

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TRISTAR INVESTMENTS CO. LIMITED

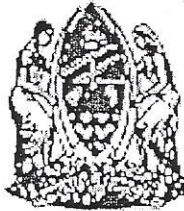
AMENDED AS PER BOARD RESOLUTION NO.ORD/08/2008

Incorporated this Day of2006

Drawn by:

Mr. Kiran Ranjitsingh Babla
(Promoter)
P.O.Box 22642
DAR ES SALAAM

THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No.

I hereby certify that

TRISTARS INVESTMENTS CO. LIMITED

Is this day incorporated under the Companies Act 2002, and that the Company is Limited

Given under my hand at Dar es Salaam this.....day
of.....Two thousand and six.

Seal

Registrar of Companies

THE COMPANIES ACT 2004
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
TRISTARS INVESTMENTS CO. LIMITED

1. The name of the Company "TRISTARS INVESTMENTS CO.LIMITED.
2. The registered office of the company will be situated in Tanzania.
3. The Objects for which the Company is established are:-
 - a. To carry on the business of Importation, packing and selling of Chemicals, Plastic raw materials, Grease, oil, Lubricants. Representing as agents for various chemicals, plastic raw materials, grease, oil, lubricants etc.
 - b. To carry on all or any of the businesses of general merchants and traders, manufacturer's agents and representatives, financial agents and advisers, consultants, managers and administrators, hire purchase and general financiers, importers and exporters, manufacturers, retailers, wholesalers, distributors, and shippers of, and dealers in all kinds of products, goods, raw materials, chemicals, electrical, hardware, building materials, and requisites, timber, cement, wares, merchandise, commodities and produce of every description..
 - c. To carry on the business of general traders, and to transact and do all matters and things incidental thereto, or which may at any time hereafter, at any place where the company shall carry on business, be usual in connection with the business of trading with goods and services of all kinds and description;
 - d. To carry on the business of gold mine and other mine owners, minerals contractors and /or exchange, take on lease or otherwise acquire any mines, mining equipment, and properties, mining products, mining licences or rights, concessions, claims, prospecting, retention, special mining, mining and gemstone mining licences or rights protected areas, ores, emeralds and other precious and semi precious stones, mineral products and substances from earth which the company may consider advantageous for its objects.
 - d. To erect, establish, set up, acquire and/or operate mills, sawmills, ginneries, oil extractive plants, processing plants, grading and packing units and/or any other units for the purposes of processing agricultural, vegetable, forest, animal, mineral or flora and fauna produce.
 - e. To promote and establish business as planters, growers, cultivators, horticulturalists, agriculturalists and buyers, sellers, importers and exporters of raw, semi-processed, part processed, processed, refined products of agricultural, vegetable, animal mineral or flora and fauna origin, to prepare, preserve, process, cure, blend, refine, manufacture, lumber, log, saw, plane and render marketable any produce either in its prepared, manufactured, raw or other state, either by wholesale or retail in such a manner as to promote development in the economy of the country and its infrastructure.

