

THE COMPANIES ORDINANCE (CAP. 212)

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COMPANY LIMITED BY SHARES

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Memorandum
AND
Articles of Association

OF

RAS KUTANI BEACH RESORT LIMITED

Incorporated this day of 1992

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Drawn by:-
S. O. MUHALI, CPA(T), FTAA
Subscriber
P. O. Box 1192
DAR ES SALAAM
TANZANIA

TANZANIA

Certificate of Incorporation

No. _____

I HEREBY CERTIFY THAT

**RAS KUTANI BEACH RESORT
LIMITED**

is this day incorporated under the
Companies Ordinance (Cap. 212), and that
the Company is Limited.

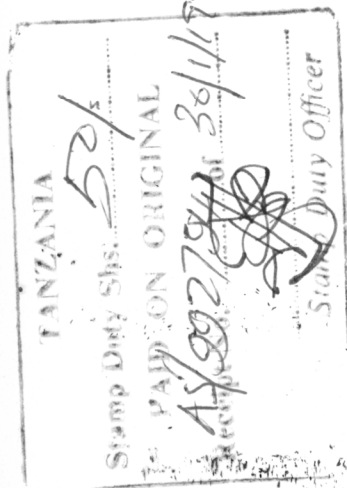
Given under my hand at Dar es Salaam

this _____ day _____

One thousand nine hundred and ninety two



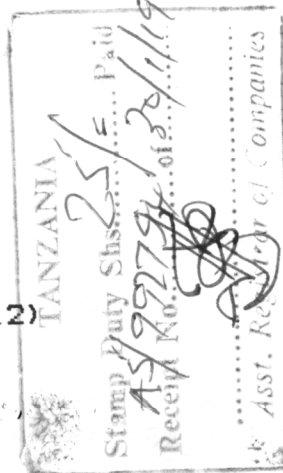
Registrar of Companies



- 1 -

THE COMPANIES ORDINANCE (CAP. 212)

MEMORANDUM OF ASSOCIATION



OF

RAS KUTANI BEACH RESORT LIMITED

- I. The name of the company is RAS KUTANI BEACH RESORT LIMITED.
- II. The Registered Office of the company will be situated in Tanganyika.
- III. The objects for which the company is established are:-
 - (a) To build, erect, furnish and establish hotels, beach resorts and other buildings of whatsoever nature together with all necessary or suitable amenities in connection therewith and to cultivate, grow, acquire, build, operate, keep or create any attraction situate on the land of the Company or elsewhere for the amusement or pleasure of tourists or others and such as the Company shall think necessary or desirable.

(b) To carry on the business or businesses of hotel, flat, restaurant, refreshment room, tea room, cafe, inn, beerhouse, tavern, lodging and boarding house and hydropathic establishment proprietors and keepers; and as licenced victuallers, wine, beer and spirit merchants, distillers and brewers, importers and manufacturers of aerated and mineral waters and other drinks, purveyors, caterers for public amusement, carriers, omnibus, coach, cab, motor car and lorry proprietors, provision dealers, cigar merchants and tobacconists, confectioners, sellers of curios, momentos, general store-keepers, manufacturers' agents, proprietors of billiard saloons, bowling greens, swimming pools, tennis courts, clubs, baths, theatres, cinemas, and rooms and places of re-creation, sport, entertainment, instruction or amusement, any business connected with tourism, tourists agents, and undertakers of agencies generally.

(c) To manage, to establish and to promote in Africa the business of hotel management and keeping of hotels, motels, pensions, resort places, clubs, food supply in general and to aircraft and ships in particular, catering operations and management of beaches, shops of antiquity, perfumeries, hairdressing, playgrounds, sports grounds, race tracks and similar business.

(d) To act as consultants, advisers and promoters in Africa in the industry of consultants and hotel management, restaurant keepers, motels, catering business, sports and entertainment.

(e) To offer for hire and to take on hire boats and boating equipment, water skis, surfing boards, fishing tackle and apparatus both for fishing above and below the surface of the seas, to provide guides, instructors, and generally to provide all necessary facilities for water sports and activities of all kinds.

