

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

SAHAN CO. LTD
P.O. BOX 7494, DAR ES SALAAM

Incorporated this.....day of2006

DRAWING BY:
MIRE ARTAN ISMAIL
(SUBSCRIBER)
P.O. BOX 7494
DAR ES SALAAM

THE COMPANIES ACT, 2002
UNITED REPUBLIC OF TANZANIA
PART LIMITED LIABILITY COMPANIES

Certificate of Incorporation

No.....

I HEREBY CERTIFY THAT

SAHAN CO. LTD
P.O. BOX 7494. DAR ES SALAAM

In this day my hand at Dar es Salaam

Thisday ofTwo thousand and six

SEAL

.....
Register of Companies

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SAHAN CO. LTD

TANZANIA

Stamp Duty Shs. 5000/=

PAID ON ORIGINAL

Receipt No. 27354866 of 5/12/06

Stamp Duty Offices

TANZANIA

Stamp Duty Shs. 2500/=

Receipt No. 27354866 of 5/12/06

Stamp Registrar of Companies

1. The name of the Company is **SAHAN 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 the transaction of any all lawful business for which Company shall have powers:
 - (a) To carry on the business in Tanzania or any part of the world relating to all or any of the Business of Transportation.
 - (b) To carry on the business of carries of goods and/or passengers on land sea or air, and for this purpose to equip, maintain and work omnibuses, taxis, and other vehicles however propelled, appropriate for such carriage, act as Agents for railway, shipping, chartering, and transporting corporations, road Contractures, Cargo superintendents, packers havliers, machinery haulage Specialists, warehousemen, engineers, electricians and in general to render other carriage and haulage services which includes regular conventional containers and group shipment, shipment of commercial Cargo, Industrial, plant and machinery, clearance and dispatch of sea and air Cargo to various parts or destinations in the world network.
 - (c) To carry on the business as importers, exporters, suppliers, stockists of all kind of office machines, equipment, repairing and servicing office equipment, and supplying of parts, office stationary of all description and household supplies. To carry on the work of office cleaning, printing, lithography, stereotyping, electrotyping, photographing, printing, engraving, book binding, envelope manufacturers, sinkers, account book makers, paper bag makers, box makers, cardboard manufactures and dealers in secretarial services.

supplying industrial equipment, agricultural implements and equipment. Also dealers of spares of every description, plumber, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and tresses.

- (e) To carry on the business as manufactures, commercial and trade representatives, business consultants, consultants, market research consultants, business transfer agents, company promoter, underwriters, financiers and bill brokers, commission agents, delcredere agents, barter trade, court brokers, auctioneers, generally to execute and undertake agencies of kind.
- (f) To carry on all or any of the trades and business of farmers, planters, grazers, breeders and dealers in livestock. Also business of market gardeners, arbor culturists, horticulturists, dairymen and any other trade or business in connection with market gardeners and buyers of every kind of vegetables, fruits or other produce of the soil. To prepare, preserve, process, cure produce, cell, dispose of and deal in any such produce and either by wholesales or retail.
- (g) To carry on the business of timber and sawmill proprietors, tree feelers, woodworkers, joiners carpenters, wood and timber merchants, woodwork contractors and to by, sell, mine, and to prepare for market. To import, export and deal in tree logs, hardboards, furniture, carpets, floor coverings, oil, paints, varnish and generally deal in articles of all kind in the manufacture of which timber or wood is used.
- (h) To carry on the business of importers, exports, buyers, sellers, and dealers wholesale or retail of electrical and electronic goods, computers, appliances for any purpose whatsoever, to manufacture, sell, supply, service, maintain and deal in computers. Providing computer consultancy and computer service television sets, video monitors, graphic boards, tape back-ups, tape streamers, plotters, dot matrix and laser printers, hard discs, diskettes drives, expanded memory boards, floppy disks and general data acquisition test and measurement industrial control and communication boards.
- (i) To carry on the business as exporters, manufactures, distributors, wholesalers, retailers, agents, packers, stockiest and dealers of all kind of chemicals, pharmaceutical medicines, veterinary medicines, diagnostic chemical preparations, drugs, patent medicines, acid, salt, alkalis, antibiotic articles, compounds (whether for animals) vegetables and mineral origin. Also, insecticides, fertilizer, pesticides, agro-chemicals and products, disinfectants, and hospital equipment and glassware for all description.
- (j) To carry on the business as dealers in telecommunication equipment, Visual communications, video communications, paging, voice feedback, automatic lettering, cellular telephone system, including all apparatus, accessories, appliances and things used in connection therewith, or any new inventions relating therewith. Or licensed to the company's costumers, telecommunication boards, telephone and telecommunication cable.

