

**THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES**

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MEK - ONE LOGISTICS LIMITED

Incorporate this.....day of..... 2014

**DRAWN BY:
MOHAMED EIDHA AWADH
(SUBSCRIBER),
P.O. BOX 5055,
DAR ES SALLAM.**

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THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No 106088

I hereby certify that

MEK - ONE LOGISTICS LIMITED
is this day incorporated under the Companies
Act, 2002 and that Company is Limited.

GIVEN under my hand at Dar es Salaam

this...20th...day of ...FEBRUARY...Two

Thousand and Fourteen .

.....
Asst. Registrar of Companies

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
MEK-ONE LOGISTICS LIMITED

1. The name of the Company is "MEK-ONE LOGISTICS LIMITED"
2. The registered office of the company will be situated in the United Republic of Tanzania.
3. The objectives for which the Company is established are: -
 - a) To carry on the business of clearing and forwarding agents, Transporters, car rentals management consultants, travel agents, cab operators hires of trucks lorries, cars microbuses, buses transportation of goods within Tanzania or neighboring countries.
 - b) To carry on the business of Transporters Transportation of Petroleum product, Braking Bulk, loose cargo, containers within Tanzania and neighboring countries ie DRC, Zambia, Malawi, Sudan, Kenya Rwanda Burundi and Zimbabwe operate and maintain motor vehicle of all kind.
 - c) To carry on the business of general supplier, selling, distribution of all electronics products of any description, mobile phones and its accessories, printers and Publishers, periodicals, maps, guides, news paper sellers, foreign correspondents and advertising Agents, exporters and importers, sell, hire, manufacturer, barter trade and deal in property goods, produce articles and merchandise of all kinds and to transact and every description of agency commission commercial, industrial manufacturers, mercantile, insurance and financial business and manufacturers representatives, consultancy services.
 - d) To carry on the business of tendering, export of agricultural products, plants, import, manufacture, sell and deal in fruits and/or vegetables in the form of juices, concentrates, nectars, pulps, piece/and or slices, jams, marmalades, pickles, chutney, oil, animal and poultry feeds.
 - e) To carry on all or any of the business of stationeries, printers, lithographers, stereotype, electrotypes, engraves, photo lithographers, typesetting, machine operators, die sinkers, envelope makers, box

NOTICES

- 84) A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such member at his registered place of address.
- 85) Each holder of registered shares, whose registered place of address is not in Tanzania, may from time to time notify in writing to the Company an address in Tanzania which shall be deemed his registered place of address within the meaning of the last proceeding clause.
- 86) As regards those members who have no registered place of address in Tanzania, a notice posted up in the office shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.
- 87) All notices shall with respect to any registered share to which persons are jointly entitled, be given to whichever of such person is named first in the register and notice so given shall be sufficient notice to all the holders of such shares.
- 88) Any notice, sent by post shall be deemed to have been served on the day on which the letter, envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office. A certificate in writing signed by any manager, secretary or other officer of the Company that notice was so addressed and posted shall be conclusive evidence thereof.
- 89) Any notice or document sent by post, to or left at the registered address of any member in pursuance of these presents shall notwithstanding such member be then deceased and whether or not the Company have notice of his decease, be deemed to have been only served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder whereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his heirs, executors or administrators and all persons if any joint interested with him in any such share.

WINDING UP

- 90) If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid-up or which ought to have been paid-up at the commencement of the winding up on the share held by them respectively. And if the winding up the assets available for distribution among the members be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up paid-up or which ought to have been paid-up on the shares held by them respectively. But this clause is to without prejudice of the rights of the holders of shares issued upon special terms and conditions.
- 91) If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may with the sanction of an extraordinary resolution, divided amount the contributors in kind or species any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefits of the contributors or any of them as the liquidators with the like sanction shall think fit.
- 92) If thought expedient any such division may be otherwise than in accordance with the legal rights of the contributors (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights, or may be extended altogether or in part but in case any division or otherwise than in accordance with the legal rights of the contributors shall be determined on any contributory who would be prejudiced thereby shall have a right to dissent any ancillary rights as if such determination were a special resolution passed pursuant to Section 230 of the Act.

- 93) In any case shares to be divided as aforesaid involve a liability to calls or otherwise any persons entitled under such division to any of the aforesaid share may within ten days after the passing of the Extraordinary Resolution by notice proceeds and the liquidators shall if practicable act accordingly

INDEMNITY



- 94) Every Director, Managing Agent, Auditor, Manager, Secretary and other officer or servant of the Company shall be indemnified by the Company against all the costs, losses and expenses which any such officer or servant of the Company may incur or liable to by proper of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties except such as reappeared from their own respective willful acts or defaults.
- 95) Every directors, Manager or Officer of the Company or any person (whether an officer of the Company or not) employed by the Company as Auditors shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Manager, Officer or Auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 345 of the Companies Acts or any modification thereof in which relief is granted to him by the court.

ARBITRATION

- 96) If and whenever any differences shall arise between the Company and any of the members of their respective representatives touching the construction of any of the Articles herein contained or any act or thing done or to be done or made or omitted or in regard to the rights and liabilities arising hereunder or arising out of the relation existing between the parties by reason of these presents or of the Act such differences shall forthwith be referred to two Arbitrators are to be appointed by each party in difference or to an umpire to be chosen by the Arbitrators before entering in the consideration of the matters referred to them, and every such reference shall be conducted in accordance with the provisions of the laws of Arbitration for the time being in force in Tanzania.

ALTERATION OF ADDITIONS.

Subject to the provisions of the companies Act and to those contained in the Memorandum and Articles of Association, the company by the special resolution may alteration or addition to these Article of Association and any such alteration or addition so made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by special resolution.

NAME, ADDRESS AND DESCRIPTIONS OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE
1. MOHAMED EDHA AWADH P.O. BOX 5055 DAR ES SALAAM	90	
2. SULEIMAN MOHAMED AWADH P.O. BOX 5055 DAR ES SALAAM	10	

DATED at Dar es Salaam this 17th day February, 2014

Witness to the above signatures:

Name: S. B. MUGISHA

Signature: 

Postal Address: Box 15354 Dsm

Qualifications: Advocate