- (f) To carry on business as motor garage proprietors, maintaining, servicing and repairing boats of all descriptions and marine engines, motor car and cab proprietors, mechanical, electrical and general engineers, oil and petrol accessories merchants and dealers, builders, painters, decorators, upholsterers, carriers of passengers and goods, and buyers, builders, owners and sellers of boats.
- (g) To promote, organize, and provide entertainments, exhibitions, dances, concerts, amusements, recreations and competitions of all kinds, whether on the premises of the Company or elsewhere.
- (h) To provide travel facilities by air land and sea in vehicles, boats or aircraft of the Company or belonging to others and either driven or self-drive and to organize, equip, provide and operate safaris and tours of all descriptions in all forms of transport.
- (i) To act as importers and exporters of food stuffs, beverages of any kind, tobacco, cigarettes, cigars and any other equipment of sports or entertainment.
- (j) To establish, promote and operate water sports of any kind including sport on the beaches.
- (k) To establish, promote and operate business of warehouses and storehouses, stores and silos.
- (l) To carry on business as carriers by land, sea or air and as railway and tramway owners, warehouse-men ship owners transport contractors, builders and owners of aircraft and vessels or all kinds, wagons and rolling stock and as shipping agents and forwarders of goods.
- (m) To carry on the business of promotion, management and organization of tours in East Africa, or elsewhere for groups individuals.

- (n) To carry on the business of promotion, management and organization of travel to or from East Africa for groups or individuals.
- (o) To make arrangements for the accommodation of such groups or individuals before during or after such arrangements.
- (p) To let, hire or charter to any person or organization such aircraft, ships, boats, railway, road or other vehicles and/or accommodation therein.
- (q) To charter aircraft, ships, boats, road or other vehicles and/or accommodation therein for the above purpose.
- (r) To carry on business of tourist agents and tour operators in Tanzania and elsewhere in Africa and Europe.
- (s) To own vehicles or hire vehicles for the purposes of hiring the vehicles to the tourist with or without drivers and provide all types of transport facilities.
- (t) To carry on business of manufacturers of dealers in safari goods.
- (u) To arrange and operate tours and safaris, and to act as big game and fishing outfitters and operators.
- (v) To own, buy or lease hunting or sight-seeing lodges, camps etc, to cater for tourist.
- (w) To employ professional hunters, guides and photographers as required for the operation of the tourist business.
- (x) To open and maintain travel Bureau of booking offices and offer tours and/or safaris to the tourist.
- (y) To carry on the business of carriers by sea, river, canal, road, railway and otherwise.

the contributories, or any of them as the liquidators, with the like sanction, shall think fit.

R E M I N D E R S

(139) The Directors shall comply with the following provisions amongst others of the Companies Ordinance.

- (a) Sending in proper return of allotments (Section 43).
- (b) Sending to the Registrar notice of consolidation or sub-division of shares (Section 52).
- (c) Notice of increase of share capital (Section 54).
- (d) Keeping registers of mortgages and charges and allowing inspection, and registering such mortgages and charges with the registrar (Sections 80, 81, 87, 88 and 89).
- (e) Keeping a register of members (Section 96).
- (f) Making a register of members (Section 108 to 111).
- (g) Calling a General Meeting every year within the proper time (Section 112).
- (h) Sending to the Registrar copies of Special and Extraordinary Resolution etc., (Section 118).
- (i) Keeping a register of Directors and notifying their names and nationality and changes in the Board (Section 145).

ALTERATION OF ARTICLES

(140) 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 its Articles of Association and any such alteration or addition 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.

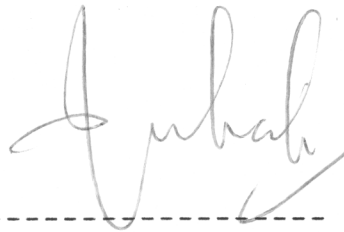
(141) Every Director, Managing Agent, Auditor, Manager, Secretary, and other officer or servant of the company shall be indemnified by the company against all the costs, losses and expenses which may such officer or servant of the company may incur or become liable to, reason of any contract entered into, or act, or thing done by him as such officer or servant, or in any way in the discharge of his duties, except any such as shall have arisen from their own respective wilful acts or defaults.

Names, Addresses and Description of Subscribers Number of Shares taken by each Subscriber Signature of Subscribers

(1) S.O. Muhali
P.O. Box 1192
DAR ES SALAAM.

Accountant

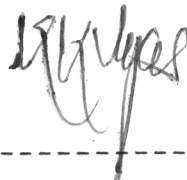
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(2) K.K. Vyas
P.O. Box 1192
DAR ES SALAAM.

Accountant

One



Dated this 29th day of January 1992

WITNESS to the above signatures:- S.M.A. Kitabwalla

Full Name: S. M. A. KITABWALLA

Signature: S. M. A. KITABWALLA

Postal Address: B. A. BARRISTER AT LAW
Box 1242, DAR ES SALAAM

ADVOCATE

Qualification:

TANZANIA



Certificate of Incorporation

No. 20478

I HEREBY CERTIFY THAT

RAS KUTANI BEACH RESORT

Limited

is this day incorporated under the Companies Ordinance (Cap. 212) and that the Company is Limited.

Given under my hand at Dar es Salaam

this 7th day of FEBRUARY

One thousand nine hundred and NINETY TWO

ASST. Registrar of Companies