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THE FEDERAL REPUBLIC OF NIGERIA

THE COMPANIES AND ALLIED MATTERS DECREE, 1990

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**



MEMORANDUM

AND

ARTICLE OF ASSOCIATION

OF

PUBLIC AND PRIVATE DEVELOPMENT CENTRE LTD/GTE

INCORPORATED THIS

DAY2002

THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS DECREE, 1990
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION




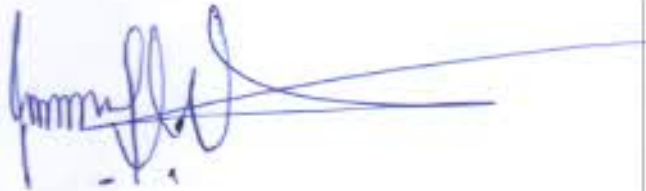


OF

PUBLIC AND PRIVATE DEVELOPMENT CENTRE LTD/GTE

1. The name of the Company PUBLIC AND PRIVATE DEVELOPMENT CENTRE LTD/GTE
2. The Registered office of the Company situated in Nigeria.
3. The objects for which the Company is established are:
 - (a) To guide the Nigerian people to understand and appreciate that the leadership of every society is a product of the Quality of the citizenry/fellowship.
 - (b) To educate, enlighten and guide communities and sections of our society into building blocks of firm active and responsible citizenry ready and able to participate in governance and or in promoting the general good as against personal gains.
 - (c) To educate, enlighten and guide citizens in different groups into becoming watchdogs and active participants in our Governments and Electoral system at all levels.
 - (d) To pursue with vigor the attainment of Good Governance, Accountability and efficient and effective Electoral System in Nigeria.
 - (e) To assist by all legitimate means the fight for the eradication of poverty and diseases in Nigeria.
 - (f) To promote the independence of the judiciary, assist our government and our people in the campaign against corruption and guide our people in **development a new and pragmatic political culture.**
 - (g) To be engaged in youth and leadership development at all levels.

- (h) To uphold and defend the constitution of the Federal Republic of Nigeria and always seek out clear interpretation of our constitution and laws by the courts.
- (i) To publish, educate and create awareness to the Nigerian Public of their rights, privileges, duties and obligations as citizens of the Federal Republic of Nigeria.

We, the several persons whose names, addresses and described are desirous of being formed into the company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.	SIGNATURES
1. CHIBUZO CHIEMELA EKWEKWUO NO. 10 OJIKE LANE ABA (SOLICITOR)	
2. MICHEAL ABAI NO. 46 ST. MICHEAL'S ROAD ABA (SOLICITOR)	
3. BARTH OKOYE ANICHE NO. 24 MILVERTON AVENUE ABA (LEGAL PRACTITIONER)	
4. MALACHY C. CHIKWE NO. 17 CONSTITUTION CRESCENT ABA (LEGAL PRACTITIONER)	
5. MRS. UCHENNA NGOZI OKEREKE 15000 CEDAR POINT SYLMAR CA 91324 U.S.A OR P.O. BOX 53205 LOS ANGELES CA 90053 U.S.A (SOCIAL WORKER)	
6. MRS. FLORENCE MBOGU HEALTH DEPARTMENT, ISIALANGW NORTH LOCAL GOVERNMENT COUNCIL SECRETARIATE OKPUALANGWA (NURSE)	

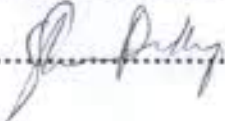
DATED THIS 8th DAY OF June 2006

WITNESS TO THE ABOVE SIGNATURE.....

NAME OGBONNA ANTONI.....

ADDRESSES BAC BUILDING ABUJA.....

OCCUPATION LEGAL PRACTITIONER.....

SIGNATURE .....

IN THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS DECREE, 19990

COMPANY LIMITED BY GUARANTEE
AND HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

PUBLIC AND PRIVATE DEVELOPMENT CENTRE LTD/GTE

INTERPRETATION

Unless the context otherwise requires, yard of expressions contained in these regulations being the same meaning as in the Companies and Allied Matters Decree 1990.

