

**THE COMPANIES ORDINANCE
(CAP 212)**

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES

OF

ASSOCIATION

OF

TANZANIA TOBACCO PROCESSORS LIMITED

Incorporated this 8TH day of APRIL, 1997

Drawn and filed by:-

A. T. NGULUMA, ESQ.,
ADVOCATE,
QUEENSWAY TRUSTEES (T) LIMITED,
P O BOX 45,
DAR ES SALAAM.

TANZANIA
Stamp Duty Sbs. 100/-
I.I.D. ON ORIGINAL
Receipt No. 0478614 of 2003-4
Stamp Duty Officer

TANZANIA
Stamp Duty Sbs: 500/- Paid
Receipt No. 0478614 of 2003-4
Stamp Duty Officer

THE COMPANIES ORDINANCE (CAP 212)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

TANZANIA TOBACCO PROCESSORS LIMITED

1. The name of the Company is " **TANZANIA TOBACCO PROCESSORS LIMITED**".
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:

PRIMARY OBJECTS

- (a) To carry on business of tobacco production, procurement/purchasing transportation, storage, handling, processing, marketing of Leaf Tobacco and other agricultural crops including provision of extension services in the way of advice, research, supervision, training, procurement, selling and distribution of farm imports, barn input, packing materials, agricultural machinery, equipment and implements of every kind and description.
- (b) To purchase build. take on lease or otherwise hire godowns, offices and marketing centres and carrying on any trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above objects or the general business of the Company.
- (c) To carry on business and act as merchants, traders, financiers, importers and exporters, factors, warehousemen, manufacturers representatives, commission agents, forwarding agents, carriers and carriers' agents, brokers, underwriters and manufacturers of, processors and dealers in leaf tobacco, goods, produce, merchandise, plant, machinery, tools and commodities of all kinds and to import, export, buy, sell, barter, exchange, pledge, make advances upon and otherwise deal in leaf tobacco, goods, produce, merchandise, plant, machinery, tools and commodities.
- (d) To carry on business of manufacturers, importers and exporters of and dealers in fertilizers, drugs, medicines, chemicals and chemical substance and products of every description.
- (e) To carry on business as mechanical, electrical, constructional, hydraulic, civil and general engineers and contractors and to construct, erect, execute, equip, install, improve, work, develop, repair, maintain, administer, manage and control buildings,

public and other works of all kinds, plant and machinery, electrical, water and pumping installations and apparatus, irrigation, reclamation, sewage and drainage schemes and works, power supply works, warehouses, roads, railways, bridges, docks, harbours, wharves, canals and reservoirs.

- (f) To carry on the business of planters, growers, florists, cultivators, horticulturists, market gardeners, agriculturists, and buyers of every kind of vegetable and other produce of the soil; to prepare, preserve, process, cure, blend, refine, treat, manufacture and render marketable any such produce, and to sell, dispose of and deal in any such produce, either in its prepared, manufactured, raw or other state, and either by wholesale or retail.
- (g) To carry on business of fruiterers, fruit canning and processors of agricultural products and green grocers, meat and foodstuff suppliers, corn and flour merchants, general provision merchants refreshment contractors, hotel and restaurant owners and to buy, sell, manufacture and deal in goods, refreshments and retail, and to transact every kind of agency business.
- (h) To carry on the business of farmers and traders both wholesale and retail.
- (i) To carry on the business of importers and exporters in all its branches and of all produce, materials, chattels, goods, merchandise and other goods.
- (j) To purchase, take for lease and otherwise acquire for investment or resale any estates, land, buildings, easements and other rights and interest in immovable property of any tenure in Tanzania and elsewhere and to sell, let or lease, exchange or otherwise dispose of or grant rights over any immovable property, belonging to the company.
- (k) To carry on business and to set as merchants, traders, commission agents, general agents, carriers on in any other capacity in the United Republic of Tanzania or elsewhere and to import, export, buy, sell, barter, pledge, make advances upon, or otherwise deal in industrial and pharmaceutical, agricultural and horticultural commodities, produce, and merchandise of all kinds and descriptions.
- (l) To sell, improve, manage, develop, lease, mortgage, pledge or otherwise charge or encumber, dispose or, turn to account or otherwise deal with all or part of the immovable or movable property of the company.
- (m) To carry on and transact any other business and operations, commercial, manufacturing, financial, agricultural or otherwise which the Board of Directors of the Company may think directly or indirectly conducive to any of its objects or capable of being conveniently carried on in connection therewith or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
- (n) To acquire any such shares, stocks, debentures, debenture stock scripts, bonds, notes, securities, obligations, funds or loan by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof, and to carry and transport from time to time as may be considered expedient any of the Company's investments for the time being.