kerosene, mineral oil, crude oil, lubricants, grease and fuel oil of all kind and all other kind of mineral and petroleum products as an importers dealers or distributors, servicing and repairing of vehicles of all type, repair clean store and warehouse, automobiles, motor cars, trucks, tractors, motor cycles, scooters, trailers, launches, vehicles used or unused whether moved by mechanical power or not and all machinery, solutions.

- (l) To carry on all or any of the business of suppliers of electronic and telecommunication apparatus of every description including, but not limited to radio, television, intercom network, and telecommunication requisites. And to put up and use cellular phone, telephones and telegraphs whether wireless or other dynamos accumulators and apparatus now known or that may hereafter be invented in relation therewith including cables, wires or appliances for connecting telecom systems including the formation of exchange.
- (m) To establish and carry on the business of civil and structural engineering works, building contractors, architects, land and quantity surveyors, real estate agents, land surveyors, civil planners and landscaping to provide medium and low end housing painters, decorators, fumigation experts, plumbing, glaziers, metal and alloy workers, refiners and engineers.
- (n) To purchase take or lease or in option or otherwise acquire lands, mines, mining rights, timber rights, rights of any kind in over or under any lands, and any licenses, concessions, monopolies, exclusive rights, easements, right or privileges therein, and any real estate, hereditaments and personal property of any kind in any part of the world, and to develop, open, work, explore, exercise, and/or elsewhere.
- (o) To establish companies and associations for the prosecution or execution of undertakings, works, projects and / or enterprises of any description whether of a private or public character in Tanzania and/or elsewhere.
- (p) To manufacture, spin, weave and process, finish, dye, bleach, print, sell and deal in textiles, consumer articles and raw material required thereof, finished or unfinished of any description and engage in all other activities auxiliary or relating thereof.
- (q) To acquire or undertake the whole or any of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the business which the company is authorized to carry on and as part of the liabilities of such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire and interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for cooperation, or for subsidizing or otherwise assisting any such person, firm or company and give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities so received.
- (r) To purchase or otherwise acquire, any factory or premise and all the machinery and accessories necessary for the purpose for carrying on the business of textile or metallurgical manufacturing.

limited right to use, or any secret or other information as to an invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to respect of, or otherwise turn to account, the property, rights or information so acquired.

- (t) To enter into partnership or into any arrangement for sharing profits, union or interests, cooperation, joint-venture, reciprocal concession or otherwise, with any person or company carrying on or engaging in any business or transaction which this company is authorized to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
- (u) To purchase or by any other means acquire any right or occupancy leasehold and/or other property of any interest whatsoever in any such property and for any rights privileges on easements over 5 or in respect of any rights property for such purpose to erect and work all such mills machinery and factories which may be deemed necessary.
- (v) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or ex-employees of the company or the dependants of connections of such persons and to rant pensions allowances, and to make payments, towards insurance's and subscribe or guarantee money for charitable or benevolent objects, or any exhibition or for any public, general, or useful objects.
- (w) To act agents for any company or companies engaged in life insurance's for fire insurance, marine insurance, insurance of motorcar, lorries, machinery and other things, insurance of owners and users of vehicles and other insurance of all kinds.
- (x) To carry as agents for any business which may seem to the company capable of being conveniently on in connection with the above or calculated directly or indirectly to chance the value of or render profitable any of company's property or rights.
- (y) To carry on business as fishing cultivation, fish farming, importing, exporting, processing and canning. Fish meal manufacturing, utilization of fish refuse, manure manufacturing, ice making refrigerated store-keeping and the like.
- (z) To inter into any arrangements and contracts with government or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons, having objects or any of them and to obtain from any such government authority, corporation, company or person any characters, contractors decrees, rights, privileges and concessions.
- (aa) To carry on all of the business of proprietors and hire of cars, microbuses, buses to promote tourism in Tanzania, and elsewhere Africa. To carry on business of travel and tourist agents, tour operators, to promote, facilitate traveling, to organize hunting safaris tented-camps, fishing and diving expeditions, safaris promoters and

