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THE COMPANIES ORDINANCE

(Cap. 212 of the laws of Tanganyika)

COMPANY LIMITED BY SHARES

MEMORANDUM

and

Articles of association

of

KEEN FEEDERS LIMITED

INCORPORATED THIS 17TH DAY OF JANUARY 2005

DRAWN BY:

MICHAEL PETER MASSAWE
(SUBSCRIBER)
P.O. BOX 13365
ARUSHA.
TANZANIA

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

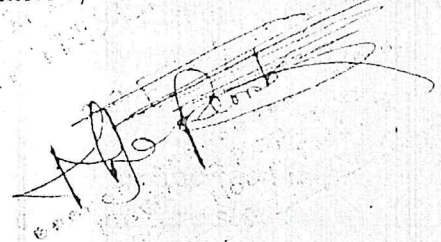
KEEN FEEDERS LIMITED

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1. The name of the Company is **"KEEN FEEDERS 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 incorporated are:
 - (a) To carry on all or any of the business of agricultural Chemicals, veterinary medicines and agricultural inputs.
 - (b) To carry on the business of real estate agents
 - (c) To carry on the business and acts merchants, traders communication agents, carriers or in any other capacity in the United Republic of Tanzania and continent of Africa or elsewhere and to buy, sell barter exchange produce articles and merchandise.
 - (d) To carry on the business of management, administration, catering, public relations, personnel management of tourist boarding house.
 - (e) To carry on the business of general merchants, general storekeepers, universal providers, importers, exporters and wholesale and/or retail traders of otherwise dealers of an in cotton, silk and woolen goods and textiles fabrics of all kinds.
 - (f) To carry on the business, and acts as merchants, traders, commission agents, carriers, or in any other capacity, in the United Republic of Tanzania and continent of Africa or elsewhere. And to import, export, buy, sell, barter exchange produce, articles and merchandise.
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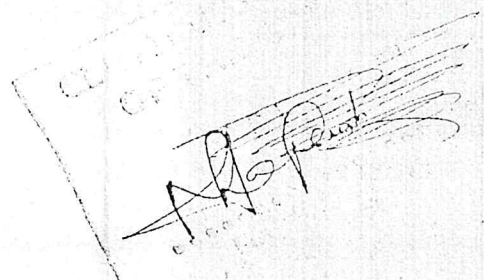
- (g) To carry on the business of agents, brokers, suppliers, importers, exporters whole sellers and retail-seller of wood, timbers, wood products, forest products, pulp, processed, wood products and wood by products, composites, plastics and plastic product and related materials.
- (h) To establish or acquire and carry on offices, trading stations, factories stores and depots in the continent of Africa or elsewhere or any undivided or other interest whatsoever therein respectively.
- (i) To carry on the business of farmers and ranches and to own and operate agricultural machinery and equipment including tractors combine harvesters, ploughs, planters, seed drills, fertilizers, spreaders, seed grading and cleaning equipment for the express or implied purpose of cultivating and growing all agricultural produce and commodity which the company in its absolute discretion may decide to grow, process, import and export.
- (j) To carry on the business of importers of industrial plants, farm machinery including trucks lorries, cars, spare parts for all the said machines any other power propelled vehicles and machinery whatsoever.
- (k) To carry on the business of importers, dealers and distributions of kerosene, petrol, motor spirit, mineral oil, crude oil, petroleum lubricating oil, grease and all other kinds of mineral and petroleum products.
- (l) To carry on the business of mine works and obtain mining rights or take on lease or otherwise acquire lands and properties for mining in the United Republic of Tanzania or elsewhere and to crush, smelt, reduce, or otherwise treat and marketable and sell or dispose of the produce of any mines whether belonging to the company or not.
- (m) To enter into any arrangements and contracts with the Government or Authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons, having objects that may seem conducive to the company's objects or any of them and to obtain from any such Government Authority, Corporation, Company or person any Characters, Contracts, decree, rights priviledges and concessions.
- (n) To carry on the business of, industrial consultancy, Management consultancy, financial and tax consultancy, personnel selection advisers, manufacture's representatives, tour operators, travel agency and insurance agency.
- (o) To carry on the business of aviation, buy sell, take and let on hire repair, maintain, store and otherwise deal with and in aeroplanes, helicopters, gliders, motorcars and ships, boats, trawlers and other vehicles and crafts of all kinds (whether for use in the air or on land or water and how so ever powered or propelled), radio instruments electronics equipment and other equipment and

machinery of all kinds as well as parts of propellers accessories, tyres, tubes, fuel and lubricants for any of the foregoing.

