

THE COMPANIES ACT, 2002

MEMORANDUM OF ASSOCIATION

OF

NEW LIFE HEALTH SERVICES LIMITED

The name of the Company is "NEW LIFE HEALTH SERVICES 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 the business of provision of health services including running of dispensaries, hospitals, veterinaries, diagnosis and health centres as well as pharmaceuticals and as the Directors may think fit.
- (b) To establish, promote or otherwise assist in the promotion of health and nutrition centers and establishments, including clinics, training, treatment, counseling and other community centers and initiatives with the object of improving the quality of life in the local community.
- (c) To carry on the business of health services in all its aspects.
- (d) To buy, sell and deal in articles, chemical and medical preparations and equipments suitable for or in connection with such business.
- (e) To employ and pay medical, health, industrial and commercial experts, agents and other persons, partnerships, Companies or Corporation and to organize and equip research expeditions for the purpose or acquiring additional knowledge and material for the furtherance of the business of the Company.
- (f) To act as Managing Agents for health clinics or such other businesses in the furtherance of the business of the Company.
- (g) To carry on business as manufacturers, processors, refiners, manipulators, distributors, buyers, sellers, importers, exporters and dealers in all kinds of human medicines, vitamins and pharmaceutical preparations of all descriptions.
- (h) To carry on the business of importers, exporters, manufactures and dealers in all kinds of mercantile goods.
- (i) To carry on the business of auctioneers, house agents, land and astate agents, surveyors, appraisers, valuers, brokers, commission agents, financial agents, insurance, clearing and forwarding, tourists, travel, commercial and general agents, and to purchase or otherwise acquire, and to sell, let or otherwise dispose of and deal in real and personal property of every description.

- (j) To carry on the business of general and piece goods merchants, commission agents, retails and wholesale merchants, commercial representatives and clearing and forwarding agents.
- (k) To acquire by purchase or otherwise land, buildings, machinery, sisal plant, coffee plant and cotton factories and to carry on the business of growing and dealing in sisal, coffee, wheat, and deal in any, other substances of a fibrous nature.
- (l) To carry on all or any of the business of manufactures of and dealers in and workers in cement, lime, plasters, whittings, clay gravel, sand, stone, minerals, earth fuel, artificial stone, bricks, tiles, pipes, pottery earthenware, China and builders requisites and convenience of all kinds and as quarry owners, builders, general contractors and carriers.
- (m) To operate a florist arcade to act as a decorator, landscapes and gardening.
- (n) To deal in import and export, of all types of building materials, textile materials, industrial materials and chemicals, consumer sundries, groceries, footwear, electrical equipment, domestic appliances, agricultural and farm implements, motor vehicles spares and any other general merchandise.
- (o) To develop and turn to account any land acquired by or in which the Company has interest and particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and other.
- (p) To enter into any arrangements with any Government or authorities supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them, and to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (q) To obtain any provisional Order, Ordinance or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (r) To procure the company to be registered, incorporated or otherwise constituted if necessary or advisable according to the law of any foreign country.
- (s) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the company.

- (t) To amalgamate or enter into partnership or any agreement whether perpetual or terminable, for sharing profits, union of interest joint adventure, reciprocal concessions or co-operation with any persons, firm, society, association or group of persons, carrying on or engaged in or about to carry (in the case of a company) formed to carry on or engage in any business or transaction within the objects of this Company or any business transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit the company or to prevent or minimize apprehended loss, damage or cost to the Company or to such person, firm, society, association or group of person, purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money, to guarantee the contracts of subsidiaries or otherwise assist any such person, firm, society, association or group of persons, and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities.
- (u) To sell exchange let, develop, dispose of, transfer of otherwise deal with the undertaking of the company or any part thereof upon such terms and for such consideration as the company may think fit.
- (v) To improve, manage, develop, exchange, mortgage, let on rent or in consideration of a share of profits, either in money or kind or otherwise grant, licence, easements and other rights of and over and in any manner dispose of, turn to profit or deal with all or any part of the property and rights of the company.
- (w) To establish, promote and otherwise assist any company or companies for the purpose of acquiring all or any part of the property of furthering any of the objects of this company.
- (x) To issue or guarantee the issue of or the payment of interest on the shares, debentures, debenture stock or other securities or obligations of any company.
- (y) To invest the moneys of the company not immediately required in such manner, other than in the shares of this company, as may from time to time be determined.
- (z) To lend and advance money or give credits to such persons and on such terms as may be deemed expedient and in particular to customers and others having dealings with the company and to give guarantees or become surety for any such person.
- (aa) To rise or borrow money or to secure the payment of money and of any interest thereon in such manner and on such terms as may be deemed expedient, and in particular by the issue at par or at a premium or discount of debentures or debenture stock either perpetual or terminable, or by bonds, mortgages or any other form of security over or upon all or any of the undertaking, property or rights of the company both present and future including its uncalled capital, or without any such security.

