

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

Memorandum

AND

Article of Association

OF

ALLIED MINING SERVICES LIMITED

INCORPORATED THIS ..12TH..... DAY OF...APRIL... 2006

Drawn by:-

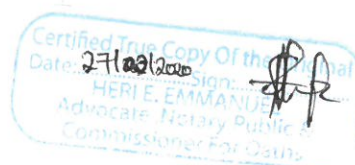
Amar S. Pattni

"Promotor of the Company"

P.O. Box 2260

MWANZA

TANZANIA



Stamp Duty 6000/= PAID 25/09/2020 10/4/06
Receipt No. 25956203

Stamp Duty Officer

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ALLIED MINING SERVICES LIMITED
NAME

TANZANIA
Stamp Duty Sh. 2500/= PAID
Receipt No. 25956203 of 10/4/06
And Registrar of Companies

1. The name of the Company is **ALLIED MINING SERVICES LIMITED**

REGISTERED OFFICE

2. The registered Office will be situated in the United Republic of Tanzania.

OBJECTIVES

3. The Objects for which the company is established are: (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor in any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or the application of any rule of construction ejusdem generis or otherwise).
 - a) To carry on the business of God dust and rough Diamonds, quarry master and stone merchants and to buy, sell get work sharp hew carve polish crush and prepare for market or use stone of all kind and also to carry or business as road and pavement makers and manufactures of and dealers in lime, cement, mortar sand asphalt bitumen gravel stones and concrete materials of all kinds for construction of road descriptions and all other kind of construction of which stone required.

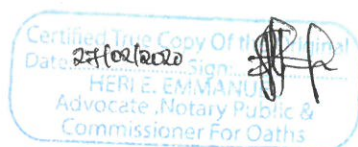
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- b) To purchase, take on lease or otherwise acquire any mines, mining rights and mealiferous land in Tanzania or elsewhere and any interest therein and to explore work exercise develop and turn to account the same; to crush, win, get smelt calcine refine dress amalgamate manipulate and prepare for market ore metal and mineral substances of all kinds and to carry on any other metallurgical operations which may seem conducive to company's objects.
- c) To buy, sell, manufacture and deal in mineral plant machinery implement, conveniences, provisions and things capable of being used in connection with metallurgical operations, or required by workmen and others employed by the company; to construct carry out maintain improve manage work control and superintend and roads, ways, tramways railways bridges, reservoirs, watercourses aqueducts wharves furnaces, sawmills crushing works, hydraulic works, electrical works, factories warehouses shops and other works and conveniences which may seem directly conducive to any other objects of the company and contribute to subsidise or otherwise aid or take part in any such operations.
- d) To sell or otherwise dispose 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 purchasing the same.
- e) To carry on the business by wholesale and/or and of the business of traders, manufactures, and of proprietors, promoters, financiers, concessionaires, commercial agents and advisers of and for commercial industrial, agricultural, forestry, fishery, mining, transport, housing, entertainments, hotel, restaurant and financial undertakings and enterprises and in particular but without




prejudice to the generality of the foregoing to act as consultants, general agents, managing agents and technical advisers to and for a such undertaking any enterprises as aforesaid, either along or jointly either and other person, firm, or companies.

- f) 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 debenture stock, certificates or other securities, perpetual or otherwise charged upon all or any other company's rights and property (present & future) including any uncalled capital or without any such security and to purchase, redeem, or pay off any such security or loan.
- g) To buy, sell and deal in food products of all kinds in Tanzania and else where in the world.
- h) To acquire by purchase lease, exchange, or otherwise properties, land, houses and building in Tanzania. Whether subject or not to any changes or encumbrances, and to hold or to sell, let alienate, mortgage charge or otherwise deal with all or any such lands, tenants, or premises.
- i) To construct, erect, and maintain, either by the company or other parties buildings, houses, flats, shop, roads, sewers and all other work, erections and things of any description whatsoever, either upon the lands acquired by the company or upon other lands, and generally to alter and improve the lands and other property of the company.
- j) To carry on business of clearing and forwarding, general merchants, general store keepers, universal providers, importers, whole sale & retails traders of all types.



