

THE COMPANIES ORDINANCE (Cap. 212)

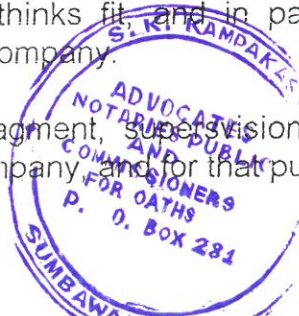
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SUMRY'S ENTERPRISES LTD

- 12007=
- 11743625 1-9-2000
- 608=
- 11743625 1-9-2000
1. The name of the Company is SUMRY'S Enterprises Ltd.
 2. The Registered office of the Company will be situated in the United Republic of Tanzania
 3. The objectives for which the Company is established are:
 - (a) To acquire and take over as a going concern the business now carried on under the name and style of Sumry's enterprises.
 - (b) To carry on the business of building contractors, road construction, bridge construction, electrical contractors, civil and earth works.
 - (c) To carry on business of whole and retail traders, hatchery, pest control and fumigation, milling, soap manufacturing, timber dealers, carpentry, animal feeds, oil extractors, fishing, agriculture, forestry, bakers, confectioners, exporters and importers.
 - (d) To take all necessary and proper steps with the authorities, national, local municipal, or otherwise, or any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification on the constitution of the Company or furthering the interests of its members, and to oppose any steps taken by any other Company or persons which may be considered likely, directly or indirectly, to prejudice the interest of the Company or its members, undertake the business of urban sanitary and cleaning agent.
 - (e) To carry on the business of mining, mineral prospecting, quarining, collecting of precious stones, deal in Industrial machinery and spare parts, musical systems, automobile spares, building materials, undertake the business of importation of electrical goods, plants, machines, electronics goods, computers, printers, spare parts.
 - (f) To sell or otherwise disport of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the company thinks fit, and in particular for shares, debentures, or securities of any company.
 - (g) To take part in formation, management, supervision or control of the business or operations of any company and for that purpose to act as



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- (h) To enter into any arrangements with any Government Authority, (International, supreme, local or otherwise), or any corporations, companies or persons being either International or National having objects that may seem conducive to the Finance Institutions Aims, or any of them and to obtain from any such Government, Authority, Corporation, Company or person, and charters, contracts, decrees, rights, privileges and concessions which the Finance Institution may think desirable and to carry out exercise and comply with any such charters, contracts, decrees, rights privileges and concessions.
- (i) To enter into partnership or into any arrangements for sharing profits, Union or interest, Co-operation, Joint Venture, reciprocal, concession or otherwise with any person, firms or companies both international and Local carrying on or engaged in or about to carry on or engage in any business or transaction which this Finance Institution is authorised to carry on, or engage in, or any business or transaction capable of being conducted so as to directly or indirectly benefit this Finance Institution.
- (j) To receive, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (k) To purchase or otherwise take in to custody of the whole or any part of the business or property to the Client either together or in portions for such consideration as the Finance Institution thinks fit and in particular for shares, debentures or securities of any company or persons surrendering the same.
- (l) To purchase or otherwise acquire letters, patents, concessions, licences, rights and privileges subject to royalty or otherwise and whether exclusive or non-exclusive or limited, or any part, interest in such letters patents, concessions, licences, rights and privileges, whether in East Africa or in any other part of the World.
- (m) To take all the necessary and proper steps with the Authorities, International, National, Local, Municipal or otherwise of any place in which the Finance Institution may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly achieving the aims of the Finance Institution or furthering the interest of its members and to oppose any steps taken by any other Finance Institution or persons which may be considered likely, directly, to prejudice the interest of the Finance Institution of its members.
- (n) Undertake the business of cargo transportation, passenger transporters, car hire, tour operator

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THE COMPANIES ORDINANCE (CAP.212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
SUMRY'S ENTERPRISES LTD

PRELIMINARY:

1. In case these regulations:
"The Ordinance" means the Companies Ordinance Chapter 212 of the Laws of Tanzania
When any provision of the Ordinance is referred to the reference is that provision as modified by any law for the time being in force.

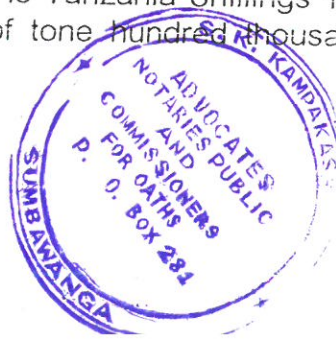
Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meaning so defined.

