

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

I hereby certify that

NYAMBARI NYANGWINE GROUP OF COMPANIES  
LIMITED

Is this day incorporated under the Companies Act 2002 and that the Company is Limited.

Given under my hand at Dar es Salaam this ..... day of .....2011.

Seal

Registrar of Companies

THE COMPANIES ACT 2002

A COMPANY LIMITED BY SHARES

MEMORANDAM OF ASSOCIATION

OF

NYAMBARI NYANGWINE GROUP OF COMPANIES LIMITED

1. The name of the Company is NYAMBARI NYANGWINE GROUP OF COMPANIES LIMITED
2. The registered office of the company will be situated in Tanzania.
3. The objects for which the company is formed are:
  - a) To establish education institutions including schools, colleges, training and workshop centres.
  - b) To establish a business of Dry cleaners and Hair dressing salon and sell of cosmetics products including paints, ointments and powder.
  - c) To provide education to the orphans from Nursery Schools, Primary Schools and Secondary School level.
  - d) To establish and maintain libraries and other facilities in furtherance of the objectives of the centre.
  - e) To carry on the business of computer and computer accessories, conference systems, telecommunication systems, security systems, public address system, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business
  - f) To carry on the business as general merchandise (stationery, laboratory equipment, general store, distributors, wholesalers and manufactures representatives for consumable and industrial items with local or foreign manufactures.
  - g) To carry on business of all types of cereals crops, seeds grains and oil merchants, millers, manufactures producers and country produce dealers and agents in the widest sense of those terms and more particularly to carry on business as rice flour and oil millers and soap manufacturers and to buy, sell, grow, prepare for market, manipulate, import, export and deal in grain and other agricultural produce.

Secretary

43220337 7/2/11

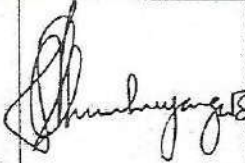

Ketawate

Secretary

43220337 7/2/11


Ketawate

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

| Name, Address and Description of Subscribers                      | Number of Shares taken by each Subscriber | Signature of Subscribers  |
|---|---|---|
| 1. NYAMBARI NYANGWINE<br>P.O Box 79886<br>Dar Es Salaam.          | 500                                       |  |
| 2. MARGRETH NYAMBARI NYANGWINE<br>P.O Box 79886<br>Dar Es Salaam. | 500                                       |  |

Dated at Dar es Salaam this 7th day of FEB, 2011

WITNESS TO THE ABOVE SIGNATURES:

Name: Kimwangana J. J.  
 Signature:   
 Postal Address: P.O. Box 2578 Dar Es Salaam  
 Qualification: Advocate



THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF

NYAMBARI NYANGWINE GROUP OF COMPANIES LIMITED

TABLE A EXCLUDED

1. The regulation in table A in the first schedule to the Company At 2002 shall not apply to the company , except so far as the same are repeated or contained in these Articles.

INTERPRETATION

In these Articles, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof:

WORDS AND MEANING

"Articles" these articles of Association as originally framed or as altered from time to time by special Resolution:

"A shareholder" any holder from time to time of the shares:

"The directors" the directors for the time being of the company present at the duly Convened meeting of the directors at which a quorum is present:

"The Office" the registered of the time being of the company:

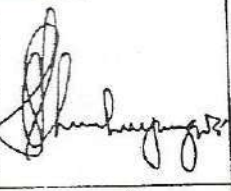
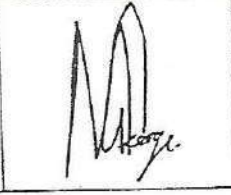
"The Act" the company Act 2002 and every statutory modification and re-enactment thereof for the time being force:.

2. The Company is a Private Company and accordingly: no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures Of the company, nor shall the company allot (whether for cash or otherwise) any shares in or debentures of the company with a view to all or any of these shares or debentures being offered for sale to the public.
3. The Company may pay to any person a commission in consideration of his subscribing or agreeing to the subscribe, whether absolute or conditional, for any shares in the company: provided that such commission shall not exceed 10% of the price at which such shares are issued, or an amount equivalent to such percentage: and the requirements of section 56 of the Act shall be observed.

(i) The right to transfer shares is restricted in manner hereinafter prescribed.


## INDEMNITY

104. 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 provision to Section 481 (i) of the Act which may be sustained or incurred in or about the execution of the duties of his office or otherwise relating). But this Article shall only have effect in so far as the said section does not avoid its provisions.

| Name, Address and Description of Subscribers                      | Number of Shares taken by each Subscriber | Signature of Subscribers  |
|---|---|---|
| 3. NYAMBARI NYANGWINE<br>P.O Box 79886<br>Dar Es Salaam.          | 500                                       |  |
| 4. MARGRETH NYAMBARI NYANGWINE<br>P.O Box 79886<br>Dar Es Salaam. | 500                                       |  |

Dated at Dar es Salaam this 7<sup>th</sup> day of FEB: 2011

WITNESS TO THE ABOVE SIGNATURES:

Name: Kimwanga John  
 Signature:   
 Postal Address: P.O. Box 2557  
 Qualification: Advocate