- (bb) undertakers generally and in particular to arrange and manage hunting safaris, photo safaris, adventure tours, fishing trips, handling of game trophies and animal skins, catching, harboring, transportation, wildlife, and marine products of all
- (bb) To carry on business as general merchants, general store keepers, universal providers, importers, exporters, wholesale and/or retail traders of or otherwise, to establish supermarkets, groceries, duty-free shops refreshment houses stocked with both imported and locally manufactured goods, textiles, piece goods, initiation jewellery, hosiery, sundries, shoes, household requirements generally in all manufactured goods of all type, to acquire, establish, carry on the business of manufacturers, dealers and workers in ready made garments and knitwear of all description for commercial and home use.
- (cc) To borrow or raise source the payment of money in such manner as the company shall think fit, and in particular by issue of debenture stock certificates or other securities perpetual or otherwise charged upon or any other company's rights and property (present and future) including any uncalled capital or without any such security and purchases, redeem, or pay off any such security or loan
- (dd) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest otherwise cooperation, joint-venture, reciprocal concession or engage in, or about to carry on or engage in any business or transaction which this company is authorized to carry on, or engage in any business or transaction capable of being conducted so directly or indirectly to benefit this company. And to take or otherwise acquire shares and securities of any such company, and sell, hold, reissue with or without quarantine, or otherwise deal with the same.
- (ee) To promote another company for the purpose of acquiring all or any of the property and liabilities of this company or for any other purpose, which may seem directly or indirectly, calculated to benefit.
- (ff) To sell or dispose of the undertaking and property of the company or any part thereof, for such consideration as the company may think fit, and in particular of for share, debentures or securities of any other company having objects altogether or in similar to those for this company.
- (gg) To contact, erect, maintain and alter any buildings, machinery plant works necessary or convenient for the purpose of the company.
- (hh) To undertake or execute any contracts for work involving the supply or use of any machinery and to carry out any auxiliary or other work comprised in such contracts.
- (ii) General to purchase, take on lease or in exchange, hire or otherwise acquire and real and personal property and any rights or privileges which the company may think and in particular any land buildings, casements machinery plant and stock in trade.

- (jj) To invest and deal with moneys of the company not immediately required upon such securities and in such manner as the company may from time to time determine.
- (kk) To distribute any person or company for services rendered or to be rendered in placing of the shares in company's capital, or any debenture or securities of the company or the conduct of its business.
- (II) To distribute any of the property of the company in species among the members.
- (mm) To obtain any provisional order, Act of parliament for enabling the company to carry on any of its objects into effects into effect or for effecting any modification of the company's constitutions, or for any proceedings or applications which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the company's interest.
- (nn) To lend and advance money and give credit to such companies as may seem expedient and in particular to members of the company and customers and others having dealing with the company and to guarantee the performance of contracts by such person.
- (oo) To draw, make, accept, endorse, discount, execute and issue cheques promissory notes, bills of landing, warrant debentures and other negotiable transferable instruments.
- (pp) To pay the expense or any preliminary and incidental to the promotion establishment and registration of the company or of any other company promoted, formed established or registered by the company and all brokerage, discount and other expenses lawfully payable which may at any time and from time be deemed expedient for taking, placing or under-writing all or any of the shares or debentures, or formed, established or registered by the company.
- (qq) To obtain all powers and authorities necessary to carry out or extend and of the above objects.
- (rr) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, or otherwise alone or in conjunction with others.