- (bb) To receive money on deposit with or without allowance of interest thereon.
- (cc) To join with any other company or companies in the issue of a joint debenture or joint debentures, to secure the performance of any of the joint or several obligation of this company and all or any such other companies.
- (dd) To accept stock or shares in or the debentures, mortgage debentures or other securities of any other company in payment for any services rendered or for any sale made to or debt owing from any such company.
- (ee) To draw, accept and make and to endorse, discount and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (ff) To establish agencies, and local boards in Tanzania and elsewhere, and to regulate and discontinue the same.
- (gg) To seek for and secure openings for the employment of capital in any part of the world, and with a view thereto to prospect, inquire, examine, explore and test and to employ and to despatch expeditions, commissioners, experts and other agents.
- (hh) To acquire from any sovereign state or authority supreme local or otherwise any concessions, grants, decrees, rights or privileges whatsoever which may seem to the company capable of being turned to account and to work, develop, carry out exercise and turn to account the same.
- (ii) To procure the company to be registered or recognised in any foreign country or place.
- (jj) To carry on the business of financiers in all their branches and departments, including the borrowing, raising or taking up of money, the lending or advancing of money, securities and property, the discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, scrip and other instruments and securities and issuing letters of credit and circular notes, the buying, selling and dealing in bullion and specie, the acquiring, holding, issuing on commission, underwriting and drawing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investment of all kinds, the negotiating of loans and advances, the receiving of money and valuables on deposit or for safe custody of otherwise, the collecting and transmitting of money and securities, the managing of property and transacting of all kinds agency business.
- (kk) To distribute any of the property of the company among the Members in specie, and either by way of dividends or upon and return of capital.
- (ll) To capitalise if and when deemed advisable the whole or part of the undivided profits of the company and/or moneys standing to the credit of the company's

reserve fund and to distribute such sum either as bonus or in any other manner and either by way of shares credited as fully paid up or in such other manner as

may seem expedient and whether amongst holders of shares in the company or others.

(mm) To provide for the welfare of persons in the employment of the company or formerly in the employment of the company, or its predecessors business, and the wives, widows, and families of such persons by grants of moneys, pensions or other payments and by providing or subscribing towards places of instruction and recreation, and hospitals, dispensaries, medical and other attendance and other assistance as the company shall think fit.

(nn) To form, subscribe to and otherwise aid benevolent, religious, scientific, national, charitable or other institutions or objects of a public character or other which have any morale or other claims to support or aid by the company by reason of the nature or locality of its operations or otherwise.

(oo) To carry on, develop, extend and turn to account any trade business or operation whatsoever which can, in the opinion of the company be advantageously or conveniently carried on by the company by way of extension of or in connection with all or any of the trade, business and operations which the company is authorised to carry on, or is calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn to account any of the company's assets, property and rights.

(pp) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with or as, by or through factors, trustees or agents.

(qq) General to do all such other things as the Company deem incidental or conducive to the attainment of the above objects or any of them and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

AND IT IS HEREBY DECLARED THAT in the interpretation of this clause the powers conferred upon the company by any paragraph shall not be restricted by reference to any other paragraph or to the name of the company or by the juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned in the first or any other paragraph, save as is expressly provided, but so that the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world, and in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the powers of the company.

4. The liability of the Members is limited.
5. The share capital of the Company is divided into two classes namely:
'A' ordinary shares having voting rights

'B' ordinary shares which will be non-voting shares

1800 will be classified as 'A' shares and 1200 will be classified as 'B' shares of the share capital registered by the Company.

