

NAMES, ADDRESSES AND DESCRIPTION OF  
DESCRIBERS.

## SIGNATURE

MR. SAAC GBENEBICHIE,  
ROAD, 'A' CLOSE  
BLOCK 3, FLAT 3,  
BETAC TOWN,  
LAGOS.



MR. JIMIE GBENEBICHIE  
ROAD, 'A' CLOSE  
BLOCK 3, FLAT 3,  
BETAC TOWN,  
LAGOS.



MR. OIODICHIE GBENEBICHIE  
ROAD, 'A' CLOSE  
BLOCK 3, FLAT 3,  
BETAC TOWN,  
LAGOS.



MR. OMASANJIWA GBENEBICHIE  
ROAD, 'A' CLOSE  
BLOCK 3, FLAT 3,  
BETAC TOWN,  
LAGOS.



WITNESSED THIS

DAY OF

199.....

WITNESSES TO ABOVE SIGNATURES:-

1. Mr. Tunde Okeke Esq  
58 Marina Lagos  
Lagos State

(ii) To carry on business of poultry farmers, including the erection of purchase of broiler houses, and the sale of wholesale or retail of live and dead poultry and of eggs, egg powders, powdered milk and all other farm products.

(k) To carry on the business of agro-chemicals, and agro-allied industries and undertake agriculture projects of every description, including of production, processing, importing and exporting, canning, tanning of farm lands and marketing of all agricultural equipment and products for both domestic and foreign market and to engage in Agricultural Consultancy in all its ramifications as well as participation in Federal and State Government projects.

(iii) To carry on the business of processing, packaging, bottling, canning, distributing and marketing of Nigerian food crops and beverages - packaged, chilled, frozen and canned as finished products as well as packaging, bottling, canning, and marketing disposable cups of fruit drinks of all flavour from natural fruits and concentrates.

(mm) To carry on the business of ice-block production and the operation of cold stores for the preservation and distribution of frozen foods, vegetables, fish and animal products.

(nn) To carry on the business of consultancy services generally - with emphasis in the fields of market research, business management, finance, feasibility studies, taxation, secretarial and accountancy services, manpower and technological development.

(oo) To establish and run nursery/primary schools, or colleges, day-care centres, child minders centres, or other forms of pre-primary institutions, kindergarten, or otherwise be they on the primary, secondary or tertiary levels and generally to advance the cause of education whether professional or technical.

(pp) To carry on the trade of business of a manufacturing industry in all spheres of industrial, commercial, domestic, and agricultural needs and usage, projects, contracts, works, developments, investments, and investment promotions in all their ramifications and allied services.

(qq) To carry on the business of electronics, electrical contractors, mechanical engineers, and manufacturers, workers and dealers in electrical apparatus and goods and the manufacture, sale or hire of apparatus, appliances and goods to which the application of electricity or any the power or any power that can be used as a substitute thereof, is or may be useful, convenient or ornamental or any other business of a like nature.

(rr) To carry on the business of prospecting for water in all its ramifications - the trade and business of drilling and construction of boreholes, sinking of wells and shafts and water supply. Generally to make build and construct, laydown and maintain reservoirs, water works, drains, sewers, drainage works and houses.

THE FEDERAL REPUBLIC OF NIGERIA

COMPANIES AND ALLIED MATTERS DECREE, 1990

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

XOBISAC LIMITED

subject as hereinafter provided, the regulations contained in Table "A" in the first schedule to the Companies and Allied Matters Decree, 1990 (hereinafter referred to as Table "A"), shall apply to the Company.

PRIVATE COMPANY

The Company is a private Company and accordingly:-

- (a) the right to transfer shares is restricted in manner hereinafter prescribed;
- (b) the number of 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 were, while in such employment 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 shares in the Company jointly they shall for the purpose of this regulation 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 warrants to bearer.

TRANSFER AND TRANSMISSION

subject to the provisions hereinafter contained, shares in the Company shall be transferable by written instrument in the common form signed by both the transferee and the transferor 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.

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 a lien. The Directors may also suspend the register of transfer during the fourteen days immediately preceding the Ordinary General Meetings in each year. The Directors may refuse to register any instrument of transfer unless:-