- (o) To issue and deposit any securities which the Company has power to issue by way of mortgage or secure any such sum less than the nominal amount of such securities, and also by way of security for the performance of any contract or obligations of the Company or of its customers or of any other company or person having dealings with the company, or in whose business or undertakings the company is interested.
- (p) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patent, patent rights, brevets d'invention trade marks, designs, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company; or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patent, inventions or rights.
- (q) To borrow or raise or secure the payment of money by bank overdrafts, mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the company shall deem fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the company by a trust deed or other assurance.
- (r) To buy, sell, or otherwise dispose of, and to deal in any real or personal property and any stocks, funds, shares, and securities of every description, on commission or otherwise, or to act as agent for any of the above or the like purposes;
- (s) To establish and maintain branches and agencies for the purpose of the Company in any part of Tanzania or elsewhere and from time to time to discontinue and regulate the same;
- (t) To purchase or otherwise acquire the undertaking and/or any of the goodwill, business, property, and liabilities of any other company, or of any partnership or person carrying on any business which the Company is authorised to carry on, or which may seem to the Board of Directors of the Company to be calculated, directly and indirectly, to benefit the Company, and to pay for the same in cash, or by bills or shares in the Company, or otherwise;
- (u) To enter into partnership, or into any arrangement for sharing profits, union of interests, or co-operation with any person, partnership or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to take, otherwise acquire and hold stock or shares in such company;
- (v) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or the dependants of such persons, suppliers and customers to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid and

their dependants and to institute and maintain any club or other establishment for the benefit of the Company's employees;

- (w) To subscribe to or otherwise aid benevolent charitable national or other institutions or objects of a public character;
- (x) To purchase take on lease or otherwise acquire for the purposes of the Company any estates lands buildings easements or other interest in real estate and to sell let on lease or otherwise dispose of or grant rights over any real property belonging to the Company.
- (y) To purchase or otherwise acquire erect maintain reconstruct and adapt any buildings works plant and machinery and other things found to be necessary or convenient for the purposes of the Company;
- (z) To sell, improve, manage, develop, turn to account, exchange, let on rent, share of profits or otherwise grant licences, easements and other rights in respect of and in any other manner deal with or dispose of the undertaking of the Company or any part thereof, or all or any of the property for the time being of the Company, and for any consideration whether in cash or in shares (fully or partly paid) debentures, debenture stock or other interest in or securities of any company or otherwise;
- (aa) To amalgamate with any other company whose objects are or include objects similar to those of the company whether by sale or purchase (for fully or partly paid shares or otherwise) of the undertaking subject to the liabilities of the Company or any such other company as aforesaid with or without winding up or by purchase (for fully or partly paid shares or otherwise) of all or a controlling interest in shares or stock of any such other company or in any other manner;
- (bb) To register the Company, if the Directors should so think fit in any other country in Africa or elsewhere, and to take such other steps as may be necessary to give the Company so far as may be the same rights and privileges abroad as are possessed by local companies or partnerships of a like character, and to promote and obtain any Act of Parliament or similar authority of any foreign government for the purposes of the Company's objects;
- (cc) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company both in Tanzania or elsewhere, and to remunerate any person or persons, company or association, for services rendered, or to be rendered for guaranteeing, obtaining, or placing any shares of either the original or any increased capital or securities of the Company, or otherwise;
- (dd) To distribute among the Members in specie any property of the Company;
- (ee) To accept payment of any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company either in cash, by instalments or otherwise, or in shares, debentures, debenture stock or other securities of any Company or partly in one way and partly in another and, generally, on such terms as the Company may determine and to hold, deal with or dispose of any consideration received.

