

THE COMPANY ACT 2002

FEE PAID Shs. 290,000/-
RECEIPT No. 283003
DATE 22/11 2015

Approved
04/12/15
[Signature]

COMPANY LIMITED BY SHARES

FEE PAID Shs. 22,000/-
RECEIPT No. 283003
DATE 22/11 2015

MEMORANDUM

OF

ASSOCIATION

OF

JACKAENGO 2015 LIMITED

[Signature]

FEE PAID Shs. 5,000/-
RECEIPT No. 60251
DATE 22/11 2015

Incorporated this _____ day of _____ 2015

DRAWN BY
IRENE LUKAS KUNAMBI
(SUBSCRIBER)
BOX 588
SONGEA RUVUMA

FILED
[Signature]
ASST. REGISTRAR OF COMPANIES

2001/23

THE COMPANY ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

OF

ASSOCIATION

OF

JACKAENGO 2015 LIMITED

Incorporated this

day of

2015

DRAWN BY
IRENE LUKAS KUNAMBI
(SUBSCRIBER)
BOX 588
SONGEA RUVUMA

11/27/2015 192.168.2.18:78/80

22/001/003 15

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
JACKAENGO 2015 LIMITED

TANZANIA
Stamp Duty Shs. 5,000/- Paid
Receiver No. of 22/11/15
Asst. Registrar of Companies

1. The name of the company is "JACKAENGO 2015 LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To carry on the business as general traders, suppliers, merchants, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment all kinds of industrial projects machinery and equipment, timber, fishing gears, computers, office equipments, cooking oils, foodstuffs, cosmetics, oils, paints, hinges, screws, ironmongery, textiles piece goods all types of leather goods, shoes, bags and other similar goods.
 - (b) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters, suppliers, wholesale and/or retail traders, dealers of piecewood, paints, hardware, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, medicines, drugs, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
 - (c) To establish, operate, run and manage manufacturing industries of all types and branches associated with engineering works, be it mechanical, electrical, chemical or any other kind, but the functions of this company shall be confined to manufacturing and the business essential thereto.
 - (d) To carry on the business as general food processors, packers, to be general suppliers of food stuffs and agricultural crops, food for human beings and animal, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipments of every description, and generally to deal in any other business connected therewith.
 - (e) To manufacture, prepare, pack, distribute, export, transport, buy, sell and generally handle pharmaceutical products, drugstore items, chemical products for agricultural purposes, agricultural products, veterinary preparations, dietetic preparations and patented medicines, medical supplies and equipment, diagnostics, chemical reagents, dental items, orthopaedic implants, supplies and equipment for dentist biological products, food additives, cosmetics, oils and all articles, equipment, veterinary consultancy services, drugs, and formulas of all types and descriptions used or useful for treatment of diseases or for the improvement of the health of human beings, animals, livestock and plants and also to manage and direct laboratories for research and analyses of animals, livestock, and plants, and to operate clinics, hospitals, stores, shops and others and to promote or

pursue directly or indirectly the activities of the company in view of the development of all sciences of nature.

- (a) To acquire, take over, promote, establish, engage in and carry the business of profession of farmers, agricultural consultants, agricultural chemicals, farm products, planters, harvesters, sprayers, seed growers, glaziers breeders of and dealers of livestock, market gardeners, arboriculturists, agriculturalists, horticulturists, floriculturists, dairymen, vegetable oil extractors, poultry and bee-keepers and any other businesses in connection with floriculture, arboriculture agriculture and horticulture.
- (b) To carry on the business of chemists, druggists, druggists, drysalters, importers and manufacturers of and dealers in beauty products and toilet preparations, pharmaceutical, medical, chemical, industrial and other preparations and articles, compounds, cements, oils, paints, pigments and varnishes, drug, dyeware, paint, makers of and dealers in all kinds of food products.
- (c) To carry on the business of soap manufacturers, to buy, sell, manufacture, refine, prepare, and deal in all kinds of unguents and ingredients, to carry on business as manufacturers of candles and perfumes, collectors of flowers and perfume producing vegetation.
- (d) To establish, operate, ran and manage manufacturing industries of all types and branches associated with the production of plastics and plastics products and by products, but the functions of this company shall be confined to manufacturing and the business essential thereto.
- (e) To establish and own an industry for the production and packaging of maize meal and carry out the distribution and sell of the same to different parts of the country and outside the country.
- (f) To establish and own manufacturing industries for the production of animal feeds of all kind and description and carry out any business connected thereon.
- (g) To engage in and or otherwise carry on the business as manufacturers, importers, exporters, buyers, sellers, suppliers, distributors of soaps, candles, petroleum jelly, perfumery articles, cosmetics of all kinds, businesses and trades incidental, analogous, similar thereto, required to be and or capable of being carried on in conjunction therewith.
- (h) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardwares, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a dealer, wholesaler, retailer, distributor, importer, exporter and after sales service and repairing.
- (i) To carry on the business as general buyers, exporters of agricultural crops and products, such as coffee, tea, sisal, cotton, beans, cashewnuts, cereals, peanuts, cowpeas, yellow gramm green monks and to be general suppliers in local and export markets, to be general bakers and confectioners and generally to be traders and manufacturers of the above.
- (j) To carry on the business of media and entertainment media communication and consultancy advertising agents, advertising, graphics, designing and models, public relations, consultants and sales promotion consultants in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relation, press and community

