

THE COMPANIES ORDINANCE
(CAP 212)

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION OF
OF

SUMPRA LIMITED

Incorporated this day of 2002

DRAWN BY
PRATAP KANJI PATTANI
P. O. BOX 2255
DAR ES SALAAM

COMPANIES ORDINANCE
(CAP 212)

COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

SUMPRA LIMITED

1. The name of the Company is **SUMPRA LIMITED**.
2. The Registered office of the Company will be situated in the UNITED REPUBLIC OF TANZANIA.
3. The objects for which the Company is formed are (and it is expressly declared That the several sub-clauses of this clause and all the powers thereof are being cumulative and in no case if the generality of any one sub-clause not in any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction Ejusdem generis or otherwise).
 - a) To undertake all types of the construction work comprising the following in the United Republic of Tanzania and elsewhere (i) general building construction (ii) carpentry, joinery and all aspect of timber construction and woodwork; metal works including steel structures, burglar proofing, fittings and furnishing, interior works including furniture, both loose and built-in flooring, walling and ceiling finishes and fittings, carpentering, curtains and other furnishings, equipments and appliances in all internal spaces, and the provision of all appliances in all internal spaces and the provision of all interior design requirements of all types of buildings and spaces; prefabricated buildings, structures and components; all types of landscaping including the provision of ponds, pools hillocks, fountains, planting and furniture in such landscapes.
 - b) To build, construct, install, maintain, alter, enlarge, pull down and remove or replace any buildings, wiring, wall, fences, dams water courses, stairs

or shade and clear sites for the same and to join hands with any person, firm or company in doing of the things aforesaid, and to work, manage and control the same or join with other in doing so.

- c) To acquire by purchase, lease, exchange, hire or otherwise, either for Right of Occupancy or for any other estate, interest of tenure in land, whether in possession or in reversion, and whether vested or contingent, and lands, tenements and premises of any nature, whether subject or not to any change or encumbrances, and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with all or any such lands, tenements or premises in the general business of Real Estate.
- d) To erect and construct houses, buildings or works of every description on any land of the Company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land for roads, streets, squares, gardens and pleasure grounds and other conveniences, and generally to deal with and improve the property of the Company.
- e) To let on lease such premises or parts thereof and to provide such facilities for the occupiers or tenants thereof as are commonly provided in residential flats, business offices, warehouses or hotels.
- f) To carry on the business of builders, architects and surveyors, brick and tile makers, lime burners, house and estate agents.
- g) To advance money to any person or persons or corporation either at interest or without, upon the security of any movable or immovable property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the Company, and others, upon the security of or for the purpose of enabling the person borrowing the same erect, or to purchase or to enlarge or repair any house or buildings, or to purchase any estate or interest in, or to take a demise of any term or terms of years of any property upon such terms and conditions as the Company may think fit.
- h) To buy and sell immovable property, movable, chattel, goods, stock shares and any kind of property whether movable or immovable whether of speculative nature or otherwise, and also to hire and lease any kind of property or things, movable or immovable.
- i) In matter and for the purpose of the aforesaid to act solely or jointly with any other person, company or corporation or body as circumstances may require.