- (ff) To issue, place, underwrite or guarantee the subscription of or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (gg) To invest any monies of the Company not immediately required for the purpose of the business of the Company in such investments (other than shares in the Company or its holding company, if any) and in such manner as may from time to time be determined and to hold, sell or otherwise deal with such investments.
- (hh) To enter into any arrangement with any government or other authority supreme municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges which may seem conducive to the attainment of the Company's objects or any of them and to obtain or to endeavour to obtain any provisional government order or any Act or Ordinance for the purpose of the Company or any other company.
- (ii) To remunerate any person or company rendering services to the Company or in or about its formation or promotion in such manner as may be thought expedient.
- (jj) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with other, and either by or through agents, sub-contractors, trustees or otherwise;
- (kk) Generally, to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:

- (i) In the interpretation of this clause, the powers conferred on 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 and that 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; and
- (ii) 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 unincorporated, and whether unincorporated, registered, resident or domiciled in the United Republic of Tanzania or elsewhere.

4. The liability of the Members is limited.
5. The authorised share capital of the Company is Shs.7,000,000,000/= divided into 7000 ordinary shares of Shs. 1,000,000/= each with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or

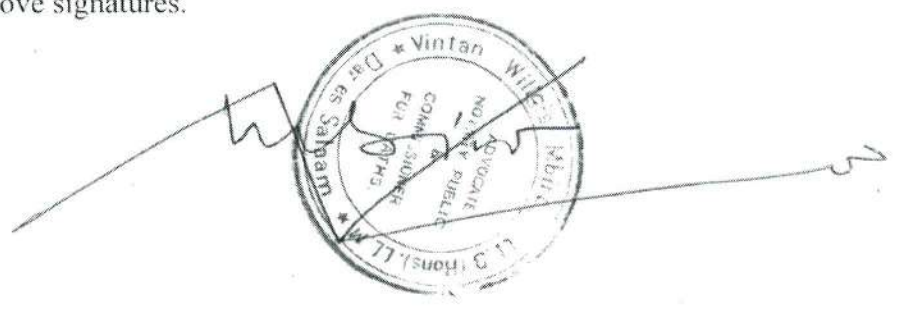
any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.

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 set opposite our respective names.

NAMES, ADDRESS AND OCCUPATION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
UNIVERSAL LEAF TOBACCO COMPANY INC 1501 NORTH HAMILTON STREET RICHMOND, VIRGINIA 23230	1	<i>[Signature]</i> For and on behalf of Universal Leaf Tobacco Company, Inc.
SOUTHERN STATES TOBACCO COMPANY INC 1501 NORTH HAMILTON STREET RICHMOND, VIRGINIA 23230	1	<i>[Signature]</i> For and on behalf of Southern States Tobacco Company, Inc.

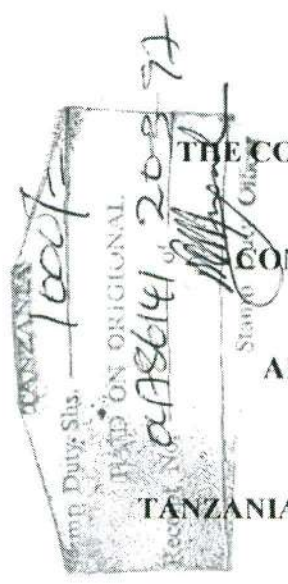
Dated this 17TH day of March, 1997.

WITNESS to the above signatures.



Drawn and filed by:-

A.T.NGULUMA
ADVOCATE
P O BOX 45
DAR ES SALAAM



THE COMPANIES ORDINANCE (CAP 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TANZANIA TOBACCO PROCESSORS LIMITED



PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to the Companies Ordinance (Cap 212) shall not apply to this Company except in so far as the same are repeated or contained in these Articles.

