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Certificate No 479114

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# THE FEDERAL REPUBLIC OF NIGERIA

COMPANIES AND ALLIED MATTERS DECREE, 1990.

CORPORATE AFFAIRS COMMISSION  
COMPANIES LIMITED BY SHARES  
CERTIFIED TRUE COPY

11 AUG 2010

CERTIFIED BY

MEMORANDUM  
AND

ARTICLES OF ASSOCIATION

#7500 people

CORPORATE AFFAIRS COMMISSION  
ASSESSMENT

23 APR 2003

AS IS ONLY

W/TH

SIGN

AB UNITED SERVICES LIMITED

Incorporated this

day of

200

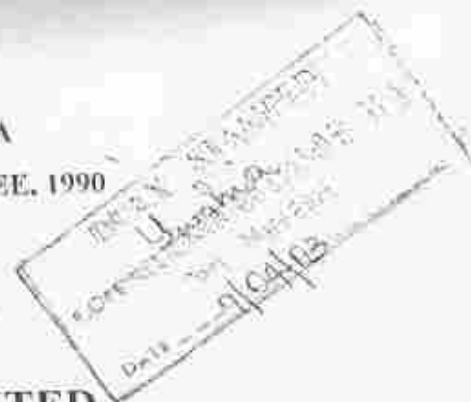
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THE FEDERAL REPUBLIC OF NIGERIA  
COMPANIES AND ALLIED MATTERS DECREE, 1990

COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

OF

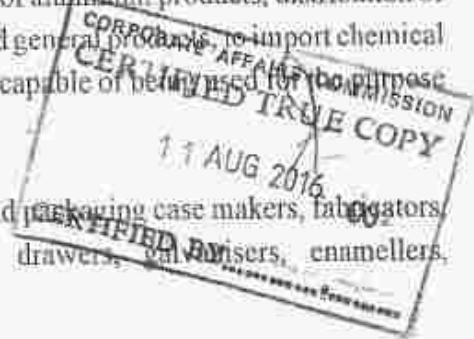
**AB UNITED SERVICES LIMITED**



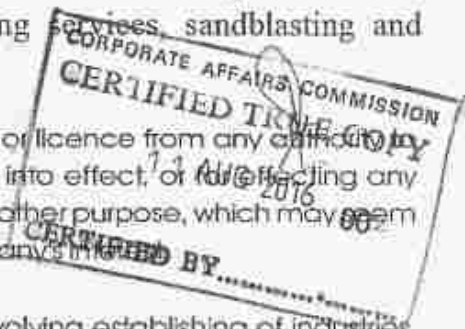
1. The Name of the Company is **AB UNITED SERVICES LIMITED**
2. The Registered Office of the Company will be situated in Nigeria
3. The Objects for which the Company is established are -
  - a. To carry out the business as general suppliers, general contractors, general merchandise, importers, exporter of general goods and services, procurement of marine services, borehole drilling / water treatment, safety gear, computer hardware and services, generators, to act as manufacturers distributors and suppliers of general goods, manufacturers agents and to engage in stocking, warehousing and any other allied trading and marketing services thereof.
  - b. To carry out the business of electrical, civil, mechanical and building contractors in all their respective aspects including construction of roads, bridges such as recreation centers, housing estates, hospitals, schools, hotels, bars, markets, restaurants, and amusement parks. The business of technical and industrial services building materials, cement sales / distribution, general procurement services, engineering spare parts / processing of engineering tools and suppliers of labour.
  - c. To carry out the business of independent marketers of petroleum, including dealers in oil petroleum sales, engine oil, gas and kerosene, locate and mine solid minerals, erect other similar structures for the purpose of distribution and storing of petroleum, product, to own and manage gas and filling stations, exploration and exploitation of petroleum refining, sales and suppliers of petrol chemicals, petroleum / liquefied natural gas products and petroleum merchants generally.
  - d. To carry out the business of agriculturist, fishing, mechanized farming and general allied industries, marketers of foodstuff / food processing such as oil mills, feed mills, fish farmers and fruits, sales and buyers of farm products and to engage in the business of fashion designing, interior and exterior decorations, sales of provisions, caterers, hotel management, traders, supermarket, maintenance and services thereof.
  - e. To carry out the business of printing, editing, advertising, publishing, packaging and marketing of magazines, stationeries, books, telecommunications, computer equipment / accessories computer services, installation, ~~training~~ / computer sales, internet services, e-mail services, networking, lamination, photocopy and binding of all kinds.
  - f. To carry out the business as transporters, cartage and haulage contractors, garage proprietors, equipment leasing and rental services, teachings, sales and marketers of vehicles, commercial vehicles, ships, tug boats, caterpillars, ~~air-crafts~~, barges, car hire services, carriers of good and persons by water, air or by road.



