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13/03/08

EXTRA COPY

Certificate No.....

**THE FEDERAL REPUBLIC OF NIGERIA**

**COMPANIES AND ALLIED MATTERS DECREE 1990**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

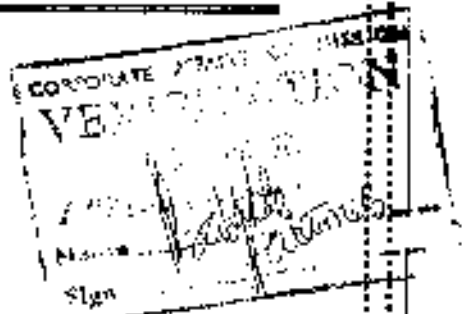
**ARTICLES OF ASSOCIATION**

**OF**

**FURNITURE ESSENTIALS AND  
INTERIORS LIMITED**

**Incorporated this                      day of**

**2008**



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

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**COMPANY LIMITED BY SHARES**

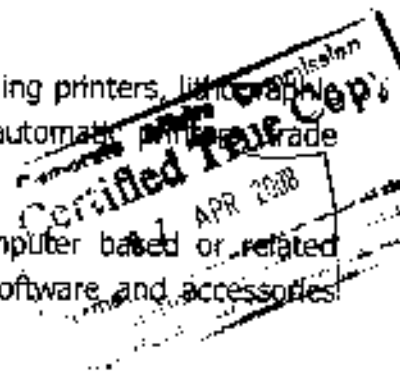
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**MEMORANDUM OF ASSOCIATION**  
**OF**  
**FURNITURE ESSENTIALS AND INTERIORS LIMITED**

- A. The name of the Company is "FURNITURE ESSENTIALS AND INTERIORS LIMITED"
- B. The registered office of the Company will be situate in Nigeria
- C. The objection for the Company is established are:-
1. To carry on the trade or business of contract furnishing and allied services in all their ramifications and description with emphasis on interior and exterior decorations, environmental decorations, house, office and industrial furnishing and designing, general portioning, fire resistant portioning, Integrated Interior projects involving suspended ceilings, aluminium framed partitions, modular and other lightings, wall and floor coverings, general flooring and marble works and deal in all articles, substances, and things commonly or conveniently used in or for manufacturing same and to carry out all such operations and transactions as are incidental thereto.
  2. To manufacture, buy, sell, repair, alter exchange, let on hire, import, export, and deal in all kinds furniture, furniture fittings, furnishing materials, ornaments, household and office utensils, chattels and their various accessories and similarly related products and to fit up, furnish, improve, decorate, alter, pull down, deconstruct and maintain flats, maisonettes, dwelling houses, shops, offices, clubs, restaurants, hotels, chalets, suites, movable structures or otherwise
  3. To invest the capital of the Company in the general trading activities of the Company; undertake business of international and local trading and investments and to act as exporters of all local products, materials, and minerals and importers of goods, merchandise and materials of any kind and as general merchants, traders and concessionaires and to undertake, and execute all kinds of commercial, trading and other operations.
  4. To carry on business as advertising and publicity agents and consultants, creative designers, display specialist, outdoor advertising specialists, interior and design consultants, visualisers, concept formulators, copywriters and media evaluators, market evaluators, goods marketing and promotion.