Any words imparting the singular shall include the plural and vice versa, and words importing the masculine gender shall include females and the word importing persons shall include bodies corporate, partnership, firms co-operative societies, etc.

The regulation of Table "A" in the first Schedule to the Companies Ordinance (hereinafter called Table "A") shall apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table "A" the former shall prevail, and in addition to substitution shall be the regulation of the Company.

PRIVATE COMPANY:

2. 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 were while in 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 they shall for the purpose of this regulation be treated as a single members.
 - (c) Any invitation to the public to subscribe for any shares of debentures of the company is prohibited.
 - (d) The Company shall not have power to issue share warrants to bearer.
3. The original share Capital of the Company is Tanzania Shillings 10,000,000/= (Ten million) is divided into 100 shares of one hundred thousand shillings (100,000/=) each.

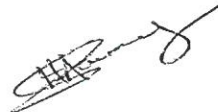
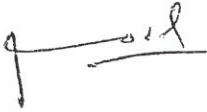


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4. The liability of the Members is Limited.

5. The authorised share capital of the Company is Tanzania Shillings 10,000,000/= (Ten million) divided into 100 (one hundred) shares of Shillings 100,000/= (one hundred thousand) each with rights, privileges and conditions respectively attached thereto as may from time to time be conferred by the regulations of the Company with powers to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate, any such rights, privileges or conditions in such manner as may of the time being be provided by the regulations of the Company.

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 our respective names.

Names, Postal Addresses and Description of Subscribers	Number of Shares Taken by each Subscriber	Signature of each subscriber
1. Hamoud Abdallah Sumry P. O. Box 170, SUMBAWANGA.	70	
2. Ghalib Ahmed Hamoud P. O. Box 170, SUMBAWANGA.	30	

Dated at Sumbawanga this 29 day of 08 2000

Witness to the above signatures:

Signature

Name

Qualification:

Advocate

Date:

29/08/2000

Drawn by:

HAMOUD ABDALLAH SUMRY (Promoter)
P. O. Box 170,
SUMBAWANGA,
RUKWA,
TANZANIA,
EAST AFRICA.





4. Subject to the provisions of section 47 of the Companies Ordinance any preference share may, with the sanction of a special resolution be issued or the terms that they are, or at the option of the Company are liable, to be redeemed, on such or the shares may be special resolution determine.
5. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise (even having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share of (except only as by these articles or by law otherwise provided) are right in respect of any shares except by the holder.
6. Every person whose name is entered as a Member in the Register of Members shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of Shs. 100/= for every certificate after the first or such less sum as the Board shall from time to time determine. Every certificate shall be under seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares be held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

LIEN

7. The company shall have first and paramount lien on every share (not being a full paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien of all shares (other than fully paid shares) standing registered in the name of single person for all moneys presently payable by him or time declared any share to be wholly or in part except from the provisions of this Articles, the Company's lien (if any) on a share extend to all dividends.

CALL ON SHARES

8. Directors may from time to time call upon members in respect of any money unpaid on their shares provided that no share shall be payable at less than one month from the date fixed for payment of the last proceeding call, and each member shall (subject to receiving at least fourteen days notice specifying the time or time and place of payment (pay to the Company, at the time or times and place so specified the amount called on his shares. A call may be received or postpone as the Directors may determine.
9. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed, and may be required to be paid by instalments.
10. The instrument of transfer of any share may be executed by or on behalf of the transferor and transferee, and the transferee, 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.

11. Subject to the approval of the Board of Directors any Member may transfer any of his shares by instrument in writing any usual or common form, or any other form which the Board may approve.
12. No share shall be transferred to a Person who is not a member so long as any member or any near relative of a member in that order of priority is willing to purchase the same at the fair value.
13. The Directors may decline to recognise any instrument of transfer unless it is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the rights of the transferor to take the transfer, and the instrument of transfer is in respect of only one class of shares.

TRANSMISSION OF SHARES

14. In case of the death of a member the person legally entitled to the estate of the deceased, shall be the only persons recognised by the Company as having any title to his interest in the shares.
15. Any person becoming entitled to a share consequence upon the death or bankruptcy of a member may, upon such evidence being produced may from time to time properly be required by the Board, and subject as hereinafter provided, elect either case have the same right to decline or suspend registration as it would have had in the case of a transfer of the shares by the member before his death or Bankruptcy as the case may be.