INTERPRETATION

2. In these regulations:-
 - (A) Words denoting the singular number only shall include the plural number also and vice versa;
 - (B) Words denoting the masculine gender only shall include the feminine gender also;
 - (C) Words denoting persons only shall include corporations;
 - (D) "The Company" shall mean "**TANZANIA TOBACCO PROCESSORS LIMITED**";
 - (E) "Month" shall mean a calender month;
 - (F) "Dividend" shall include bonus;
 - (G) "A Director" shall include Alternate Director;
 - (H) "The Directors" shall include, and mean the Directors for the time being of the Company, and "the Board" shall mean the Directors or any of them acting as the Board of the Company;
 - (I) "Paid-up" shall include credited as paid up;
 - (J) "Tanzania" means the Mainland of the United Republic of Tanzania.
 - (K) "The Secretary" shall include a temporary or assistant Secretary or any person appointed by the Board to perform the duties of Secretary;
 - (L) "The Seal" means the Common Seal of the Company;

- (M) "The Ordinance" shall mean the Companies Ordinance (Cap 212) or any statutory re-enactment or modification thereof for the time being in force, and reference to any section or provision of the Ordinance shall include a reference to any statutory re-enactment or modification of such section or provision for the time being in force;
- (N) "The Register" shall mean the Register of Members of the Company.
- (O) Expressions in these regulations referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, telex, telefax, cables and other modes of representing or reproducing words in a visible form.
- (P) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

3. The company is a private company and accordingly:

- (a) The right to transfer shares is restricted in manner hereafter prescribed.
- (b) The members of the company (exclusive of persons who are in the employment of the company while 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 Article be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
- (d) The company shall not have power to issue share warrants to bearer.

SHARE CAPITAL AND VARIATION OF RIGHTS

- 4. The initial share capital of the Company is Shs.7,000,000,000/= divided into 7000 ordinary shares of Shs.1,000,000/= each.
- 5. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by Ordinary Resolution determine. Subject to the provisions of Section 46 of the Ordinance, the Company shall not give, directly or indirectly (and whether by means of a loan, guarantee, the provision of security or otherwise) any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding Company, and the Company shall not make a loan for any purpose whatsoever on the security of its shares or those of its holding Company.
- 6. Subject to the provisions of Section 47 of the Ordinance, any preference shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the opinion 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.

7. The holders of any class of shares may at any time and from time to time and whether or not during liquidation, by an extraordinary resolution passed at a meeting of such holders, consent on behalf of all the holders of shares of the class to the issue or creation of any shares ranking equally therewith, or having any priority thereto, or to the abandonment of any preference or priority or of any accrued dividend, or the reduction for any time or permanently of the dividends payable thereon, or to the amalgamation into one class of the shares of any two or more classes, or to the subdivision of shares of one class into shares of different classes, or any alterations in these Articles varying or taking away any rights or privileges attached to shares of the class, or to any scheme for the reduction of the Company's capital affecting the class of shares in a manner not otherwise authorised by these Articles, or to any scheme for the distribution (though not in accordance with legal rights) of assets in money or in kind in or before liquidation, or to any contract for the sale of the whole or any part of the Company's property or business determining the way in which as between the several classes of shareholders the purchase consideration shall be distributed, and generally consent to any alteration or abrogation or rights, contract, compromise or arrangement which the persons voting thereon could if sui juris and holding all the shares of the class consent to or enter into, and such resolution shall be binding upon all the holders of shares of the class. This Article shall not be read as implying the necessity for such consent in any case in which but for the Article the object of the resolution could have been effected without it under the provision.

CERTIFICATES

8. Every person whose name is entered as a member in the register shall, without payment, be entitled to receive within two months after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, a certificate under the seal specifying the shares allotted or transferred to him and the amount paid thereon, provided that in the case of joint holders, the company shall not be bound to issue more than one certificate to each of the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all.
9. If any such certificate shall be worn out defaced, destroyed or lost, it may be renewed on such evidence being produced as the Directors shall require, and in case of wearing out or defacement on delivery of the old certificate and in case of destruction or loss on execution of such indemnity. In case of destruction or loss the member to whom such renewed certificate is given shall also bear and pay to the company all expenses incidental to the investigation by the company of such destruction or loss and to such indemnity.

PROHIBITION OF DEALING IN COMPANY'S SHARES

10. The Company shall not give, whether directly or indirectly or whether by means of a loan guarantee, the provision of security otherwise financial assistance for the purpose of or in connection with the purchase or subscription made or to be made by any person or for any shares in the Company or in its holding company (if any) nor shall the company make a loan for any purpose whatsoever on the security of its shares or those of its holding company (if any) but nothing in this Article shall prohibit transactions mentioned in the provision to Section 46(1) of the Ordinance.

LIEN

11. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company's lien, if any, on a share extend to all dividends payable thereon.

