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22/10/08

ORIGIN

COMPANIES AND ALLIED MATTERS ACT, 1990

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF
ENVIRONMENTAL HARMONY LIMITED

Incorporated this day of 2008

~~#~~ 57,000 payable

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

OF
ENVIRONMENTALL HARMONY LIMITED

In the Opinion of the Commissioner
the Instrument Contained therein is
DULY STAMPED
Per *[Signature]*
Commissioner of Stamp Duties

1. The Name of the company is **ENVIRONMENTAL HARMONY LIMITED**
2. The Registered Office of the Company will be situate in Nigeria.
3. The Objects for which the company is established are: -
 1. To provide specialized high quality services in Environmental Management Systems and Environmental Information Management Systems Development and Implementation, Gap Analysis, Training and Regulatory Compliance.
 2. To provide consulting services and training on Water Sanitation Management, Deforestation Afforestation, Land Degradation and Bush Burning, Ozone Depleting Substances Management, Reservoirs Dams and Watershed Management, Hazardous and or Toxic Materials and Substances Management and Transportation, Water Quality and Atmospheric Management, Resources Utilisation and Efficiency Management.
 3. To provide advice to clients on Product Liability as it extends to Environmental and Health Risks and Compliance issues, and provide clients with professional insight needed to make real-world decisions.
 4. To undertake a range of Environmental Impact Assessments (EIA's) and management services for developments and operations that may have an impact on the environment.
 5. To conduct general, specific and taylor-made assessments to meet the particular concerns and the nature of the Client's environmental transaction.

CHECKED
Per *[Signature]*
Commissioner of Stamp Duties

6. To provide expertise in Renewable Energy, Sustainable Development including Sustainability Appraisals.
7. To provide advice on all aspects of effective energy management including Energy Audits, Conservation, Monitoring and Targeting, Energy Security issues, Energy Awareness training.
8. To offer direct advice to clients for ensuring that energy and environmental issues included within project reviews as standard procedures to assure sustainable developments.
9. To supply Organizational Scan and Assessment on how business will likely be impacted by environmental and social issues and help companies develop appropriate Policies and Management Systems to manage these business risks.
10. To develop a more strategic policy for improving Energy Utilization and Carbon Management. Provide comprehensive services in environmental, social, sustainability and health impact assessment
11. Provide services for Regulatory Inspections and Permitting, guidance documents for regulatory agencies and government, Air Quality for environmental statements, development of Air Quality policies, National Air Quality monitoring networks, Dispersion Modeling for Integrated Pollution Prevention and Control (IPPC), Air Quality for assessment of road schemes, construction and management; and ambient Air Quality monitoring.
12. To provide a broad and comprehensive range of consulting and laboratory services on the management of waste in industry, commercial, and residential dwellings/structures enabling both companies and regulatory authorities to optimize the management of their waste streams whilst minimizing environmental liabilities.
13. To provide services in Waste Streams and Disposal Audits, Waste Minimization and Audits, development of waste strategies, Dust Collection option studies for material recovery/recycling, planning and permitting of new Waste Management facilities, specializing in landfill gas and leachate control, asset inspections for Waste Management including mobile and static plants and buildings, landfill monitoring and construction supervision.

Corporate Affairs Commission
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Signature

14. To provide expert strategic advice on Solid Waste policy, Recycling, Incineration, Hydrolysis and Materials Handling.
15. Provide specialized services in Site Characterization, Remedial Investigation, design and implementation, supported by strategic planning, specific risk-based methodologies, data collection, Remedy Engineering, and representing clients before regulators and the public.
16. To provide wide range of specialized services necessary to deal with all aspects of contaminated land redevelopment, to make clients fully conversant with the application of quantitative risk assessment methods for regulatory compliance.
17. Assessment of noise from road traffic, heavy and light rail, airports and aviation, industry and construction sites through the provision of services in monitoring, prediction and assessment, noise mapping, advice on noise mitigation, insulation testing, acoustic performance of buildings, regulatory advice and liaison with statutory authorities.
18. To provide extensive services covering impacts of noise and vibration in the environment and on people, and in detail, the assessment and impact of noise and vibration on structures and machinery including policy and legislative advice to government, business and public inquiry support, predictive modeling using state of the art computational techniques including noise mapping noise and vibration/investigations people impacts and structures and machinery impacts.
19. To provide services to manufacturing industry, including authorization under Integrated Pollution Prevention and Control guidelines, monitoring and assessment of nuisance such as dust, volatile organics, odour and noise, hazardous and or toxic substances management, process emissions monitoring, advice on effluent treatment and Occupational Hygiene using Health, Safety, and Environment legislations, and advice under the Occupational Health regulations.
20. To provide expertise in ecological monitoring and assessment by undertaking terrestrial and aquatic surveys for baseline condition assessment, leading if necessary to full ecological impact assessment.
21. To provide advice on mitigation and compensation arrangements where ecological effects are unavoidable, working across a wide range of specialist disciplines from arboriculture, invasive weeds and land management, ecological surveys of every kind of habitat conservation

habitat restoration and habitat creation, specializing in coastal and marine ecology.