- k) To do all or any of the above things in any part of the world as Principals, agent, Contractors, Trustees, or otherwise alone or in conjunction with others.
- l) To set up other organizations which shall be of beneficial to the members and employees of the company for the purpose of enhancing the objects of the company
- m) To set up farms and to keep livestock of all kind and to grow both cash and food crops in all parts of Tanzania.
- n) To engage in research in science and technology and any other field for the purposes of attaining the objectives of the company.
- o) To create educational opportunities to the members and employees of the company.
- p) To acquire by purchase or otherwise estancias, ranches, farms and to carry on the trades and business of dairy farmers, poultry farmers, grazers, breeders and re areas of livestock, pastures soap makers and other articles, goods or things usually or which may be conveniently dealt with in the course of carrying on any of traders and business mentioned above.
- q) To carry on and deal in all types of fishing business including fishery cultivation, fish farming processing and canning, fish meal manufacturing, utilization of fish refuse, manure manufacturing, ice making refrigerated storekeeping and the like.
- r) To cultivate any estate, land and properties to be acquired by the Company and develop the resources of the same by draining, clearing, planting, pasturing, or farming, and for the purposes aforesaid to purchase from time to time, to sell all or any part of live

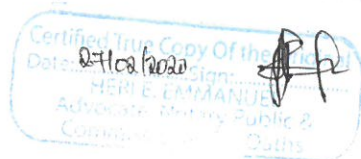
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stock, timber (rubber, sugar, coffee, tea, and cinchona crops) and other the produce of such land, as may be necessary for carrying on the business of (rubber, sugar, coffee, tea, or cinchona), planting, or farming or pasturing on the said land.

- s) To acquire undertake the whole or any part of the business property and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on, or possess of property suitable for the purpose of this company.
- t) To invest and deal with money of the company not immediately required upon each security and in such manner as from time to time be determined.
- u) To purchase, lease or otherwise acquire, and to hold, sell improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or any other assets.
- v) To supply to any person, firm company, government or local or other authority personnel of every grade including those possessed of professional, technical, or other specialist qualification.
- w) To carry on all business of importers, exporters, insurance agents, shipping agents, manufacturers, and representatives, trades merchants, auctioneers, wholesale and retail dealers in connection with anything or article used or capable of being used in connection with any of the business set for the herein.
- x) To take otherwise acquire and hold shares in any company corporation, co-operative society or the like having, the objects altogether or in part similar to those of this company conducted so as to directly or indirectly benefit this company.

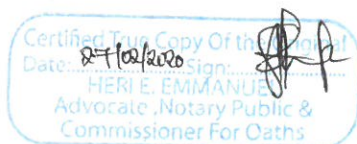
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- y) To carry on any other business which may seem to the company capable directly or indirectly to enhance the value of or render profitable in any of the company's assets property or rights.
- z) To receive money or deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by issue of debentures, or debenture stock (perpetual or otherwise) and to ensure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the company (both present and 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 other person or company as the case may be.
- aa) To take all necessary and proper steps with the authorities, national, local, municipal, or otherwise, of 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 affecting any modification in to constitution of the company for furthering the interests of its members, and to oppose any steps taken by any other company or person which may be considered to prejudice the interest of the company or its members.
- bb) To act as agents or brokers and trustees for any person or company and to undertake and perform sub-contracts, and to do all or any of the above business in any part of the world, and either as principle, agents, trustee, commission agents, contractors or otherwise, and either alone or jointly with others and winter by or through agents, sub-contractors, trustees or otherwise.

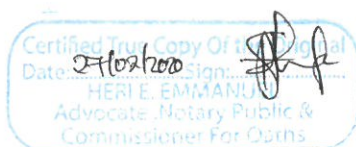


- cc) To enter into any arrangements with any Government or Authorities (supreme, municipal, local or otherwise) or any corporations, companies or person having objects that may seem conducive to the company's objectives, such Government, Authority, Corporation, Company or person, any charters, contracts, decrees, rights, privileges, and concessions which the company may think desirable and carry out exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- dd) To carry on business of dealers in Hardware and Electrical equipment's, motor vehicle repairs, painters and industrial, machinery maintenance.
- ee) To do all such others things as are incidental or conducive to the attainment of the above objects.

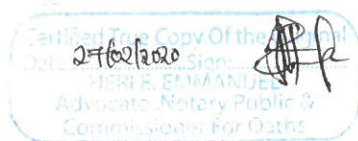
The objects set forth in any sub-clause of this clause shall not except when the context expressly so required, be in any way limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the company. None of such Sub-clause or objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first Sub-Clause of this Clause, but the company shall have full powers to exercise all or any of the powers hereby conferred by any part of the world and notwithstanding that the business, Undertaking, property, acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first Sub-Clause of this Clause. AND it is hereby declared that in the interpretation of these Clauses, the powers conferred on the Company by any paragraph of the name object of the company or by the juxtaposition of two or more objects and that in the event of any ambiguity every paragraph hereto including this Clause shall be construed in such a way as to widen and not to restrict the powers of the Company.



