

**THE COMPANIES ORDINANCE
(CAP. 212)
COMPANY LIMITED BY SHARES**

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

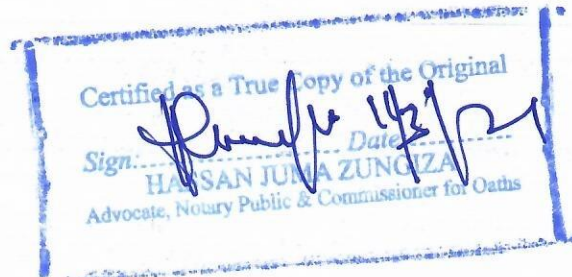
OF

AFRICA ENERGY LIMITED

Incorporated this day of 2003

Drawn by:

HARUN MULLA
(Director),
P.O Box 20831
Dar Es Salaam.



TANZANIA

Stamp Duty Shs. 500/-

PAID ON ORIGINAL

Receipt No. 199224 of 16/10/99

[Signature]
Stamp Duty Officer

THE COMPANIES ORDINANCE (CAP. 212)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
AFRICA ENERGY LIMITED

TANZANIA

Stamp Duty Shs. 250/- Paid

Receipt No. 2074 of 16/10/99

[Signature]
Asst. Registrar of Companies

- 1. The Name of the Company is AFRICA ENERGY LIMITED
- 2. The Registered Office of the Company will be situate in Tanzania.
- 3. The objects for which the Company is established are: -

Certified as a True Copy of the original
 Sign: *[Signature]*
 HASAN JUMA ZUNUZA
 Advocate, Notary Public & Commissioner of the High Court of Tanzania

(a) To carry on the business of or deal, import, distribute petroleum products and own petrol service stations, selling diesel, crude oil, grease, kerosene, lubricant and fuel oil of all kind and other kind of mineral and petroleum products, repairing motor vehicles of all type, clean, store, warehouse automobiles, motor cycles, scooters, trailers, launches, vehicles of all kind whether used or unused, moved by mechanical power or not and all machinery, solutions.

(b) To carry on the business of selling, hiring motor vehicles, motor cycles, spare parts and all related appliances, to keep stocks of vehicles, spare parts and do all business which the company may deem fit for the attainment of its objects generally to be importers of all kind of motor vehicles, tires and tubes, batter, battery solution and other spares, accessories and goods as may be all things capable being used therewith.

(c) To establish workshop for enabling the Company and undertake the pre-delivery inspection of vehicles, reconditioning, repairing and servicing motor cars, trucks, tractors however propelled and deal in new second hand motor vehicles of all kind and carry on the business by wholesale or retail agricultural machinery, plants, equipments for all type of earthmoving plants and equipments, cranes, construction equipments and lifting equipments.

(d) To acquire by purchase or otherwise ranches, farms and carry on the trades of diary farmers, poultry farmers, grazers, breeders and rears of cattle, sheep, goats and other livestock pastures, fishmongers, tanners, preserved and potted meat manufacturers, soup makers, canners of meat and other produce, dealers in hides, tallow, geese, offal and other animal products, to buy, sell, import, export, prepare, deal and trade in all kind of poultry, game and other live and dead stock, milk, cream, butter, cheese, eggs and any other article or things usually which may be conveniently dealt with the course of carrying of any of the businesses above mentioned.

