

TANZANIA
Duty Shs. 500/= **PAID ON ORIGINAL**
Receipt No. 27358288 of 22/1/07
Stamp Duty Officer

THE COMPANIES ACT
NO. 12 OF 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

TANZANIA
Stamp Duty Shs. 2500/= **PAID**
Receipt No. 27358288 of 22/1/07
Registrar of Companies

OF

SUNNY ADVENTURE SAFARIS LIMITED

1. The name of the company is **"SUNNY ADVENTURE SAFARIS 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 carry on business of travel agency; car hire and safaris tours operators, ticket bookings, garage, buying and selling motor vehicles, transport agents, transportation of goods, and passengers by air, sea, land, import and export, gift shops, boutiques, entertainment and all artist work, safari outfitters, safari contractors, and guides, for hunting animals, trophy dealers, travel and tourist and other travelers by way of promoting and facilitating conveniences of all kinds such as reserved places, baggage deposit, courier services, sleeping card enquiry bureau, hotel and lodging accommodation, guides, motor vehicles hire, airplane and motor boats character and otherwise facilitating tourist movements and accommodation, photographic safaris lodges and hotel, tourism and all related business and to promote tourism in Tanzania and elsewhere all over the world.
 - (b) To promote Tourism and to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organise hunting, tented-camps, fishing and diving expeditions, safari promote sand undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
 - (c) To arrange before hand and organize for tourists, budget and luxury camping safaris, lodge safaris, Road safaris and excursions, Airlines and charters, game hunting, fishing ornithological and other safaris and expeditions of all kinds, mountain climbing, walking safaris, photographic safaris, car hire and cultural tourism, to establish, maintain and operate aircraft services of all kinds to carry on the business of carriers by air or otherwise of passengers, mail goods merchandise and valuable of all kinds, to

engage in aerial survey photography and mapping and aerial advertising and to enter into contracts with any person film corporation or government as to the interchange of traffic the carriage of goods and passengers or for any other purposed advantageous to the Company.

- (d) To carry on the business as owners, operators, managers, lessors, and keepers of exclusive hunting and tourist clubs, games lodges, game lookouts, hotels, tented camps, restaurants, cafes, holiday camps, casinos and camping sites for tourists, Inn, motels, banking, bureau de change, travelers or otherwise.
- (e) To arrange before hand and organize for tourists, budget and luxury camping safaris, lodge safaris, Road safaris and excursions, Airlines and charters, game hunting, fishing ornithological and other safaris and expeditions of all kinds, mountain climbing, walking safaris, photographic safaris, car hire and cultural tourism, to establish, maintain and operate aircraft services of all kinds to carry on the business of carriers by air or otherwise of passengers, mail goods merchandise and valuable of all kinds, to engage in aerial survey photography and mapping and aerial advertising and to enter into contracts with any person film corporation or government as to the interchange of traffic the carriage of goods and passengers or for any other purposed advantageous to the Company.
- (f) To carry on the business of liner and tramp shipping agents, ship chatterers, steamship agents, shipping husbandry, shipping managements consultants, logistic consultants, ship chandlers, bunkering services; to act as representatives of trading vessels and passenger ferries not covered by schedule carriers, ship broking and agency marketing services.

To establish workshops for training of heavy duty civil and agents, construction equipment handling and safety measures, high of construction equipment, construction labor, fumigation and general advisory services

- (g) To engage and or otherwise carry on the business in general dealers of computer, hardware and software's, to be sellers and distributors of all kinds of computer hardware and software's, Training materials packages, to provide general computer services, to be commercial computer programmers and generally to be computer acquisition consultants, to design and offer computer training services, and to operate schools and training centers, to be suppliers and manufactures representatives of all kinds of computers and telecommunication systems, to be general importers, exports, distributors, installers and service's of all kinds

of photocopiers, fax and telex machines, general telephone apparels and generally to be telecommunication experts and consultants, to carry on the business of repairs of computers, all kinds of computer systems and its accessories, electronic items and all kinds of electrical instruments.