CALLS ON SHARES

12. The Directors may, subject to the provisions of these Articles and to any conditions of allotment, from time to time make such calls upon the shareholders in respect of all moneys unpaid on their shares as they think fit.

TRANSFER OF SHARES

13. All transfers of shares may be effected by transfer in writing in usual common form under hand only.
14. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.
15. The Directors may, in their absolute discretion, and without specifying any ground, refuse to register a transfer of any share to any person whom in its opinion is undesirable to the interests of the Company to admit to membership. No transfer shall be registered if by reason thereof the number of members would exceed the limit hereinbefore prescribed. Acceptance or refusal to register a transfer will be by simple majority of the Directors save for the veto powers hereby being conferred to any of the first directors of the Company. Provided that the power of veto cannot be exercised in the case of transmission of shares.
16. The Directors may refuse to register any transfer of a share where the Company has a lien on the share. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
17. The Directors may decline to recognise any instrument of transfer unless the instrument of the transfer is deposited at the office or such other place as the Directors may appoint, accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.
18. In case of the death of a shareholder the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.
19. Subject to any provision of the Articles, any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to this title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, be registered himself as a holder of the share or elect to have some person nominated by him registered as the transferee thereof.

20. Subject to any other provisions of the Articles, if the person so becoming entitled shall elect to register himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these Articles, relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer executed by such member.
21. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to receive and may give a good discharge for all dividends and other moneys payable in respect thereof, but shall not be entitled to receive notice of or to attend or vote at meetings of the Company, or, save aforesaid, to any of the rights or privileges of a member until he shall have become a member in respect of the share.

FORFEITURE OF SHARES

22. If any member fails to pay the whole or any call on or before the day appointed for the payment thereof the Directors may at any time thereafter during such time as the call, or any part thereof, remains unpaid, serve a notice on him requiring him to pay such call, or such part thereof as remains unpaid together with any accrued interest, and any expenses incurred by the Company by reason of such non-payment.
23. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which such call, or any part thereof as aforesaid, and all such interest and expenses as aforesaid, are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment, at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.
24. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.
25. A forfeiture of shares under the preceding Article shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
26. Where any share has been forfeited in accordance with these Articles, notice of the forfeiture be given to the holder of the shares, or the person entitled to be holder of the shares, by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register opposite to the entry of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
27. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, permit the share so forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon any further or other terms they may think fit.
28. Every share which shall be forfeited shall thereupon become the property of the company, and may be either cancelled or sold, or re-allocated or otherwise disposed of either to the

person who was before forfeiture the holder thereof, or entitled thereto, to any other person, upon such terms and in such manner as the Board shall think fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid. The Directors may, if necessary, authorise some person to transfer a forfeited share to any such other person as aforesaid.

29. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares, with interest thereon at such rate as the Directors may determine, but his liability shall cease if and when the Company receives payment in full of the nominal amount of the shares.
30. A statutory declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the above on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
31. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any such which, by the times of issue of a share, becomes payable at a fixed time, whether on account of the amount of the shares, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

INCREASE OF CAPITAL

32. The Company may from time to time by Ordinary Resolution increase the share capital by such sums, to be divided into shares of such amount, as the resolution shall prescribe. The existing members shall have the first option to subscribe into any increase in the capital of the Company.
33. The Company, by the resolution increasing the capital may direct that the new shares or any of them be offered in the instance either at par or at a premium or (subject to the provisions of section 38 of the Ordinance) at a discount to all the holders for the time being of shares of any class or classes in proportion to the number of such shares held by them respectively or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend the new shares shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as at shall think fit.
34. Unless otherwise stated the terms of the issue of the new shares shall be subject to the same provisions with reference to the payment of calls, lien transfer, transmission, forfeiture, and otherwise as the original capital.

ALTERATION OF CAPITAL

35. The Company may by Ordinary Resolution:
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
 - (b) sub-divide its existing shares or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of Section 51(1) (d) of the Ordinance.
 - (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its capital by the amount of shares so cancelled.
 - (d) issue any preference, cumulative or redeemable shares.
36. The Company may by special Resolution reduce its share capital and any capital redemption fund in any manner and with and subject to any incident authorised and consent required by law.
37. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability, or obligation of the Company or of any third party.