- (e) To promote tourism in Tanzania and elsewhere in Africa and carry on the business of travel and tourist agent, tours operator, to facilitate travelers, organize hunting, tented camps, safari promoters, undertakers, generally in particular to arrange and manage hunting safaris expeditions, photo safaris, adventure tours, game tours, sight seeing, package tours and other kind of passenger transportation for the purpose of meeting the demand of the general public and large comprehensive rate, to undertake visits and wildlife sanctuaries, natural habitats, places of scenic beauty, places of historical values of Tanzania neighboring countries fishing and diving expeditions, fish trips handling of game trophies, animal skins, catching marine products of all kind.
- (f) To carry on the business of manufacturer of and dealers in cosmetics, laundry soap, toilet soap, and beauty preparations and all kind of oils, oleaginous and saponaceous substances and kind of unguents ingredients to carry on the business as manufacturers of candles, perfumes and collectors of flowers and perfume producing plants, landscapes and gardening, periodical cards and gift items of all kind.
- (g) To carry on the business of proprietors, promoters, financiers, concessionaires, commission agent, collection agent, market research consultants, business and advisors of and for commercial, industrial, agricultural, forestry, fishery, mining, transport, housing, financial undertakings and enterprises and in particular but without prejudice to the generally of the fore-going to act as managing agents, directors, secretaries, personal undertakings or enterprise as aforesaid.
- (h) To search for, export, crush, win, get, quarry, smelt, calcite, refine, mine dress, reduce, amalgamate, manipulate and prepare for market, are metal and mineral substances of all kinds whether by open or underground working and gold, silver tin, diamond, mica, rubies, graphite, tanzanite's including oil
- (i) To carry on all or any of the business of traders manufacturers and natural gas, gems and precious stones and generally to carry on any metallurgical operations which may seem conducive to any of the companies objects, to purchase or by any means acquire free hold, leasehold or other property for any estate or interest whatsoever and any rights, privileges or easements over or in respect of any property or any buildings, factories, millworks, roads, tram-ways, machinery engines, rolling stock plants, vessels or things and real personal property or rights whatsoever which may be conveniently used with or may enhance the value of the property of the Company.
- (j) To carry on business as general merchants, general storekeepers, universal providers, importers, exporters, wholesale and / or retail traders of or otherwise to establish supermarkets, groceries, duty free shop's stocked with both imported and locally manufactured goods, textiles, piece goods, imitation jewelers, hosiery, sundries, shoes, household requirements generally in all manufactured goods of all type to acquire establish carry on the business as manufactures dealers and workers in ready-made garments and knitwear's of al description for commercial and home use

- (k) To carry on the business as importers, exporters, buyers, sellers and dealers in hardware, building materials, sanitary-ware, wall-papers, roofing tiles, flooring tiles, supplying industrial equipments, agricultural implements and spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, door frames and roof tresses.
- (l) To carry on the business of importers, exporters, buyers, sellers, dealers, wholesale or retail of electrical and electronic goods of all kind such as computer accessories and appliances for any purpose whatsoever, to sell, supply, service, maintain and deal in computers, providing, computer consultancy and computer services, television sets, video monitors, graphic boards, tape back-ups, tape streamers, plotters, dot matrix and laser printers, hard discs, diskettes drives, expanded memory boards, floppy disks and general data acquisition test and communication boards, cyber café.
- (m) To carry on business as exporters, importers, manufacturers, distributors, wholesalers, retailers, agents, packers, stockiest and dealers of all kinds pharmaceuticals, veterinary medicines, diagnostic chemical preparations, drugs, patent medicines, acids, salts, alkalis, antibiotics, articles, compounds (whether of animals, vegetables or mineral origin, insecticides, pesticides, agrochemical and products, disinfectants and detergents, agricultural and horticultural chemicals, laboratory and hospital equipment's and glassware of all description.
- (n) To acquire and possess the tools of trade relevant and necessary for purposes of carrying on the business of processing and producing good quality of cotton lint for export, cotton buying, ginning and oil milling, purchasing, transporting cotton from various locations within Tanzania for ginning purposes, processing cotton seeds and allied products for purposes of selling in the local market, to purchase and acquire relevant packing materials for purposes of packing cotton lint ready for export.
- (o) To establish and carry on the business as designer of buildings, civil and structural engineering works, building contractors, architects, land and quantity surveyors, land surveyors, civil planners and landscaping, to provide medium and low end housing, painters, decorators, fumigators experts, plumbers, metal and alloy workers, refiners and engineers, electricians.
- (p) To establish companies and associations for the prosecution of execution of undertakings, works, projects and/or enterprises of any description whether of a private or public character in Tanzania and/or elsewhere.
- (q) To apply for purchase or otherwise acquire, any patents brevets d'invention, licenses, concessions and the like, conferring and exclusive or non-exclusive or limited right to use, or any secret or other information as to an invention which may seem capable of being used for an of the purposes of the company or the acquisition of which may seem calculated directly or indirectly or respect of, or otherwise turn to account, the property, rights or information so acquired.

