

THE COMPANIES ORDINANCE
(CAP. 212)
COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

KILIMANJARO TRUCK COMPANY LTD.

Incorporated this

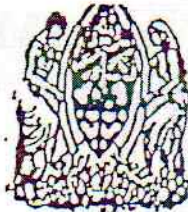
day of



Drawn By:

ROLLEN P. SAWAYA,
(SUBSCRIBER),
P.O. BOX 9492,
DAR ES SALAAM.

THE UNITED REPUBLIC OF TANZANIA



CERTIFICATE OF INCORPORATION

No.

I HEREBY CERTIFY THAT

KILIMANJARO TRUCK COMPANY 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 one thousand nine
hundred and ninety

Asst. Registrar of Companies

1200/-
0527090
14-10-97

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

600/-
0527090 3/1/97

1. The name of the Company is KILIMANJARO TRUCK COMPANY LIMITED
2. The Registered Office of the Company will be in the United Republic of Tanzania.
3. The objects for which the company is established are:-
 - (a) To carry on the business of carriers and transporters by motor vehicles, lorries, houses, cars, aircraft and otherwise goods and passengers of every description and perform the activities of tour and car-hire operators and to own and operate workshops, body builders garages and filling stations.
 - (b) To enter into and carry on business as wholesalers, retailers, exporters and/or importers of hardware, building materials, machinery, tools, implements, mechanical and electrical appliances, garments, household goods, timber, furniture, Spare parts, solutions, paints, spirits, liquors, wines, beer, beverages, provisions, motor vehicles, bicycles, motor cycles, tricycles, stationery, paper, agricultural implements, glass, bricks, earthenware, stone, pipes, slates, tiles, lime, cement, steel, iron cables, ropes, twine, hides and skins, cotton seed oake and supplies and products of every description.
 - (c) To carry on the profession business occupation of farming in all its branches and to carry on business as cattle dealers and dealers of animals and birds of every kind, and as dairymen, hay and staw dealers, seedsmen, corn and dealers, millers, butchers and producers and dealers in milk, cream, butter, cheese eggs, poultry, fruit, vegetables, jam, honey, meats, groceries and foodstuffs generally.
 - (d) To carry on the traders or business of builders, brickplayers, masons, housebreakers, pointing contractors, shop front fitters, pavement light makers, painters, plasterers, decorators, polishers, sanitary engineers, plumbers, joiners, carpenters, engineers, electricians and to undertake the erection, constructions, decoration, repair, cleaning and finishing or buildings, erections, constructions and works of every kind including water works, roads, bridges, viaducts, docks, harbours, aqueducts piers, wharves, canals, reservoirs, irrigation, improvements, sewage and drainage works and generally and works.
 - (e) To carry on the business of clearing and dorwarding agents, land and estate agents, financial agents, commission agents, travel agents, agents of all kinds of insurance and any other agency business.
 - (f) To engage into the business of and to operate hotels, restaurants, bars, inns, motels, cafes, foodstalls, cinema halls, music halls, discotheque theatres and