BORROWING POWERS

38. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability, or obligation of the company or of any third party.

GENERAL MEETINGS

39. Subject to the provision of Section 112 of the Ordinance, General Meetings shall be held once at least in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting, and at such place as may be determined by the Board. Such General Meetings shall be called "Ordinary General Meetings", and all other meetings of the Company shall be called "Extraordinary General Meetings".
40. The Directors may whenever they think fit, convene an Extraordinary General Meeting, and they shall, on the request in writing of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or other sums then due have been paid forthwith proceed to convene an Extraordinary General Meeting, and the provisions of section 114 of the Ordinance shall apply.
41. If at any time there are not within Tanzania sufficient Directors capable of acting to form a quorum any Director or any two members of the Company may convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

42. Subject to the provisions of Section 113 and 117 of the Ordinance twenty one days' notice at the least exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given, specifying the place, the day and the hour of meeting and, in case of special business, the general nature of the business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed, by the Company in General Meeting, to such persons, as are, under the regulations of the Company, entitled to receive notice from the Company, but with the consent of all the members entitled to receive notice of some particular meeting obtained in writing that such meeting may be convened by such shorter notice and in such manner as those members may think fit. Notice may be served by telex or fax.
43. The accidental omission to give notice of a meeting or the non-receipt of a notice of a meeting by any member shall not invalidate the proceedings at any meeting provided it is agreed by 100% o/s members in a subsequent meeting.

PROCEEDINGS AT GENERAL MEETINGS

44. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Ordinary General Meeting, with the exception of the declaration and sanctioning of a dividend, the consideration of the accounts, balance sheet and the ordinary report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation, and the appointment and fixing of the remuneration of the Auditors.
45. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members personally present be a quorum. For the purpose of this Article a corporation, being a member, shall be deemed to be personally present if represented by proxy. Declaration or result of the show of hands, demanded by a member present in person or by proxy and entitled to vote, and, unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands, been carried, or carried unanimously, or by a particular majority or not carried by a particular majority, or lost, and an entry to that effect in the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
46. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded. A demand for a poll may be withdrawn at any time before the next business is proceeded with.
47. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be ~~entitled~~ entitled to a second or casting vote.
48. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of meeting directs, not being more than fourteen days from the date of the meeting. ~~entitled~~

49. A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. *deleted*

VOTES OF MEMBERS

50. On a show of hands every member present in person shall have one vote and for this purpose a person who is present as the representative of a corporation shall be treated as if he was a member present in person. On a poll every member present in person or by proxy shall have one vote for each share of which he is the holder. *amended*
51. No member shall be entitled to be present or to vote at any General Meeting, either personally or by proxy, or as proxy for another member, or to exercise any privilege as a member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid, whether such shares are held by him alone or jointly with any other person or persons.
52. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
53. On a poll votes may be given either personally or by proxy. *amended*
54. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
55. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of any class of members of the Company, and the person so authorised shall be entitled to exercise the same power on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the Company.
56. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote, and in default, the instrument of proxy shall not be treated as valid.
57. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the person giving the power.
58. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy was given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its registered office before

the commencement of the meeting or adjourned meeting at which the proxy is intended to be used.

DIRECTORS

59. Until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two nor more than eight. The following persons shall be the first Directors of the Company:-
1. COLIN J HIGGINS
 2. JOHN M ALLAN
60. There shall be no share qualification for a Director.
61. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.
62. The Directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them in and about the business of the Company, including Board sitting allowances and also their expenses of travelling to and from Board and Committee Meetings or General Meetings.
63. If any Director, being willing, shall be called upon to perform extra services for the purposes of the Company, the Company shall remunerate such Director by a fixed sum of percentage or profits, or otherwise, as may be determined by the Board, and such remuneration may be either in addition to, or in substitution for, his remuneration above provided.

POWERS OF DIRECTORS

64. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Extraordinary Resolution of the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.
65. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may, on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the loss of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contract, obligations or liabilities, and it may appoint, remove and re-appoint any persons (whether members of its own body or not) to act as directors or managing directors or managers of any such company or any other company in which the Company may be interested and may determine the remuneration (whether by way of salary, commission or profits or otherwise) of any person so appointed and any Directors of the Company may retain any remuneration so payable to them.

