



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

EXHIBIT **"B"**

COMPANY REG. NO. CS201408143
COMPANY TIN 008-764-884

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

MY CYBERSTAFF, INC.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg. 68), Republic Act 7227 and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but 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.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

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 6th day of May, Twenty Fourteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



EXHIBIT "B-1"

ARTICLES OF INCORPORATION

OF

MY CYBERSTAFF, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: The name of this corporation shall be:

MY CYBERSTAFF, INC.

SECOND: A. That the primary purpose of this corporation is

To engage in the business of operating call centers and providing outsourcing facilities for companies primarily based in the USA and CANADA and related product subject to all applicable laws.

EXHIBIT**B-2**

B: That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

THIRD: That the place where the principal office of the corporation is to be established at Unit 304 The Venue Bldg., Lot C5 Commercial Area SBGP, Subic Bay Freeport Zone.

FOURTH: That the term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

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

Name	Nationality	Address
✓ ANDERSON, ROY LEONARD	Canadian	Unit 304 The Venue Bldg. SBGP, SBFZ.
NEL, MURTO	South African	Unit 304 The Venue Bldg. SBGP, SBFZ.
ANDERSON, GREGORY IAN	South African	Unit 304 The Venue Bldg. SBGP, SBFZ.
NEL, LAURA JANE	South African	Unit 304 The Venue Bldg. SBGP, SBFZ.
✓ FAN, AIFENG	Chinese	Unit 304 The Venue Bldg. SBGP, SBFZ.
XIONG, PEILING	Chinese	Unit 304 The Venue Bldg. SBGP, SBFZ.

SIXTH: That the number of directors of said corporation shall be SIX (6) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

Name	Nationality	Address
ANDERSON, ROY LEONARD	Canadian	Unit 304 The Venue Bldg. SBGP, SBFZ.

EXHIBIT "B-3"

NEL, MURTO	South African	Unit 304 The Venue Bldg. SBGP, SBFZ.
ANDERSON, GREGORY IAN	South African	Unit 304 The Venue Bldg. SBGP, SBFZ.
NEL, LAURA JANE	South African	Unit 304 The Venue Bldg. SBGP, SBFZ.
FAN, AIFENG	Chinese	Unit 304 The Venue Bldg. SBGP, SBFZ.
XIONG, PEILING	Chinese	Unit 304 The Venue Bldg. SBGP, SBFZ.

SEVENTH: That the authorized capital stock of the corporation is ONE MILLION PHILIPPINE PESOS (Php 1,000,000.00) in the lawful money of the Philippines, divided into TEN THOUSAND (10,000) shares with par value of ONE HUNDRED PESOS (Php 100.00) per share.

EIGHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
✓ ANDERSON, ROY LEONARD	Canadian	1,000	125,000.00	125,000.00
NEL, MURTO	South African	250	25,000.00	25,000.00
ANDERSON, GREGORY IAN	South African	250	25,000.00	25,000.00
NEL, LAURA JANE	South African	250	25,000.00	25,000.00
✓ FAN, AIFENG	Chinese	250	25,000.00	25,000.00
XIONG, PEILING	Chinese	250	25,000.00	25,000.00
	TOTAL	2,000	250,000.00	250,000.00

EXHIBIT **'B-4'**

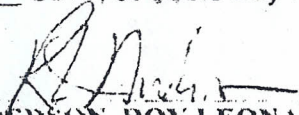
NINTH: That no transfer of stock or interest in which would reduce the ownership of Filipino citizens to less the required percentage of the capital stock as provided by existing laws shall be *allowed or permitted to be recorded in the proper books of the corporation* and this restriction shall be indicated in all the stock certificates issued by the corporation.

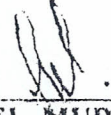
TENTH: That Anderson, Roy Leonard has been elected by the subscribers as treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

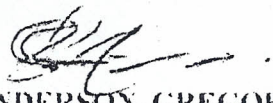
ELEVENTH: That the corporation manifests its willingness to change the corporate name as herein provided or as amended thereafter, of the corporation immediately upon receipt of notice or directive from Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to *the use of that name or that the name has been declared misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.*


EXHIBIT "B-5"

IN WITNESS WHEREOF, the undersigned have set their hands on 21th day of March 2014, at Subic Bay Freeport Zone.

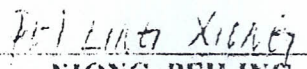

ANDERSON, ROY LEONARD
TIN #: 449605152


NEL, MURTO
TIN #: 449606649


ANDERSON, GREGORY IAN
TIN #: 449611901


NEL, LAURA JANE
TIN #: 449609199


FAN, AIFENG
TIN #: 449612441


XIONG, PEILING
TIN #: 449609914

WITNESSES:

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES) S.S.
(Olongapo City)

BEFORE ME, a Notary Public in and for OLONGAPO CITY, this
day of MAR 2014, 2014 personally appeared:

Name	Passport No./CTC No.	Date & Place Issued
ANDERSON, ROY LEONARD	BA819986	Oct. 09, 2012/Guangzhou Canada
NEL, MURTO	475816070	Apr. 04, 2008/South Africa
ANDERSON, GREGORY IAN	M00066837	Jul. 26, 2012/South Africa
NEL, LAURA JANE	A02451993	Nov. 05, 2012/South Africa
FAN, AIFENG	G52090781	Jun. 15, 2011/Shaanxi China
XIONG, PEILING	G50618404	Apr. 27, 2011/Hunan China

EXHIBIT "B-C"

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 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 written after the signature of the above persons.

LEONARDO VI FERNARE

NOTARY PUBLIC

CAVALIERE, FERNARE, FERNARE, FERNARE
P.O. BOX 10100, KILL BUCK, NJ 07032
P.O. NO. 3594305 / 1-3-14
TIN NO. 122-512-148

Doc. No. 122
Page No. 26
Book No. 67
Series of 2014.