- (g) To carry on the business as hotel managers, road house, motel holiday camp, caravan site, restaurant, cafe, tarven, beer-house, refreshment - room, lodging house, keepers and licenced victuallers and fit up an furnishing any property for the purpose of letting the same to visitors or guests whether in single room.
- (h) To carry on business of builders, constructions, surveyors, civil, mechanical, electrical, chemical and structural engineering, queries and line makers and to build, construct renovate, repair, decorate, maintain, develop any buildings, roads waterworks, railways, bridges, dams and irrigation reservoirs and carry on any other business which may seems to the company worth being carried on.
- (i) To carry on the business of civil engineering, mechanical engineering, electrical engineering electronic engineering, building contractors, fumigators, sanitary engineering and dealers in building materials including sand, gravel, hardcore, aggregate, chippings, stone dust, timber, furnitures, paints, metal goods, plastics, hardboard, softboard, screws, hinges, nuts, bolts, fastners, iron mongery, corrugated iron sheets, padlocks, iron bars, cement and similar goods.
- (j) To carry on the business of timber and sawmill proprietors, tree fellers, woodworker, joiners can penters, wood and timber merchants, woodwork contractors, and furniture making wood and steel, and to buy, sell, mine, prepare for market, import, export and deal in minerals, oil, paint, varnishes and generally to deal in minerals, oil, paint, varnishes and generally to deal in articles of all kinds in the manufacture of which timber or wood is used.
- (k) To carry on the business of importers, exporters, provisional merchants, stockists, wholesalers, retailers, buyers, sellers and dealers in all types of agricultural machinery, implements, and equipments, plants and machinery, buses, motorcars, trucks, spare parts, tyres and tubes, tools and accessories for all types of automotives motor vehicles and all kinds of Industrial Project machinery and equipments, leather goods, television sets, video cassettes, telefax and accessories, computers, office equipments, and domestic appliances.
- (l) To carry on the business of manufacturing, importers, buyers, sellers and dealers in all kinds of wood carvings, handcrafts, live birds, live animals, machinery and spares of all kinds of agricultural products, coffee, cotton, seed cakes, millet, sisal, sisal ropes, grain, green peas vegetables, fruits, spices and food stuffs and marketers of every kind of vegetables, minerals animal products, game products, forest products and all other produce and merchandise.
- (m) To carry on the business of dealers and distributors of petrol, kerosine, motor spirit, mineral oil, crude oil, petroleum lubricating oil, grease and all other kinds of petroleum and mineral products, importers and dealers in fuel and other oil, petroleum of every kind and to carry on business of refineris of some oils and petroleum and the manufacture of lubricating oils and all other accessories and to construct, equip, maintain and work petrol

pumps, depots petrol stations and carry on the business of dealers in, hirers, repairers, cleaners, stores of motorcars, motorcycles, vans, trucks, buses lorries and other conveyances of all descriptions.

- (n) To carry on the business as proprietors and publishers of newspapers, journals, magazines, books and other literary works and undertakings, or any of the businesses of Printers, Stationers, lithographers, gravure and flexographic printers, laminators, convertors and extrudors of paper, board, film, polytene and all other materials, printers and engravers on metal, silk screen printers, type founders, stereotypers, electrotypers, photographic printers, photo-lithographers, chromolithographers, security printers, engravers, rubber stamp makers, die sinkers, book-binders and dealers in the material used in the manufacture of paper, designers, draftsmen, paper and ink manufacturers, envelope manufacturers, account book manufacturers, machine rulers, numerical printers, paperbag makers, box and carton makers, cardboard manufacturers, railway ticket manufacturers, cheque book and postage stamp printers, bank note printers, dealers in parchment, dealers in stamps, agents for the payment of stamp and other duties booksellers, publishers, advertisers, advertising agents, storekeepers, engineers, cabinet makers and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing or any of them music and sports promotions or connected therewith.
- (o) To carry on the business of planters, growers, cultivator horticulturist, arboriculturists, market gardeners, agriculturists, and buyers of every and of vegetable and other produce of the soil; to prepare, 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.
- (p) To accumulate profit and capital arising from any of the company and invest and deal with the moneys of the company in or upon such securities and purchases of land (improved or otherwise) and to realise, vary, re-invest or deal otherwise with such money as from time to time to be determined.
- (q) To make arrangements with persons engaged in any trade, business or profession for concession to the Company's members of any special rights, privilege and advantages and in particular regard to the supply of raw materials and products or any other goods.
- (r) To establish branches and agencies in different parts of Tanzania and outside the country for the purpose of carrying on any or all of the business of the Company.
- (s) To enter into any agreement with any government or authorities; supreme, municipal, local or otherwise that may seem conclusive to the Company (sub - objects or any of them, and to obtain from any such Government, authority, corporation, company or union, any charters contracts, decrees, rights privileges and concessions).


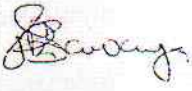

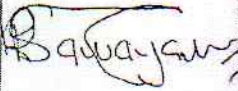
- (t) To make arrangements with any persons engaged in any trade, business or profession to concession to the Company of any special rights, privileges and advantages.
- (u) To raise and borrow money by the issue of shares, stock, debenture stocks, bonds, obligations, deposit notes and otherwise howsoever and to invest the moneys of the company not immediately required, in such manner other than the shares of the company as from time to time may be determined.
- (v) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, debentures or other negotiable or transferable.
- (w) To receive money on deposit with or without interest thereon.
- (x) To distribute any other property of the company or any part thereof among members inspection and either by way of dividence or upon return of capital.
- (y) To act as agents or brokers, and as trustees for any person, firm or company, and to undertake and perform subcontracts and also to act in any other business of the company through or by means of agents, brokers, subcontractors or others.
- (z) To sell 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 may think fit and particular for shares, debentures or securities of any company purchasing the same.
- (aa) To buy, hire, manufacture, sell, barter, deal and trade in all kinds of merchandise, produce, metals, minerals, goods, stores, chattels, properties and affects of any sort of kind and to transact any and every description of agency, commission, mercantile and financial business.
- (bb) To adopt such means of making known the products of the company may seem expedient, and in particular by advertising in the Press by circulars, by purchase and exhibition of works of art.
- (cc) To malgamate with any other company having objects altogether or in part similar to those of this company.
- (dd) To distribute among the members of the company in kind of property of the company and in particular any shares of securities of other companies belonging to this company.
- (ee) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (ff) To obtain all powers and authorities necessary to carry out or extend any of the above objects.

The objects set forth in any sub-clause of this clause of this clause shall to except them in context expressly so required, be in any wise limited or restricted by reference or inference from the terms of any sub-clause or by the name of the company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely, to the objects mentioned in the first sub-clause of this clause, but the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

And it is hereby declared that the word "COMPANY" in this clause shall be deemed to include any Partnership or other of Persons, whether incorporated or unincorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects - specified in each Paragraph of this clause shall, except where otherwise expressed in such Paragraph, be independent main objects and shall in no wise be limited or restricted by a reference to or inference from the terms of any other sub-clause or by the name of the company.

4. The liability of the members is LIMITED.
5. The initial share capital of the company is Shs. 5,000,000/= divided into 5,000 shares of Shs. 1,000/= each and the company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights privileges, restrictions or conditions.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in purpose of this Memorandum of Association and we respectively agree to take number of shares in the Capital of the Comapny opposite our respective names.

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBES	NUMBER OF SHARES TAKES	SIGNATURE
ROLLEN P. SAWAYA P.O. BOX 9492 DAR ES SALAAM	60	
MRS ROSE R. SAWAYA P.O. BOX 1402 MOSHI	20	
PRIMI R. SAWAYA P.O. BOX 1402 MOSHI	10	
PRICE R. SAWAYA P.O. BOX 1402 MOSHI	10	

DATE this 1st at DSM day of OCTOBER 1997

WITNESS to the above signature:

NAMED: D. S. NGALO

SIGNATURE: 

POSTAL ADDRESS:

DESIDERI SEBASTIAN NGALO
ADVOCATE

QUALIFICATION: 2349 DAR-ES-SALAAM



1200/-
052701
8-10-97

600/-
052701 3-10-97

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

KILIMANJARO TRUCK COMPANY LTD.

1. In these regulations:
"The ordinance" mean 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 similar shall include the plural and vice versa, and words importing the masculine gender shall include females, and he words importing persons shall include bodies, corporate, partnership, firms, cooperative societies, etc.

The regulation of Table "A" first Schedule to the Companies Ordinance (hereafter called Table "A" shall apply to the Company, save in so far as they conflict between 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 hereafter prescribed.
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of the 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 there where two or more persons holding one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member.

GENERAL MEETING

NOTICE OF GENERAL MEETING AND PROCEEDING 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 personal or by proxy shall form a quorum.
 - (c) Any ordinary resolution of the Company determined without any general meeting and evidence 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 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 to the Company:-
- 1. ROLLEN P. SAWAYA
 - 2. MRS. ROSE R. SAWAYA
 - 3. PRICE R. SAWAYA
 - 4. PRIM R. SAWAYA
7. The shareholding 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 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 a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow raise moneys for the purpose of the Company which may exceed the issues share capital of the Company.

BORROWING POWERS

11. The Directors may raise or borrow to the purpose of the Company's business any sum or sums of moneys 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 present and future, including its uncalled or unissued capital or by the issue, at such prices 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, not charged, or such other way as the Directors may think expedient.

ARBITRATION

12. If and whenever any difference shall arise between the Company and any of the members or their respective representative representatives touching the construction of any of the Articles herein contained or any act or thing made or done or to be done or to be made or done or omitted or in regard to the liabilities and rights arising thereunder or arising out of the relation existing between the parties by reason of these Articles or of the Companies Ordinance, such difference shall, forthwith, be referred to two arbitrators to be chosen by the arbitrators before entering on the consideration of the matters referred to them and every such reference shall be conducted in accordance with the provisions of the Law of Arbitration for the time in force in Tanzania according to National Investment and protection Act (NIPPA).

ACCOUNTANTS

13. The profit and loss account shall show, arranged under the most convenient heads, the amount of gross income distinguished the several sources from which it has been derived, and the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters, every item of expenditure fairly chargeable against the year's income shall be brought into the account so that a just balance or profit and loss may be laid before the meeting, and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditures is charged against the income of the year.
14. A company of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting together with a copy of the auditors report, shall not less than seven days before the date of the meeting be sent to every member of, and every holder of debentures of the Company PROVIDED THAT this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

AUDIT

15. The Company shall at each annual general meeting appoint and Auditor or Auditors to hold office until the next Annual General Meeting.
16. A persons or corporation other than the retiring Auditors shall not be capable of being appointed auditors at an Annual General Meeting unless notice of an intention to nominate that person or corporation to the office of Auditor has been given by a member to the Company not less than fourteen days before the Annual General Meeting and the Company shall send such notice to the retiring Auditors and the Company shall send such notice to the retiring Auditors and shall given notice thereof to the members not less than seven days before the Annual General Meeting.
17. The re-muneration of the Auditors shall be fixed by the Company in General Meeting.
18. The Auditors shall be entitled to attend any general meeting of the Company at which any accounts which have been examined or reported on by them are to be laid before the Company and to make any statement or explanation they desire with respect to the accounts.

ALTERNATE DIRECTORS

19. 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 represent 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 subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

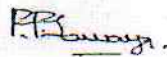

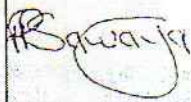
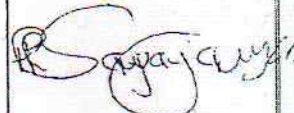
20. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

21. 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 any liability.

INDEMNITY

22. Every Director, Managing Director, Agent, Auditor, Secretary and other office for the time being of the company against any liability incurred by him in defencing any proceedings, whether civil or criminal, in which judgement 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.

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKES	SIGNATURE
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MRS ROSE R. SAWAYA P.O. BOX 1402 MOSHI	20	
PRIM R. SAWAYA P.O. BOX 1402 MOSHI	10	
PRICE R. SAWAYA P.O. BOX 1402 MOSHI	10	

DATE this 1st of DECEMBER day of OCTOBER 1997

WITNESS to the above signature:

NAMED: D. S. NGALO

SIGNATURE: 

POSTAL ADDRESS:

DESIDERI SEBASTIAN NGALO
ADVOCATE

QUALIFICATION: Box 72349 DAR ES SALAAM