The said 'A' ordinary share shall confer on the founder members of the Company and have right to management of the business and the control of the Company and they alone respectively shall be capable of voting. Any 'A' ordinary shareholder can be a Director of the Company.

The 'B' ordinary shares in the capital of the Company shall confer on the holders thereof the right to attend the meetings of the Company but shall not confer the right to vote either in person or by proxy at any meetings of the Company. The 'B' ordinary shareholders can take part in the management of the Company and may be appointed as Director of the Company.

The Authorised share capital of the Company is Tanzania Shillings Thirty million (T.Shs. 30, 000, 000/=) divided into one thousand eight hundred (1,800) 'A' ordinary shares of T.Shs 10, 000/- each and one thousand two hundred (1, 200) 'B' ordinary shares of Shillings Ten Thousands (T.Shs. 10, 000/=) each with power to divide both classes of shares in any increased capital into several classes and to attach thereto respectively any preferential, qualified, special or deferred right privileges or conditions.

We, the persons whose names and addresses are subscribed, and desire to be 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.

No.	NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
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1. MR. SAMBASIVARAO PERAVALI
P. O. BOX 2023
MOSHI
TANZANIA

900 'A'



2. MRS. SUSHMA BODDULURI
P. O. BOX 2023
MOSHI
TANZANIA

900 'A'




Total shares taken

1800 'A'

Dated the 23rd Day of December, 2011

Witness to the above Signatures: -


Mehboob M. Sadiq F.C.P.A. F.T.A.A.
Certified Public Accountant in
Public Practice
P. O. Box 822, MOSHI

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THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

NEW LIFE HEALTH SERVICES LIMITED

INTERPRETATION

1. In these Regulations:

- "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 on which it is to take effect;
- "The Holder" In relation to shares means the member whose name is entered in the register of members as the holder of the shares;
- "The Seal" Means the common seal of the Company.
- "Secretary" Means the secretary of the Company or any person appointed to perform the duties of the secretary of the Company.

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

Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any Statutory Modification thereof in force at the date at which these Regulations become binding on the Company.

2. The Regulations contained in Part 1 of Table A shall apply save for regulation 22.

PRIVATE COMPANY

3. The company is a private company and accordingly:-
- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of members of the company is limited to fifty as further provided for in the Act.

- (c) Any invitation to the public to subscribe for any shares or debenture of the public is prohibited.
- (d) The company shall not have power to issue share warrants to bearer.

SHARE CAPITAL AND VARIATION OF RIGHT

4. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may by ordinary resolution determine.
5. Subject to the provisions of section 61 of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.
6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
7. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
8. The company may exercise the powers of paying commissions conferred by section 56 of the Act. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
9. Except as required by the law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except as otherwise provided by the articles or by law) any other rights or interests in respect of any share except an absolute right to the entirety thereof in the registered holder.

SHARE CERTIFICATES

10. Every member, upon becoming the holder of any shares, shall be entitled without

16. Subjects to the terms of allotment, the directors may make calls upon the members in

CALLS ON SHARES

15. The net proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as presently payable, and the residue, if any, shall (upon surrender to the Company for cancellation of the certificate for the shares sold and subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares, at the date of the sale.

14. To give effect to any such sale the directors may authorise some person to transfer the shares sold to, or in accordance with the directions of, the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in the reference to the sale.

13. The Company may sell, in such manner as the directors determine, any shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after a notice in writing has been given to the holder of the share, or the person entitled thereto by reason of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.

12. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, but the directors may at any time declare any share to be wholly or in part exempt from provisions of this regulation. The Company's lien, if any, on a share shall extend to any amounts payable in respect of it.

LIEN

11. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

shall be sufficient delivery to all joint holders.
issue more than one certificate, and delivery of a certificate for a share to one joint holder of a share of shares held jointly by several persons, the company shall not be bound to the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid thereon. In respect of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares of each class held by him (and, upon transferring a part of his holding of shares such other period as the conditions of issue shall provide) one certificate for all the payment to receive within two months after allotment or lodgment of transfer (or within