- (p) To carry on the business of an air charters, operators, sea charter operators, ground transporters, carriers of passengers, freight and mail by air, water and land, as aviation engineers, as flying instructors and as travel and tourist agents, and to promote, organise, control and conduct tours, safaris and expeditions by air, water and land for recreational scientific-business and other purposes.
- (q) To invest in and carry on the business of hotels, restaurants, cafes, motels, holiday and tourist camp, apartment houses and casinos.
- (r) To buy sell, import, export, produce, manufacture, process or otherwise deal in food and products, meat, poultry, piggery, fish, groceries, fruits vegetables, milk.
- (s) To import, export brew or distile wines and spirits, beers, alcoholic beverages.
- (t) To buy, sell, manufacture, prepare for market and deal in foods and other products, goods, provisions, clothing, stores, drugs, medicines and pharmaceutical preparations, and all conveniences or necessaries of life which may be used or required for workmen or others employed by the company.
- (u) To carry on the transact any other businesses and operations, commercial manufacturing, financial, agricultural or otherwise which the company may think directly or indirectly conducive to any of its objects or capable or being conveniently carried on in connection therewith or calculated, directly or indirectly to enhance the value of or render profitable the company's property or other rights.
- (v) 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 debenture stock certificate or other securities, perpetual or otherwise charges upon all or any other company's rights and property (present and future) including any uncalled capital or without any such security and to purchase, redeem, or pay off any such security or loan.
- (w) To amalgamate with, or enter partnership or into any arrangement for sharing profits, union of interest, co-operations, joint venture reciprocal concession or otherwise with any person or company carrying or, engage in, or about to carry on or engage in any business or transaction which the company is authorised to carry on capable or being conducted so directly or indirectly to benefit the company. And to take or otherwise acquire shares and securities of any such company, and sell hold reissue with or without guarantee, or otherwise deal with the same.

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- (x) To enter into hire, hire purchases and other agreements in respect of goods or articles dealt with and services supplied to or by the company and to negotiate assign, mortgage, or pledge for cash or otherwise any such agreements or any payment or rights accruing thereunder.
- (y) To purchase, take on lease, or by any other means acquire any movable or immovable property in East Africa or elsewhere for any estate or interest whatsoever and any rights, privileges, or easements over or in respect of any property and any buildings factories, mills, machinery, engine rolling stock, plants, live and dead stock or things whatsoever.
- (z) To adopt such means of making known the activities and products of the company as may seem expedient and in particular by advertising in the press, on radio or television, by circular, by purchase and exhibition, of works of art or interest, by publication of books and periodicals by granting prizes, rewards and donations and maintaining stores and/or showrooms.
- (aa) To promote any other company for the purpose of acquiring all or any of the property and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company, and subsidize or otherwise assist any such company.
- (bb) To take or otherwise acquire and hold shares in any other company, having objects altogether or in part similar to those of the company, or carrying on any business capable of being conducted so as directly or indirectly be benefit the company in any way.
- (cc) Generally to purchase take on lease or in exchange, hire or otherwise require any property movable or immovable, or any interested therein and any rights or privileges which the company may think necessary or convenient for the purposes for its business, and in particular any land or building, and to pay for such properties, rights and privileges, either in cash or in stock or shares of the company or partly in cash and partly in stock or shares or otherwise.
- (dd) To lend money to such persons and on such terms as may seem expedient, and in particular but without restricting customers, and others having dealings, with the company, and to guarantee and become surety for the liabilities of, the performance of contracts and the repayment of money by any persons, customers and other whether or not having dealings with the company.
- (ee) To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, and other negotiable instruments.

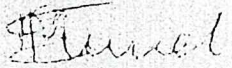
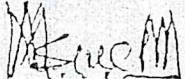
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- ff) To purchase or otherwise acquire any patents brevets, invention, licenses, concessions and like, conferring and exclusive or non - exclusive or limited rights to use any invention which may seem calculated directly or indirectly to benefits the company and to use exercise, and develop, or grant licenses in respect of, or otherwise turn to account the property and rights so acquired.
- gg) To distribute any of the property of the company among the members in specie or in kind.
- hh) To invest the money of the Company not immediately required in any manner.
- ii) To establish and support or aid in the establishment and support of associations instructions, funds trusts and conveniences calculated to benefit and to grant pensions and allowance to directors or ex- directors and any persons who are or have been at any time employed by or in the services of the company or of any subsidiary allied or associated company or of the predecessors in business of such persons and to make payments towards insurance for the purposes aforesaid and to subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public, general or useful object.
- jj) To sell, improve, manage, develop, lease mortgage or dispose of the whole or any portion of the property and rights of the Company.
- kk) To all such other things as may be conducive or incidental to the attainment of the above objects.
- ll) To do all or any of the things in any part of the world and as principals managing agents contractors, trustees, or otherwise, and by or through trustee, agents, managing agents or otherwise and whether alone or in conjunction with objects.