- (2)
- g. To carry on the business as ~~travel agents and~~ to act as accredited representatives and commission agents to different national and ~~international offices~~, pest control, fumigation services and air charter contractors.
  - h. To carry on the business of marketing and manufacturing of aluminum products, distribution of paints, thinners, glue, abrasive, including all industrial and general products, to import chemical raw materials, pharmaceutical products and other things capable of being used for the purpose of the business of the company.
  - i. To carry on the business as fitters, carpenters, painters and ~~packaging case makers, fabricators,~~ welders, plumbers, electricians, sandblasters, wire drawers, ~~galvanizers, enamellers,~~ electroplaters and other mechanical works.
  - j. To act as custom agents, national and international shipping services, clearing and forwarding agents, stevedoring, confirming agents, commercial agents, commission agents, security agents, dept and rent collectors, estate management, property valuers, terminal operators, cargo handlers, ship chandlers and general marine services.
  - k. To assemble, construct, manufacture, buy, hire, rent and finance in whole or in part, the sales and services of all types of passenger cars, commercial vehicles, agricultural equipment, industrial equipment and motorcycles of all kinds.
  - l. To carry on the business as holders of exhibitions and trade fairs, dealers on pictures, art works, makers and sellers of picture frames, paints, paintbrushes and other instruments, articles and ingredients relating to any such business.
  - m. To carry on the business of organizing workshops/seminars and to plan, design and execute technical market surveys, project evaluation and product development research/marketing to both old and new companies.
  - n. To undertake studies in all phases of industrial development projects, productions, procedures, sales programmers and to issue and publicize reports on such studies and to carry on the business as printers, stationers, advertising agents, distributors of foreign and local magazines, newspapers, books and office equipment.
  - o. To adopt such means of making known the products of the company that may seem expedient and in particular by advertising in the press, by the circulars exhibitions, or by the publications of books and periodicals or by granting prizes or awards.
  - p. To do all or any of the above business in any part of the world as principal agents, contractors, and trustee or through trustees, agents, either alone or in conjunction with others.



- q. To engage in the business of general services contractors, to process and execute contracts for oil services companies, agro allied companies, engineering companies and in areas of haulage, warehousing, instrumentation, procurement, human resources, interior decoration, landscaping services, sandblasting and welding services.
- r. To apply for, promote or obtain any provisional order or licence from any authority to enable the company to carry out any of its objects into effect, or for effecting any modification of the company's constitution, or for any other purpose, which may seem calculated directly or indirectly to enhance the company's interests.
- s. To undertake and execute any contracts or works involving establishing of industries, including manufacturing services or the supply for use of any machinery, and to carry out any other works involved in such contract.
- t. To enter into any arrangements with any government or authorities (supreme or local) or any companies, firms or persons, that may seem conducive to the attainment of the company's objects and to obtain from any such government, authority, company, firm or person, any charters, contracts, act, rights, privileges and concessions which the company may think desirable to carry out its objectives.
- u. To carry on the business of organizing specialists and to plan, design and execute technical market surveys, projects evaluation, product development and market in relation to industries both new and business or in relation to the management of existing business, and to carry on the business as printers, stationers, advertising agents, news agents, distributors of foreign and local magazines, newspaper, books library and office equipment.
- v. To promote any company for the purpose of acquiring the whole or any part of the business, property or undertaking any business which may appear likely to assist or benefit this company or to place or guarantee, underwrite, subscribe to, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- w. To manufacture, process, improve, treat, preserve, refine and bottle food drinks or fruit products of every description and to crush, win, quarry, amalgamate and prepare for market, ore, metal, agricultural products and mineral substances of all kinds and to carry on business of metallurgical services.
- x. To mortgage or charge the undertaking of all or any of the real or personal property and assets present or future or any uncalled capital for the time being of the company to issue at part or at a premium or discount such shares and subject to such rights, powers, privileges and conditions as may be thought fit, either permanent, redeemable or repayable and to guarantee the securities of the company by trust, deed or other assurance.