- f. To promote, subsidise, assist individuals, syndicates, partnerships or companies by provision of seeds, fertilisers, and /or other inputs either by way of loan, grants, subsidies or otherwise to facilitate the cultivation of agricultural, vegetable, forest, animal, mineral or flora and fauna origin. And/or to enter into agreements for the procurement of such produce.
- g. To carry on the business of garage proprietors, mechanical engineers, manufactures and repairers of all kinds of Road Vehicles, Railway wagons, Rolling Stock, Sea, Lake or River Vessels, Aircraft and equipment, Agricultural and mining equipment and other machinery, tool makers, brass founders, metals workers, boiler makers, mill wrights, machinists, iron and steel converters, smiths, wood workers, builders, painters metallurgists, electrical engineers, carriers and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in all kinds of Road Vehicles, Railway wagons, Rolling Stock, Sea, Lake or River Vessels, Aircraft, and equipment, machinery, implements, rolling stock and hardware of all kinds and to carry on any other business, whether manufacturing or otherwise which may seem to the company capable or being conveniently carried on in connection with above, or otherwise calculated, directly or indirectly, to enhance the value of the company's property and rights for the time being;
- h. To undertake and execute any contracts for works involving the use of Road Vehicles, Railway wagons Rolling Stock, Sea, Lake or River Vessels, Aircraft and equipment or other machinery or implements or the supply of the same, and to carry out ancillary or other works in connection therewith;
- i. To carry on the business of general traders, and to transact and do all matters and things incidental thereto, or which may at any time hereafter, at any place where the company shall carry on business, be usual in connection with the business of trading with goods and services of all kinds and description;
- j. To initiate fund, finance, develop, manage, commission, rehabilitate, and operate: long term integrated investments in the Country leading to the generation of foreign exchange by exporting the products of such investments; turn into account any land or rights over land, belonging to or in which the Company is interested in, and any other form whatsoever; communication systems of all and any type whatsoever including satellite, ground and mobile installations, couriers wire, visual, audio for transmission of voice, facsimile, telex, digital data, wireless, fibre optic of all and any amplitude or wave form and hand delivery, tourism, agriculture; horticulture; mining, manufacturing; processing; sea framing; fishing, oil drilling and refining and natural gas extraction ventures; shipping lines and navigation; civil works and construction of building, sewages, canals and any structure whatsoever, construction of power stations and distribution of any form of energy and electric power by wire; and recuperation; Research and Development in all areas of investment or interest by the Company; training and retraining of suitable persons in various forms of knowledge & skills, and create linkages at various levels of learning to promote and enhance learning, technical intellectual capabilities within and outside the country; and all logistics necessary to fulfil the objects herein described;
- k. To purchase or otherwise acquire and undertake all or any part of the business, property and assets and the debts liabilities of any person, firm or company carrying on any business which this Company is authorised to carry on, or possessed of any property suitable for the purpose of the Company;
- l. To establish companies or association for the prosecution or execution of undertakings, works, projects or enterprises of any description, whether or a private or public character in Tanzania or elsewhere and to acquire and dispose of shares and interests in such companies or associations or in any other company or in the undertaking thereof;

- m. To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds and to issue on commission or otherwise subscribe for and take any shares, stocks debenture or other capital of any such companies, syndicates and partnerships;
- n. To carry of business as tour operators, tourist agents, safari contractors, organisers and operators, and to equip, organise, arrange hunting, photographic, game, fishing and other safari and expeditions of all kinds whatsoever;
- o. To supply courier services to companies, individuals bodies corporate or un-incorporate, and to carry on the business of travel and tourist agents and to facilitate travelling and to provide for tourists and travellers generally and to promote the provision for facilities and conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars and berths, reserved places, hotel and lodging accommodation, guides, safe deposits, inquiry bureau, baggage transport and otherwise;
- p. To initiate fund, finance, develop, manage, commission, rehabilitate, commission, operate, process, market any and all raw materials, product part processed, processed by any mechanical or chemical or interaction of elements in combination including mining, quarrying, crushing, treating processing and all minerals earths to form aggregates, powders or mixtures containing residual or added elements in combination and to trade barter and carry on any all business associated with cement and allied products including production of cement and any other chemical so as to form structures, components, vessels, tanks pipes and all any other allied, products;
- q. To issue and deposit any securities which the Company has power to issue by way of mortgage or secure any such sum less than the nominal amount of such securities, and also by way of security for the performance of any contract or obligations of the Company or of its customers or of any other company or person having dealings with the company, or in whose business or undertakings the company is interested;
- r. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patent, patent rights, brevets d'invention, trade marks, designs, licences, concession, and the like, conferring any exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company; or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patent, inventions or rights;
- s. To borrow or raise or secure the payment of money by bank overdrafts, mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the company shall deem fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the company by a trust deed or other assurance;
- t. To buy, sell, otherwise dispose of and to deal in any real or personal property and any stocks, funds, shares, and securities of every description, on commission or otherwise, or to act as agent for any of the above or the like purposes;
- u. To establish and maintain branches and agencies for the purpose of the Company in any part of Tanzania or elsewhere and from time to time to discontinue and regulate the same;