The number of members with which the Company proposed to be registered is six but the Directors may from time to time register an increase of member.

MEETINGS

The annual general meetings shall be held at such time and place, as the directors shall appoint. But all other meetings shall hold at the Company's office or at such other places as the Chairman shall indicate.

The Chairman, Of the board of directors shall preside as Chairman at every general meeting of Company, or if he is not present within thirty minutes after the time appointed for the holding of the meeting or is unwilling to act, and has not nominated any other director to act on his behalf the director present shall select one of them to preside.

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 of the meeting, the members present shall choose one of their members to be Chairman of the meeting.

The Chairman of the board directors shall have a casting vote in the case of a tie in any meeting of the board or members and shall approve the calling of all meetings in writing.

THE SEAL

The directors shall provide for the safe custody of the seal which shall only be used by the authority of the directors or of committee of the directors authorised by the directors in that behalf and every instrument of which the seal is affixed shall be signed by a director and countersigned by the secretary or by a second doctor or by some other person appointed by the directors for that purpose.

NOTICES

A NOTICE MAY BE GIVEN BY THE Company to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within Nigeria) to the address if any, within Nigeria supplied by him to the Company for the giving of Notice to him

Where 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 and to have been effected at the expiration of seven days after the letter containing the same is posted.

BOARD OF DIRECTORS

The board of Directors shall be made up of the member's herein stipulated and any other person or persons the board may from time to time appoint as aboard member.

The board shall be the highest decision making body of the Company and may from time make rules for conduct of members of the Company including board members or adopt any rules or constitutions and provision of such rules or constitution made or adopted shall apply strictly provided they are not in conflict with the articles of Association hereof.

The board of directors may by a resolution or through the making and adoption of a body of rules or constitution create other offices of the organisation.

MANAGING DIRECTOR/PROGRAM CO – ORDINATOR

The directors may from time to time appoint one of their bodies to the office of a Managing Director/program coordinator or hire an outsider to occupy this office on such terms and conditions as may be set out by the board. Any person occupying this office shall report to the board Chairman to the board as the case may be.

The directors may entrust to an confer upon a Managing Director any of the powers exercisable by the upon such terms and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all of such powers.

SPECIAL ADVISORY COUNCIL

There shall be a special Advisory Council to be appointed by the board of Directors.

The Special Advisory Council shall be made up of distinguish professionals from different works of life not exceeding nine persons at any time and it does not matter that such persons are retired or still in active practice or employment.

The members of this council shall advise the Company on general policy and program guidelines and objectives.

They shall bring their reputation and contacts to assist the attainment of the Company's program and objects.

The board shall meet with the Advisory Council at least once a year.

SECRETARY

The Secretary shall be elected from amongst the board, and shall serve as Secretary of the board and of the Company for such term as the board may specify. And any Secretary so appointed may be removed by them.

WINDING UP







If for any reason, there shall be cause for the Company to wound up, the liquidators shall exploit opportunities of setting up a trustee for the management of the asset of the Company after settling the creditors or contributors.

ACCOUNTS AUDITS.

Account shall be kept of the money received and expended by the Company and matters in respect of which such receipt and expenses took place shall be fully recorded as to always disclose the assets and liabilities of the Company and shall be audited every year.

A record of all appointments of others made by the directors, of the names of the directors present at each meeting of the directors and of any committee of the directors shall be kept through the minute's book or any other convenient form.

A record of minutes of meetings and proceedings at all meetings of the Company and of the committee of directors, including the resolutions proposed and or passed and every director present at any such meetings of directors or committee of directors or members shall sign his name in a book to be kept for that purpose.

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DATED THIS 8th DAY OF JUNE 2006

WITNESS TO THE ABOVE SIGNATURE.....

NAME OLIBONDA ADITHON

ADDRESSES UAC BUILDING ABUJA

OCCUPATION LEGAL PRACTITIONER

SIGNATURE 