- V. To carry on the business as proprietors of flats, mansions, dwelling houses, shops, offices and clubs and to purchase, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated or give rights or interests therein or connected therewith, to prepare building sites and to construct re-construct, pull down, alter, improve, furnish and maintain flats, dwelling-houses, shops, offices, club buildings, and conveniences of all kinds, to lay out roads and pleasure gardens and recreation grounds to plant drain or otherwise improve land or any part thereof.
- Z. To subscribe for, take on, purchase or otherwise acquire shares, debentures or other securities of any other company having objects similar to that of this company or carrying on any business capable of benefiting this company directly or indirectly.
- aa. To acquire or undertake the whole or part of the business, properties and liabilities of any person or company carrying on (or proposing to carry on) any business which the company is authorized to carry on, or suitable for the purpose of the company to which can be carried on in conjunction therewith or which is capable of being conducted directly or indirectly to benefit the company.
- bb. To carry on the business of manufacture and sale by wholesale or retail of egg, powdered milk and all other products of farm products.
- cc. To take or otherwise acquire and hold shares (stock, debentures or other securities) of any company carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- dd. To issue or deposit any securities which the company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security or guarantee to its customers or other persons or corporations having dealing with the company or in whose business or undertakings the company is interested whether directly or indirectly.
- ee. To pay all or any expenses incurred in connection with the promotion formation and incorporation of the company or to contract with any person, firm or company to pay the same and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of shares, debentures, stock or securities of the company.
- ff. To carry on the business of house furnishers, wood work, upholsterers and dealers in and hires repairs, stores and warehouses of furniture carpets linoleum and other floor coverings, household requisites of all kinds and all things capable of being used therewith or in the maintenance repair or manufacture thereof.

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- gg. To carry on the business as manual and mechanical farmers, agricultural business in all its ramifications, breed, fattening cattle and for the purpose of slaughtering for sale of meat, hides and skin and to buy and sell same.
- hh. To purchase, construct, maintain, improve, develop, work and control any land acquired by the company by purchase, lease, exchange or otherwise any buildings, mills, warehouses, factories, roads, electric power, heat and light supply works, ~~pleasure grounds, parks, gardens, reading rooms, stores, shops and diaries, other works and conveniences which the company may think~~ directly or indirectly conducive to the above objects.
- ii. To acquire by grant, purchase or otherwise, concession of any property or privileges from any government, Nigeria or foreign or from any authority, ~~supreme, national, local or otherwise,~~ and to perform and fulfill the terms and conditions thereof, to obtain or assist in obtaining provisional or other order, or license of the board of trade or any act of parliament or law, order or charge of any legislature or government, Nigeria or foreign for enabling the company to carry any of its objects into effect.
- jj. To construct, alter, make, acquire, lease, hire or work railways, tramways, motor cars, wagons, telephones, pipelines, docks and canals, bridges, tanks or storage accommodation, reservoirs, wells, aqueducts, roads, streets, gasworks, waterworks, pier and other works, plant or machinery of every description and to contribute to the cost of making, providing, carrying on and working the same, to enter into contracts or arrangements with any municipal or other body, company or persons as to interchange of traffic, running powers, joint working or otherwise which may be expedient.
- kk. To amalgamate or enter into partnership or any arrangement for sharing profits, union of interest, co-operation with any person or company carrying on or engaged in, or about to carry on any business or transaction which the company is authorized to carry on or which can be carried on in conjunction therewith or which is capable of being conducted directly or indirectly to benefit the company.
- ll. To distribute among the members of the company, in kind, any property of the company and in particular any shares, debentures or securities of other companies belonging to this company or of which this company may have the power of disposing.
- mm. To remunerate any person, firm or company, rendering services to this company either by cash payment, or by the allotment to him or them shares or securities of the company credited as paid up in full or in part or other means as may be thought expedient by the directors of this company.

nn. To acquire and undertake the whole or any of business, goodwill and assets of any person, firm or company carrying on or proposing to carry on and as part of the consideration for such, acquire an interest in, amalgamate with or enter into partnership or into any arrangement or sharing profits or for co-operation, or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or thing aforesaid or property acquired any shares, debentures, debenture stocks or securities that may be agreed upon and to hold and retain or sell, mortgage or otherwise dispose of any such stock or securities received.

oo. To support or subscribe to any charitable or public institution, society or club which may be to the benefit of the company or its employees or may be connected to any town or place where the company carries on business, to give pensions, gratuities or

charitable aid to any person who may have served the company or the wives, children, or other relatives or dependents of such persons, to make payment towards or contribute to provident funds for the benefits of any persons or of their wives, children or other relatives or dependents.

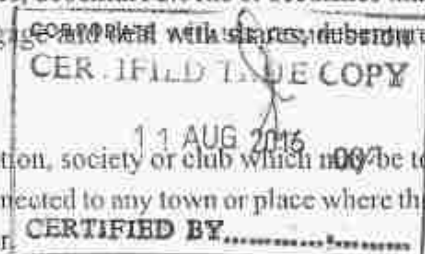
pp. IT IS HEREBY EXPRESSLY DECLARED that each sub-clause of this clause shall be constructed independently of the other sub-clauses hereof, and that none of the objects mentioned in any such mentioned in any other sub-clause.

The Company is a private Company



The liability of the members is limited by shares.

The Nominal shares Capital of the company N250,000.00 divided into  
250,000 Ordinary shares of N1.00 each with power to divide the shares in the capital for the time being, whether original or increased into several classes.