- ff) To carry on and or otherwise engage in business of running Television Station, Radio Station, Broadcasting, Magazine and Newspaper publication, advertising agents, news agents, artworks, type settings, publicity and publications, management consultants, promoters of social and economic development studies, training skills, program's, advisors, organizers, co-ordinator's, instructors, conductors of seminars, workshops, symposiums, meetings, conferences, courses, researches, professional consultants in industrial, commercial, management services and all activities related thereto both at national and International levels.
- gg) To take over the business of purchase shares in, enter into partnership or joint venture with, make loans to, and otherwise participate in the undertakings of other entities for the purpose of furthering the company's objectives. To carry out constancy service and training programs in Computer Information, Computer Network, Computer Maintenance, Audio and Video Maintenance, Computerized System, Program Installations, Transportation, Management, Hotel, Finance, Accounting, Marketing, Industrial Legal, Civil Engineering, data processing auditing and taxation.
- hh) To engage in research on system analyze and designs and give advice on all problems relating to finance accounting, Marketing, Materials, Industrial, Production, Transportation, Telephone services, Internet Browsing, E-mail services Fax services, and general Management and offer Secretarial services.
- ii) To carry on business of printing, book publishers, bookshops, duplicators, copies, stationery, secretarial services of all kinds, books binders, designers and printers of post cards, any other article or things of character similar or analogous to the foregoing or connected therewith.



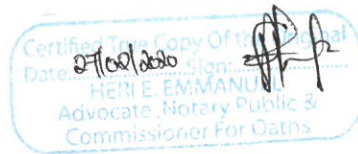
- jj) To advice on and prepare plans, drawings, binders, documents and specifications for projects of all kinds including engineering works and to advise generally regarding planning, construction, maintenance, improvement, development, supervision, management and control of such works.
- kk) To act as agents or managers in carrying on any business concern or undertaking and with respect to any assets, property or rights of any kind.
- ll) To carry on the business of Pharmacists, Pharmaceuticals agents, chemists and dispensing chemists, buyers and sellers of all types of pharmaceutical products and equipment's, to run operate dispensaries and hospitals and to generally provide medical services of every kind.
- mm) To establish companies and associations for the persecution or execution of undertakings, works, projects, and/or enterprises of any description whether of a private or public character in Tanzania and/or elsewhere.
- nn) To procure capital for any person in Tanzania or elsewhere buy underwrite, invest in, subscribe for, acquire and held shares, stock, debentures, debenture stock, bonds, obligations and/or securities issued or guaranteed by any person, co-operative society or association, or by any Government state, dominion, sovereign, ruler, public body or authority supreme, federal, regional state, local municipal or district and to sell, deal in or turn to account the same and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.




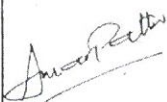

oo) To act as Managers of, Managing Agents, or Consultants to any company or association in Tanzania or elsewhere or of any undertaking, works project and/or enterprise of any such company or association in Tanzania or elsewhere.

4. **The liability of Members is limited.**

5. The initial share capital of the Company is 500,000,000/= (Five hundred million shillings) dividend into 5,000 ordinary shares of 100,000/- shillings each. The company shall have power from time to time to increase or reduce its capital into several classes and to attach there to respectively preferential or deferred, qualified or special rights, privileges and conditions.

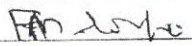


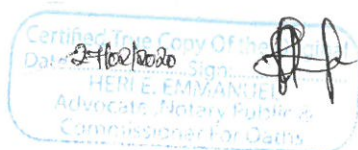
We, the several persons whose names, addresses and descriptions as subscribed, are desirous of being formed into a company in pursuance of this Memorandum of association and we will respectively take the number of shares in the capital of the Company set opposite our respective names.

	NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARE TAKEN BY EACH	SIGNATURES
1	Joshna S. Pattni P. O. Box 2260 Mwanza - Tanzania	334	
2	Amar S. Pattni P. O. Box 2260 Mwanza - Tanzania	333	
3	Ashish S. Pattni P. O. Box 2260 Mwanza - Tanzania	333	

DATED this 3rd Day of Aug. 2006

WITNESS to the above signatures:-

SIGNATURE: 
 POSTAL ADDRESS: BOX 7484
DJM
 QUALIFICATION: ADVOCATE



5000/-
25956203 10/14/06
Company Secretary

TANZANIA
2500/-
25956203 10/14/06
Company Secretary

THE COMPANY ACT, 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ALLIED MINING SERVICES LIMITED

INTERPRETATIONS

1. In these Regulations:

“the Act” means the Companies Act;

“the Articles” means the articles of the company;

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect;

“the holder” in relation to shares means the member whose name is entered in the register of members as the holder of the shares;


“the seal” means the a common seal of the company;

“secretary “ means the secretary of the company or any person appointed to perform the duties of the secretary of the company;

Expressions referred to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise required, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date which these Regulations become binding on the company.

The regulation contained in Part I of Table A to the Companies Act, 2002 shall apply save for Regulation 22 and 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

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to substitution for or modification of the provisions of Table "A" the following be the regulations of the Company.

PRIVATE COMPANY

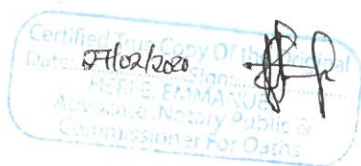
2. The Company is Private Company and accordingly:-
- a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - b) The number of members of the Company (exclusive of person who are in the employment of the company and of persons who have been formerly in employment of the Company) 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 the regulation be treated as a single member.
 - c) Any invitation to the public to subscribe for any share or debenture of the company is prohibited.
 - d) The Company shall not have the powers to issue warrants to bearer.

SHARE CAPITAL & VARIATION OF RIGHTS

3. Subject to the provision of the Act, and without prejudice to any right attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by ordinary resolution determine.
4. Subject to the provision of Section 61 of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.



5. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of the issue of the shares of that class) may, whether or not the company is being wound - up, be varied with the consent in writing of the holders of three - fourth of the issued share of that class, or with the sanction of a special resolution passed at a separated general meeting of the holders of the class. To every such separate general meeting the provisions of these regulations relating to general meeting the provisions of these regulations relating to General meetings shall apply, but so that the necessary quorum shall be 2 persons at least holding or representing by proxy 1/3rd of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
6. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
7. The company may exercise the power of paying commission conferred by section 56 of the Act. Subject to the provisions of the Act, such commission may be stratified by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in other.
8. Accept as required by law, no person shall be recognized by the company as holding any share up on any trust, and the company shall not be bound by or to be compelled in any way to recognized (even when having notice thereof) any equitable, contingent, future or partial interest in any interest in fractional part of a share or (accept as otherwise provided by the articles or by law) any other rights or interests in respect of any share except in absolute right to the entirety thereof in the registered holder.



ALTERATION OF CAPITAL

9. Articles 29 to 39 of Table "A" shall apply with following clarifications:

The company may by ordinary resolution:-

- a. Increase its share capital by the new shares of such amount, as the resolution prescribes;
- b. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- c. Subject to the provisions of section 65(1) (d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association.
- d. Cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

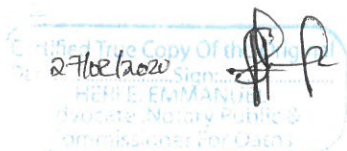
If a call remains unpaid after it has become due and payable, shares can be forfeited and reissued or canceled by the directors as per the articles provided in Table A.

TRANSFER OF SHARES

10. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom to their opinion he/she is undesirable for any reason whatsoever to admit to membership.

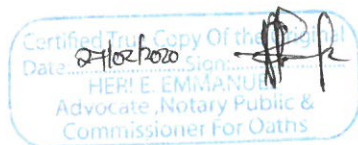
11. Subject to Article 2 and 3 hereof rights of members to transfer their shares shall be restricted as follows:-

- a) No Share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one who it is desirable in the interests of the Company to admit to membership.



- b) Every shareholder of Trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sales or such a transfer, such notice such constitute the board of Directors as his agents for sale of such shares to any member or members of the company at a price to be agreed upon between the party giving such a notice and the board and in the case of difference the same shall be determined by the Auditor of the Company.
- c) Upon the price of such shares being agreed on or determined as 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 price of such shares inviting the person to whom the notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares.

