

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

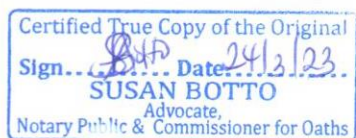
OF

McJURO INVESTMENTS LIMITED

Incorporated this day of 1991

DRAWN BY:

CHACHA NSHOYA
P. O. BOX 40095
DAR ES SALAAM



TANZANIA
STAMP DUTY 300/- PAID
RECEIPT NO. 25/197667 OF
31.7.91

ASST. REGISTRAR OF COMPANIES

TANZANIA
STAMP DUTY 300/- PAID
ON ORIGINAL RECEIPT NO. 25/197667
OF
31.7.91
STAMP DUTY OFFICER

COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
MOJURO INVESTMENTS LIMITED

1. The name of the Company shall be MOJURO-INVESTIMENTS LIMITED.
2. The Registered Office of the Company shall be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To carry out in the United Republic of Tanzania and elsewhere, the business of general supplies Merchants, Commission agents, auctioneers, Insurance agents and brokers, barter trade, generally buy, sell, import, export all types of hardware materials, electrical goods, machinery, parts, accessories and sundries.
 - (b) To carry on the business and trade as Import and exporters and distributors of agro/industrial wastes, cereals, chemicals and chemical products, packaged and tinned food, animal feed and veterinary medicines.
 - (c) To carry on the business as Restaurant Keepers, bar owners, sale of Intoxicating liquors and undertake the business of whole sellers and retail merchants and shop keepers in all its branches and to buy, sell, manufacture, import, export and deal in goods, stores, provision, agricultural products and machinery, consumable articles, chattels, drawing, industrial scientific, laboratory, and deal in the production of construction.
 - (d) To carry on the business and trade as manufactures, importers and exporters of finished and semi-finished textile fabrics of all kinds, garments, home furnishing, house hold novelties and footwear.
 - (e) To carry on business of carriers and transporters, by motor vehicles, bicycles, aircrafts, shipping or other means of passages and goods of every description; and to carry on the business of garage owners, mechanical engineering, dealers in motor vehicles, machinery of all types, spare-parts, lubricants, petrol and

petroleum products of all kinds.

- (f) To carry on the business and trade as manufactures of furniture of wood or metal, fix grills, windows, doors and gates of all types whatsoever, and to deal in saw mills, preparation of timber and timber products, distribution and disposal thereof for export purposes.
- (g) To carry on domestic, site and industrial fumigation and deals in the sale, acquisition and disposal of pesticides, insecticides.
- (h) To provide and render consultancy services to companies, corporations, partnerships, firms, business, associations, societies, Co-operatives, Colleges and Schools and individuals on matters of finance, materials management, marketing, stores, business management, accounting, taxation, data collection and processing. Industrial management engineering organisation veterinary, and Architectural and construction Engineering.
- (i) To carry on the business of milling, farming, animal rearing, mixed farming and buy, export, sell the products thereof.
- (j) To carry on the business of tree planters and keepers, charcoal dealers and all kinds of tree products, to acquire or 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 not immediately required upon such securities and in such manner as from time to time be determined.
- (k) To carry on the business and trade as paper and paper products, manufacture and stationery, educational stationery, books and equipment, sports materials, toy game items and leisure materials.
- (l) To buy, sell or hire, repair, alter and deal in machinery, component parts, accessories, and fittings of all kinds for motors and motorcycles and other things and all articles and things to be used in, or capable of being used in connection with the manufacture, maintenance and working thereof.
- (m) To enter, into any arrangement with any Government or Authority, Supreme, municipal local or otherwise, that may seem conducive to the company's objectives or any of them, to obtain from any such government or Authority any rights privileges and concessions which the company may think it desirable to obtain and to

petroleum products of all kinds.

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of the company, and with or without any declared trust in favour of the company.

- (t) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, and to carry on the business of clearing and forwarding agents, Warehouse keepers, and to carry on the business as manufacturers sales representatives.
- (u) To establish the business of the company at any place or places in Tanzania or in any other Country or Countries.
- (v) To provide for the welfare of persons in the employment of the company, or formerly in the employment of the company, or its predecessors in business, and the wives, widows and families of such persons by grants of money, allowance, gratuities, bonuses, and pensions or other payments and by providing or subscribing towards places of instruction and recreation and hospitals, dispensaries, medical, educational and other attendance and other assistance as the company shall think fit.
- (w) To adopt such means of making known the business and products of the company as may seem expedient and in particular by advertising in the press by circular and exhibitions of works of art or interest by publications of books and periodicals, and by granting prizes, rewards and donations.
- (x) To carry on any other 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 auxiliary to any of the above business or the general business of the company.
- (y) To do all such other things as are incidental or conducive to attainment of the above objects or any of them.
- (z) To procure the registration or Incorporation of the company in Tanzania and in or under the Laws of any place outside Tanzania.
- (a) To promote another company for the purpose of acquiring all or any of the property and liabilities of this company, or for any other purpose which may seem directly or indirectly calculated to benefit this company.

