

THE COMPANIES ACT 2002

M. G. G. G.

FEE PAID SH. 8000/-
RECEIPT NO. 29-26921
DATE 02/07 07

COMPANY LIMITED BY SHARES

FEE PAID SH. 15000/-
RECEIPT NO. 29-26921
DATE 02/07 07

MEMORANDUM

AND

FEE PAID SH. 6000/-
RECEIPT NO. 29-26921
DATE 02/07 07

ARTICLES OF ASSOCIATION

OF

MUMANGI TRANS AND CONSTRUCTION COMPANY LTD

Drawn by:-
ADAM H. NYAMUGALI
(Subscriber)
P.O. BOX 7474
DAR ES SALAAM

WITNESSED
06/09/07
[Signature]
ASST. REGISTRAR

THE COMPANIES ACT 2003

(CAP 212)

COMPANY LIMITED BY SHARE

(CAP 212)

MEMORANDUM OF ASSOCIATION

OF

MUMANGI TRANS AND CONSTRUCTION COMPANY
LIMITED

1. The name of the company is MUMANGI TRANS AND CONSTRUCTION COMPANY LIMITED
2. The registered office of the company will be situate in Tanzania
3. The objective for which the company is established are:
 - (a) To carry on the business of building, construction ie arresting any buildings, bridge, road construction and any constructions, which relates to the above.
 - (b) To deals with buying and selling of buildings materials of whatever kinds provided that it is to the benefits of the company
 - (c) To deals with Civil Engineering works of whatever kinds where necessary for the betterment of the company
 - (d) To enter into any arrangement and contracts with any government or Authorities (Supreme, Municipal, Local or Otherwise) or any corporations, Companies or persons having objective that may seem conducive to the company's objects or any of them and to obtain from any such Government Authority, Corporation Company or persons any charter's.

TANZANIA
MUMANGI TRANS AND CONSTRUCTION COMPANY LIMITED
MEMORANDUM NO 2/10266/07
83/07/07
Richard

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MUMANGI TRANS AND CONSTRUCTION
COMPANY LTD
PRELIMINARY

TANZANIA
MEMBER ONLY SH. SECT. 5
Stamp No: 2024/03/17/kt
R. K. K. K. K.
REGISTRAR OF COMPANIES

1. In these regulations
"The Act" means the Companies Act 2002 of the Laws of Tanzania

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force

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

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

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall 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 persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited
- (d) The Company shall not have power to issue share warrants to bearer

contracts, decrees, rights, privileges and concessions which the company may think desirable.

- (e) To carry on the business of owners, operations of industries, estates, comprising different field, engineering, combined technologies, construction, steel craft, moulding metal foundry, machinery repairs, improvement and innovation manufacturing and fabrication of tools, fittings, implements, components for mechanical and electrically works, Agriculture works, Industries works, domestic use, most goods used in connection to modern requirements to install all necessary modern plant, machinery and equipments, conducive to attain these goals and provide for a free expansion of the estate as the company sees it convenient.
- (f) To apply for purchase or otherwise acquire, sell, dispose of and deals in real and person property of all kinds and in particular land, buildings, here determent, business concerns and undertakings, mortgage, charges, annuities patents, inventions, licences, shares, stocks, debenture stocks, securities, concessions, options produces, polices, concessions, options, produces, policies, book debts and claims and any person or property of company and to carry on any business concern or undertaking so acquired.
- (g) To deal in new and second hand spare parts for motor vehicles, to deal in machinery appliances lubricants and all goods used in connection to industry owners, machinery repairs, all other components, accessories and goods as may be conveniently sold here with and all things capable of being used there with or in the maintenance, repair and manufacture thereof.
- (h) To carry on the business of importers, exporters and manufacture of dealers in hires, repairs, stoppers and ware Hoosiers of motor lornes, motor boats and carriages, sea planes, aero plane, tractors, stone crushers and others conveyances of all descriptions (all here in after comprised in the term motors

any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
 - (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

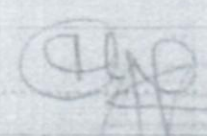
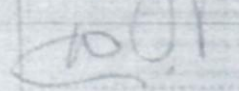
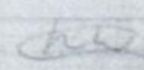
SEAL

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

(z) To do all such other things as are incidental or conducive to the attainment of the above objects or any them. And it is hereby declared that 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 person, whether incorporated or unincorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause of this clause shall not, except where the context expressly requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or bear the name of the company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the company shall have full powers to exercise all or any of the power conferred by any part of this clause and notwithstanding that the business, undertaking, property or acts proposed to be transaction acquired, dealt with are performed to not fall within the objects of the first sub-clause of this clause.

Name	addresses and Description of Subscribers	Number of shares taken	Signature
1	Nyanguretidaved Mumangi P.o. Box 117 BUNDA - MARA	200	
2	James Mbogo Mumangi P.O. BOX 117 BUNDA - MARA	500	
3	Mumangi Nyangureti Mumangi P.o. box 117 BUNDA - MARA	300	

Date: of Signing this 27th day of April 2007

Signature: P. C. E. SHONI

Postal Address: BOX 120 BUNDA

Qualification: SOLICITOR