At the expiration of such 21 days' notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be proper according to the number of shares already held by them respectively, or if there be only one such shareholder the whole of such shares be sold to him, provided that no shareholder shall be obliged to take than the maximum number of such shares stated in his answer to the said notice.



GENERAL MEETING
NOTICE OF GENERAL MEETINGS AND PROCEEDINGS
AT THE GENERAL MEETING

12. Articles 40 to 55 Table "A" shall apply subject to the following variations:-
- a) A General meeting, Ordinary or Extra ordinary meeting may with the consent of majority of members be convened on an shorter notice than seven days or without notice.
 - b) Two members, present either personally or by proxy shall form a quorum.
 - c) Any ordinary resolution of the Company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and or the members of the Company shall be valid and effectual as an or inanity resolution duly passed at a general meeting of the company.

DIRECTORS

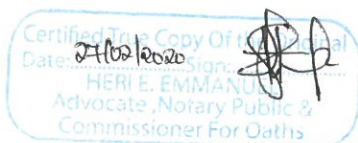
13. (a) until otherwise determined by the Company in general meeting the Directors shall not be less than 2 and not more than s50 in number.
14. The following persons shall be the first Directors of the company:

MR. JOSHNA S. PATTNI

MR. AMAR S. PATTNI

MR. ASHISH S. PATTNI

15. The shareholding qualifications for the Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.
16. The quorum of Directors for transaction business shall, unless otherwise fixed by the Directors, be 2 (Two)



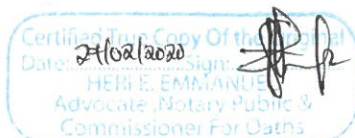
17. Resolution in writing by all the Directors then in Tanzania shall be as valid and effectual resolution as if it had been passed at a meeting of Directors duly called and constituted.
18. The Directors may from time to time borrow or raised any money for the purpose of the company, which may exceed the issued share capital of the company

BORROWING POWERS

19. The Directors may raise or borrow for the purpose of the company's business such sum or sums of money as they may think fit and they may secure the repayment of or raise any such or sums as aforesaid by mortgaged or charge upon the whole or any part of the property and assets of the company , present and future , including its uncalled or un-issued capital or by the issue , at such price as the may think fit , or bonds or debentures , either charged upon the whole or any part of the property and assets of the company , or not charged , or in such other way as the Directors may think expedient.

ALTERANCE DIRECTORS

20. 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 shall be subject in all other respect to be terms and conditions existing with reference to the directors of the Company and such alternate Directors when acting shall exercise and discharge all duties and functions of the Director whom he represents and in the case of an alternate Director being unable to act during the absence of inability to act as a Director who he represents he



any subject to the like approval of the other Directors appoint a dully qualified person to act in his place.

SECRETARY

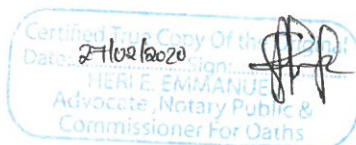
21. The Secretary shall be appointed by the Board for such terms as such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by the Board.
22. The Board may authorize the auditors or associates or any capable person to work as secretary to carry any specific secretarial work on payment of fees.

WINDING UP

23. With the sanction of a 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 is special or may be vested in Trustees for the benefit of such members and the liquidation of the company be closed and the company dissolved by so that no member shall be compelled to accept any shares whereupon there is only liability


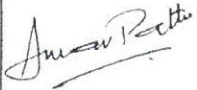
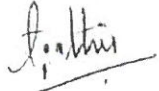
INDEMNITY

24. Every Director, Managing Director, Agent, Auditor, Secretary and officers 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 id given in this favpr or in which he is acquitted or in connection with any application in wh|ch relief is granted to him by the court.



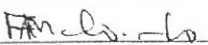
ALTERATION OR ADDITION

25. Subject to the revision of the Ordinance and those contained in the Memorandum of Association the Company may by special resolution make an alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by special resolution.

	NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH	SIGNATURES
1	Joshna S. Pattni P. O. Box 2260 Mwanza - Tanzania	334	
2	Amar S. Pattni P. O. Box 2260 Mwanza - Tanzania	333	
3	Ashish S. Pattni P. O. Box 2260 Mwanza - Tanzania	333	

DATED this 3rd Day of April 2006

WITNESS to the above signatures:-

SIGNATURE: 
 POSTAL ADDRESS: Box 72484
Dum
 QUALIFICATION: ADVOCATE