- (h) To playground , entertainment halls and to carry on the business of sport of all kinds, especially but not limited to motor sports, go-cart racing, motorbike sports, motor car racings, bicycles sports and basically to carry on all such other businesses that can be conveniently carried out in conjunction.
- (i) To carry on and del in the business of gold, Gemstones, Goldsmith, exporters of Gold and Gemstones, processors and manufacturers of Jewelers, gold product, polishers and cutter of Diamonds and Gemstones and other Jewelleries: To search for, prospect, win, get, quarry, mine, crush, work, preshape, facet, polish or otherwise prepare for marketing precious sand semi-precious stones including diamonds, gemstones, Tanzanite's and valuable and base minerals and metal and mineral substitutes of all kinds including aluminum, manganese and petroleum and to buy, sell, market, import, export, and deal in the same and to carry on any other operations which may seem conducive to any of the Company's objects.
- (j) To carry on the business of importers, exporters, buying selling, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
- (k) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engravers, photographers, printers of Logos, Wedding card, Letter head, printing T-shirts, Caps, Calendars, photolithographic, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufacturers, machine, rulers, numerical printers, paper makers, paper baffles and account book makers, box makers, cardboard manufactures, type founders, photographers, manufacturers, manufacturers of and dealers in playing, visiting, railways, festivals invitation complimentary and fancy cards and valentine, dealers in parchment stamp, agents for payment of stamps and other duties, advertising agents, designers, screen printing , stickers, draftsman, manufacturers, sellers, publishers and dealers in materials used in the manufacture of paper, cabinet makers, file rack maker, selling office equipment and

dealers in or manufacturers of any other articles or things of a character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school equipments, computer accessories, school chalks, and secretarial services.

- (l) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- (m) To engage in and or otherwise carry on the business of body fitness training club especially gymnasium, health clinics, day care centers and healthcare.
- (n) To carry on Business of Training on matter related to Hotel Management, Tourism management and related activities that the Director may decide are beneficial to the Company.
- (l) To engage and/or otherwise carry on the business of deep and shallow waters, sea and fresh waters fishers and trawlers. Carry on the aquaculture project or fish breeding farm to be collectors suppliers and exporters of all kind of marine and fresh water, fish whether live, frozen, dry or smoked. All kind of marine and general aquatic products, to be manufactures, importers and service of smack, fishing boats, marine engines, of every kind and description and general to be manufacture, importers and distributors of all kind of fishing gear, fishing nets and all kind of fishing products and aquaculture products and equipments. To be owners and/or operators of fish processors, preserver curers packers and/or suppliers and exporters. To engage in the business of trade generally fishing and other related business.
- (s) To carry on the business as principals, agents or manufacturers, representatives of importing, exporting, selling, distributing of motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal equipments, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.

- (t) To carry on the business as general food processors packers and suppliers, to be general suppliers of hard foods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers, to act as agents of buying and selling all kinds of motor vehicles, General supplies, buying and selling building hardware of every description, electrical appliances, lease.
- (u) To carry on the trades or business of a telephones, telegraph cable and wireless communications company and to establish, work, manage, sell, hire out, and maintain telephone exchanges, Internet café, cable communications, telegraph offices and radio and television receiving and transmitting stations and any other systems for communications whether consisting of sounds, visual images, electrical impulses or otherwise either alone or in any combination.
- (v) To carry on the business of importers, exporters, buying selling, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
- (w) To appropriate any part or parts of the property of the company for the purpose of and to build or let shops, offices and other places of business and to use or lease any part of the property of the company not required for the purposes aforesaid for any purpose for which it maybe conveniently used or let.
- (x) To provide consultancy on estate plans, architecture, construction, soil testing, structural designs and engineering, construction labour management.
- (z) To provide or procure the provision by others of every and any service need want or requirement of any business nature required by any persons, firm or company in connection with any business carried on by them.
- (aa) To improve, manage, develop, turn to account, grant rights or privileges in respect of or otherwise deal with any of the property, rights and privileges of the Company.
- (bb) To subscribe for, purchase or otherwise acquire and hold shares, stocks, debentures and other securities of any other company and to invest and deal with the monies of the Company in any manner.

- (cc) To vest any moveable or immovable property, right, privilege or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.


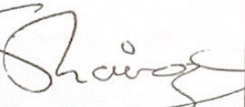
And it is hereby declared that:-

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 persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, sense as if each of the said paragraphs defined the objects operate and district company, That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.


4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 500,000,000/= divided into 50,000 shares of Shillings, 10,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
1. AYUB A. H. SULEMAN P.O. BOX 972 ARUSHA	30,000	
2. MRS. SHEROZ AYUB A. H. SULEMAN P.O. BOX 972 ARUSHA	20,000	

Date at DSM this 22 day of JANUARY 2007

Witness to the above signatures

Name : HP. BETHUEL
 Signature : 
 Postal Address : P.O. Box 12216 DSM
 Qualification : ADVOCATE

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