MEMORANDUM OF ASSOCIATION

OF

SG SUSTAINABLE OILS
CAMEROON, LTD.

A PUBLIC LIMITED COMPANY LIMITED BY SHARES

Article 1. NAME

The name of the Company is SG SUSTAINABLE OILS CAMEROON, LTD.

Article 2. THE COMPANY SEAL AND COMPANY DOCUMENTS

All documents, letters, invoices, announcements, publications and other Company credentials emanating from the Company shall carry the name of the Company followed by the word Limited (Ltd.) or incorporated (Inc.).

Article 3. DOMICILE

The incorporated head office of the Company shall be in Douala and the administrative head office shall be at P.O. Box 4876 Douala, Immeuble Pharmacie Bell, Face SGBG Bât. Douala - Cameroon. Other offices may be transferred to any place within the same town or province and within the national territory by a decision of the sole shareholder.

Article 4. OBJECTS

The objects for which the Company is created are as follows:
1. to engage in agricultural projects, most particularly in the planting, growing, harvesting and transformation of palm fruits into crude palm oil and kernel palm oil for exportation;
2. to carry out general commerce;
3. to engage in the importation and exportation of commodities and materials which will be necessary to carry out its activities; and
4. to carry out any other object that is not prohibited by applicable law.

Article 5. LIABILITY

The liability of the sole shareholder is limited to the share capital contributed by such shareholder.
**Article 6. CAPITAL.**

1. The share capital of the Company is Ten Million ($10,000,000) Ordinary Ordinary Shares of $1 each, divided into one hundred shares of a nominal value of One Hundred Thousand ($100,000) francs CFA each.
2. The share capital shall be contributed in cash as provided by Article 393 of OHADA.
3. The Company may from time to time increase or reduce its capital.

**Article 7. LIFESPAN.**

The Company has a lifespan of 99 years from the date hereof.

**Article 8. ASSOCIATION.**

We, the several persons whose names and addresses are subscribed hereunder, are desirous of being formed into a company, and respectively agree to take the number of shares in the capital of the Company set out opposite our respective names.

<table>
<thead>
<tr>
<th>Name</th>
<th>Residence</th>
<th>Description of subscriber</th>
<th>% Number of shares</th>
<th>Cost of shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>SGSO CAMEROON</td>
<td>Walkers SPV Limited</td>
<td>Compar Limited to</td>
<td>100</td>
<td>10,000,000</td>
</tr>
<tr>
<td>HOLDINGS, LTD</td>
<td>Walkers House, 87 Mars Street</td>
<td>Shares under</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>George Town, Grand Cayman</td>
<td>Cayman Islands Law</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**SIGNATURE:**

SGSO CAMEROON HOLDINGS, LTD

By: [Signature]

acting pursuant to the power of attorney attached hereto as Exhibit A.

Dated this 25th day of January 2009

Total number of Shares Taken 100

DATED THIS 25TH DAY OF JANUARY 2009

**WITNESS TO THE ABOVE SIGNATURE:**

Whereof, 1 Barrister FRANCIS MULUMBA, a NOTARY PUBLIC attached to the South West Court Of Appeal has drawn up this Memorandum of Association pursuant to the provisions of Section 34 of Law No. 90/014 of 16th December 1990.