AND it is hereby expressly declared that the word "Company" in this clause shall be deemed to include any partnership or other body of person whether incorporated or not incorporated and whether domiciled or elsewhere. AND the intention is that the objects specified in each sub-clause of this clause, be in no way limited by reference to or inference from the terms of any other sub-clause or the name of the Company.

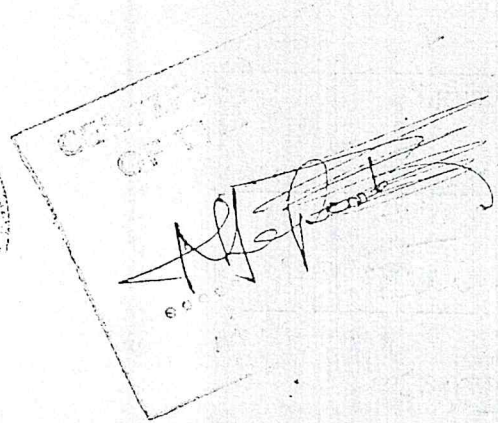
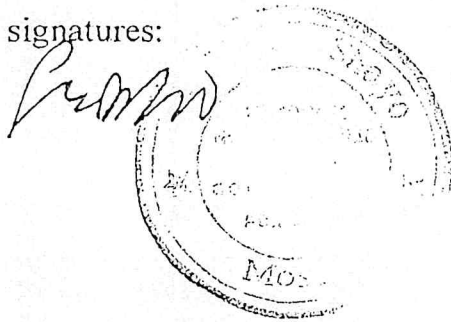
4. The liability of the members is limited.
5. Share capital of the Company is Tshs. Twenty Five Million (Tshs. 25,000,000/=) divided into one hundred and twenty five (125) shares of Tshs. 200,000/= each. The Company has power from time to time to increase or reduce, consolidate the authorized capital into several classes or otherwise and attach thereto respectively and the preferential or deferred, qualified or special rights privileges and condition.

[Handwritten signature and stamp]

Name, Addresses and Description of subscribers	No. of shares taken by each subscriber	Signature
1. MICHAEL PETER MASSAWE	FIFTY (50)	
2. ALFRED AUGUSTINO MASSAWE	FIFTY (50)	

DATED this 10th day of JANUARY 2006

WITNESS to the above signatures:



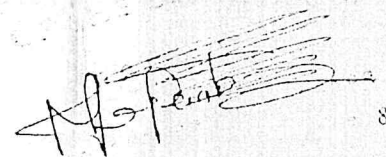
5. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit. Shares may be issued at par or at a premium and the Directors may at any time in their absolute discretion refuse to register any transfer of shares. Clause 19 of Table "A" shall be modified accordingly.
6. Any member or other person (hereinafter called the Holder) desiring to dispose of any shares shall intimate to the Secretary the number of such shares and the price at which he is willing to sell the same and the Secretary shall then inform all other members of the proposed sale and offer the said shares to the other members at the price named. Any member desiring to purchase shall notify the secretary in writing, within one month from the date of such offer, of the number of shares which he is willing to purchase and, at the expiration of the said period, the Secretary shall give notice to the Holder of the number of shares which members of the company are willing to purchase and shall allocate those shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid, and, if more than one, as far as may be pro rata according to the number of shares held by them respectively provided that no members shall be obliged to take more than the number of shares notified by him as aforesaid. Upon such allocation being made the Holder shall be bound, on payment of the price, to transfer the shares to the purchaser or purchasers, and if he shall make default in so doing, the secretary may receive and give a good discharge for the purchase money on behalf of the Holder and may enter the name of the Purchaser in the register of members as holder by transfer of the shares purchased by him. Any shares not sold and transferred within one month from the date of the notice of allocation may be sold by the Holder to any person not a member of the company but the directors shall not be bound to register any person as a member.