- (r) To acquire, take-over, promote, establish and carry on all or any of the business of seed crushers, manufacturers, processors of soybeans, linseeds, cotton seeds, groundnuts, sunflowers and any other seeds and cakes, oil extractors by crushing, chemicals or any other process from the aforementioned plants or other natural and oil substances, prepare mill and render marketable any such oil, to sell, dispose of and deal in any such oil within its prepared manufacture or raw state.
- (s) To carry on carry on the trade or business of manufacturer, assemblers, dealers, repairers, warehouses, importers, exporters, sellers, buyers, distributors and retailers of all type of refrigerators, deep freezers, air conditioners, condensers and spare parts of all kind, agents for and dealers in merchandise of all description whether mechanically or self propelled.
- (t) To carry on the business as suppliers of electronic and telecommunication apparatus of every description, including but not limited to radio, television intercom network, and telecommunication requisites and put up and use cellular phones, telephones, and telegraphs whether wireless or other dynamos accumulators and apparatus now known or that may hereafter be invented in relation therewith including cables, wires or appliances for connecting telecom systems including the formation of exchange centers.
- (u) To enter into partnership or into any arrangement for sharing profits, union or interests, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaging in any business or transaction which this company is authorized to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
- (v) To guarantee the repayment of money by and the contractors of, or otherwise assist, any person, firm or company, and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
- (w) To take, or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company, or any business capable of being conducted so as directly or indirectly to benefit this company.
- (x) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such government or authority, any rights, privileges and concessions which the company may think it desirable to obtain, and to carry out, any such arrangements, rights, privileges and concessions.
- (y) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the company or the dependants or connections of such persons, to rant pensions and allowances, and to make payments, towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

- (z) To promote another company for the purpose of acquiring all or any of the property and liabilities of this company, or for any other purpose, which may seem directly or indirectly calculated to benefit this company
- (aa) To invest and deal with moneys of the company not immediately required, upon such securities and in such manner as the company may from time to time determine.
- (bb) To lend money to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company or contracts by any persons, firms or companies.
- (cc) To acquire by purchase or otherwise, property, rights and plant necessary and incidental to the carrying on of the above-mentioned business and to erect and build such storage plants.
- (dd) To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (ee) To amalgamate with any other company having objects altogether or in part similar to those of the company.
- (ff) To remunerate any person or company for services rendered or to be rendered, in placing or assisting to place or guaranteeing and placing of any of the shares in the company's capital or any debenture stock or other securities of the company, or in or about the formation promotion of the company or the conduct of its business.
- (gg) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants debentures and other negotiable or transferable instruments.
- (hh) To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, debentures or securities of any other company, having objects altogether or in part similar to those of this company.
- (ii) To obtain any provisions orders, ordinance of act, parliament for enabling the company to carry on any of its objects into effect or for effecting any modification of the company's constitution, or for any proceedings or applications which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the company's interest.
- (jj) To sell, improve, manage, develop, exchange, lease, change, mortgage, and dispose of turn to account or otherwise deal with all or any part of the property and rights of the company.
- (kk) To distribute any of the property of the company among the members specie.

- (II) To do all or any of the above things in any part of the world and as principals, managing agents, contractors, trustees, or otherwise, and by or through trustees, managing agents, or otherwise, and either alone or in conjunction with others.

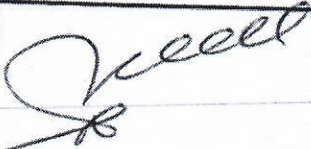
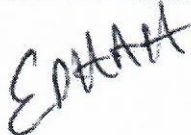
The objects set forth any clause of this clause shall not except when the context expressly so required, be in any wise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary auxiliary merely to the objects mentioned in the first sub-clause of his clause, but the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of this clause in any part of the world and notwithstanding that the business, undertaking, dealt with or performed do not all within the objects of the first sub-clause of this clause.

AND it is herein declared that the word **COMPANY** and this clause shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the company.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Shillings 10,000,000/- divided into 1,000 shares of shillings 10,000/- each, with power for the company to increase or reduce the capital and to issue any part of its capital, original or increased, with or without any of preference, priority or special privilege, or subjects to any postponement of right unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power herein before contained.

