

THE COMPANIES ORDINANCE

(CAP.212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

Y & P INVESTMENT CO. LTD.

Incorporated this

day of

2002

Drawn by:

**Ademba Gomba (Subscriber)
PPF House - 5th Floor,
Samora/Morogoro Road,
P.O. Box 77456,
Dar es Salaam.**

Certified True Copy of the Original
Sign: F.O. Date: 28/07/21
FLORA AWUOR OBETO
Advocate, Notary
Public & Commissioner for Oaths

UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

I HEREBY CERTIFY that

Y & P INVESTMENT CO. LTD

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 day of, Two Thousand Two.

.....
Registrar of Companies

**THE COMPANIES ORDINANCE
(CAP. 212)**

**COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF**

Y & P INVESTMENT CO. LTD

TANZANIA

Stamp Duty Shs: 1700/- Paid

Receipt No. 770153 23/10/10

Asst. Registrar of Companies

1. The name of the Company is "**Y & P INVESTMENT CO. LTD.**"
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one 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 application of any rule of construction ejusdem generis or otherwise)
 - (a) To carry on business of Investment by floatation of Companies purchase and sale of Equipment, raw materials and provision of services.
 - (b) To deal in shipping Agency, clearing and forwarding, Customs Agents and Warehousing.
 - (c) To act as Manufacturers representatives, agents, distributors and/or brokers for various Manufacturers within and without Tanzania
 - (d) To carry on consultancy business in setting up companies and general business promotion in Tanzania and elsewhere as shall be considered desirable. Including capitalization and equipping such companies.

- (e) To take part in formation, Management supervision or control of the business or operations of any company and for that purpose to act as Directors, Administrators, Managers, Secretaries or any other capacity and to appoint and remunerate any directors, administrators, Managers, Accountants or other experts or agents.
- (f) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or other and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by, or incidental to the ownership thereof.
- (g) To issue debentures, debenture stock, bonds, obligations and securities of all kinds and to frame, constitute and secure the same, transferable by delivery or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust deed or otherwise on the understanding of the company or upon any specific property and rights, present and future, of the company (including, if thought fit, uncalled capital) or otherwise howsoever.
- (h) To carry on business of proprietors and/or hirers of trucks, lorries, cars, microbuses, buses, self or chauffeur driven for transportation of passengers and goods within Tanzania and/or in the neighboring countries, carry on the business of manufactures of species, yellow gram, grain and seed merchants and millers of all types of food products.
- (i) To cultivate, grow, buy, prepare any kind of fruit such as pineapple, orange, lime, lemon, grapefruit, passion fruit, guava and all types of fruits and vegetables and to dispose of, sell and deal in any such products either in its raw form or its processed form.
- (j) To plant, grow, import, manufacture, sell and deal in fruits and/or vegetables in the form of juices, concentrates, nectars, pulps, pieces and/or slices, jams, marmalades, pickles, chutney, oil, animal and poultry feeds.

- (k) To purchase; take on lease or in exchange of, or otherwise acquired land and properties of any tenure whatsoever, and to carry on all or any to the trades of planters, gardeners, fruit farming, agriculturists and/or any trade or business in connection with agriculture or horticulture.
- (l) To sink wells, and shafts, and to make, build and construct, lay down, acquire and maintain factories, engines, machinery, tramways, docks, plant and appliance and to execute and to do all other works and things necessary or convenient for working, obtaining, storing, treating, preserving, fining, mineralising, bottling, canning and discharging and such fruit products or otherwise for the purpose of the company.
- (m) To carry on the business or trade and deal in the export of all wild like birds, live animals, live game and generally any kind of pets for sale and export within the country, neighboring countries and other foreign countries and to improve, prepare for export, import, deal and trade in carvings, paintings, curios game skins, pottery, leather and leather good, clothes, batiks, wattle barks, coconuts and coconut by-products, beeswax, meat butter, ghee, cooking oils, charcoal, a corn flour, cloves, cheese and commodities from by-products of milk.
- (n) To carry on and deal in the business of pharmaceuticals, medical preparations, chemicals, animal feeds, manufacturing, making and assembling of machines equipment, plants, vessels, devices, of all descriptions using modern technology appropriate and applicable to veterinary and agricultural industries.
- (o) To carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engravers, photographic printers, photolithographers, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufacturers, machine rules, numerical printer, paper maker, paper bags and account book makers, box makers, flat and box files makers, cardboard manufactures, type founders, photographers, manufacturers of and dealer in playing, visiting, railways, festival invitation, business complimentary and fancy cards and valentine, dealers in parchment, stamp, agents for payments of stamps and other duties, advertising agents, designers draftsmen, manufacture book sellers, publishers and dealers in

