

THE COMPANIES ACT

(Cap. 212)

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

GREEN PROPERTY MANAGERS LIMITED

Incorporated this day of20....

Drawn by:

HAROLD JACOB MUSHI (subscriber)

P.O Box 3160

Dar es Salaam.

equipment, electrical goods, hardware, building materials, timber, fishing gears, groceries, computers, office equipments, cooking oil, salts, foodstuffs, cosmetics, oils, paints, spirits, sheets, screws, iron monger, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.

- f) To import, export, re-export and sell locally petroleum products and herein to establish petrol stations and to engage in all mineral resources exploration and exploitation for the purpose of local use and export. To carry on or engage in economic services such as projects feasibility studies, economic project advisers to various project new and old, economic investment promotes and advisers in agricultural growth and to be as local representatives of such projects for both local institutions, foreign investors, donors and various NGOs.
- g) To carry on all or any of businesses of clearing and forwarding agents ship owners, shipbrokers, and ships' Agent, managers of shipping property, freight contractors, landing agents, storekeepers, warehousemen, tug owners and operators, and to provide logistic and support services to ships generally.
- h) To carry on all or any of the business of the business of shipping, transport, carriage, and haulage contractors, owners and charter of ships, road vehicles, aircraft and boat of all description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertake to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repaired, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and conduct any such business within country or any other state in Africa or Europe or Asia and or any foreign country.
- i) To carry on the business of mines and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes and effects supposed to contain minerals, diamonds, or other precious stones and any interest therein, and to explore, mine work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- j) To carry out the business of minerals cutters and general processors from raw to fine finishing for use on both local and abroad. To carry on business of merchants, traders, dealers and suppliers wholesale or retail, of all kinds of hardware, iron mongrel, tools, machinery and agricultural implements and machinery and to buy, sell, repair, covert, alter, let hire and deal in any of the foregoing goods, commodities, plant and machinery.
- k) To carry on business of supplying all types of office equipments stationeries, machinery services and repair of all of office equipment, assembling and exporting the same, exhibiting, distributing, renting and selling of all office decorations e.g Carpets, curtains and all materials used in offices, to carry on consultancy in business management taxation, pensions, insurance agents/brokers, transporters, forwarding and clearing agents and travel agents.
- l) To engage in and or otherwise carry on the business of secretary services, super cleaners, removal treatment of , and or garbage collectors, sewage and drainage systems contactors, rural, urban and community centres cleaners, office cleaners, landscapers, to be professional sanitary services contractors, fumigation agents, renovators, general maintenance and decorators.

- m) To carry on the business of transportation, cargo and travel agents, commission agents, customs agents, insurance agents/broker, tourist agents, manufacturers representatives, clearing and forwarding agents, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other or places as may from time to time determined by the Company.
- n) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tours operators, to promote facilitate travelling to organized hunting, tented-campus, fishing and diving expeditions, safaris promoters and undertakers generally and in particulars to arrange and manager hunting safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transportation, wildlife and marine products of all kind.
- o) To carry on business as safari contractors, organizers and operators, and to equip, organized and hunting, photographic, cinematic, exploration and cinematographic expeditions and generally to organize.
- p) To engaged in and carry out of business of proprietors and managers of hotels, restaurants, cafés, motels, road houses, safaris and holiday camps ,caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snack s bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- q) To carry on the business of hotels, restaurant, café road house, motel, holiday camp, caravan site and apartment house keepers, To fit up and furnish for the purposes of letting the same to visitors or guests whether is single rooms, suits, chalets, cottage, proprietors, of refreshment and tea rooms, cafes and milk snacks bars, tavern beer house and lodging house-keepers, guest house owners, licensed victuallers, wine beer and spirit merchants, brewers, masters distillers, importers and manufacturer for created mineral and artificial waters and other drinks and as caterers and contractors in all their respective branches.
- r) To engage in and or otherwise carry on the business as exporters of timber and or products, logs articles made out of wood, live birds, live animals, hides and skins, fish, prawns and lobsters, cereals, beeswax, canned beef, canned fruits, meerschaum products, aluminium products, gemstones, small scale gold, galvanized products, handicrafts, cooking oils, electrical fittings, fishnets, animal feeds, chicken feeds, industrial fasteners, all agricultural and non-agricultural produce be it raw, semi-processed or processed, articles of all kinds, types and description whatsoever.
- s) To carry on business of media and entertainment advertising, media communication and consultancy, advertising agent, public relations consultants and sales promotion consultants in all their aspects and to advise on publicity, sales promotion consultants, staff relations, industrial relation, press and community relation,
- t) To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shoes, radio and television programmers, and also to carry on the business of investment advisers, market research and to act as intermediaries in the introduction of sellers, purchases and partners.
- u) To do activities as development of customer- made and instructional software, educational, managerial and control software products for small, medium and large clients