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, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE OF EACH SUBSCRIBER
HIGHLAND ESTATES LIMITED P.O BOX 71731 DAR ES SALAAM	90	
EDHA ABDALLAH MUNIF P.O BOX 20831 DAR ES SALAAM	10	

Dated of 1 October 2003 at Dar Es Salaam this 20th day

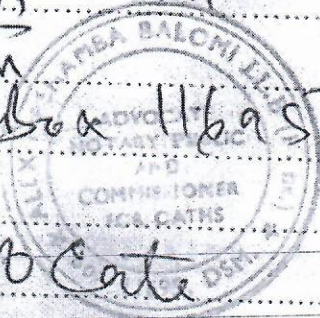
Witness to the above signatures:-


Name: Alexander Baboni

Signature: 

Postal Address: P.O. Box 11695 Dar Es Salaam

Qualification: Advocate



Certified as a True Copy of the Original
 Sign:  Date: 11/3/21
 HASSAN JUM ZUNGIZA
 Advocate, Notary Public & Commissioner for Oaths

TANZANIA

Stamp Duty Shs. 5000/-

PAID ON ORIGINAL

Receipt No. 18/10/03

Stamp Duty Office

TANZANIA

Stamp Duty Shs. 2500/- Paid

Receipt No. 18/10/03

Asst. Registrar of Companies

THE COMPANIES ORDINANCE (CAP. 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
AFRICA ENERGY LIMITED
PRELIMINARY

1. The Regulations of table "A" in the first schedule to the companies Ordinance (herein after 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, addition to the substitution for or the modification of the provisions of Table "A" the following shall be the regulations of the company.

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 or the company, shall have the meaning so defined.

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

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:
- (a) The right to transfer share is restricted in the manner here in after prescribed.
 - (b) The number of members of the company (exclusive of persons who are in the employment of the company and of the person who having been formally in the employment of the company were in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty, provided that where two or more person holding one or more shares in the company jointly they shall for the purpose of this regulations be treated as a single member

- (c) Any invitation of the public to subscribe for any shares or debenture of the company is prohibited.
- (d) The company shall not have power to issue share warrants to bearer.

3 The Directors may in their absolute and uncontrolled discretion decline to register any transfer of any shares whether or not it is fully paid share and subject to the provisions of these Articles, the shares shall be under the control of directors who may allot or dispose of the same to any person or persons and at such price either at par or at premium or (subject to the such manner as they think fit with full power to give any shares at such price either at par or at premium and for such time and for such time and for such consideration as the directors think fit. No transfer of a share shall be registered without the approval of the Governing Director whether or not the directors have approved such transfer.

4 Subject to Clauses 2 and 3 hereof the right of members to transfer their shares shall be restricted as follows: -

- (a) No share shall be transferred to a person who is not a member or any person deemed by Directors to be one that is undesirable in buying the shares. All share transfers that shall be confirmed by board of directors
- (b) Every shareholder or trustees in bankruptcy, or any person who may desire to sell or transfer any shares and every person representative of a deceased shareholder shall give notice in writing to the Directors that the desire to make such sale or transfer. Such notice shall constitute an offer for sale of shares to the board of directors or any member or members of the company at a price to be agreed upon between the party giving such notice and the Board, or in case of difference to be determined by the Auditors of the company.
- (c) Upon price of such shares being agreed on or determined as per Clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares stating the number and the price of such shares and inviting the persons to whom notice is sent to state within 21 days from the date of such notice whether they are willing to purchase any, if so, the number of such shares. All such shares shall be allocated their desire to purchase the same and as far as may be prorata according to the number of shares already held by them respectively, if there be only one such shareholder, the whole of such shares. Upon such appointment being made or such one shareholder.

GENERAL MEETING.