materials used in the manufacture of paper, cabinet makers, file rack makers, and dealers in or manufacture of any other article 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 chalks, and secretarial services.

- (p) To carry on business of customers, robe, dress and mantle makers, tailors, silk maceer makers and suppliers of clothing, lingerie and trimmings of every kind corset makers, furriers, general drapers, haberdashers, milliners, hosiery, furniture's, gloves, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabrics and materials of all kinds, ribbons, fans, perfumes and flowers (artificial and natural).
- (q) To carry on business on manufacturing, marketing, dealing in or otherwise handling trousers, pullovers, jerseys, sweaters, children's wear, including vests, briefs, swimming trunks, shirts, pants, uniforms, piece goods, tie and dye like other garments, raw materials, accessories and fittings for these products.
- (r) To purchase or otherwise acquire the whole or any part of the undertaking and the business of manufacturing and marketing, dealing or otherwise handling fishnet, fishing gears, spare parts, fishing equipment and all other items concerned with fishing.
- (s) To carry on the business of importers, exporters, manufacturers and dealers in stores and warehouse of pharmaceuticals and all or any other commodities and things with may be conveniently used or manufactured in conjunction with any of the above or similar business of manufactures or which shall be capable of being used for the purpose of any business herein mentioned or likely to be required by customers or any business.
- (t) To carry on the business of importers, exporters, manufacturers of and dealers in bread, flour, biscuits, confectionery, juice, squash packing and farinaceous compounds and materials of every description and construct, acquire, hire, hold, work, let and sell, mills, factories bake houses, shops, buildings, machinery and appliances suitable for such baking manufacturing and dealing.

- (u) To carry on the business of manufacturing and producing starch and its derivatives, including glucose, dextrin, dextrose, isomerase and both modified and unmodified starch.
- (v) To establish and carry on the business of manufacturing, making and producing of every description of starch products and other derivatives and ancillary starch products and without limiting the generality of the foregoing to engage in the production, manufacturing, selling of the aforesaid products including glucose, dextrin, isomerase, modified and unmodified starch.
- (w) To establish and carry on the business of manufacturing, making and producing all types of industrial alcohol, industrial starch, animal feed from flour, malt, hops, grains, meal, yeast, cassava, maize, rice, corn, gari.
- (x) To purchase, own or otherwise acquire lands, real property, easements, rights and other property real or personal for the purpose and conducive to the objects of the company including farming, cultivation of cassava, maize, potato, cereal crops and other agricultural crops which are suitable for the manufacture, and production of starch and other derivatives aforementioned.
- (y) To carry on business of petrol service station and deal in petrol, diesel, oil, crude oil, lubricating oil, grease and/or fuel oil kinds and all other kind of mineral and petroleum products as an importers, dealers or distributors and servicing and repairing of vehicle of all types generally.
- (z) To render veterinary services and educate or inform or advice or consult on all aspect of veterinary and agricultural sciences.
- (aa) To acquire, take-over, promote, establish and carry on all or any of the business of seed crushers and manufacturers and processors of Soya beans, linseeds, cottonseeds, groundnuts, simsim, sunflowers and any other seeds and cakes, oil extractors by crushing, chemicals or any other process from the afore-mentioned plants or other natural and oil substances and to prepare, manufacture, mill and render marketable any such oil and to sell, dispose of and deal in any such oil either in its prepared, manufactured or raw state.