- v. To purchase or otherwise acquire the undertaking and/or any of the goodwill, business, property, and liabilities of any other company, or of any partnership or person carrying on any business which the Company is authorised to carry on, or which may seem to the Board of Directors of the Company to be calculated, directly and indirectly, to benefit the Company, and to pay for the same in cash, or by bills or shares in the Company, or otherwise;
- w. To enter into partnership, or into any arrangement for sharing profits, union of interests, or co-operation with any person, partnership or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business transaction capable of being conducted so as to directly or indirectly to benefit the Company, and to take, otherwise acquire and hold stock or shares in such company; To grant pensions, allowances, gratuities and bonuses, to officers, ex-officers, employees or ex-employees of the Company or the dependants of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid and their dependants and to institute and maintain any club or other establishment for the benefit of the Company's employees;
- x. To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character;
- y. To purchase take on lease or otherwise acquire for the purposes of the Company any estates lands buildings easements or other interest in real estate and to sell let on lease or otherwise dispose of or grant rights over any real property belonging to the Company;
- z. To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any buildings works plant and machinery and other things found to be necessary or convenient for the purposes of the Company;
- aa. To sell, improve, manage, develop, turn to account, exchange, let on rent, share profits or otherwise grant licences, easements and other rights in respect of and in any other manner deal with or dispose of the undertaking of the Company or any part thereof, or all or any of the property for the time being of the Company, and for any consideration whether in cash or in shares (fully or partly paid) debentures, debenture stock or other interest in or securities of any company or otherwise
- bb. To amalgamate with any other company whose objects are or include objects similar to those of the company whether by sale or purchase (for fully or partly paid shares or otherwise) of the undertaking subject to the liabilities of the Company or any such other company as aforesaid with or without winding up or by purchase (for fully or partly paid shares or otherwise) of all or a controlling interest in shares or stock of any such other company or in any other manner;
- cc. To register the Company, if the Directors should so think fit, in any other Country in Africa or elsewhere, and to take such other steps as may be necessary to give the Company so far as may be the same rights and privileges abroad as are possessed by local companies or partnerships of a like character, and to promote and obtain any Act of Parliament or similar authority of any foreign government for the purposes of the Company's objects;
- dd. To pay the costs, charges and expenses preliminary and incidental to the promotion, formation establishment and registration of the Company both in Tanzania or elsewhere, and to remunerate any persons, company or association, for services rendered, or to be rendered


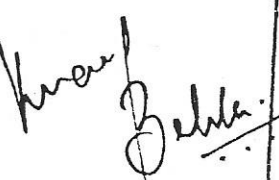
for guaranteeing, obtaining, or placing any shares of either the original or any increased capital or securities of the Company, or otherwise;

- ee. To distribute among the Members in specie any property of the Company;
- ff. To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with other, and either by or through agents, sub-contractors, trustees or otherwise;
- gg. Fishery products and sea shells < All Varieties >
- hh. Forestry Products i.e. Processed and unprocessed with special emphasis on export of Cinchona Bark.

And it is hereby declared that:-

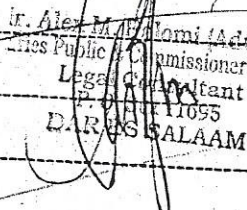
- i In the interpretation of this clause, the powers conferred on the company by any paragraph, shall not be restricted by reference to any other paragraph, or to the name of the company, or by the juxtaposition of two or more objects and that in the event of any ambiguity, this clause and every paragraph hereof shall be construed in such a way as to widen, and not to restrict the powers of the company; and
 - ii The word "Company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporate or unincorporate, and whether incorporated, registered, resident or domiciled in the United Republic of Tanzania or elsewhere.
4. The liability of the Members is limited.
5. The share capital of the Company is Shillings Five million (Shs.5,000,000/=) divided into 5,000 ordinary shares of Shs.1,000/= each with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privilege or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.

We, the several persons whose names addresses and descriptions 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, ADDRESS AND DESCRIPTION OF SUBSCRIBERS TO THE MEMORANDUM OF ASSOCIATION	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF THE SUBSCRIBERS
1. Mr. Ranjitsinh Hansraj Babla P. O. Box 22642 Dar es Salaam Business person	500	
2. Mr. Kiran Ranjitsinh Babla P. O. Box 22642 Dar es Salaam Business man	500	

Dated this 18 Day of August 2006.

Witness to the above signatures:-

Signature 
 Mr. M. M. Momi (Advocate)
 Legal Counselant
 P. O. Box 11095
 DAR-ES-SALAAM
 Postal Address _____
 Qualification _____

Certified as a True Copy of the Original

Sign:  Date: 01/06/2000
 JOHN R. NYANGE
 Advocate, Notary Public & Commissioner for Oaths

Drawn and filed by: -
 Mr. Kiran Ranjitsinh Babla (Promoter)
 P. O. Box 22642
 DAR-ES-SALAAM