

COMPANIES ORDINANCE
(CAP 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES

OF

ASSOCIATION

OF

VITA FOAM (T) LIMITED

Incorporated this day of, 1998

Drawn by:

Sinare & Shiyo Advocates
5th Floor Sukari House
Sokoine Drive/Ohio Street
P.O. Box 13179
Dar es Salaam
Tanzania

THE COMPANIES ORDINANCE (CAP. 212)

TANZANIA
Stamp Duty Shs. 1200/- PAID
05893730
ORIGINAL RECEIPT No. 2-3-58
STAMP DUTY OFFICER

_____ COMPANY LIMITED BY SHARES _____

MEMORANDUM OF ASSOCIATION

OF

VITA FOAM (T) LIMITED

TANZANIA
Stamp Duty Shs. 1200/- PAID
05893730
Receipt No. 2-3-58
Registrar of Companies

1. The name of this Company is VITA FOAM (T) LTD.
2. The registered office of this Company will be situated in Tanzania.
3. The objects for which this Company is established are to:
 1. carry on business as manufacturers of polyurethane foam, foam mattresses, other foam products, and to process, cut, convert, modify, join, and use otherwise all types of polyurethane and other plastic foams, foam products and by-products;
 2. acquire and possess the tools of trade essential to carry on business as manufacturers of polyurethane foam, foam mattresses and any other foam products or by-products;
 3. carry on business as traders of foam products within or outside the United Republic, import raw materials useful for the production of foam products, trade on such raw materials and by-products;
 4. carry on business of manufacturing and trade of any other industrial and consumer products which in the opinion of the

INDEMNITY

152. Subject to the requirements of section 153 of the Ordinance every Director, Managing Director, Manager, Officer and Auditor of the Company shall be indemnified out of the funds of the Company against all losses or liabilities incurred by him as such Director, Managing Director, Manager, Officer or Auditor in or about the execution of his duties and no Director or other officer shall be liable for any loss which may be incurred by the Company in execution or in which is acquitted or in connection with any application under section 345 of the Ordinance in which relief is granted to him by the court.

Name, Address and description of Subscribers	Number of Shares taken by each Subscriber	Signature and Seal of Subscriber
CMG Investments Ltd. P.O. Box 235 Mwanza Liability Limited Company	one	<i>[Signature]</i>
Nova Pumech Ltd 205 World Trade Center, Sayajigunj Baroda 390 005 India Limited Liability Company	one	<i>[Signature]</i>

Chandray
Prasad

Dated this 20th day of February, 1998.

Witness to the above signatures:

Name: Cecilia B. Shijo
 Signature: *[Signature]*
 Address: Box 13179 D'Salaa m
Dar-es-Salaam
 Qualification: Advocate