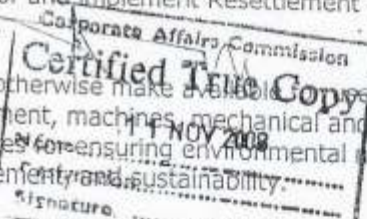
22. To provide services for Site Compliance Auditing; Contract Environmental Management; Climate Change Assessment and Planning; Energy and Carbon Accounting; Best Available Technology Assessment and Reporting; Electronic Waste; Radiation; Medical and Healthcare Wastes; Particulate Matters; Pesticides; Sound Chemical Management; Construction and Demolition Waste Assessment, Characterization, Disposal and management; Mixed Waste; Acid Rain; Oil & Gas Pollution and Discharge; Environmental Accounting; and Sustainability Reporting.
23. To conduct Vulnerability Impact Assessment studies and implement mitigation plans.
24. To conduct Regulatory Impact Assessment studies and implement mitigation plans.
25. To conduct Biodiversity and Ecosystems Assessment studies to ensure environmental Balance is sustained.
26. To advice on water management in both the water and wastewater sectors on water resources strategies through to individual schemes, using a variety of planning methods to arrive at preferred solutions for developing methods for catchments scale ecosystem analysis and utilization of a fully distributed catchment's model for hydrology and water quality.
27. To provide service for wastewater Treatment Plant performance analysis and discharge policy review.
28. To provide assistance on all levels of the water cycle process from resource catchments infrastructure, design for dams and reservoir, through project management of pipelines and supply networks in both urban and rural area to the design of treatment plants and wastewater disposal including sewage control system and outfalls.
29. To provide advice and training to the government, regulatory authorities and private companies on sustainable transport issues, helping to develop policies and manage the implementation of programmers to reduce the environmental impact of transport covering road, rail, and shipping and aviation sectors.

30. To undertake policy research and formulation work to help the government, regulatory authorities and private companies formulate directive to reduce the environmental impact of transportation.
31. To design and implement awareness and training programmes, for example to encourage truck and van drivers to adopt safe and fuel efficient driving techniques.
32. To provide an all-encompassing approach to dealing with environmental problems to forestall environment impairment liability covering both sudden & accidental and gradual pollution legal liability, including third party liabilities, on/ off-site clean-up, defence costs and contingencies (such as business interruption).
33. To provide a seamless advisory approach to Environmental Due Diligence and Risk Management to forestall environmental liabilities arising from on enterprise operations and caused by the introduction of new pollution conditions or the exacerbation of existing pollution conditions.
34. To offer advice for proper understanding of the whole business impacts of product stewardship and provide, training and support to make legal compliance as pain free as possible.
35. To conduct research into all areas of environmental management; pollution control and abatement; and sustainable development and make the results of same available to the general public at fees approved by management.
36. To provide environmental management advice and support to businesses, government, the public and industry in the areas of Asbestos Management, Brownfield Regeneration, Carbon Foot-Printing, coastal/ flood defense, Corporate Social Responsibility, Emissions Trading, Environmental Management Information Systems, Environmental Management Economics, Environmental Planning, Environmental/ Corporate Responsibility Reporting, Geotechnical Investigation, Environmental Policy Development, Health Safety and Environment Management, Integrated pollution prevention and Control, Life Cycle Assessment, local Air Quality Management, Waste Management strategy, Merger& acquisition support, Nature Conservation, Odour, Process & Packaging waste, River Basin Management, Strategic Environmental assessment, Sustainability Appraisal, Sustainable Product Design, Renewable Power Sources.