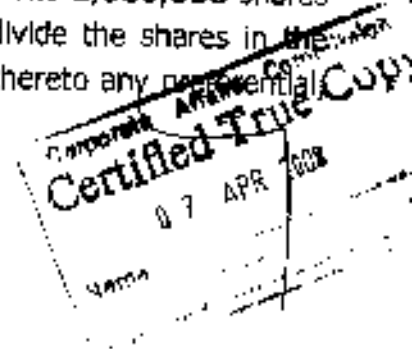
5. To carry on the business of video and photographic coverage of all kinds of social events, weddings, birthdays, chieftaincy ceremonies and burials; and producers of high quality photographic albums of same.
6. To carry on business of trading, marketing, sales and distribution of general goods, commission agents, manufacturers' representatives, general contractors; to buy, sell, manufacture and deal in all articles substances, products, commodities, appliances and things used for or in connection with the company's business or required for commonly or usually bought, sold, manufactured, or dealt in by persons carrying on any of the businesses herein mentioned, and to prepare, package and reserve for sale manufactured goods all descriptions.
7. To buy, sell, export, import, prepare for market, Package and deal in all kinds of goods (whether or not manufactured in whole or in part) and raw materials in any part of the world, and generally, to carry on the business of general merchants and industrialist and distributors or beverages and building materials of all kinds and descriptions.
8. To undertake any business of manufacturing of industrial nature either alone or in association with some other persons for the purpose of developing or exploiting any rights, privileges, concessions, inventions, patent right and licenses of the company or of any other person or persons.
9. To carry on transport business of all descriptions within and or outside Nigeria for the purpose of carrying on business effectively, and to transport passengers, carriage of mails and goods and generally to carry on the business of common carriers.
10. To acquire, purchase, lease, exchange or otherwise any land, buildings and hereditaments of any tenure or description wheresoever situated and any estate or interest therein, and any rights over or connected with land, and turn the same into account as may seem expedient, and in particular, by laying out, preparing the same for building purpose, constructing, altering, pulling down, decorating, maintaining fitting up and improving buildings, factories, warehouses, shops, wharves, offices, works, and conveniences of all kinds.
11. To carry on business as distributors of and holders of exhibitions and dealers in picture and of artists' agent, makers and sellers of picture frames, artists colours, oils, hoteliers, paints, paint brushes and other instruments articles and ingredients relating to any such business.
12. To carry on the business of art painters, colour printers, etching printers, litho printers, offset printers, photograph printers, roll form and automatic printers, and of all printers generally.
13. To carry on the business of deal in all computer and computer based or related products including but not limited to computer hardware, software and accessories whether as manufacturers, agents, or distributors.





14. To buy and sell computer accessories, new and used computers, part of such computer accessories, supplies radio, motor-cycle, motor boats and all kinds of machinery, rubber goods and electrical.
15. To act as general planners, designers of landscape, parks and amusement centers, feasibility study and general contractors, decorators and among other things, study, plan and finance, estimate evaluate ,construct, decorate, execute, carry out, equip, improve, work and develop homes, apartment, highways, tramways, leisure parks, amusement parks and gardens, fountains, water courses and any other works thereof.
16. To engage in the business of collection and distribution of mails of all categories whether locally, Interstate or internationally and also to provide telephone, paging and fax facilities to clients and to undertake, to distribute messages left with the Company on behalf of its clients, and to provide special escort drivers and staff for clients.
17. To engage in business of rental services and in connection to enter into contracts or arrangements for the conduct, rentage, management and supply of consumer products, materials, chairs, tables cutlery tents, canopies, plates, cups, glasses, drinks, refrigerated vans, coolers and all party paraphernalia to individuals, companies, corporations and clients for every occasion, including weddings, get-together, annual general meetings, meetings, funerals, chieftaincy installations, ceremonies and any other gatherings of every nature and the total coverage in terms of publicity, video coverage and distribution of tokens and presents for moderate fees/charges, for all other similar occasions as it may deem fit.
18. To carry on business as Company promoters, concessionaires, and to carry on any of the businesses usually carried on by commercial operations.
19. To carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
20. To establish or promote or concur in establishing or promoting any company or company for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
21. To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portion, for such consideration as the company may think fit, and in particular for shares, debentures or securities of any such company purchasing the same.

**Certified of the Co**  
 87 APR 2008  
 Name of the company  
 Signature of the company

22. To amalgamate with any other company whose objects are or include objects similar to those of this company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company aforesaid or by partnership, or any arrangement of the nature of partnership or in any other manner.
23. 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 power of disposing.
24. To procure the company to be registered in any country or place outside Nigeria.
25. To do such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
26. The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause, or by the name of the company. None of such sub-clause or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.
- D. The Company is a Private Company.
- E. The Liability of the Members is limited by Shares.
- F. The Share Capital of the Company is **₦1,000,000.00** divided into **1,000,000** shares of **₦1.00** each, with power to increase the capital and to divide the shares in the capital for the time being into several classes, and to attach thereto any rights, deferred, qualified or special rights privileges or conditions.



We the several persons whose names and addresses 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	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
CHIEF KOLE LANLEHIN 12, MILLENIUM AVENUE, OFF BISI AFOLABI STREET, OKE - IRA NLA, AJAH, LAGOS.	400,000 (40%)	
MRS. DOLAPO LANLEHIN 12, MILLENIUM AVENUE, OFF BISI AFOLABI STREET, OKE - IRA NLA, AJAH, LAGOS.	600,000 (60%)	

Dated this 13 day of 03 2008

Witness to the above Signatures:

Name: Wale Ogunmola

Address: 228, Durotoye Road, Ikeja, Lagos.

Occupation: Admin Assistant

Signature: 