- (bb) To carry on the business of meal manufacturers, grain, seed, cake, corn, hay-straw and fodder merchants, manufacturers of lard and margarine, hydrogenated oils, glycerin and inks of all kinds.
- (cc) To carry on the business of manufacturers and distributors of cattle, poultry feed and feeding and fattening preparation of every description, makers and manufacturers of artificial manufactures and fertilizers of every description, manufacturers of soaps of all kinds and be wholesalers and retail dealers thereof, flax, cotton oil, cake, corn, merchants and any branch or subsidiary business commonly carried in connection therewith and to carry on the business as agents, consultants or representatives of overseas or local manufacturers, industrialists or other like organisation in any type of goods, products or commodities.
- (dd) To transact any and every description of agency, commission, commercial, industrial, manufacturing, mercantile and financial business and to carry on the business of clearing and forwarding agents, shipping agents, commission agents, customs agents, provisional merchants, stockiest, importers, retailers and wholesalers, transporters of passengers and goods, motorcars, omnibuses and coach proprietors and carriers, boat owners, ship owners, amusement carriers and job masters.
- (ee) To carry on the business of imports of motor vehicles, spare parts, electrical goods of various kinds, machinery, computers, calculators, metals, refrigerators, air-conditioners, cookers, textiles, building materials, industrial ginnery spares, agricultural machinery, etc.
- (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 authorised carrying on any business which the company is authorised to carry on, or possess property suitable for the purpose of this company.

- (gg) To invest and deal with moneys of the company not immediately required upon each security and in such manner as may from time to time be determined.
- (hh) To purchase, lease, or otherwise acquire, and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings, machinery or plants, mills, factories, warehouses or any hereditaments.
- (ii) To adopt means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (jj) To enter into arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporation, companies or persons having objects that may seem conducive to the company's objects or any of them, and to obtain from any such Government, Authority, Corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the company may think desirable, and to carryout, exercise and comply with any such charters, contracts, decrees, rights privileges and concessions.
- (kk) To enter into (partnership or into) any arrangements for sharing profits, union or interests, co-operation, joint venture, reciprocal, concession, or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on, or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this company. And to lend money to, guarantee the contracts of, or otherwise assist, any such person, firm or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissues with or without guarantee, or otherwise deal with the same.
- (ll) To promote any other company for the purpose of acquiring all or any of the property, and undertaking, or any of the liabilities of this company, or of undertaking any business or operation which may appear likely to assist or

benefit this company, or to enhance the value of the property or business of this company, and to place guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each company as aforesaid.

- (mm) To lend and advance money or give credit to such persons, firm or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, firms or companies for the due payment of money for the performance of any obligations or liabilities.
- (nn) To receive money or deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of 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 and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
- (oo) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchanges, bill of lading, warrant, debentures and other negotiable or transferable instruments.
- (pp) To establish and support or aid in the establishment and support of association, institutions, funds, trusts, and clubs calculated to benefit the employees or ex-employees of the company, or any of its predecessors in business, or of any company which is a subsidiary company of the company or is allied there to or associated therewith, or dependents or connections of such persons and to grant or provide pensions and allowances to make or enter into arrangements for the provisions of policies of life insurance, pension or other benefits to or for any directors or employees of the company or any such predecessor or such company as aforesaid, or the relations, connections or dependents of any such person, to pay or contribute towards the payment of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trusts and scheme (including funds,

trusts, and scheme providing for payment towards insurance) which may be considered calculated to promote such persons or benefits.

- (qq) To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portions for such consideration as the company thinks fit, and in particular for shares, debentures, or securities, of any company purchasing the same.
- (rr) To purchase or otherwise acquire letters, patents brevets d'invention, concessions, licenses, rights and privileges subject to royalty or otherwise, and whether exclusive or on - exclusive or limited, or any part interest in such letters, patents, brevets invention, concessions, licenses, rights and privileges, whether in East Africa or in any other part of the world.
- (ss) To take all necessary and proper steps with the authorities, national, local, municipal, or otherwise of any place in which the company may have interests and carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the company or effecting any modification into on constitution of the company or furthering the interests of its members, and to oppose any steps taken by any other company or persons which may be considered likely, directly or indirectly, to prejudice the interest of the company or its members.
- (tt) To procure the registration of the company in or under the laws of any place outside Tanzania.
- (uu) To purchase, sell, subscribe, form, underwrite, or otherwise acquire and hold shares, stocks or other interest in an obligations of any other company or corporation.
- (vv) To distribute among the members of the company in kind any property of the company, and in particular any shares or securities or other companies belonging to this company.
- (ww) To act as agents or brokers and as trustees for any person or company and to undertake and perform subcontracts and to do all or any of the above business in any part of the world, and either as principals, agents, trustees,