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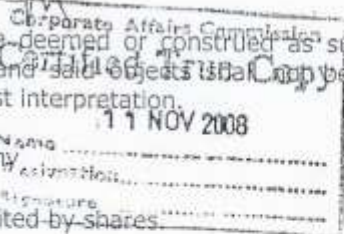
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37. To develop environment monitoring networks, compile and synthesize environmental data from all sectors at national and international levels.
38. To undertake, coordinate, utilize and promote the expansion of research experiments, surveys and studies by public or private agencies, institutions and organizations concerning causes, effects, extent, prevention, reduction and elimination of pollution and such other matters related to environmental protection and natural resources conservation.
39. To enter into agreement and contracts with public or private organizations and individuals to develop, utilize, coordinate and share environmental monitoring programmes, research effects, and basic data on chemical, physical and biological effects of various activities on the environmental related activities.
40. To establish programmes for complying with standards and regulations for the prevention, reduction and elimination of pollution and other forms of environmental degradation in the nation's air, land, oceans, seas and other water bodies and for restoration and enhancement of the nation's environment and natural resources.
41. To design, prepare, monitor and implement Resettlement and rehabilitation Action Plans.
42. To import, supply, sell or otherwise make available in Nigeria and anywhere else, equipment, machines, mechanical and / or electrical / electronic devices for ensuring environmental management, pollution control and abatement and sustainability.
43. To import, supply sell or otherwise make available for use in Nigeria and any where else environmental management, pollution control and abatement, and sustainability equipment, machines, mechanical and / or electrical / electronic devices for measuring, assessing, capturing, recording, and / or reporting environmental data and statistics. Collect and make available, through publications and other appropriate means and in co-operation with public or private organizations, basic scientific data and other information pertaining to the establishment and maintenance of environmental standards.
44. To charge fees for tests, investigations and other services performed in furtherance of the above objectives.



45. To develop and promote such processes, methods devices and materials as may be useful or incidental in carrying out the purposes and provisions in the afore- mentioned objectives.
46. To establish and manage Capacity Building Conference and research Centres.
47. To conduct all types of Impact Assessment studies & implement mitigation plan.
48. To carry on business as petroleum producers refiner and dealers and to harness process render marketable supply and deal in natural gas and to carry on business as producers manufacturers suppliers and dealers in petrol kerosene diesel oil fuel oil lubricating oil paraffin wax asphalt carbon black and all petroleum products and to do the same in respect gas products including but not limited Industrial domestic and cooking gas.
49. To carry on business as miners and as refiners suppliers and merchant of mining produce (not limited to petroleum and gas) to acquire all lands properties licenses concessions grant privileges and powers necessary or desirable to deal in deal with and dispose of the same in any desirable manner.
50. To acquire lands buildings and real estate of any description (including easements and other proprietary rights) and to hold improve alter develop let or otherwise dispose of the same.

None of the foregoing objects shall be deemed or construed as subsidiary or ancillary to any of the other objects and said objects shall not be construed respectively but shall be given the widest interpretation.



4. The company is a private company
5. The liability of the members is limited by shares
6. The share capital of the company is N5,000, 000 divided into 5,000, 000 ordinary shares as N1.00 each, with power to increase the capital and to divide the capital for the time being into several classes and attach thereto any preferential, deferred, qualified or special rights, privileges or conditions.

We, the several persons whose names and addresses descriptions 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 AND ADDRESSES OF SUBSCRIBERS	NO OF SHARES TAKEN BY EACH SUBSCRIBERS	SIGNATURE
<p>OGUNGBUYI KAYODE ADEJARE 23 ROAD, F CLOSE, HOUSE 8, FESTAC TOWN, LAGOS STATE.</p> <p>OGUNGBUYI OLAKIITAN MOROUNFOLAN 23 ROAD, F CLOSE, HOUSE 8, FESTAC TOWN, LAGOS STATE.</p>	<p>3,000,000</p> <p>2,000,000</p>	<p><i>[Signature]</i></p> <p><i>[Signature]</i></p>

THE WITHIN 3,000,000...
OPINION OF THE...
STAMP DUTY...
DUTY...
AND...
ASSIGNED...
COMMISSIONER OF STAMP DUTIES

CORPORATION COMMISSION
VERIFICATION
29 OCT 2008
APPROVED BY
NAME...
SIGN...

Dated this 20th Day of Oct 2008

Name: Belwaile Abaye
Address: 6th floor, Elephant Cement Hq, Ikeja
Occupation: Legal Practice

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

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ENVIRONMENTAL HARMONY LIMITED



INTERPRETATION

1. In these regulations "The Act" means the Companies and Allied Matters Act, 1990.
2. Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act.