FORFEITURE OF SHARES

16. If a member fails to pay any or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on his requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
17. The notice shall name a further day not earlier than the expiration of fourteen days from the date of service of notice, or on before which the payment required by the notice is to be made. And shall state that, in the even of non payment at or before the appointed day, the shares in respect of which the call was made will be liable to be forfeited.

ALTERATION OF CAPITAL

18. The Company may from time to time by special resolution increase its share capital by such sum to be divided in shares of such amount as the resolution shall prescribe.
19. The Company may from time to time by special resolution
 - (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

- (b) Sub-divide its existing shares or any of them into shares of smaller amount than if fixed by the Memorandum of Association subject, nevertheless, to the provision of Section 51 (l) to (d) of the Ordinance.
 - (c) Cancel any shares which, at the date of the passing of the resolution, have been taken or agreed to be taken by any person.
20. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any shares premium account in any manner and which subject to, any incident authorised and consent required by law.

GENERAL MEETING:

21. An ordinary general meeting of the company shall be held once in every calendar year at such time (not more than fifteen months after the holding of the last preceding ordinary general meeting) and place as the Board shall appoint. Each such meeting shall be specified as an ordinary general meeting in the notices calling it and shall be held in addition to any other general meeting in that year.
22. All general meetings other than ordinary general meetings shall be called extraordinary general meetings.
23. The Board of Directors may, whenever it thinks fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on such requisition, or in default, may be convened by such requisition, or in default, may be convened by such requisitions, as provided by section 114 of the ordinance.

NOTICE GENERAL MEETING

24. Every general meeting shall be called by twenty one days notice in writing at the least; PROVIDED that a meeting of the Company shall notwithstanding that is called by shorter notice than specified in these articles, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat.

PROCEEDINGS AT GENERAL MEETINGS

25. All business shall be deemed special that is transacted at an extraordinary general meeting with the exception of declaring a dividend, the consideration of the Auditors and the appointment of, and the Board and of the Auditors and the fixing of the remuneration of the Auditors.
26. No. Business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.
27. 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 demanded or on the declaration of the result of the (show of hands) demanded by the Chairman or any member present in person or by proxy.

28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the Poll is demand, shall not have a second or casting vote.
29. Subject to the provision of the Ordinance, a resolution in writing signed by all the members for the time being entitled to receive notice of an to attend and vote at general meeting shall be as valid and effective as if the same had been passed at general meeting of Company duly convened and held, such resolution may be contained in one document or in several documents in like form each signed by one or more of the members of duly authorised presentative concerned.

VOTE OF MEMBERS

30. Subject to any rights or restriction for the time being attached to any class or classes or shares, every member present in person or by shall on a show of hands have one vote and an poll have for each of which he is the holder.
31. No member shall be entitled to vote at any general meeting unless all calls on other sums presently by him respect of shares in share in the Company have been paid.
32. The instrument appointing a proxy shall be in writing under the field of the appointer A proxy need not be a member of the Company.
33. Until otherwise determined by the Company in general meeting the Directors shall not be less than two (2) and not more than six (6).
34. The first Directors of the Company shall be:-
1. **HAMOUD ABDALLAH SUMRY**
 2. **GHALIB AHMED HAMOUD**
35. The remuneration of Directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid hotel allowance while in attendance and travelling allowance while going to and returning from meetings of the the Company.
36. All cheques, promissory note, drafts, bills of exchange and other negotiable and transferable instruments and all receipts for money paid to the Company shall be signed, as the case may be in such manner as the Directors shall from time to time determine by resolution.
37. The Director shall cause minutes to be made in books provided for the purpose
- (a) of all appointments of officers made by the Directors.
 - (b) of the name of the Directors present at each meeting of the Directors.
 - (c) of all resolutions and proceedings at all meeting of the Company, and of the Directors, and committee of Directors.
38. The Directors on behalf of the Company may pay a gratuity of pension or allowance on retirement of Director who has held any other salaried office of place of profit with the Company or to his widow or dependants and may make

contributions to any fund and pay premium for the purchase or provisions of or allowance.

DISQUALIFICATION OF DIRECTORS

- 39 The office of a Director shall be vacant if the Director:
- (a) caused to a Director by virtue of section 142 of the Ordinance; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) become prohibited from being a Director by reasons or any order made under section 213 or 269 (4) of the Ordinance; or
 - (d) become of unsound mind; or
 - (e) resigns his office by notice in writing to the Company.