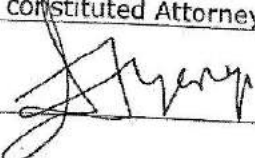
contractors or otherwise, and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.

(xx) To do all such things as are incidental or conclusive to the attainment of the above objects or any of them.

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 incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause of this clause shall not except when the context expressly so requires, be in any wise limited or restricted reference to or inferences from the terms of any other sub-clause or by the name of the company. None of such sub-clause or the objects herein specified or the power thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the company shall have fully powers to exercise all or any of the powers conferred by any part of this clause and notwithstanding that the business, undertaking, property performed do not fall within the objects of the first sub-clause of this clause.


1. The liability of members is limited.
2. The authorised share capital of the company is shillings 100,000,000/= (Say Shillings One Hundred Millions) divided into 1,000 shares of shillings 100,000/= each.

WE, THE SEVERAL PERSONS whose names addresses and descriptions 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 opposite our respective.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
1. YUSUF BEYAMAOWEI P.O. BOX 77456 Dar es Salaam	100	Signed for and on Behalf of Yusuf Beyamaowei by Ademba Gomba as dully constituted Attorney 
2. ADEMBA GOMBA P.O. BOX 77456 Dar es Salaam.	10	

DATED at D'salaam this 22nd day of July 2002

WITNESS to the above signatures:

NAME : Peter Swai
SIGNATURE : 
POSTAL ADDRESS : P.O. Box 12274 Dar es Salaam
QUALIFICATION : Commissioner for Oaths

PETER JOSEPH SWAI, ADVOCATE
NOTARY PUBLIC AND
COMMISSIONER FOR OATHS
P.O. BOX 12274
DAR ES SALAAM
TEL: 0812-785453

Certified True Copy of the Original
Sign: F.O. Date: 28/7/12
FLORA AWUOR OBETO
Advocate, Notary
Public & Commissioner for Oaths

COMPANIES ORDINANCE (CAP.212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
Y & P INVESTMENT CO. LTD

TANZANIA

Stamp Duty Shs. 12,000/- Paid

Receipt No. 7704153. 23/10/102

Asst. Registrar of Companies

PRELIMINARY

1. In these regulations:

"The Ordinance" means of the companies ordinance chapter 212 of the Laws of Tanganyika.

When any provision of the ordinance is referred to the reference in that provision as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies, corporate, partnership, firms, co-operative societies, etc.

The regulation of Table 'A' in the first schedule to the companies ordinance (hereinafter called Table 'A') shall apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table 'A' the former shall prevail, and in addition to substitution for or modification of the provisions of Table 'A' the following shall be the regulations of the company

PRIVATE COMPANY

2. 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 (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were in such employment and have continued after the determination of such employment to be members of the company) is limited to fifty; provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member.
 - (c) Any invitation of the public to subscribe for any shares or debentures of the company is prohibited.
 - (d) The company shall not have power to issue shares, warrants to bearer.

TRANSFER OF SHARES

3. The directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom it shall in their opinion be undesirable for any person whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:-
- (a) No share shall be transferred to a person who is not a member so long as there is a member or any person selected by the directors as one who it is desirable in buying the shares. All share transfers shall be confirmed by the Board of Directors.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such share and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the board

of directors of any member or members of the company at a price to be agreed upon between the party giving such notice and the board, or in case of difference to be determined by the auditor of the Company.

- (c) Upon price of such shares being agreed on or determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the share holders desiring to sell or transfer the said shares stating the number and the price of such shares inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so, what maximum number of such shares. At such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro-rata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be obliged to take more than the maximum of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholder who shall have agreed to purchase the same.