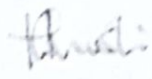
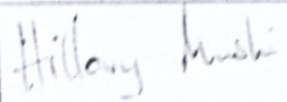

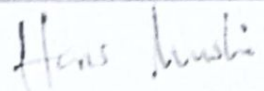
- v) To carry on the business of marketing, services, consultancy and selling of all types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.
- w) To provide Information Technology Solutions as all levels from domestic to industrial level, this includes producing all kinds of software, websites, operating systems, computer network, security systems, telecommunication systems, web hosting, server management etc.
- x) To carry on business of providing internet technologies, cable television, digital electronics, audio-visual and other form of teaching aid in remote sensing and earth resources, research and pertinent advertisement, publications, distribution and sale of digital and advertisement photo product and promotional companies of every kind and description and any other business which may seem expedient and in conformity with the main objects of the company.
- y) To deal in the business of networking and system analysis, manufacture, sell purchase, import, install, design, maintain digital broadcasting systems, multimedia studios and support telecom towers, all types of alarm systems, siren of all kinds of power fighting and other materials, fire escape apparatus, safety devices of all kinds, including radios, telephones, electric wire, television, electronic rays and other electrical equipment, flares and signal rockers.
- z) To carry on the business of agricultural, crops, production, crops processing, storage, distribution and sales of each products, to deal with the business of animals husbandry, live animals supply of meat, food, hide and skins fats with all others products of cattle and chickens.
- aa) To carry on business as dealers, buyers, sellers, importers, exporters, manufacturers, stores, processors, blenders, of agricultural and industrial chemicals, veterinary drugs, vaccines, animal health products, natural drug extractors, pharmaceutical, chemicals, phosphorus chemicals for water treatments suppliers and stores.
- bb) To engage in and carry out the business of livestock dealers, breeders, hatcheries, fatters, cheese mongers, buyers, sellers, importers, exporters, processor of animal and animal products, slaughtering, dressing preparing cuts for retail and catering, packing, providing cold storage, preparing sausages, minced meat, salami, butter, fable delicacies, hides, hooves, horns, pasteurizing, bottling, preserving and include in livestock business of any kind.
- cc) To carry on business of merchants, traders, dealers and suppliers wholesale or retail, of all kinds of agricultural implements, machinery and to buy, sell, repair, convert, alter, let hire and deal in any of the foregoing goods, hardware, iron mongrel, tools, machinery and commodities, plant and machinery.
- dd) To engage in agricultural, industrial, forestry, mining, marine, aerial, environmental, consultancy services. To initiate project off managerial, technical and evaluation services.
- ee) To purchase take on lease and otherwise acquire for investment or resale any estate, land, buildings, estimates and other rights and interests in immovable property, belong to the company.

- ff) To acquire and 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 any of the property suitable for the purpose of this Company.
- gg) To buy, sell, distribute as owners/agents and dispose all types of pharmaceuticals, both for human and veterinary and to buy and sell dental and surgical equipments, ambulance vehicles, and to engage in, manage, run clinics, dispensaries and pharmacies anywhere in the country.
- hh) To receive money on deposit on loan or to borrow or raise money in such manner as the company shall deem fit and in particular by the issue of debentures stock (perpetual or otherwise) and to secure 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, also by a similar mortgage or lien to secure and guarantee the performance by the company or any other person as the case may be.
- ii) To carry on the business of wholesalers retailers in textiles, clothing, shoes, furniture and leather products and any other type of merchandise, to purchase, acquire, takeover, promote, establish and carry on the business of manufacturers dealers, distributors, representatives and agents of goods, chattels and products made out of natural or artificial raw materials and to treat prepare, render marketable buy, sell and dispose of any such products either in their raw manufacture state.
- ji) To import, export, re-export and sell, locally and outside the country all kinds of commodities and goods being industrial and agricultural products for industrial and agricultural purpose on retail and wholesale basis and to be commission agents, representatives and distributors for any firm, public institution, company, corporation, public or private, local or foreign.
- kk) To carry on business of merchants, traders, dealers and suppliers wholesale or retail, of all kinds of hardware, iron monger, tools, machinery and agricultural implements and machinery and to buy, sell, repair, convert, alter, let hire and deal in any of the foregoing goods, commodities, plant and machinery.
- ll) To engage and or otherwise carry on the business of timber suppliers as and exporters to carry on the business of furniture manufacturer, and suppliers, to be office furniture's and generally to be transporters and transport agents.
- mm) To carry on the business of traders, general merchants, commission agents, manufacturers, representatives and to buy, sell, hire, manufacture, barter, trade and deal in property, mechanical machine shop, spare parts, and machinery of every description, goods and articles and merchandise of all kinds and to transact any and every description of agency, commission, distribution, marketing, commercial, industrial, manufacturing, mercantile, insurance and financial business.
- nn) To enter into any arrangements with any Government or Local authorities, International Agencies and Institutions, Companies, Non- governmental Organizations, Corporations or persons having objects that may seem conducive to the Company or person having objects or any of them and obtain from any such Government, Local Authorities, Agencies, Institution, corporation or person any charters contracts, decrees, rights, privileges and commission which the company may think desirable and to carry out exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

