippine Stock Exchange shall be changed from 'LND' to 'GERI'."

B. Increase of Number of Members of the Board of Directors from Seven (7) to Nine (9)

"RESOLVED, that the Corporation shall increase the number of its directors from seven to nine, amending for this purpose Article III, Section 1 of its By-Laws, which is hereby amended to read as follows:

'Section 1. Number, Election and Term – The business and property of the Corporation shall be managed by a Board of nine (9) Directors who shall be stockholders and who shall be elected at each annual meeting of the stockholders in the manner provided in these By-Laws for a term of one (1) year and shall serve until the successors are elected and qualified.'

C. Designation of the Chairman of the Board as the Chief Executive Officer of the Corporation

"RESOLVED, That the first sentence of Article IV, Sections 2 of the By-Laws is hereby amended to read as follows:

'Section 2. Chairman of the Board - The Chairman of the Board of Directors shall be the Chief Executive Officer of the Corporation. He shall define the strategic vision of the Corporation and align the operations of the Corporation to said vision. He shall also establish operating policies, guide the Board in formulating company objectives, and assist the Corporation in developing the means for attaining these objectives. x x x'

"RESOLVED, FURTHER, that the phrase 'shall be the Chief Executive Officer of the Corporation' be deleted from the first paragraph of Article IV, Section 4 of the By-Laws, which is hereby amended to read as follows:

'Section 4. President. The President, who shall be a director, shall have administration and direction of the day-to-day business affairs of the Corporation. He shall be directly accountable to the Board of Directors for the overall operations of the business, its current profitability and long-term growth. He shall exercise the following functions: x x x'

"RESOLVED, FURTHER, that the Corporation shall file with the Securities and Exchange Commission ('SEC') an application for the approval of the amendments to the By-Laws and do all things and acts as may be necessary to tender said amendments effective;

"RESOLVED, FINALLY, that pending approval by the SEC of the amendments to the By-Laws, Mr. Andrew L. Tan is hereby appointed and authorized to act as the Chief Executive Officer of the Corporation."

D. Change in Date and Place of Annual Regular Meetings of Stockholders

“RESOLVED, that the date of annual regular meetings of the stockholders of the Corporation be moved from the first Thursday of March of each year to the last Thursday of June of each year;

RESOLVED, FURTHER, That the venue of the meetings of the stockholders be changed from the office of the Corporation in Metro Manila to the principal office of the Corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located;

RESOLVED, FURTHER, that Section 2, Article V of the By-Laws shall be amended to read as follows:

‘Section 2. Meetings of stockholders may be regular or special, and shall be held at the principal office of the Corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the Corporation is located. Annual regular meetings shall be held on the last Thursday of June of each year, if such day be not a holiday, otherwise, they shall be held on the first working day after such date. Special meetings of stockholders may be held at any time by resolution of the Board of Directors or at the request of stockholders representing at least one-third (1/3) of the subscribed and outstanding capital, setting forth the purpose of such meeting in the notice.’

“RESOLVED, FINALLY, That the Corporation file with the Securities and Exchange Commission an application for the amendment of its By-Laws, and do all things and acts as may be necessary to render said amendment effective.”

E. Change from Fiscal Year to Calendar Year

“RESOLVED, That the Corporation’s taxable year be changed from fiscal year ending 30 September to calendar year ending 31 December and, for this purpose, Article VII, Section 3 of the By-Laws shall be amended to read as follows:

‘Section 3. The calendar year of the Corporation shall commence on the first day of January of each calendar year and end on the 31st December of the same year.’

“RESOLVED, FURTHER, that the Corporation shall file with the Securities and Exchange Commission an application for the amendment of its By-Laws and do all things and acts as may be necessary to render said amendment effective.”

MAR 25 2011

IN WITNESS WHEREOF, we have hereunto affixed our signatures this ____ day of _____, 2011 at Pasig City.


ANDREW L. TAN
Chairman/Director
TIN 125-960-003


FERDINAND T. SANTOS
Director
TIN 106-807-161

NOEL M. CARIÑO
Director
TIN 106-809-774


ROBERT JOHN L. SOBREPENA
Director
TIN 106-808-899


WILBUR L. CHAN
Director
TIN 113-858-616


GARRY V. DE GUZMAN
Director
TIN 186-076-649


CRESENCIO P. AQUINO
Director
TIN 113-313-284


DOMINIC V. ISBERTO
Corporate Secretary
TIN 204-642-254

MAR 25 2011

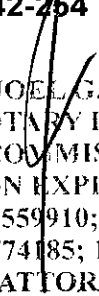
SUBSCRIBED AND SWORN to before me this _____th day of _____
2011 at Pasig City, affiants exhibiting to me their valid identifications, to wit:

Name

Valid ID

Andrew L. Tan	Tin 125-960-003
Ferdinand T. Santos	TIN 106-807-161
Robert John L. Sobrepeña	TIN 106-808-899
Noel M. Cariño	TIN 106-809-774
Wilbur L. Chan	TIN 113-858-316
Garry V. De Guzman	TIN 186-076-649
Cresencio P. Aquino	TIN 113-313-284
Dominic V. Isberto	TIN 204-642-254

Doc. No. 1107 ;
Page No. 277 ;
Book No. 11-0 ;
Series of 2011.


ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
NOTARIAL COMMISSION NO. NP-052
COMMISSION EXPIRES DEC 31, 2011
PTR NO. 4559910; 1/03/2011; Q.C.
IBP NO. 774185; 1/12/2010; Q.C.
ROLL OF ATTORNEY NO. 25103

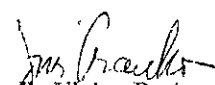


March 22, 2011


FIL-ESTATE LAND, INC.
TABULATION FOR WRITTEN ASSENT


<u>STOCKHOLDER'S NAME</u>	<u>NO. OF SHARES</u>	<u>PERCENTAGE</u>
ALLIANCE GLOBAL GROUP, INC.	5,000,000,000	59.88%
ANDREW L. TAN	1	0.00%
DABU MILAGROS D.	4,212	0.00%
DE GUZMAN, GARRY V.	1	0.00%
ENALBES, CESAR U.	29,000	0.00%
FIL-ESTATE MANGEMENT, INC.	1,514,305,829	18.14%
ROCO, ROBERTO S.	266,448	0.00%
SOBREPENA, ROBERT JOHN L.	1,617,485	0.02%
Total:	6,516,222,976	78.04%
Total Issued & Outstanding Capital:	8,350,000,000	

Prepared by: 
Roland Raymond P. Rojas

Checked by: 
Janelle Vivien R. Araullo
Junior Assistant Manager I

Certified True and Correct :

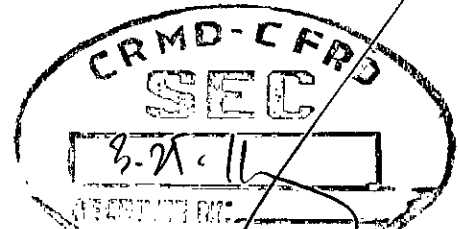

Carla B. Salonga
Senior Manager


Adora A. Yanga
Senior Assistant Vice President

Banco De Oro
BDO Corporate Center
7899 Makati Avenue
Makati City 0726, Philippines
Swift Code: BNORPHMM
Tel +63(2) 840 7000

www.bdo.com.ph

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



CERTIFICATE OF AMENDMENT
of the
AMENDED ARTICLES OF INCORPORATION
of
FIL-ESTATE LAND, INC.

WE, the undersigned members of the Board of Directors of **FIL ESTATE LAND, INC.** (the "*Corporation*") and the Chairman and the Corporate Secretary of the Special Meetings of the Board of Directors on January 12, 2011, and upon the written assent of the stockholders representing at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation:

DO HEREBY CERTIFY THAT:

At the Special Meeting of the Board of Directors of the Corporation held on January 12, 2011, at least majority of all the members of the Board of Directors, and upon the written assent of the stockholders representing at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation, approved the amendment of the FIRST Article of the Articles of Incorporation of the Corporation and adopted the following resolutions:

A. Change of Corporate Name of the Corporation from "FIL-ESTATE LAND, INC." to "GLOBAL-ESTATE RESORTS, INC."

"RESOLVED, That the Corporation shall change its corporate name from 'Fil-Estate Land, Inc.' to 'GLOBAL-ESTATE RESORTS, INC.'; amending for this purpose the FIRST Article of its Articles of Incorporation;

"RESOLVED, FURTHER, That the Corporation shall file with the Securities and Exchange Commission ('SEC') the applications for the amendment of its Articles of Incorporation, and do all things and acts as may be necessary to render said amendments effective;

"RESOLVED, FINALLY, that upon approval by the SEC of the amended Articles of Incorporation reflecting the corporate name of the Corporation as 'Global-Estate Resorts, Inc.', the trading symbol of the Corporation in the Philippine Stock Exchange shall be changed from 'LND' to 'GERI'."

B. Increase of Number of Members of the Board of Directors from Seven (7) to Nine (9)

"RESOLVED, that the Corporation shall increase the number of its directors from seven to nine, amending for this purpose Article 'SIXTH' of its Articles of Incorporation, which is hereby amended to read as follows:

'SIXTH: The number of directors of said Corporation shall be nine (9) and that the names, nationalities and residence of the directors who are to serve as until their successors are duly elected and qualified as provided in the By-Laws are as follows, to wit:
x x x'

"RESOLVED, FURTHER, That the Corporation shall file with the Securities and Exchange Commission the appropriate application for the amendment of its Articles of Incorporation, and do all things and acts as may be necessary to render said amendments effective."

All requirements of Section 16 of the Corporation Code of the Philippines have been complied with.

Attached is a copy of the Amended Articles of Incorporation of the Corporation as herein amended.

2 5 MAR 2011 WITNESS WHEREOF, we have hereunto affixed our signatures this
____ 2011 at Pasig City QUEZON CITY



ANDREW L. TAN
Chairman/Director
TIN 125-960-003

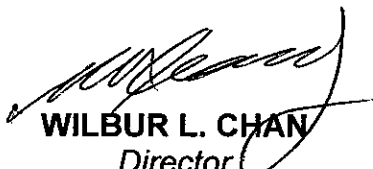


FERDINAND T. SANTOS
Director
TIN 106-807-161





NOEL M. CARIÑO
Director
TIN 1-6-809774

ROBERT JOHN L. SOBREPENA
Director
TIN 106-808-899


WILBUR L. CHAN
Director
TIN 113-858-316


GARRY V. DE GUZMAN
Director
TIN 186-076-649


CRESENCIO P. AQUINO
Director
TIN 113-313-284


DOMINIC V. ISBERTO
Corporate Secretary
TIN 204-642-254

25 MAR 2011

SUBSCRIBED AND SWORN to before me this _____th day of _____
2011 at Pasig City, affiants exhibiting to me their valid identifications,
to wit:

<u>Name</u>	<u>Valid ID</u>
Andrew L. Tan	Tin 125-960-003
Ferdinand T. Santos	TIN 106-807-161
Robert John L. Sobrepeña	TIN 106-808-899
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