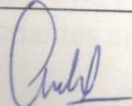
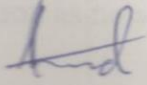
The objects set forth any clause of this clause shall not except when the context expressly so required, be in any wise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the company. None of such sub-clause or by the name of the company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary auxiliary merely to the shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of this clause in any part of the world and notwithstanding that business, undertaking, dealt with or performed do not all within the objects of the first sub-clause of this clause.

AND it is herein declared that the word "COMPANY" and this clause shall be deemed to include any partnership or other body of person, whether incorporation or incorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph

4. The liability of the members is limited

5. The share capital of the company is shillings 312,500,000/= divided into 10,000/= shares of shillings 31,250/= each, with power for the company to increase or reduce the capital and to issue any party of its capital, original or increased, with or without any of preference, priority or special privilege, or subjects to any postponement of right unless the conditions of issue shall otherwise expressly declare, very issue of shares, whether declared to be preference or otherwise, shall be subject to the power herein before contained.

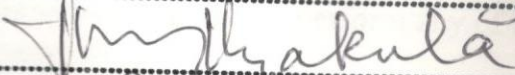
We the several persons, whose names and addresses and descriptions are subscribed below, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names: -

NAME, POSTAL ADDRESSES AND DESCRIPTION OF SUBSCREIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
MIRE ARTAN ISMAIL P.O. BOX 7494 DAR ES SALAAM	2 500	
AHMED MOHAMED ARTAN P.O. BOX 7494 DAR ES SALAAM	2000	
ABDIRISAK ALI ARTAN P.O. BOX 7494 DAR ES SALAAM	2000	ABDIRISAK
ISSE ARTAN ISMAIL P.O. BOX 7494 DAR ES SALAAM	2000	ISSE

DATED this 23rd day of November, 2006

WITNESS to the above Signatures:

NAME: Charles L.M. Lugola

SIGNATURE: 

POSTAL ADDRESS: P.O. box 72510,

Dar-es-Salaam.

QUALIFICATION: A.D.Y.C.A.E.



PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

Of

SAHAN CO, LTD

TANZANIA
Stamp Duty Shts. 5000/= PAID ON ORIGINAL
Receipt No. 27354866 of 5/12/06
Stamp Duty Office

TANZANIA
Stamp Duty Shts. 2500/= PAID
Receipt No. 27354866 of 5/12/06
Asset Registrar of Companies

1. In these presents, if not inconsistent with the subject or context:
 - a) "Statutes" mean the Companies Act No. 12 of 2002 and every other enactment for the time being in force concerning companies and affecting the company.
 - b) "These articles" Mean these Articles of Association as now framed or as from time to time altered by special resolution.
 - c) "The office means the registered office of the company
 - d) "The seal" means the common seal of the company.
 - e) "The Board" means the Board of Directors of the company.
 - f) "Month" means calendar month.
 - g) "Year" means a year form 1st January to 31st December inclusive.
 - h) "Paid up" means paid up or credited as paid.
 - i) "The Secretary" includes a temporary or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary of the Company.
 - j) "Dividend" includes a bonus.
 - k) World importing the masculine gender shall include the feminine gender.

- (l) Words importing the singular number only shall include the plural number and vice versa.
- (m) Words importing persons shall include corporations.
- (n) Expressions referring to writing shall be construed as including referenced to Printing, Lithograph photography and other modes of representing or reproducing words in a visible form.

Save as aforesaid, any words of expressions contained in these articles shall, if not inconsistent with the subject, or context or bear the same meanings as in the act or any statutory modification thereof in force at the date at which these Articles become binding on the company.