66. The Directors may from time to time and at any time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
67. The Directors shall cause minutes to be made in books provided for the purpose of:-
- (a) all appointments of officers made by the Directors;
 - (b) all the names of the Directors present at each meeting of the Directors and of any committee of Directors; and
 - (c) all resolutions and proceedings of General Meetings and of meetings of the Directors and Committees.

DISQUALIFICATION OF DIRECTORS

68. The office of a Director shall ipso-facto be vacated:-
- (a) if he be found lunatic or becomes of unsound mind;
 - (b) if he becomes bankrupt or compounds with his creditors;
 - (c) if he absents himself from the meetings of the Directors for a continuous period of six months without special leave of absence from the Directors and the Directors resolve that his office be vacated;
 - (d) if, by Extraordinary Resolution, he be removed from office;
 - (e) if he shall pursuant to the Status be prohibited from acting as a director.

ALTERNATE DIRECTORS

69. Any Director who is unable for any reason whatsoever to carry out his duties as a Director may with the approval of the Directors appoint any person as his alternate to act for him. Such alternate shall in all respects be bound by the rules and regulations affecting the Directors in the same manner as the Director for whom he acts is bound. The appointment of an alternate director shall not be considered an assignment of the office subject to the provisions of Section 152 of the Ordinance.

PROCEEDINGS OF DIRECTORS

70. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a simple majority of votes. A Director may, and the Secretary on the requisition of a Director

shall at any time summon a meeting of the Board. The Board shall elect a Chairman of their meetings and determine the period for which he is to hold office.

71. The quorum necessary for the transaction of the business of the Board shall be a majority of the Board members sitting on the Board at the time of the meeting.
72. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or summoning a General Meeting of the Company, but for no other purpose.
73. The Board may delegate any of its powers, to committees, consisting of such member or members of its body as it thinks fit, and committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
74. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.
75. All acts done by any meeting of the Board or a committee of Directors, shall as regards all persons dealing in good faith with the Company, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid. In that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
76. A resolution in writing or by Telephonic conference call signed by all the Directors for the time being shall be so effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors. The Directors shall in the like manner have powers to pass circular resolutions.
77. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors, with a simple majority.

DIVIDENDS

78. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.
79. No dividend shall be payable except out of the profits of the Company or in excess of the amount recommended by the Board.
80. Where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) upon the terms that the Company, shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be shall, at the discretion of the Board, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the

purpose of ascertaining the funds available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. If any shares or securities are purchased cum-dividend or interest, such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof.

81. Sums representing appreciations over cost prices or written down book values, realised on the sale or disposal by the Company of any of its capital assets, fully paid bonus shares received by the Company in respect of shares in other companies held by it, and any other accretions to capital assets of the Company may be distributed by the Board, either in cash or (as regards shares in other companies or other assets capable of being distributed in specie) in specie amongst the shareholders by way of special capital bonus or accretion to the capital of the ordinary shares in the Company held by them, and in proportion to the amounts paid up on those shares. Provided that no such distribution shall be made unless:
- (a) it shall have been sanctioned by resolution of the Company in General Meeting;
 - (b) the Directors are satisfied that the assets of the Company exclusive of the sum or assets proposed to be distributed, are of a value at least equal to the aggregate amount of the Company's debts and liabilities and its paid-up shares capital.
82. All dividends shall be declared and paid according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
83. The Directors may if they think fit from time to time pay to the members in respect of those shares in the capital of the Company which confer on the holders thereof deferred rights as well as in respect of those shares which confer on the holders thereto preferential rights with regard to dividend such interim dividends as appear to the Directors to be justified by the profits of the Company, and provided that the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares giving deferred rights.
- The Directors may also pay yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that profits justify the payment.
84. The Directors may deduct from any dividend or bonus payable to any member all sums of money, if any presently payable by him to the Company on account of calls or otherwise.
85. The Directors may retain any dividends and bonuses payable on shares on which the Company has a lien and may apply the same in or towards satisfaction of the liability in respect of which the lien exists.
86. No unpaid dividend bonus or interest shall bear interest as against the Company.