CALLS ON SHARES

7. The directors may make a call or calls upon the members in respect of any money unpaid on their shares and each member shall, subject to receiving, at least fourteen days notice specifying the time or times of payment pay to the company at the time or times so specified the amount called on his shares.

FORFEITURE OF SHARES

8. When any shares have been forfeited an entry shall forthwith be made in the Register of members of the company recording the forfeiture and the date thereof and as soon as the shares so forfeited have been sold or otherwise disposed of an entry shall also be made of the manner and date of the sale or disposal thereof.
9. The lien conferred by clause 7 of Table 'A' shall attach to fully paid-up shares and to all shares registered in the name of any person indebted or under liability to the company, whether he shall be the sole registered holder thereof or one of several joint holders.

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10. Any entry in the minute book of the company of the forfeiture of any shares or that any shares have been sold to satisfy a lien of the company shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold; such entry and the receipt of the company for the price of such shares shall constitute a good title to such shares and the name of the purchaser shall be entered in the register as a member of the company, and he shall not be bound to see to the application of the purchase money, nor shall his title to the said shares be effected by irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy, if any, of the former holder of such shares and of any person claiming under or through him shall be against the company and in damages only.

BORROWING POWERS.


11. The Directors may raise or borrow for the purpose of the company's business such sum of money as they think fit and 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 and future, including its uncalled or unissued capital or by the issue at such price as they may think fit or bonds or debenture, either charges upon the whole or any part of the property and assets of the company, present and future, including its uncalled or un issued capital, or not so charged, or in such ways as the directors may think expedient.
12. A Register of the holders of the debentures of the company shall be kept at the registered office of the company and shall be open to the inspection of the registered holders of such debentures and of any member of the company, subject to such restrictions as the company in General meeting may from time to time impose. The directors may close such register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

MEETINGS

13. The quorum for the transaction of business as any General Meeting shall be two members personally present or represented by proxy and clause 45 of table 'A' shall be modified accordingly.

VOTES OF MEMBERS

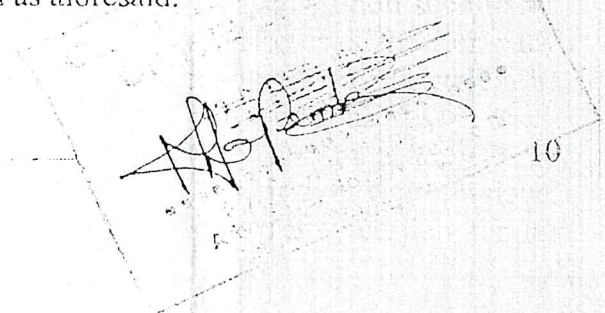
14. On a show of hands every member entitled to vote, present in person, shall have one vote. On a poll every member entitled to vote shall have one vote for each share of which he is the holder.

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DIRECTOR

15. MICHAEL PETER MASSAWE P. O. BOX 13365 Arusha
ALFRED AUGUSTINO MASSAWE P. O. X 13365 Arusha

16. A Director shall not be required to hold any share qualification
17. The quorum of directors for transacting business shall unless otherwise fixed by the directors, be two.
18. A memorandum in writing signed by all the directors for time being and posted in or attached to the minute book shall be as effective for all purposes as a resolution of the directors passed at a meeting duly convened, held and constituted.
19. Any Director may from time to time appoint any person to be an alternate or substitute Director for a period not exceeding twelve months. The appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the directors and to attend and vote there at as a Director in the place of the Director so appointing him, but he shall not require any qualification and shall not be entitled to remuneration otherwise than out of the remuneration of the director appointing him. Any appointment or revocation under this clause shall be effected by notice in writing signed by the appointed and delivered to the Secretary of the Company.
20. A Director may, in addition to his directorship be employed by and may hold any office or place of profit or otherwise under the Company (except that of Auditor) upon such terms as to remuneration and otherwise as the directors may arrange. A director of the Company may also accept office as Director of Company promoted by the Company or in which the Company is interested, and may subscribe for or otherwise acquire shares in such Company and shall not be accountable for any benefit received by him as a Director or member of such Company. A Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for his services as if he were not a Director.
21. A Director or intending director shall not be disqualified by his office from entering into a contract or agreement with the Company, either as vendor, purchaser, manager, agent, broker or otherwise and no such contract or arrangement, or any contractor of arrangement entered into by or on behalf of the Company with a person, firm or Company in which any Director shall be in any way interested, shall be voided, nor shall any director holding such office or so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such director holding the office of directors or of the judiciary relation thereby established.
- Any Director so contracting or being so interested as aforesaid.