relations. To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shows, radio and television programmes, and also to carry on the business of investment advisers, market research and to act as intermediaries in the introduction of sellers, purchasers and partners.

- (k) To engage in advertising, marketing, promotion, consultancy, telecommunication equipment and contractual jobs regarding cellular operations, services and surveys, professional publishers, producers of newspapers, bulletions, journals, periodicals, magazines, programmer, advertisements, to be promoters and financiers of publicity and/or publications, newsagents, to offer and or render communication services, transportation facilities, telephones, telex, telefax, audio visual films, to be news collectors, editors, disseminators, television, radio broadcasting, buyers, sellers, importers, distributors, suppliers of all kinds of photographic equipments, story books and or boooklets, pictorial albums, to be consultants, promoters, financiers and participants in either industrial commercial projects both nationally and internationally.
- (l) To carry on the business of event managers and organizers, concerts and experiential promotions events, event caterers, event decorators, event promoters and to do all such businesses that can be carried out in conjunction with the above business.
- (m) To carry on the business of photograph studios, photograph laboratories, photographers, music recording studies, video shooters and consultants in photographing business, suppliers of all equipments and chemicals used in photographing, photo laboratories and music recording studios.
- (n) To carry on the business of event managers and organizers, event caterers, models, fashion, event decorators, event promoters and to do all such businesses that can be carried out in conjunction with the above business.
- (o) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of various categories of goods and merchandise, and to act as commission agents, brokers, insurance agents and manufacturers, representatives in all fields. To be agent of foreign company and to establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.
- (p) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by air, road, rail or water and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- (q) To carry on the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockists and dealers in all types of used and new clothes, shoes, belt, textile materials, tie and dye, boutique, bags, flowers, selling second hand clothing, dresses of types and description whatsoever.

- (r) To carry on the business of hairdressing, haircutting, trimming, styling, setting, hair dying, shampoo treatment, massaging of scalp, beauty treatment, relaxing, facial, manicure, pedicure, waxing and acne treatment and all sort of beauty, soaps, creams, lotions, essential oils, denitrifies, bleaching preparations and other substances for laundry use clearing, polishing, scouring and abrasive preparations.
- (s) To engage in the business of advertisement of any from including indoor and outdoor for public and/or private companies, organization.
- (t) To act as an advertising agent for private companies, public corporations, or public institutions and government.
- (u) To carry on the business of buying and selling of pharmaceuticals, chemicals, drugs and all other related products which ca be conveniently deal with by persons carrying on the same business or any of the above business either as principals or agents.
- (v) To carry on the business as importers, exporters, buying selling, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipment's, agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses, agriculture implements, cereals, food stuffs and its products.
- (w) To lend and advance money or give credit to such persons, firm or companies and or such terms as may seem expedient, and in particular customers and others having dealings with company and to give guarantee to become surely for any persons, firms or companies for the due payment of money for performance of any obligations or liabilities.
- (x) To receive money or deposits or loan and borrow or raise money in such manner as the company shall think fit and in particular by issue of debenture, stock (perpetual or otherwise) and to secure the repayment of money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including the uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company as the case may be.
- (y) To buy, import and export and deal in computers, electronic equipment, telephones, postage, internet, electronic mail, photocopying, typing, duplicating biding, stationary and develop website and any other branch of scamming business carried on in connection therewith.
- (z) To do all or any of the above things in any part of the world and either as principal agents, trustees, contracts or otherwise, either alone or in conjunction with others, and either through agents, sub-contractors trustees or otherwise.
- (aa) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds,

- shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- (bb) To carry on the business as general suppliers of all sorts and types of maintenance goods and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.
 - (cc) To carry on the business as manufacturers, principals or agents representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
 - (dd) To carry on the business of establishing and running shops, shopping malls, provision stores, supermarkets, department stores, groceries food and shops of all kinds and description and generally to deal with such activities.
 - (ee) To carry on the business of general carriers and traders of goods, mails, passengers, cattle, and public or private conveyors by air, land or water, haulers, haulage contractors, railway, shipping and forwarding agents, truckers, warehousemen, wharfingers, vehicles, lorry proprietors, bonded Carmen, common Carmen and agents, for transport of every description.
 - (ff) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
 - (gg) To carry on the trade or business of bonded warehousemen, removers, stores, packers and carriers of personal property of every description, clearing and forwarding agents and to issue warrants to persons warehousing goods with the company, and to lend money upon the security of goods.
 - (hh) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, car rental/hire, hotel bookings, promote facilitate travelling to organise hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
 - (ii) To carry on the business of supplying of stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and

- (vv) To establish offices/branches and agencies in different parts of the world for the purpose of carrying on any business of the company.
- (ww) To do all or any of the above business in any part of the world and either as principal agents, trustees, or either alone or in conjunction with others, and either through agents, sub-contractors, trustees.
- (xx) To do all such other things as are incidental or conducive to the above objects.
- (yy) To establish optical centers for the purposes of selling spectacle frames, sun glasses, contact lenses, artificial eyes and other aids for the relief of defects of eye sight.
- (zz) To purchase or acquire freehold, leasehold or other immovable property and movable property generally and also rights, privileges and easements over or in respect of any property movable or immovable, and to pay for the same in cash or in any other manner agreed upon, and to take over and assume liabilities for payments of all moneys owing whatsoever under and by virtue of any mortgages, charges or other existing and charged upon any and all such property as may be purchased at any time by the Company from any Government, person, firm or company and to do all things and execute such documents and deeds as may be necessary to that end.
- (aaa) To advance money to any person or persons or corporations, either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and others, upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or repair any house of building or to purchase the free simple or any term or terms of years of any property in Tanzania, or elsewhere upon such terms, and conditions as the Company may think fit.
- (bbb) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (ccc) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (ddd) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (eee) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (fff) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (ggg) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.


- (hhh) 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 others and either or though agents, sub-contractors, trustees and otherwise.
- (iii) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (jii) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (kkk) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (III) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (mmm) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (nnn) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (ooo) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (ppp) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (qqq) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of it is objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (rrr) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (sss) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 30,000,000/= divided into 1,000 shares of Shillings 30,000/= each.

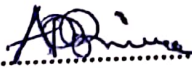
The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

We, the several persons whose names and 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, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS.	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
IRENE LUKAS KUNAMBI P. O. BOX 588 SONGEA RUVUMA	500	IRENEKUNAMBI
JACQUELINE KANDIDUS NGONYANI P. O. BOX 588 SONGEA RUVUMA	500	

Dated at DSM this 27th day of Nov 2015

Witness to the above signatures:

Name : ALPHONCE D. BWIRE
 Signature : 
 Postal Address : 11340 DSM
 Qualification : ADVOCATE



THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

JACKAENGO 2015 LIMITED

PRELIMINARY

TANZANIA
Stamp Duty Shs 5,000/- Paid
Receipt No. 00951 of 27/11/15
Asst. Registrar of Companies

1. In these regulations:-
"The Act" means the Companies Act 2002 of the Laws of Tanzania.

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

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

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

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-
 - (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested 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.

TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

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

GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS

The regulation of Companies Act shall apply to the following variations:-

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.

- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

DIRECTORS

6. (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
- (b) The following persons shall be the first Directors of the company:-

IRENE LUKAS KUNAMBI
JACQUELINE KANDIDUS NGONYANI

7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be four.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as 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 or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

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

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
- (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

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

WINDING UP

19. With the sanction of a 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 special or may be vested in Trustees 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.

ALTERNATION OR ADDITION

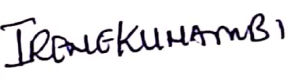
20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending 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 in which relief is granted to him by the Court.

ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS.	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
IRENE LUKAS KUNAMBI P. O. BOX 588 SONGEA RUVUMA	500	
JACQUELINE KANDIDUS NGONYANI P. O. BOX 588 SONGEA RUVUMA	500	