

TANZANIA
Stamp Duty Sts.
19/1
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Stamp Duty Officer

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

—OF—

Stamp Duty Sts.
12574305
Rec. No.
Asst. Registrar/Comptroller

- 1. The name of the Company is *RINGIA AIR SERVICES LTD*
- 2. The registered office of the Company will be situate in Tanzania.
- 3. The objects for which the Company is established are:—

- (a1) To carry on business as general carriers of passengers freight and mail by air land and sea.
- (a2) To contract for, buy, sell, charter, let out on hire and generally deal in aircraft of all descriptions.
- (a3) To give instructions in the art of flying and all or any other skills and trades necessary or useful in aviation or in any business connected with aviation.
- (a4) To carry on business as aviation, electrical and general engineers and to act as agents and concessionaires in connections with aircrafts and components thereof.
- (b) To purchase, take on lease or in exchange or otherwise acquire, lands, and properties of any tenure whatsoever in Tanzania or elsewhere in East Africa, and to purchase, take on lease, obtain concessions over, or otherwise acquire and work mines, minerals and mining rights in any part of East Africa.
- (c) To cultivate, grow, buy, prepare for market, coffee, sisal and food crops of all kinds as well as vegetables and dairy or mineral products and to dispose of, sell or deal in any such produce either in its raw or in its manufactured or processed state.
- (d) To manage, work and turn to account any estates, lands or properties of the Company and to develop the resources thereof by clearing, draining, planting, irrigating, pasturing, roadmaking, buildings, taking soil and water conservation measures and otherwise improving the same and for the purposes aforesaid from time to time to purchase such horses, cattle, stock, machinery, implements and accessories and to employ such labour and to sell all or any part of the assets, live or dead stock, timber, crops or other products of such lands as may be considered necessary.

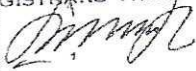

Certified true copy of the Original
Mary H. H. H.



4. The Liability of the members is limited

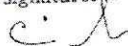

5. The nominal capital of the Company is Shs. 50,000,000/= (Fifty million only) divided into 50,000 shares of Shs. 1000/= each

We, the several persons whose names and addresses are described below, are desirous of being formed in 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, ADDRESS & DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by Subscriber	Signature
AFRICA REGISTRARS TANZANIA LIMITED Limited Liability Company P.O. Box 180 ARUSHA	For and on behalf of :- AFRICA REGISTRARS (TANZANIA) LIMITED ONE	
EMMANUEL A. RINGIA ACCOUNTANT P.O. Box 180 ARUSHA	ONE	

DATED this 12th day of OCTOBER 1992

WITNESS to the above signatures:-

Certified true copy of the Original





TARRANTS & CO
Stamp Duty Recd.
IV. 10/11/1931
Receipt No. 187/14
Stamp Duty C

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

Articles of Association

OF

RANGIA AIR SERVICES LTD.

Stamp Duty Recd.
Receipt No. 187/14
Stamp Duty C

APPLICATION OF TABLE "A"

1. Subject as hereinafter provided, the regulations contained in Table "A" in the First Schedule to the Companies Ordinance (Cap. 212) (hereinafter referred to as Table "A") shall apply to the Company.
2. Clauses 7, 11, 19, 23, 28, 45, 47, 48, 50, 59, 64, 65, 66, 68, 69, 70, 72, 80, 82, 90, 102 and 105 of Table "A" shall not apply to the Company but the Articles hereinafter contained, and the remaining clauses of Table "A" subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRELIMINARY

3. It shall be no objection to any agreement for acquisition of any property or rights to which the Company may be a party that the other parties thereto, or some or one of them may be promoters or a promoter of the Company or that in the circumstances the Directors of the Company do not constitute an independent Board and every member of the Company, present or future, shall be deemed to join the company on this basis.

PRIVATE COMPANY

4. The Company is a "Private Company" within the meaning of Section 27 of the Ordinance and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company (2) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

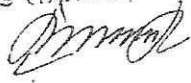

SHARES

5. In Clause 2 of Table "A" the words Ordinary "Resolution" shall be substituted for the words "Special Resolution" where those words first occur.
6. The shares shall be at the disposal of the Directors, and (save as otherwise directed by the Company in General Meeting) they may allot or

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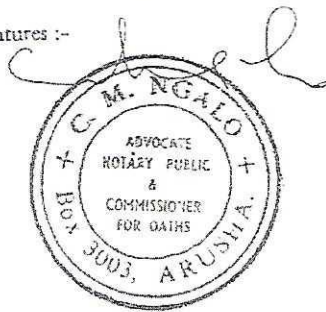
Manoj K. Choudhary



NAMES, ADDRESS & DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by Subscriber	Signature
AFRICA REGISTRARS TANZANIA LIMITED Limited Liability Company P.O. Box 180 ARUSHA	For and on behalf of : AFRICA REGISTRARS (TANZANIA) LIMITED ONE	
EMMANUEL A. RINGIA ACCOUNTANT P.O. Box 180 ARUSHA	ONE	

DATED this 12th day of OCTOBER 1994

WITNESS to the above signatures :-



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