GENERAL MEETING

NOTICE OF GENERAL MEETING AND PROCEEDINGS AT GENERAL MEETING

5. Articles 39 to 53 of Table 'A' shall apply subject to the following variations:-
- (a) A general meeting, ordinary or extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
 - (b) Two members, present either personally or by proxy shall form a quorum.
 - (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the directors and of the members of the company holding three-fourths of the issued

shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

DIRECTORS

6. (a) Until otherwise determined by the company in general meeting the directors shall not be less than two and not more than ten in number.
- (b) The following persons shall be the first directors in the company: -
 1. **Yusuf Beyamaowe**
 2. **Ademba Gomba**
7. The share holding qualifications for directors may be fixed by the company in general meeting and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall unless otherwise fixed by the directors be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be valid and effectual as if it had been passed at meeting of directors duly called and constituted.
10. The directors may from time to time borrow or raise moneys for the purpose of the company which may exceed the issued share capital of the company.

BORROWING POWERS

11. The Directors may raise or borrow for the purpose of the company's business any sums of money as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the company, present and future, including its uncalled or unissued capital or by the issue, at such price as they may think fit of bonds or debentures, either charged upon the whole or any part of the property and assets for the company, or not charged, or in such other way as the directors may think expedient.

ALTERNATE DIRECTORS

12. Each director may nominate a person, who shall be approved of in writing by the other directors, to act as Alternate in his place during his absence from Tanzania or inability to act as such director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the directors of the company, and such Alternate Directors when acting shall exercise and discharge all the duties and functions of the Director whom he represents and in the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents he may be subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

13. The secretary shall be appointed by the Board for such terms at such remuneration and upon such conditions as it may think fit and any secretary so appointed may be removed by the Board.

WINDING UP

14. With the sanction of the special resolution of the Shareholders, any part of the assets of the company including any shares in other companies may be divided between the members of the company in specie or may be vested in Trustee for the benefit of such members and the liquidation of the Company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is in any liability.

INDEMNITY


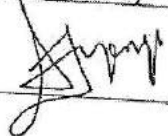
15. Every Director, Managing Director, agent, auditor, secretary and other officer for the time being of the company against any liability incurred by him in defending any proceeding, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or is in connection with any application (under section 245 of the ordinance) in which relief is granted to him by the court.

ALTERATION OR ADDITIONS

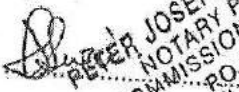
16. Subject to the provision of the ordinance and to those contained in the Memorandum of Association, the company may by special Resolution make alterations or additions to articles of Association and any such alterations or additions so made shall be as valid and effectual as if originally contained in these articles and be subject in like manner to alteration by special Resolution.

ARBITRATION

17. If and whenever any dispute or difference shall arise between the company and any of the members or their respective representatives touching upon the construction or meaning of any of the articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising hereunder or arising out of the relations existing between the parties by reason of these Articles or the ordinance, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three(3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within thirty (30) days the procedure laid down in the Arbitration ordinance (cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
1. Yusuf Beyamaowei P.O. BOX 77456 Dar es Salaam	100	Signed for and on Behalf of Yusuf Beyamaowei by Ademba Gomba as dully constituted Attorney 
2. Ademba Gomba P.O. Box 77456 Dar es Salaam	10	

DATED at Dar es Salaam this 2nd day of July, 2002

WITNESS to the above signatures: ADVOCATE
 NAME: Peter Joseph Swai
 SIGNATURE: 
 PETER JOSEPH SWAI, ADVOCATE
 NOTARY PUBLIC AND
 COMMISSIONER FOR OATHS
 P.O. BOX 12274
 DAR ES SALAAM
 TEL: 0812-785453

Certified True Copy of the Original
 Sign: P.O. Date: 2/7/2002
 FLORA AWUOR OBETO
 Advocate, Notary
 Public & Commissioner for Oaths

POSTAL ADDRESS: P.O. Box 77456
 QUALIFICATION: Commissioner for Oaths