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shall disclose at the board meeting at which the contract or arrangement is determined upon the nature of his interest, if his interest then exists, or in any other case at the first board meeting after the acquisition of his interest, and a Director shall not as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid and if he does so vote. His vote shall not be counted, but this prohibition shall not apply to any contract by or on behalf of the company to give to the Directors or any of them any security by way of indemnity or security for advances or to a settlement or set-off of cross-claims, and it may at any time or times be suspended or relaxed by a General Meeting and shall be so suspended and relaxed as long as during any period in which the number of Directors does not exceed two. A General Notice that a Director is a member of any specified firm or company, and is to be regarded as interested in any transaction with such firm or company, shall be sufficient disclosure under this clause, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company as aforesaid.

DISQUALIFICATION OF DIRECTORS.

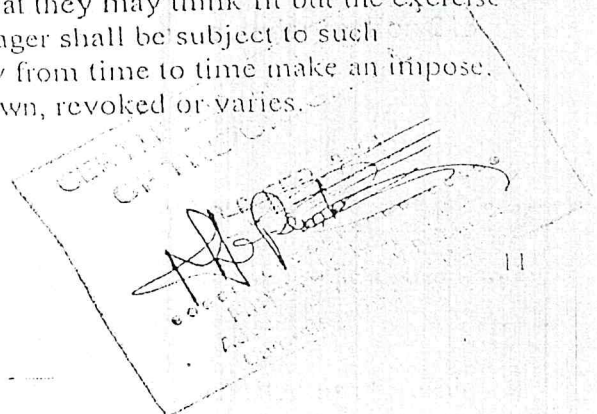
22. The office of Director shall be vacated:-

- (a) If he becomes bankrupt or insolvent or compounds with his creditors.
- (b) If he becomes prohibited from being a director by order made under section 213 or 269 of the ordinance.
- (c) If he becomes of unsound mind or be found lunatic.
- (d) If he gives the secretary notice in writing that he resigns his office.
- (e) If the company by extraordinary resolution resolves to determine his appointment as Director.

But any act done in good faithful by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or any entry have been make in the Directors minute book stating that such Director has ceased to be a director of the company

MANAGING DIRECTOR.

23. The Directors may from time to time entrust to and confer upon the Managing Director or manager all or any of the powers of the directors (excepting the power to make calls, forfeit shares or issue debentures) that they may think fit but the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make an impose. and the said powers may at any time be withdrawn, revoked or varies.



CAPITALISATION OF RESERVES.

24. Any general meeting may resolve that any money, investments, or other assets forming part of the undivided profits of the company standing to the credit of the reserve fund, or any capital redemption reserve fund, or in the hands of the company and available for distribution be capitalised and distributed amongst such of the share holders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued or debentures or debenture stock of the company which shall be distributed accordingly or in or towards payments of the uncalled liability on any issued shares or debentures or debenture stock, and that such distribution or payment shall be accepted by such shareholder in full satisfaction of their interest in the said capitalised sum.

WINDING UP

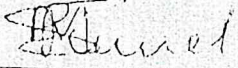
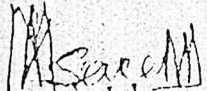
25. With the sanction of any Extraordinary Resolution of the members any part of the assets of the company including any shares in or securities of other companies, may be divided among the members of the company in specie, or any be vested in trustees for the benefit of such members, and the liquidation of the company may be closed and the company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.

ARBITRATION

26. Whenever there shall be an equality of votes amongst the members or the Directors or where ever any difference shall arise between the company and the Directors on the one hand, and any of the members or their representatives on the other hand or between any members or class of members with regard to any thing done, executed, omitted or suffered in pursuant of these presents or the Companies Ordinance or with regard to any breach or alleged breach or otherwise relating to these presents or to any of the affairs of the company every such difference of opinion shall be referred to the decision of two arbitrators one to be appointed by each of the parties in difference and any such reference shall be subject to all the provisions of the Arbitration Ordinance for the time being in force in Tanzania.

INDEMNITY

27. Every Director or other Officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to section 153 of the Ordinance) which he may sustain incur in or about the execution of the duties of his office or otherwise in relation thereto, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the

Name, Addresses and Description of subscribers	No. of shares taken by each subscriber	Signature
1. MICHAEL PETER MASSAWE	FIFTY (50)	
2. ALFRED AUGUSTINO MASSAWE	FIFTY (50)	

DATED this 10th day of January 2006

WITNESS to the above signatures:

