

THE UNITED REPUBLIC OF TANZANIA

THE COMPANY ORDINANCE CAP. 212

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION OF
FRESTER INVESTMENT CO. LTD

Incorporated this.....day of.....2005

Drawn by:

FREDDY S. SHOO (SUBSCRIBER)
P.O. BOX 360, *GETTA*
MWANZA.

Stamp Duty Shs. 300/-
PAID ON ORIGINAL
Receipt No. 2337779 of 6-6-05
Stamp Duty Officer

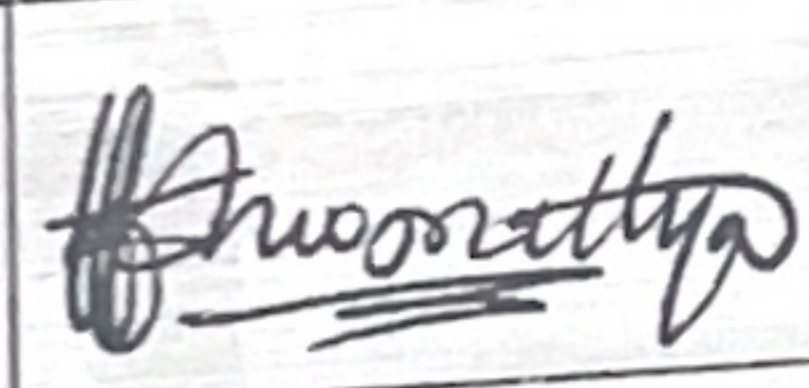
Stamp Duty Shs. 250/-
Receipt No. 2337779 of 6-6-05
Asst. Registrar of Companies

THE COMPANIES ORDINANCE (CAP 212)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
FRESTER INVESTMENT CO. LTD

1. The name of the Company is Frester Investment Co. Ltd
2. The registered office of the Company will be situated in the United Republic of Tanzania
3. The objects for which the Company is established are:-
 - (a) To carry on the business of Milling and Transport.
 - (b) To carry on the business as loggers and saw millers.
 - (c) To carry on the business of magazine, periodical, and journal proprietors, press agents, newsagent, publishers, booksellers, book-binders, wholesale and retail stationers, fancy goods and leather goods dealers, and account book manufactures,
 - (d) To carry on the business of repairers of and dealers in typewriters, duplicating and printing machines, calculating machines, tape recorders. Dictaphones and their accessories and components, office furniture, equipment and requisites of all kinds;
 - (e) To carry on the business of leather tanning and sale of tanned leather both locally and overseas.
 - (f) To carry on the business of fishing and marketing of all sea and lake products in international and local markets, fish merchants, fishing crafts, owners, trawlers and any other commercial and industrial fishing operation in the sea and fresh water and to process, buy and export all types of fish, shrimps, lobsters, sun dried, smoked and salted fish, sea shells and sea products and generally all types of marine products.
 - (g) To carry on the business of buying, selling and exporting kapok fibres and seeds, Soya beans, pigeon, peas, palm, groundnuts, simsim seeds, yellow gram, cocoa, gum Arabic, green mango, sunflower, cotton, cotton seeds, rice, finger millet and all kinds of grains, and to deal generally in all agricultural products and inputs.
 - (h) To acquire keep and undertake the exportation of livestock and associated products, in particular cattle, sheep, cheese, milk, ghee, hides and skins.
 - (i) To carry on the business of importers and exporters of live birds, domestic and wild, including their products such as eggs, egg shells, feathers and other products in any form, to sell and cause to be sold all the above.

ARBITRATION

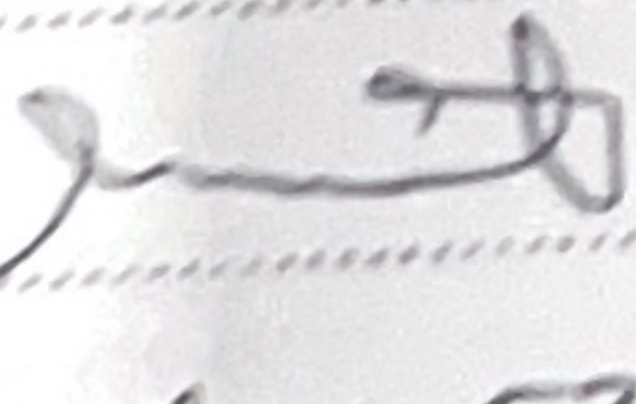
1. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representative touching upon the construction or meaning of any articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the right or liabilities arising there under or arising out of the relations existing between the parties by reason of these articles or Ordinance, such differences shall (Unless) a sole arbitrator be agreed upon) forth with be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within thirty (30) days the procedure laid down in the Arbitration or re-enactment thereof shall apply.

NAME, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE OF EACH SUBSCRIBER
FREDDY SIMON SHOO P.O. BOX 360 GETTA	8,000	
WITNESS J. ULOMI P.O. BOX 360 GETTA	2,000	Wilsoni

Date this 26 day of May... 2005

Witness to the above Signature:

NAME: WALARICK NITTU

SIGNATURE: 

POSTAL ADDRESS: Box 532 GETTA MWANZA