- 2. The regulations contained in Table A in the first schedule to the Companies Act, shall not apply to the company.
- 3. The Company shall be a private company and accordingly the following provision shall have effect:-
 - (a) The company shall not offer its shares or debentures to the Public for subscription.
 - (b) The numbers of members of the company (exclusive) of persons who are in the employment of the company and of the persons who having been formerly in the employment were while in such employment to be members of the company, shall not any time exceed fifty in number.
 - (c) The transfer of shares in the company shall be restricted in the manner hereinafter prescribed.
 - (d) The company shall be not having power to issue share warranties to bearer.
- 4. The company shall be entitled to treat the person whose names appears upon the register in respect of any share as the absolute owner thereof and shall be under obligation to recognize any trust or equitable claim or other notice thereof.

CAPITAL:

- 5. The share capital of the company is Tanzania shilling Three hundred twelve million five hundred thousand (312,500,000/=) divided into 10,000/= Ten thousand shares of Tanzanian shillings Thirty one thousand two hundred fifty shilling (31,250/=) each.

existing shares or class of shares, any share in the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to divided voting, return of capital or otherwise as the company may from time by ordinary resolution determined.

SHARES:

7. The shares shall be under the control of Directors who may allot and dispose of or grant options over the same to such persons, on such terms, and in such a 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 transfer of shares, shall be modified accordingly.
8. The Directors may make a call 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 and place of payment, pay to the company at the time so specified the amount called on his shares.
9. A call shall be deemed to have been made at time when the resolution of the Directors authorizing the call was passed and may be required to be paid by instalment.
10. The joint holders of a share shall be jointly and severally liable to pay all in respect thereof.
11. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment at such rate not exceeding 8 per centum per annum, as the Directors shall be at liberty to waive payment of such interest wholly or in part.
12. No member shall be entitled to receive any dividend or to be present or to vote on any question, either personally or by Proxy, at any General Meeting, upon Poll, or to be reckoned in a quorum whilst any call or other sum shall be due and payable to the company in respect of any of the shares held by him, whether alone or jointly with another person.

TRANSFER OF SHARES:

13. (a) Subject to the Provision of sub-clause, any member or other persons (hereinafter called the HOLDER) intending to transfer shares shall give notice in writing to the Board of his intention and such notice shall constitute the Board his agent for sale of the said shares in one or more lots at the discretion of the Board to members of the Company at a price to be agreed upon by the holder and the Board or in case of difference, at the

price which the auditors of the company for the time being shall certify, by writing under his hand to be in his opinion the fair selling value thereof as between a willing seller and a willing buyer.

- (b) Upon the price being fixed as aforesaid, the Board shall forthwith give notice to all members of the company of the number and price of the shares to be sold and invite each of them to state in writing within one month from date of the said notice whether he is willing seller or willing to purchase any and if so, the maximum number of shares.
- (c) At the expiration of the said period of one month, the Board shall allocate the said shares to or amongst the members who shall have expressed their willingness to purchase as aforesaid and if more than one, so far as may be prorated according to the number of shares already held by them respectively.
- (d) Any share not sold transferred within one month of the date of allocation above mentioned may be transferred by the holder to any person not member of the Company but the Board shall not be bound to register any person as a member.

TRANSMISSION OF SHARES'

- 13. In case of death of a member, the survivor or survivors when the deceased was a joint holder, and the legal personal representatives of the deceased, where he or she was joint holder, and the legal personal representatives of the deceased, where he or she was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares. But nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 14. In case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the legal personal representative of the deceased, where he or she was a sole holder, shall be only person recognized by the Company as having any title to his interest in the shares: But nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 15. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time properly be required by the Directors, and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directives shall, either case have the same right to decline or suspend registration of any such member.

16. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he registered holder of the share.

FORFEITURE OF SHARES:

17. If a member fails to pay any call or installment of a call on the day appointed for payment thereof, the Directors any, at any time thereafter during such time as any Part of the call or installment remains unpaid, serve notice on him requiring payment of so much of he call or installment as is unpaid, together with any interest which may have accrued.
18. The notice shall name a further day (note earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by notice is to be made, and shall state that in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.
19. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Director think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
20. A statutory declaration in writing that the declaring is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.

CONVERSION OF SHARES INTO STOCK.

