

THE COMPANIES ORDINANCE
(CAP.212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MAMUJEE PRODUCTS LIMITED

Incorporated this

day of

199

DRAWN BY:

MR. AKIL FAZLE HUSEIN MAMUJEE
(SUBSCRIBER)
P.O. BOX 394,
TANGA.

UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

I hereby certify that

MAMUJEE PRODUCTS 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
One Thousand Nine Hundred and Ninety



Registrar of Companies

THE COMPANIES ORDINANCE CAP. 212

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MAMUJEE PRODUCTS LIMITED

1. The name of the Company is MAMUJEE PRODUCTS 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 take over & carry on as a going concern business now carried on under the name and style of MAMUJEE PRODUCTS at Dar es Salaam and all of the assets and liabilities of the said business.
 - (b) To carry on the business of manufacturing of all kinds of cosmetics, to be trading agents, to be importers and exporters, and to be general merchandise.
 - (c) To carry on the business as project promoters, to provide management services, to engage in property development, to act as manufacturers and distributors of textiles, different types of garments and wearing apparels, hosiery, perfumery, knittings, weaving of all types of natural and artificial yarns/raw materials for garments manufacture, real estate business.
 - (d) To carry on the business of general merchandise, general storekeepers, importers, exporters and wholesalers and/or retail traders of or otherwise dealers of and in piece goods, hardware, glassware, crockery, cutlery, hosiery, enamelware, ironmongery machinery, turners, spareparts of every description and other household fittings, and requirements and other articles and commodities of personal and household use and consumptions, groceries, medicines, drugs, wines, spirits, liquors, surgical, optical, photographic and other instruments, apparatus, stationery and material, generally in all manufactured goods of all types, and merchandise of all kinds.

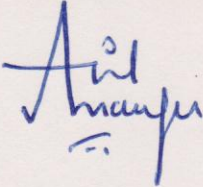
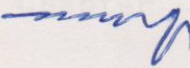
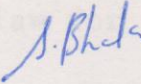

- (f) To acquire the business property and share of any company, firm or persons carrying on the business within the objects of this company.
- (g), To carry on any other business whether manufacturing or otherwise which may seem to the company, capable of being conveniently carried on in connection with any of above specified business or businesses, calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
- (h) To purchase, acquire or take on lease any estate, land, building, easement or other interest in the real estate and to sell, let on lease or otherwise dispose of or grant rights over the real or personal property belonging to the company.
- (i) To carry on the business of money lending and receiving money on loan at such rate of interest as the directors may determine.
- (j) To obtain necessary licences for all or any of the purposes of the Company's business.
- (k) To pay all costs, charges and expenses for promotion, formation and the establishment of the company.
- (l) Upon the issue of the shares, debentures or other securities of the company to employ brokers, commission agents and underwriters and to provide for their remuneration for their services in any manner allowed by law.
- (m) To apply for and to take out or purchase or otherwise acquire any of the designs, trademarks, patents, patent rights, inventions, copyrights or secret processes which may be useful for the company's objects and to grant the licence for the same.
- (n) To draw, accept, endorse, discount and negotiate, negotiable instruments, to borrow money on the security of the undertaking or all or any assets of the company including the uncalled capital with or without the security of the company.
- (o) To amalgamate with any other company having objects altogether or in part similar to those of this company.
- (p) To sell the undertaking of the company for each or other consideration and to distribute the assets of the company in specie to the members of the company.
- (q) To borrow or raise money by the issue of the debentures, stock, bonds, mortgages or other securities of the company founded or based on all or any of the properties and the rights of the company including the uncalled capital of without any security upon such terms and conditions and to advance and lend moneys upon such securities as the company shall think fit.

- (r) To invest the money of the Company not required for the purpose of the company in such manner other than the shares of the company as may be determined from time to time.
- (s) To enter into and to carry into effect any arrangement for the joint working of the business or for the sharing of the profit or for the amalgamation with any other company or any partnership or person carrying on business within the objects of the company.
- (t) To establish or to promote or otherwise assist any company for the purpose of acquiring any property or furthering any of the objects of the company.
- (u) To procure the company to be registered or recognised in any foreign country or in United Kingdom, any British Dominion, Protectorate, Colony or Dependency.
- (v) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them and so that the word company in this Memorandum when applied otherwise than this company shall be deemed to include any partnership or other body of persons whether corporate or incorporated and wheresoever domiciled.

And it is hereby expressly declared that the several sub-clauses of this clause and all the powers whereof are to be cumulative and in no case is the generality of any one sub-clause to be narrowed or restricted by any particularity of any other sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction ejusdem generis or otherwise.

- 4. The liability of the members is limited.
- 5. The share capital of the company is Shs. 30,000,000/= divided into 100 shares of Shs. 30,000/= each with the power for the company to increase or to reduce the said capital and to issue any part of the capital, original or increased, with or without any preference, priority or any special privilege or subject to any postponement of rights of any condition or restriction as regards dividend, repayment of capital, voting or other rights.

X. WE, the Several persons whose names and addresses 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, Addresses & Description of Subscribers	Number of Shares taken	SIGNATURE
1. MR AKIL FAZLEHUSEIN MAMUJEE P.O. BOX 394, <u>TANGA:</u>	25	
2. FAZLEHUSEIN TAIBALI MAMUJEE P.O. BOX 394, <u>TANGA:</u>	25	
3. SHABBIR ABDULHUSEIN BHALOO P.O. BOX 394, <u>TANGA:</u>	25	
4. MURTAZER ABDULHUSEIN BHALOO P.O. BOX 394, <u>TANGA:</u>	25	

DATED at DAR ES SALAAM this.....^{30th}.....day of.....*October*.....19*96*

WITNESS to the above Signatures:-

SIGNATURE:.....*Deary*.....

POSTAL ADDRESS:.....*Box 263*.....

.....*Dar es Salaam*.....

QUALIFICATION:.....*Chartered Patent Agent*.....