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 40 The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Every Director shall have one vote. In case of an equality of votes the Chairman shall have a second.
41. The continuing Directors may act notwithstanding any vacancy in their body, but if any so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors the continuing Directors or Director to that number, or of summoning a general meeting of the Company, but for no other purpose.
42. The quorum for the transacting meetings of the Board of Directors
43. The Managing Director shall be Chairman of all meetings of the Board of Directors.
- 44 A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board, such resolution may be contained in one document or in several documents in like form, each signed by one or more of the Directors.

MANAGING DIRECTOR

- 45 The Board of Director shall appoint one of them to the office of Managing Director for such period and on such terms as they think fit and may revoke such appointment.
46. The Board of Directors may entrust to or upon the Managing Director any of the powers exercisable by it upon such terms and conditions and with such restriction as it may think fit, and either collaterally with or to the exclusions of its own powers.

SECRETARY

47. The Secretary shall be appointed by the Directors for such terms at such remuneration and upon conditions as it may think fit; and any Secretary so appointed may be removed by the Directors.
48. A provision of the Ordinance or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting on both as a capacity Director and as or a place or the Secretary.

THE SEAL

49. The Director shall provide for the safe custody of the Seal. The Seal shall be used only by the authority of the Director and every instrument to which the Seal shall be affixed shall be signed by a Director and also by the Secretary.

DIVIDENDS AND RESERVES

50. The Company general meeting may from time to time declare divided, but no such dividend shall exceed the amount recommended by the directors.
51. The Directors may from the time to time pay the member such interims dividends as appear to the Directors to be justified by the profits of the Company.
52. No dividend shall be paid otherwise than out of profits
53. The Directors may before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Directors be applicable for any purpose, to which the profit of the Company may be properly applied, and pending such application may, at like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also, without placing the same to reserve, carry forward any profit which they may think prudent not to divide.
54. The Director may deduct from dividend payable by any member all sums of money (if any) presently payable by them to the Company on account of calls or otherwise in relation to the shares of the company.
55. No dividend shall bear interest against the Company.

ACCOUNTS

56. The Directors shall cause proper books of accounts to be kept with respect to:
 - (a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the company; and

- (c) The assets and liabilities of the company. Proper books shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
57. The books of account shall be kept at the Registered office or at such other place as the Directors think fit and shall always be upon its inspection by the other members.
58. The directors shall, from time to time, in accordance with section 123 to 129 (both inclusive) of the Ordinance, cause to be prepared and to be laid before the Company in general meeting, such profit and loss accounts balance sheets, group account (if any) and reports as are referred to in those sections.
59. Auditors shall be appointed and their duties regulated in accordance with sections 123.133 and 134 of the Ordinance.
60. A notice may be given the Company to any member either personally or by sending it by post address to him at this registered address.

WINDING UP

61. If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Ordinance, divided amongst the members in special or kind, the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he (the liquidator) deems fair upon any property to be divided as aforesaid and may determine how much division shall be carried out as between the members of different classes of members.

INDEMNITY

62. Every Director, Managing Director, Agent, Auditor, Secretary and other officers, for the time being, of the Company will be indemnified against any liability incurred by him to defending any proceeding whether civil original, in which judgement is given in his favour or in which he is acquitted or in connection with any application (under section 345 of the Ordinance in which relief is granted to him) by the court.

ALTERATIONS OR ADDITIONS:

63. Subject to the provision of the ordinance and to those contained in the Memorandum of Association of the Company may, by Special Resolution, make alterations or additions and such alteration or additions so made shall be as valid and effectual as if originally contained in these articles and be subject in like manner to alteration by special resolution.

Names, Postal Addresses and Description of Subscribers

Number of Shares Taken by each Subscriber

Signature of each subscriber

1. Hamoud Abdallah Sumry
P. O. Box 170,
SUMBAWANGA.

70

2. Ghalib Ahmed Hamoud
P. O. Box 170,
SUMBAWANGA.

30

Dated at Sumbawanga this 29 day of 08 2000

Witness to the above signatures:

Signature

Name

S. K. Kambakasa
ADVOCATE

Qualification:

Date: 29 / 08 / 2000

Drawn by: HAMOUD ABDALLAH SUMRY (Promoter)
P. O. Box 170,
SUMBAWANGA,
RUKWA,
TANZANIA,
EAST AFRICA.