CLASSES OF SHARES

3. The Company may from time to time issue classes of shares. It shall be the responsibility of the directors to determine the classes of shares to be issued. All the rights or restrictions attached to each particular class of shares shall be specified in the terms of issue but such rights may at any time be varied in accordance with the provisions of Section 141 of the Act.

TRANSFER AND TRANSMISSION OF SHARES

4. The Directors may in their discretion and without giving any reason, refuse to register any transfer of any share whether or not it is a fully paid share.
5. The Company shall not allot any new or un-issued shares unless the same are offered in the first instance to all shareholders or to all the shareholders of the class or classes being issued in proportions as nearly as may be to their existing holdings.
6. The offer to existing shareholders shall be by notice specifying the number of shares to which the shareholder is entitled to subscribe to and limiting a time, not being less than 28 days after the service of the notice, after the expiration of which the offer, if not accepted, will be deemed to be declined.
7. On the receipt of an intimation from the shareholders that they decline to accept the shares offered or after the expiration of the stipulated time, as the case may be, the board of directors may, subject to the terms of any resolution of the company, dispose of the shares of the company at a price not less than that specified in the offer, in such manner as they think most beneficial to the Company.
8. Articles 5, 6, and 7 are not alterable except with the unanimous consent of all members of the Company.

COMMISSION AND BROKERAGE

The company may exercise the powers of paying commission conferred by section 131 of the Act, provided that the rate percent or the amount of the commission paid or agreed to be paid shall disclosed in the manner required by said Section. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or in one way and partly in the other.

The Company may also on any issue of shares pay such brokerage as may be lawful Subject to the provisions of Section 72 of this Decree, the company shall be bound and ratifies all pre-incorporation contracts entered into on its behalf by the promoters.

ALTERATION OF CAPITAL

10. The Company may from time to time by Ordinary Resolution effect an alteration of its share capital in any of the ways set out in Section 100 of the Act.
11. Subject to the provisions of the Act the Company may, when ever it considers it expedient to do so, by special resolution reduce its share capital, any capital redemption und and any share premium account.

MEETING

12. The annual general meeting shall be held at such time and place as the Directors shall appoint.
13. The Chairman of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within thirty minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their members to be Chairman of the Meeting.
14. If at any meeting no Director is willing to act as Chairman or if no Director is present within thirty minutes after the time appointed for holding the meeting, the members present shall choose one of them to be Chairman of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extra-ordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors.
16. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and for the purpose hereof, unless it is otherwise provided two members present in person or by proxy shall be a quorum.
17. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved; in any other case, it shall stand adjourned to the same day in the

following week at the same time and place, and if at the adjourned meeting quorum is still not present within thirty minutes from the time appointed for the meeting, the members of whatever class present shall be a quorum.

18. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded by the Chairman or at least three members entitled to vote at the meeting or by the holders present in person or by proxy of at least one-tenth part of the total voting rights of all members having the right to vote at the meeting or by a member or members holding shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid on the shares conferring that right. Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority or lost and an entry to that effect in the minutes book of the Company shall be conclusive evidence, thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution. A proxy need not be a member of the Company.
19. Any corporation which is a member of this company may, by resolution of its Directors or other governing body, authorize any person to act as its representative at any meeting or meetings of this company or of any class of members thereof and such representatives shall be entitled to exercise at the meetings same powers on behalf of the corporation which he represents as if he had been an individual shareholder or including power, when personally present, to vote on a show of hands.
20. A proxy may take part in the proceedings of a general meeting as if he were the member whom he represents.
21. On a show of hands every member present in person or by proxy shall have one vote. On a poll, every member shall have one vote on each share of which he is the holder.
22. The First Directors of the Company shall be appointed by the subscribers to the Memorandum of Association.
23. Unless and until otherwise determined by the company in general meeting, the number of Directors shall not be less than two or more than ten.
24. The Directors shall have power at any time and from time to time to appoint person as an additional Director.
25. The Company in General Meeting may from time to time direct such sums as may be thought fit to be paid as and by way of remuneration to the Directors and any such sums shall be divided amongst them as they may agree, or failing agreement equally. The Directors shall also be entitled to be repaid all expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

VOTES OF MEMBERS

DIRECTORS

It shall not be necessary for any Director of the Company to acquire or hold any share qualification, but a Director shall be entitled to receive notice and to attend all General Meetings.

27. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

POWERS AND DUTIES OF DIRECTORS

28. The Directors may from time to time and at any time, provide through Local Boards Attorneys or Agents for the management of the affairs of the Company outside Nigeria and may appoint any person(s) to be members of such Local Boards or as Attorney or Agents and may remove any person(s) so appointed and appoint others in their place and may fix their remuneration.

29. The Directors from time to time, and at any time may delegate to any such Local Board, attorneys or Agents any of the powers, authorities and discretion for the time being vested in the Directors, other than the power to make calls, forfeit shares, borrow money or issue debentures and any such delegation may be made on such terms and subject to such conditions as the Directors may think fit and may include power to sub-delegate and the Directors may at any time annul or vary such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

30. Any director may at any time appoint any other director or any other person approved by majority of the other directors for the time being to be his alternate and may at any time remove any alternate director appointed by him, and (subject to such approval as aforesaid) appoint another in his place. An alternate director shall not be entitled to receive any remuneration from the Company nor shall it be necessary for him to acquire or hold any qualification share but he shall be entitled (subject to his giving to the Company an address within Nigeria at which notices may be served on him) to receive notices of meetings of the Directors and to attend and vote as a Director at any such meetings at which the director appointing him is not present and at such meetings to exercise all powers, duties and authorities of the directors appointing him. A Director who is also an alternate director shall be entitled in addition to his vote, to separate vote on behalf of the director he is representing. An alternate director, if his appointor ceases for any reason to be a director, shall ipso facto cease to be an alternate Director. Every person acting as an alternate director shall be an officer of the Company and shall alone be responsible to the company for his own acts and defaults, and he shall not be deemed to be an agent of or for the director appointing him. All appointments and removals of an alternate director made by any director in pursuance of this Article shall be in writing under the hand of the director making the same and shall be sent to or left at the registered office of the company.

BORROWING POWERS

31. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part

whereof and or issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

THE SEAL

32. The seal of the Company shall not be affixed to any instrument except by the authority or a resolution of the Board of Directors and in the Presence of at least one Director and the Secretary or such other persons as the Directors may appoint for the purpose and the Director and Secretary and other persons as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DISQUALIFICATION OF DIRECTORS

33. The Office of a Director shall be vacated:-
- (1) Upon removal in accordance with the provision of Section 262 of the Act.
 - (2) If by notice in writing to the company he resigns the office of director.
 - (3) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.
 - (4) If he is otherwise prohibited from being a Director by law.
34. A Director may hold any other office or place of profit under the company except that of Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board of Directors.
35. A Director shall be capable of contracting or participating in the profit of any contract with the company in the same manner as if he were not a Director subject nevertheless to the following provisions:
- (1) He shall declare the nature of his interest in any contract or proposed contract in which he is interested and
 - (2) After he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he does so vote, his vote shall not be counted; the prohibition against voting shall not, however, apply to any contract or arrangement for giving securities to a Director for advances made or to be made by him to the company for liabilities or obligations whether by way of guarantee or otherwise, incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the company or to any contract for or relating to the subscription by a Director (whether absolutely or conditionally, for any shares or debentures of the company or for any company, in which this company is interested, and may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the company in General Meeting.
 - (3) A Director shall be counted for the purpose of forming a quorum notwithstanding that he may be disqualified from voting under the Articles.

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The Company may by extra-ordinary resolution remove any director and may by an ordinary resolution, appoint another person in his stead; such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the company.

PROCEEDINGS OF DIRECTORS' MEETINGS

37. The quorum necessary for the transaction of the business of the Directors shall be two.

AUDIT

38. Auditors shall be appointed and their duties regulated in accordance with Sections 357 to 369 of the Decree, or any alteration thereto for the time being in force.
39. A resolution in writing signed by the Directors entitled to notice of a meeting of Directors shall have the same effect and validity as a Resolution of the board duly passed at a meeting of the Board duly convened and constituted.

NOTICE

40. A notice may be given by the company to any member either personally or by sending by post to him or to his registered address, or (if he has no registered address within Nigeria) to the address, if any, which is supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, at the expiration of 7 days after the letter containing the same is posted.

WINDING UP

41. In winding up, the Liquidator may, with the sanction of an Extra-ordinary Resolution, distribute all or any of the assets in specie among the members in such proportion and manner as may be determined by the resolution provided always that, if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same rights of dissent and other ancillary rights as if such resolution were a special resolution passed pursuant to Section 457 of the Companies Allied Matters Act.

INDEMNITY

42. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 388 of the Act in which relief is granted to him by the Court.

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