- j) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the present or future property or rights of the Company.
- k) Generally to purchase, or take one lease or in exchange, hire or otherwise acquire any movable or immovable property, and any rights or privileges which Company may think necessary or convenient for the purpose of its business and in particular any land leases, options over lands or leases, stands, buildings, servitudes, machineries, plant and also any concessions, licences, trade marks, and other rights in Africa or elsewhere, and either solely or jointly with others and to pay thereof in cash or in stock or in shares of the company or partly in cash and partly in stock or shares or otherwise.
- l) To make any sale, mortgage, lease, sub-lease, or other disposition of the undertaking in whole or in part of the property of the Company in such manner and on such terms and conditions, at such rent, for such purpose and for such consideration whether cash, shares, bonds, debentures or securities of any other company having objects altogether or in part similar or analogues to those of this Company or otherwise as may be deemed advantageous or desirable and to divide, by way of bonus or otherwise, any such consideration in any shares, debentures or stock held or receivable by this Company amongst the members of this Company.
- m) To carry out the business of manufacturing, marketing and dealing in textiles, Garments, Industrial chemicals and Agro-Processing.
- n) To carry on the business of buying acquiring, selling or otherwise disposing or agricultural, chemical and livestock medicines of any kind, type of description.
- o) To carry on the business of acquiring, buying or otherwise obtaining, and to sell or otherwise dispose of any machine gadget or equipment useful for or adapted to the use of producing agricultural products, including but not limited, machines useful or adapted to the use of tilling, cultivating, improving or otherwise dealing in Land and collecting, storing, transporting or generally dealing with the products whether obtained from the farms of the company or from some other company, firm or person.
- p) To own, hold, buy, sell, market, trade or otherwise deal in equipment, utilities, machinery gadgets, utensils and anything else deemed by the Board of Directors to be proper for the carrying out of the objects of the Company.

- q) To carry on the services of consultancy to companies, firms, institutions, partnerships and individual persons on the business of poultry, dairy, agricultural farming livestock and any other business which may conveniently be carried on the connection therewith.
- r) To do consultancy work to various companies, firms, institutions, partnerships and persons on Legal matters on the business of poultry, dairy, agricultural farming, livestock and any other business which may conveniently be carried on in connection therewith.
- s) To establish, buy, acquire or otherwise obtain, maintain, look after, sell, rent, lease, loan, otherwise dispose of wholly or in part any retail or wholesale business.
- t) To carry on the business of acquiring, buying, selling or otherwise disposing of, in retail or wholesale, goods of whatever kind, type or description, consumable or non-consumable.
- u) To carry on business dealing in service stations, petrol station, gas station or any other related business.
- v) To engage in the business of transportation or persons, or goods or any kind, type or description.
- w) To carry on business or dealing in new or used motor-vehicles of any kind, type or description, and their spares, and establish, acquire, buy, or otherwise obtain, maintain, operate and look after workshops or garages for the repair of motor vehicles, and to sell, rent, lease, loan or otherwise dispose of wholly or in part motor-vehicle, workshops or garages.
- x) To carry on the business of manufacturing, repairing, remodeling or otherwise dealing in wooden, metal, plastic, glass or other types of products.
- y) To carry on the business of providing services including but not limited to, plumbing, installation or electricity, crashing stones, constructing buildings, supplying goods and checking weighing machines.
- z) To purchase or by any other means acquire any freehold, lease hold or other property for any estate or interest whatever, and any property and any buildings, factories, mills, machinery, engines, rolling stock, plant, live and dead stock, or things and any real and personal property or rights

whatsoever, which may be necessary for or may be conveniently used with or may enhance the value of any other property of the company.

- aa) To establish, buy, acquire or otherwise obtain, maintain, look after, operate, sell, rent, lease, loan or otherwise dispose of wholly or in part any industry, manufacturing plant, factory or machinery.
- bb) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for cooperation, or for limiting competition, or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- cc) To improve, manage, cultivate, develop, exchange, let or lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the company.
- dd) To invest and deal with money of the company not immediately required upon such securities and in such manner as may from time to time be determined.
- ee) To lend and advance money or give credit to such persons on such terms as may seem expedient and in particular to customers and others having dealings with the company and to give guarantees or become for any such persons.
- ff) To borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures or debentures stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any obligation or liability it may undertake.

- gg) To receive money or deposit or loan with or without allowance of interest thereon.
- hh) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable instruments.
- ii) To enter into partnership, or any other arrangement for, sharing profits, union of interest, cooperation, reciprocal concerns in or otherwise with any person or persons, firm or firms or company or corporation carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly to enhance the value of or render profitable any of the company's property and/or whereby the company would be benefited.
- jj) To enter into any arrangements with any governments, or authorities (supreme, municipal, local or otherwise) or any corporations, companies, or persons that may seem conducive to the Company's objects, or any of them, and to obtain from any government, authority, corporation, company or persons any characters, contracts, decrees, rights, privileges and concessions which the company may think desirable and to carry out, exercise and comply with any such characters, contracts, decrees, rights, privileges.
- kk) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in our securities of any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.
- ll) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub contracts and also to act in any of the business of the company through or by means of agents, brokers, sub contractors or others.
- mm) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the company or its employees or may be connected with any town or place where the company carries on business, to give pensions, gratuities, or charitable aid to any person or persons, children or other relatives of such persons to make payments towards insurance and to form and contribute to

provident and to benefit funds for the benefit of any persons employed by the company.