- (b) Generally to purchase take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, buildings, casements machinery plant and stock in trade.
 - (cc) To lend and advance money and give credit to such persons or companies as may seem expedient and in particular to members of the company and customers and others having dealing with the company and to guarantee the performance of contracts by such persons.
 - (dd) To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debentures, stock, certificates or other securities perpetual or otherwise, charged upon all or any of company rights and property (present and future) including any uncalled capital or without any such security and to purchase, deem or pay off any such security or loan.
 - (ee) Carry on any other trade or business whatsoever whether manufacturing or otherwise which can, in the opinion of the company, be advantageously or conveniently carried on by the company by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn to account any of the company's assets property or rights.
 - (ff) To form subscribe to and otherwise aid bivalent, religious, scientific, national charitable or other Institutions or objects of a public character or which have moral or other claims to support or aid by the company by reason of the nature or locality of its operations or otherwise.
 - (gg) To carry on the business of tourist agents and to establish camps, buildings, and conveniences of all kinds for tourists and passengers including hotel and lodging accommodation, guides and reading room.
 - (hh) To carry on the business of fish mongers, fishers boat owners, fish merchants, fish exports and importers, and general dealers of all types of fish and fish business.
 - (ii) To carry on the business of Filming, television and radio stations.
4. The liability of the members is limited.

5. The authorized capital of the company is shillings one hundred thousands (100,000/-) divided into one thousand (1000) each. The company has power from time to time to increase or reduce the authorized capital into several classes or otherwise and to attach thereto respectively and preferential or deferred qualified or special rights, privileges, and conditions.

We, the several persons whose names addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names:

NAMES AND ADDRESSES SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
1. Dr. Judith I. Mhina (Mrs.) P.O.Box 40474 Dar es Salaam	250	
2. Mr. Chacha Nshoya P.O.Box 40474 Dar es Salaam	250	
3. Mr. Mhina D. Mhina P.O.Box 40474 Dar es Salaam	250	
4. Mrs. Rose Nshoya P.O.Box 40474 Dar es Salaam	250	

WITNESSED BY: James Banda DATE OF 16 FEBRUARY 1991

QUALIFICATION: Advocate

ADDRESS: Box 40474 DAR-ES-SALAAM



NO. OF COMPANY

~~T.S.S.~~
FEBRUARY SHS 4500/-
RECEIPT NO. 10498275
DATE 10/4/2000.

RE: EXTRACT FROM MINUTES OF THE EXTRA
ORDINARY MEETING OF THE MEMBERS OF THE
COMPANY HELD AT ITS REGISTERED OFFICES ON
10TH JULY 1999:

It was unanimously resolved that the following resolution be adopted.


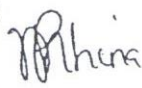

"The the authorised Share Capital of the Company be and is hereby increased from T.shs. 100,000/= to T.shs. 1,000,000,000/= (One Billion shillings) by Creation of 9999 ordinary shares of T.shs. 100,000/= each ranking in all respects pari passu with the existing shares of the Company.

M. M. M. M. M.

SECRETARY / DIRECTOR

[Signature]

CHAIRMAN

S/NO	Names, Address and Description of Subscribers	Numbers of Shares Taken by Each Subscriber	Signature of Subscriber
1.	Dr. Judith Mhina Chairman & Managing Director MC Juro Investment P.O. Box 33790 Dar es Salaam		
2.	Mr. Philip Mhina Director MC Juro Investment P.O. Box 33790 Dar es Salaam.	4,000	
3.	Mr. Mhina Mhina Director MC Juro Investment P.O. Box 33790 Dar es Salaam.	2,000	
4.	Unallocated Shares	2,000	
		2,000	
	Total	10,000	

Dated at Dar-es-Salaam this 31st day of August , 1999.

WITNESS TO THE ABOVE SIGNATURES.

Full Name: ALBERT ADIEL MSANGI

Signature: 

Postal Address: P.O. Box 3085, DSM

Qualification: PRINCIPAL LAW RESEARCH OFFICER