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- qq) To carry on all or any of businesses of clearing and forwarding agents ship owners, shipbrokers, and ships' Agent, managers of shipping property, freight contractors, landing agents, storekeepers, warehousemen, harbingers, tug owners and operators, and to provide logistic and support services to ships generally.
- rr) To acquire and 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 or possess any of the property suitable for the purpose of this Company.
- ss) To carry on any other trade, business or activity whatsoever and to do anything of any nature which can, in the opinion of the Directors of the Company, be advantageously or conveniently carried on by the Company in connection with, as ancillary to or independently or any of its businesses.
4. The authorized share capital of the Company is
5. The Capital of the Company is **T. shillings 5,000, 000,000/= (THIS, FIVE BILLION)** divided
Into 1000 shares of **Shillings 5,000,000/=** each. If upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property, whatever, the same shall not be paid or distributed among the members of the Company, but shall be given or transferred to some other Charitable institutions or having objects similar to the objects of the Company and which shall prohibit the distribution or agriculture and non-agricultural produce be it raw, semi-processed or processed. Articles of all kinds, types and description whatsoever.

We, the several persons whose names addresses and description are subscription are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively Agree become founder members and Directors of the Company.

NAMES, ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
HAROLD JACOB MUSHI P.O.BOX 3160 ARUSHA - TANZANIA	60	
HULDA JACOB MUSHI P.O.BOX 3160 ARUSHA - TANZANIA	10	
HILLARY HAROLD MUSHI P.O.BOX 3160 ARUSHA - TANZANIA	5	
GRACE JACOB MUSHI P.O.BOX 3160 ARUSHA - TANZANIA	10	
HANS HAROLD MUSHI P.O.BOX 3160 ARUSHA TANZANIA	5	

Dated at Dar es Salaam this 13th day of SEP 2011

WITNESS to the above signatures:

NAME.....

SIGNATURE.....

ADDRESS: P.O. Box 57410 Dar

QUALIFICATION: Merchant

THE COMPANIES ACT
(ACT NO. 12 OF 2002)
COMPANY LIMITED BY SHARES
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
GREENLAND MANAGERS LIMITED.

INTERPRETATION

1. in these articles

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 deemed to be given and the day for which it is given or on which it is to take effect;

The seal means any person appointed to perform the duties of the secretary of the company.

Secretary shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other moderns of representing or reproducing or reproducing words in a visible form.

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

MEMBERS

2. The number of members with which the company proposed to register is but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the director s shall admit to membership shall be members of the company.

GENERAL MEETINGS

4. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting s in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual of the company and that of the next

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation

or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitions, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETING

7. Every general meeting shall be called by twenty-one clear days notice in writing at the least. The notice shall specify the place, the day and hour of meeting of meeting and, in case of special business, the general nature of that business.

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety five percent of the total voting rights at that meeting of all the members.

8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDING AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and fixing of the remuneration of the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present, at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation shall be a quorum.
11. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the week, at the same time and place, or to such other day at such other time and place as the directors may determine.
12. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.