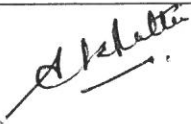



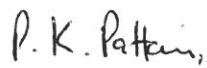

- oo) To sell otherwise dispose of the whole or any part of the undertaking of the company, either together or in portions for such as the company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- pp) To distribute among the members of the company in kind and property of the company, and in particular any shares, debentures or securities of other companies belonging to this company may have the power of disposing.
- qq) To procure the company to be registered or recognized in any foreign country or place.
- rr) To do anything whatsoever which the directors think is incidental or necessary for the carrying out of the objects and projects of the company.
- ss) To carry on any other business which may seem to the Board of Directors capable of being conveniently carried on in connection with the above or calculated directly to enhance the value of or render more profitable any of the company's property.
- tt) To do anything or carry on any kind of business whether or not related to the foregoing which the Board of Directors deems to be for the benefit of the company.

AND it is hereby declared that the word "Company:" in the clause when not used in reference to this company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Tanzania or elsewhere and the intention is that the objects specified in each paragraph be in no way limited or restricted by reference to or inference from the terms of any paragraph.

4. THE LIABILITY OF THE MEMBERS IS LIMITED.

5. The share capital of the company is T.Shs. 100,000,000/- divided into 10,000 shares of T.Shs. 10,000/- each with power to increase or to divide the shares in capital for the time being, into different classes having such rights, privileges and advantages as to sorting and otherwise, as the Articles of Association may from time to time prescribe.

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 or respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1 MR. PRATAP KANJI PATTANI P. O. BOX 2255 DAR ES SALAAM DIRECTOR	10	
2 MR. BHIKHALAL KANJI PATTANI P. O. BOX 2255 DAR ES SALAAM DIRECTOR	10	
3 MR. RAJENDRA KANJI PATTANI P. O. BOX 2255 DAR ES SALAAM DIRECTOR	10	
4 MISS SUDHA KANJI PATTANI P. O. BOX 2255 DAR ES SALAAM DIRECTOR	10	
5 DR. SUMITRA KANJI PATTANI P. O. BOX DAR ES SALAAM DOCTOR	20	
6 DR. PRAFULLA KANJI PATTANI P. O. BOX 255 DAR ES SALAAM DOCTOR	20	
6 PATMAN GARMENTS INDUSTRIES LTD P. O. BOX 2255 DAR ES SALAAM PVT LTD COMPANY	20	

Dated at Dar es Salaam this 20th day of November 2002

Witness to the above signatures: Israel Magasa

FULL NAME : ISRAEL MAGASA

ADDRESS : P.O. Box 12674
ASAM

QUALIFICATION : A AUDITOR



TANZANIA
Stamp Duty Shs. 500/-
BASED ON ORIGINAL
Receipt No. 1749023/21-11-02
Stamp Duty Office

COMPANIES ORDINANCE (CAP 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

TANZANIA
Stamp Duty Shs. 250/-
Receipt No. 1749023/21-11-02
Stamp Duty Office
Secretary of Companies

OF

SUMPRA LIMITED

1. The regulations contained in Table A in the first schedule to the Companies Ordinance Cap 212 (hereinafter referred to as Table A) shall apply except in so far as there are excluded or varied hereby and in particular, Articles 11, 19, 50, 59, 54, 66, 69, 73, 74, 78, 82 and 101 shall not apply to this company but in lieu thereof and in addition to the remaining articles of Table A, the following shall be the Regulations of the Company. If there is any inconsistency between the articles herein contained and these of Table A, the articles herein shall prevail.
2. The Company is registered as a private company and accordingly:-
 - (a) The right to transfer shares is restricted in the manner hereinafter provided.
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and persons who having 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) more persons hold one or more shares jointly in the Company they shall for the purpose of this Article be treated as a single Member.
 - (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES

3. Save as hereinafter provided, all unissued shares shall be at the disposal of the directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

4. No person shall be recognized by the Company as holding any shares upon trust, and the company shall not be bound by, or recognize any equitable, contingent, future, further or partial interest in any share or fractional part of a share, or (except as by these presents expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

CALLS ON SHARE

5. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares, and such members shall (subject to receiving at least fourteen days' notice specifying time or times so specified, the amount called in his shares. A call shall be deemed to have been at the time the resolution of the Directors authorizing the call was passed.
6. If by the terms of issues of any share or otherwise any amount is made payable at any fixed time or by installments at fixed times, whether on account of the amount of these share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by directors and of which due notice had been given, and all the provisions herein contained in respect of the calls shall relate to such amount or call accordingly.

LIEN

9. The lien conferred by Article 7 of Table A of the Company shall be first and paramount and shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be sole registered holder or shall be one of the several joint holders and the said Article 7 shall be modified accordingly.

FOREITURE OF SHARES

8. At the end of Article 23 of Table A shall be added the words, "and any expenses incurred by reason of such non-payment".
9. The notice mentioned in Article 23 of Table A as amended by the last preceding article of these presents, shall state the place at which payment required by such notice is to be made, and Article 24 of Table A shall be modified accordingly.

TRANSFER AND TRANSMISSION OF SHARES

10. Any share may be transferred at any time by a member to another member or to a parent, wife, husband, son, daughter, brother or nephew of the transferor member and any share of a deceased member may be transferred by his legal personal representative, executor, or administrator to any of the said relations of the deceased member (as hereinbefore specified) to whom the deceased member may have specifically bequeathed the same, provided that the Directors may decline to register any transfer of shares on which the Company has lien and the Directors shall have an absolute right to refuse to register the transfer of any share whether the proposed transferee be a member of the Company or one of the aforesaid relations of a member of the company, or not without assigning any reason therefore. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year. The Directors may decline to recognize any instrument of transfer unless:
- (a) A fee, not exceeding two hundred shillings, is paid to the company in respect thereof and;
 - (b) The instrument of transfer is accompanied by the Certificate of Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor make the transfer.

ALTERATION OF CAPITAL

12. Upon an increase of capital the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed hereto, as the resolution creating the same shall direct, and, if no direction be given, as the directors shall determine, and in particular such shares may be issued with a preferential or qualified right to dividend and in the distribution of the assets of the company and with a special or any right of voting.

BORROWING POWERS

13. The Directors may from time to time, raise or borrow or may themselves lend for the purpose of the company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid, by mortgage or charge upon the whole or part of the property and assets of the Company, present and future, including its uncalled capital, or by the issue at such price as they may think fit, or bonds, or debentures, either charged upon the whole or nay part of the property and assets of the company or in such way as the Directors may think expedient.

PROCEEDINGS AT GENERAL MEETING

14. The quorum required by Article 45 of Table A shall be two members present and the said Article 45 shall be modified accordingly.
15. In the last line of Article 46 of Table A the words "the same shall be dissolved" shall be substituted for the words "members present shall be quorum".
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (being or on the declaration of the result of the show of hands) demanded by at least one member, and unless a poll is so demanded, a declaration by the Chairman that the resolution has on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and any entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against the resolution.
17. Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the Company holding three-fourths of the issued resolution duly passed at general meeting of the Company.
18. A general meeting, ordinary or extraordinary, may with the consent in writing of all members for the time being, be convened on a shorter notice than seven days or without notice.