NOTICE OF GENERAL MEETING AND PROCEEDINGS AT

GENERAL MEETING

5. Articles 39 to 53 of table "A" shall apply subject to the following variations.
 - (a) A general meeting, ordinary or extraordinary may with the consent in writing of all members is convened on a shorter notice than seven days or without notice.
 - (b) Two members present either personal or by proxy shall form a quorum.
 - (c) Any ordinary resolution of the company determined without any general meeting and evidence by writing under the hands of majority of the directors and of the members of the company holding three-fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

PROCEEDING AT GENERAL MEETING

6. Any ordinary resolution of the Company determined without any general meeting of the Company and evidenced by the assenting signatures under the hands of all directors and all members of the Company shall be as valid and effectual as an ordinary resolution duly passed at a general meeting of the Company. The ordinary resolution shall be submitted to each director and member for this approval or dissent.

DIRECTORS

7. Unless otherwise determined at a General Meeting the number of directors shall not be less than two and not more than six.

The following persons shall be the first directors of the Company.

1. *HARUN MULLA*
2. *EDHA ABDALLAH MUNIF*

8. Every director shall have power to nominate any persons to act or attend as an alternate director in his place during his absence from Tanzania and on such appointment being made the alternate director shall be subject in all respect to the terms and conditions existing with reference to the other directors and such alternate director while acting in the place of such absent director for whom he is an alternate.
9. The Company in general meeting may fix the share qualifications for directors and unless and until so fixed no qualification shall be required.
10. The Directors may from time to time borrow raise moneys for the purpose of the Company, which may exceed the issued share capital of the Company.

BORROWING POWERS

11. 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 any part of the property and assets of the Company both present and future including its uncalled capital or by the issue at such price as they may think fit of bonds or debentures, either charged upon the whole or any part of the property or assets of the Company or not so charged or in such other way as the directors may think expedient.

ALTERNATE DIRECTOR

12. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate director shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the Company, discharge all the duties and functions of the Director being unable to act during the absence or inability to act and he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place

SEAL

13. The seal of the Company shall not be affixed to any instrument except by authority of a resolution of the board of directors and of the Secretary or such other person as the Directors may appoint for the purpose, and that the Director and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

SECRETARY

14. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit: and any Secretary so appointed may be removed by the Board.

ALTERATIONS OR ADDITIONS.

- 15 Subject to the provisions of the Ordinance and to those contained in the Memorandum of Association, the Company may by special resolution make alterations or additions to the Articles of Association and any such alterations or additions made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alterations by Special Resolution.

WINDING UP.

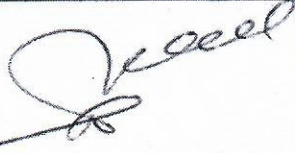
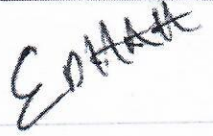
16. With the sanction of the special resolution of the shareholders, any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in specie or may be vested in Trustees for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

INDEMNITY.

17. Every director, managing director, Agent, Auditor, Secretary and other officer for the time being of the company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favor or in which he is acquitted or is in connection with any application (under section 345 of the Ordinance) in which relief granted to him by the Court.

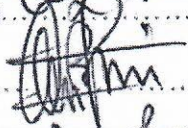
ARBITRATION.

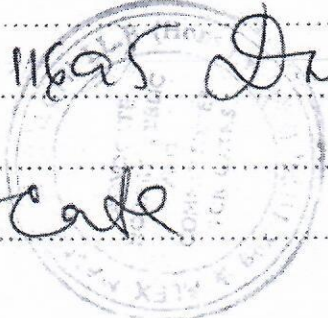
18. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or things made or done or omitted to be done or with regard to the rights or liabilities arising there under or arising out of the relation existing between the parties by reason of these Articles of the Ordinance, such difference shall unless a sole arbitrator be agreed upon forthwith be referred to the arbitrator of three (3), one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE OF EACH SUBSCRIBER
HIGHLAND ESTATES LIMITED P.O BOX 71731 DAR ES SALAAM	90	
EDHA ABDALLAH MUNIF P.O BOX 20831 DAR ES SALAAM	10	

Dated at Dar Es Salaam this 20th day of 2003

Witness to the above signatures:-

Name: Alex N. Saloni
 Signature: 
 Postal Address: P.O Box 11695 Dar Es Salaam
 Qualification: Advocate



Certified as a True Copy of the Original
 Sign: Hassan Juma Jungla Date: 11/3/12
 HASSAN JUMA JUNGLA
 Advocate, Notary Public & Commissioner for Oaths