Any shares of the Original Capital and any new shares may from time to time be issued with any such guarantee or any such right or preference whether in respect of dividend or of repayment or capital or of both or any such other special privilege or advantage over any shares previously issued or there about to be issued, or with such deferred or qualified rights as compares with any share previously.



We, the several persons whose Names and Address are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
<b>REAPSON ABIFADE SUNDAY EHIOKIOYA</b> <b>NO. 100, PSYCHIATRIC HOSPITAL ROAD,</b> <b>(OMOI / OROSI), PORT HARCOURT,</b> <b>RIVERS STATE.</b> <b>(MANAGING DIRECTOR)</b>	<b>150,000</b>	
<b>BOMIEGHA AMBAKEDEREMO E.</b> <b>NO. 100, PSYCHIATRIC HOSPITAL ROAD,</b> <b>(OMOI / OROSI), PORT HARCOURT,</b> <b>RIVERS STATE.</b> <b>(DIRECTOR)</b>	<div data-bbox="665 861 1088 1113"> CORPORATE AFFAIRS COMMISSION  CERTIFIED TRUE COPY  1 AUG 2016 002  CERTIFIED BY..... </div> <div data-bbox="828 1155 1331 1470"> 100,000  VERIFICATION  23 APR 2003  APPROVED BY  NAME </div>	

Dated this 7<sup>th</sup> day APRIL 2003

Witness to the above signature:-

Name:- FURU J. KILIKI

Address:- 61 CANTONMENT ROAD, PORT HARCOURT

Occupation:- LEGAL PRACTICE

THE WITHIN INSTRUMENT IN THE ORIGINAL OR TRUE COPY THEREOF IS CHARGEABLE WITH A DUTY OF ₦200= AND THE DUTY THEREON HAS BEEN ASSESSED AND CHARGED BY Y. J. J. J. COMMISSIONER OF STAMP DUTY'S OFFICE.



THE FEDERAL REPUBLIC OF NIGERIA  
COMPANIES AND ALLIED MATTERS DECREE, 1990  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF

**AB UNITED SERVICES LIMITED**



1. Subject as hereinafter provided, the regulations contained in part II of Table "A" in the First Schedule of the Companies and Allied Matters Decree 1990 shall apply to the Company.

INTERPRETATION



2. (a) In this Regulation the Decree means the Companies and Allied Matters Decree, 1990.
- (b) Unless the context otherwise requires, words and expressions contained in these regulation bears the same meaning as in the decree.

PRIVATE COMPANY

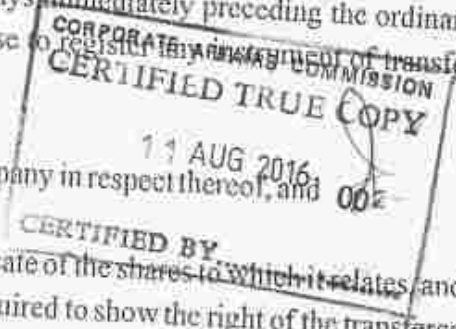
3. The Company is a private Company and accordingly:-
- (a) The right to transfer shares is restricted in manner hereinafter prescribed;
- (b) The number of the members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company and have continued after the determination of such employment to be members of the Company) is limited to fifty, provided that where two or more persons hold one or more share in the Company jointly they shall for the purpose of this regulations be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER AND TRANSMISSION

4. Subject to the provisions herein after contained, shares in the Company shall be transfereable by written instrument in the common form signed by both the

transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

5. The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of shares on which the company has lien. The Directors may also suspend the register of transfers during the fourteen days immediately preceding the ordinary general meeting in each year. The Directors may refuse to register any instrument of transfer unless,



- (a) A fee not exceeding twenty-five kobo is paid to the Company in respect thereof, and
- (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably required to show the right of the transferee to make the transfer and if the directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

6. The personal representative of deceased sole holder of a share shall be the only recognized person by the company as having any title to the share. In the case of a share registered in the name of two or more holders, the survivor, or the personal representatives of the deceased survivor shall be the only person recognized by the Company as having any title to the share.
7. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall upon such evidence being produced as may from time to time be required by the directors have the right either to be registered as a member in respect of the share or instead of being registered himself to make such transfer of the shares as the deceased or bankrupt person could have, but the directors shall in either case, have the same right to decline or suspend registration as they would have had in the case of transfer of the shares by the deceased or bankrupt person before the death or bankruptcy.
8. Any person becoming entitled to a share in consequence of the death or bankrupt of a member shall be entitled to the same dividends and other advantages to which he would be entitled to if he were the registered holder of share, except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

#### ALTERATION OF CAPITAL

9. The company may from time to time by Ordinary Resolution increase the share capital of the company by such sum to be divided into shares of such amount to be divided into shares of such amount, as the resolution shall prescribe.