VOTES OF MEETING

19. On a poll, votes may be given either personally or by proxy.
20. The instrument appointing a proxy shall be in writing under the hands of the appointer or of his attorney duly authorized in writing, or if the appointer is a corporation either under the common seal or under the hands of an officer or attorney so authorized. No person shall act as a proxy unless either he is entitled in his own behalf to be present and vote at the meeting at which he acts as proxy, or he has been appointed to act at that meeting for a corporation.

DIRECTORS

21. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two.
22. The following persons shall be first Directors of the Company:-
 1. MR. PRATAP KANJI PATTANI
 2. MR. BHIKHALAL KANJI PATTANI
23. The Directors shall hold office as Directors for life or until they shall resign. Accordingly they shall not be taken into account in determining the rotation or retirement of Directors and Clause 89 of the Article shall not apply to them.

GOVERNING DIRECTOR

24. MR. PRATAP KANJI PATTANI shall be the Governing Director of the Company until he resigns that office or vacate the same under Article 22 and he will not whilst holding such office be taken into account in determining the rotation or retirement of any of the following powers:
 - i) He may exercise all the powers and discretions for the time being vested in the Directors, and all the other Directors shall confirm with an give effect to all directions given by himself to the Company's business.
 - ii) The Governing Director for the time being may from time to time and at any time appoint any other persons to be Directors of the Company, and may define, limit, and restrict their powers and may fix and determine their remuneration and duties, and may at any time remove any Director (other than permanent Directors named in Article 22 hereof). Every such appointment or removal must be in writing under the hand of the Governing Director.
 - iii) He may at any time convene a General Meeting of the Company.
25. So long as MR. PRATAP KANJI PATTANI is the Governing Director, he shall be the Chairman of the Board of Directors.
26. The said MR. PRATAP KANJI PATTANI may also during his life time appoint any person as Governing Director for life or any less period and every Governing

Director so appointed, and every Director appointed under any power in this clause conferred shall have all the rights, powers and privileges attached to such office, and shall also, while remaining a Governing Director, have the same rights of appointing a Director as are by this clause conferred on the said MR. PRATAP KANJI PATTANI.

27. The provision of this Article shall over ride the other provisions of the Articles of Association of the company for the time being, and the Articles of Association shall be construed and take effect accordingly.
28. If a resolution be proposed which is direct to an alternative of this Article or which would prejudicially effect the powers conferred on the Governing Director by this Article No. 28 if voting personally or by proxy, shall in respect of the share or shares held by him on a poll have a number of votes equal to the total number of votes conferred on a poll on the holders of all the shares then issued.

MANAGING DIRECTORS

29. The Directors may from time to time appoint one or more of their body to the office of Managing Director fro such period and on such terms as they think fit, and subject to the terms of any agreement entered into any particular case, may revoke such appointment. A Director so appointed shall not, whilst holding that office, be subject to retirement of Director, but his appointment shall be automatically determined if he ceases from any cause to be a Director.
30. A managing Director may entrust to and confer upon a Managing Director any of the powers excisable by them upon such terms and conditions 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 or any such powers.
31. Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions 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 withdraw, alter or vary all or any of such powers.

RETIREMENT OF DIRECTORS

32. The office of a Director shall be vacated in any of the following events, namely:
 - (a) If he becomes prohibited by law from acting as a Director.

- (b) If (not being a Managing Director holding office as such for a fixed term) he resigns by writing under his hand left at the Registered Office.
- (c) If he has a receiving order made against him or compound with his creditors generally.
- (d) If he is found lunatic or become of unsound mind.
- (e) If he be absent from meetings of the Directors for six months without leave, and the Directors resolve that his office be vacated.

Clause 72 of Table 'A' shall not apply to the company.

PROCEEDINGS OF DIRECTORS

- 33. It shall not be necessary to give notice of a meeting of the Directors to a Director who is not within the Republic of Tanzania at the time the notice calling such meeting is issued.
- 34. A resolution in writing, signed or initialed by all the Directors in the Republic of Tanzania being not less than two shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
- 35. The quorum for transacting business shall unless otherwise determined by the Directors be two, provided nevertheless when all the Directors present at any meeting except one, are disqualified from voting on any resolution by reason of provisions of Article 27 hereof, such one Director shall be a quorum for the purpose of considering and if thought fit of passing such resolution.