13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be a chairman of the meeting.
14. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if directed by the meeting), quorum the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands demand):-
 - (a) by the chairman ; or
 - (b) by at least (three) members present in person or by proxy; or
 - (c) by any member of members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

16. Except as provided in articles 18, if a poll is dully demand it shall be taken in such manner as the chairman directs, and the result of the result of the poll shall be deemed to be the resolution of the meeting a which the poll was demand.
17. In the case of an equality of votes, whether on a shoe of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
18. A poll demanced on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting duly convened and held, and consist of several instruments in the like from each executed by or on behalf of one more ember.

VOTE OF MEMBERS

- 20. Every member shall have one vote.
- 21. Member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
- 22. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.
- 23. On a poll votes may be given either personally or by proxy.
- 24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or if the appointed is a corporation, either under sea) or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.
- 25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a materially certified copy of that power or authority shall be deposit at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting of adjourned meeting at which the per son named in the instrument proposes to vote, or, in the case of a poll, and in default the before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 26. An instrument appointing a proxy shall be in the following form or a form as near hereto as circumstances admit:”Limited.
 I/We.....of.....being a member/members of the above - named company, hereby appoint.....of or failing him.....of.....as my/our proxy to vote for me/us on my or behalf at the {annual or extraordinary, as the case maybe} general meeting of the company to be held on theday of.....200.....and at any adjournment thereof Signed this day of200.....”
- 27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit”Limited.
 I/We.....of.....being a member/members of the above - named company, hereby appoint....., as my/ our proxy to vote for me/us on my or behalf at the{annual or extraordinary, as the case maybe} general meeting of the company to be held on the.....day of.....200.....and at any adjournment thereof. Signed thisday of200.....”

This form is to be used* in favour of / against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desire”

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

30. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

31. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be subject to any maximum but shall be not less than two.
32. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.
33. The following persons shall be first Directors to the Company.

1. HAROLD JACOB MUSHI
2. HULDA JACOB MUSHI
3. HILLARY HAROLD MUSHI
4. GRACE JACOB MUSHI
5. HANS HAROLD MUSHI

BORROWING POWERS

34. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

POWERS AND DUTIES OF DIRECTORS

35. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company, No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the

directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

36. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purpose and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the company, shall be signed drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall from time to time by resolution determine,
38. The directors shall cause minutes to be made in books provided for the purposes:-
 - (a) of all appointments made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committees of the directors.
 - (c) of all resolution and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

39. The office of director shall be vacated if the directors:-
 - (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) Cases to be a directory by virtue of any provision of the Act or becomes prohibited by law from being a director; or
 - (d) Becomes of unsound mind; or
 - (e) Resigns his office by notice in writing to the company; or
 - (f) Is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by the Act.
A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.
40. The company may by ordinary resolution appoint a person who is willing to act as director to fill vacancy or be an additional director.
41. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office any until the next following annual general meetings, and shall then be eligible for-election.
42. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the articles or any agreement between the company and such director, Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

43. The company may by ordinary resolution appoint another person in place of a director remove from office under the immediately preceding article. Without prejudice to the powers of the directors under articles 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.
44. Subject to the provisions of the Articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.
45. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.
46. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
47. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
48. The directors may delegate any of their powers to any committee consisting of one or more directors: any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
49. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding of any such director, or that any of them ere disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
50. A resolution in writing signed by all the directors entitled to receive of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

SECRETARY

51. 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 them.
52. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL


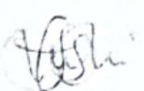
53. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.
54. The seal shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the company; and
 - (c) The assets and liabilities of the company.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

55. The books of account shall be kept at the registered office of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit and shall always be open to the inspection of the company.
56. No member shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by status or authorized by the directors or by ordinary resolution of the company.
57. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
58. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the directors report and the auditors shall not less than twenty one days before the date of the meeting be sent to every holder of debentures of the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.


AUDIT

59. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
60. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy-two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

NAMES, ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
HAROLD JACOB MUSHI P.O.BOX 3160 ARUSHA - TANZANIA	60	
HULDA JACOB MUSHI P.O.BOX 3160 ARUSHA - TANZANIA	10	Hulda
HILLARY HAROLD MUSHI P.O.BOX 3160 ARUSHA - TANZANIA	5	Hillary Mushi
GRACE JACOB MUSHI P.O.BOX 3160 ARUSHA - TANZANIA	10	
HANS HAROLD MUSHI P.O.BOX 3160 ARUSHA TANZANIA	5	Hans Mushi

Dated at Dar es Salaam this 13 day of SEPTEMBER 2011

Witness to the above signature:

Signature: 

Postal Address: PO Box 216700 Dar

Qualifications: ACCOUNTANT