RESERVES

87. The Directors may before recommending any dividends whether preferential or otherwise, carry to reserve out of the profits of the Company such sums as they think proper and may

also carry to reserve any premiums received upon the issue of shares, securities or obligation of the Company. All sums standing to reserve may be applied from time to time at the discretion of the Directors for meeting depreciation or contingencies or for special dividends or bonuses, or for equalising dividends or for repairing, improving or maintaining any of the property of the Company, or for such or other purposes as the Directors may think conducive to the objects of the Company or any of them, and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments as the Directors think fit. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided as they think fit. The Directors may also without placing the same to reserve carry over any profits which they may think it not prudent to divide.

CAPITALIZATION OF PROFITS AND RESERVES

88. Subject to all necessary sanctions and consents, if any, being obtained, the Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the fixed dividends on any preference shares (including profits carried and standing to the credit or any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members who would have been entitled to receive the same such sums been distributed in cash in accordance with their rights, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in the other; provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
89. Whenever such resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payments in cash or otherwise as they think fit for the case of shares, debentures or securities becoming distributable in rations, and also where necessary to deliver a proper contract for registration as required by the Ordinance to authorise any person to enter on behalf of all members interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, and any agreement made under such authority shall be effective and binding on all such members.
90. A General Meeting may resolve that any surplus moneys arising from the accretion of any capital assets of the Company, or any investment representing the same, or any other undistributed profits of the Company not subject to charge for income tax be distributed among the members upon the footing of the value so fixed in order to adjust the rights of the members so that they receive the same as capital.

ACCOUNTS

91. The Directors shall cause proper books of accounts to be kept with respect to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.
92. The books of account shall, be kept at the registered office or (subject to the provisions of the Ordinance) at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
93. The Directors shall from time to time, in accordance with Sections 123 and 124 of the Ordinance cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in that Section.
94. A copy of every balance sheet including every document required by law to be laid before the Company in General Meeting together with a copy of the Auditor's report shall not be less than fourteen days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Company.

THE SEAL

95. The seal shall not be affixed to any instrument except by the authority of a resolution of the Directors and shall be so affixed in the presence of at least one Director and the Secretary or some other person approved by the Directors, both of whom shall sign every instrument to which the seal is so affixed in their presence.

APPOINTMENT OF AUDITORS

96. Auditors shall be appointed and their duties regulated in accordance with provision sent out in the ordinance.

WINDING UP

97. If the company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Ordinance, if any, and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached, divide amongst the members in specie or kind the whole or any part of the assets of the company and may for such purposes set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

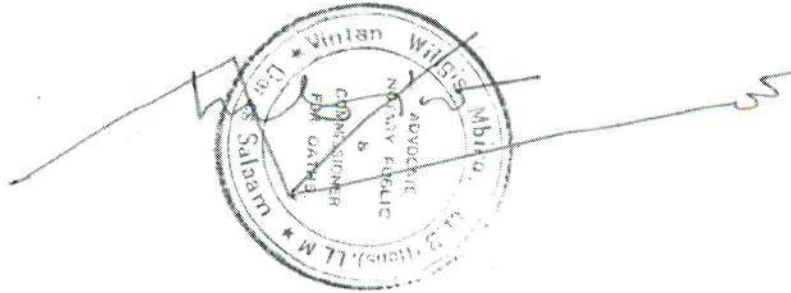
INDEMNITY

98. Save and except so far as the provisions of this Article shall be avoided by any provisions of the Statute, the Directors, Auditors and Secretary and other officers for the time being acting for the Company and the trustees, if any, for the time being acting in relation to any of the officers of the Company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the Company's business or in the discharge of his duties.

NAMES, ADDRESS AND OCCUPATION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
UNIVERSAL LEAF TOBACCO COMPANY INC 1501 NORTH HAMILTON STREET RICHMOND, VIRGINIA 23230	1	<i>[Signature]</i> For and on behalf of Universal Leaf Tobacco Co., Inc.
SOUTHERN STATES TOBACCO COMPANY INC 1501 NORTH HAMILTON STREET RICHMOND, VIRGINIA 23230	1	<i>[Signature]</i> For and on behalf of Southern States Tobacco Co., Inc.

Dated this 17th day of March 1997

Witness to the above signatures.



Drawn and filed by:-

A.T.NGULUMA
ADVOCATE
P O BOX 45
DAR ES SALAAM