SECRETARY

- 36. The Company may from time to time or at any time appoint a person to act as Secretary for the time being of the Company and any person so appointed shall be deemed for all purpose to be the Secretary of the Company.

CAPITALIZATION OF PROFITS

- 37. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of any of the Company's reserve accounts or to the credit of the profit and loss

account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on conditions that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other and the directors shall give effect to such resolution: provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of the unissued shares to be issued to members of the company as fully paid bonus shares.

ACCOUNTS

38. A Balance Sheet shall be made out in every year and laid before the company in general meeting made up to a date not more than six months before such meeting. The Balance Sheet shall be accompanied by a report of the Directors as to the state of Company's affairs, and the amount which they recommend to be paid by way of dividend, and the amount, if any, which they propose to carry to reserve fund.

NOTICE

39. Where a notice is sent by post it shall be deemed to have been served at the expiration of forty-eight hours after it was posted and Article 104 of Table A shall be modified accordingly.
40. From the including the words, "and advertised". Appearing in line three of Articles 105 of Table A to the end of that Article shall not apply to the Company and that Article shall be modified by the addition hereto of the words following, that is to say:- "and displayed in the Registered Office of the Company shall be deemed to be duly served on him on the day on which it was displayed".

INDEMNITY

41. No Director or other officer of the company acting in good faith and within the scope of his duties, shall be liable for any loss, damage, or misfortune whatever which may occur, whether the same be occasioned by any mistake, error, oversight or omission on his part or not.
42. Every Director and other officer of the Company shall be entitled to have reimbursed out of the fund of the company all traveling and other expenses



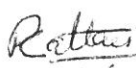


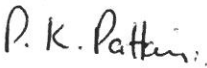

which he may from time to time incur in the discharge or attempted discharge of his duties and be indemnified by the company against all liabilities whatsoever which he may from time to time take upon himself as agent of the company or for its benefit or intended fit.

WINDING UP

43. In winding up, the liquidator may, with the sanction of an extraordinary resolution, distribute all or any of the assets in specie among the members in such proportion and manner as may be determined by resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a special resolution passed pursuant to Section 230 of Companies (Cap 212).

ARBITRATION

44. Whenever there shall be equality of votes amongst member or Directors or whenever any difference shall arise between the company and the Directors on one hand, or between any members or their representatives on the other hand, or between any members or class of members, with regard to any of these presents or the companies ordinance or with regard to any breach or alleged breach of these breach, or otherwise relating to these breach, or otherwise to these presents or to any of affairs of the company, every such difference of opinion shall be referred to the decision of two arbitrators one to be appointed by each of the parties indifference an any such reference shall be subject to all the provisions of the Arbitration Ordinance for the time being in force in Tanzania.

NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. MR. PRATAP KANJI PATTANI P. O. BOX 2255 DAR ES SALAAM DIRECTOR	10	
2. MR. BHIKHALAL KANJI PATTANI P. O. BOX 2255 DAR ES SALAAM DIRECTOR	10	
3. MR. RAJENDRA KANJI PATTANI P. O. BOX 2255 DAR ES SALAAM DIRECTOR	10	
4. MISS SUDHA KANJI PATTANI P. O. BOX 2255 DAR ES SALAAM DIRECTOR	10	
5. DR. SUMITRA KANJI PATTANI P. O. BOX DAR ES SALAAM DOCTOR	20	
6. DR. PRAFULLA KANJI PATTANI P. O. BOX 255 DAR ES SALAAM DOCTOR	20	
6. PATMAN GARMENTS INDUSTRIES LTD P. O. BOX 2255 DAR ES SALAAM PVT LTD COMPANY	20	

Dated at Dar es Salaam this 29th day of November 2002

Witness to the above signatures:

FULL NAME :

ISRAEL MAGESA

ADDRESS :

P. O. Box 12674

DSM

QUALIFICATION:

ADVOCATE