21. The Company may be ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-shares of any denomination.
22. The holders of any stock may transfer the same or nay part thereof in the same manner and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit.
23. The holders of stock shall, according to the amount of stock held by them, heave the rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose.
24. Such sections of the Articles of the Company applicable to paid-up shares shall apply to stock and the words "stock" and "shareholder" therein shall include "stock" and "shareholder"

MEETINGS:

25. The quorum for the transaction of business at any General meetings shall be two thirds (of the full quorum) personally present or represented by Proxy, and clause 45 of Table "A" shall be modified accordingly.
26. On a show of hands, every member entitled to vote present in person shall have 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 a holder
27. The Company shall each year hold a General meeting as its annual General meeting in that year. All other meetings shall be called extra ordinary General meetings.
28. An annual General meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least and the meeting of the Company other than an annual General meeting shall be called by fourteen days' notice in writing at the least.
29. The accidental omission to give notice of a meeting to, or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meetings.

DIRECTORS:

30. Unless and until otherwise determined by the Company in General meeting, the number of Directors shall not be less than two and not more than five. The first Directors of the Company shall be:
 1. MIRE ARTAN ISMAIL
 2. MOHAMED ARTAN
 3. ABDIRISAK ALI ARTAN
 4. ISSE ARTAN ISMAIL
31. The first Directors shall be appointed by the subscribers of the Memorandum of Association or a majority of them. They shall hold office until the first General meeting unless they are re-elected in accordance with the provisions hereinafter provided.
32. A member holding the majority of the issued share Capital of the Company shall have a right to appoint at least two Directors, one of whom shall be the Chairman of the Board of Directors, as well as the Chairman of the Company in General meetings. Every Director appointed pursuant to this sub-paragraph shall hold office at the pleasure of the member appointing him and may at any time, by notice

appoint another Director in place of him.

34. A Director may in addition to his/her 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.

MANAGING DIRECTOR:

35. The Director may from time to time entrust and confer upon the Managing Director or Manager all or any of the powers of Director (except the power to make calls, for its shares or issue debentures) that they may think fit.

BORROWING POWERS:

36. The Director may raise or borrow for the purpose of the Company's business such sums of money as think fit and may serve the repayment of or raise any such or sum or sum 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 unused Capital or by the issue at such price as they think fit, bonds or debentures either charged upon the whole or any part of the property and assets of the Company, present and future including its uncalled or uninsured Capital or not so charge or in such other way as the Directors may think expedient.
37. The Director of this company may be or become a director of another officer of, or otherwise interested in any company including but not limited to any company promoted by this company or in which this company may be interested as shareholder or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as director or officer of, or firm his interest in such other company.

POWERS AND DUTIES OF DIRECTORS:

38. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registered the Company. And may exercise all such powers of the company as provided by the ordinance or by the Articles required to be exercised by the Company in General meetings.
39. The Directors may from time to time and at any time by power of attorney appoint any Company, Firm or person or body of persons, whether nominated directly or indirectly by to be Directors, to be attorney or attorneys of the Company for such purpose and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit and any such power of attorney may contain such provision for the protection and convenience of persons dealing with any such attorney as the Directors may think it fit and may also authorize any such attorney to delegate all or any of the powers, authorities and Directors vested in him.

40. The Company may exercise the powers conferred by section 95 of the Ordinance with regard to having an official seal for use abroad, and such powers may be vested in the Directors, and the powers conferred by section 104 to 10 (both inclusive) of the Ordinance with regard to the keeping of a branch register.

DISQUALIFICATION OF DIRECTORS:

41. The office of the Director shall be Vacated if the Director;

- (a) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (b) Become of unsound mind; or
- (c) Is dismissed or removed from office by his appointed, for the case of Directors appointed by members who hold the majority shares or
- (d) Resigns his office by notice in writing to the Company ; or
- (e) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

SECRETARY:

42. The Secretary shall be appointed by the Directors, for such terms, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

43. No person shall be appointed or hold office as Secretary who is:

- (a) The sole Director of the Company; or
- (b) A Corporation sole Director of which he is the Director of the Company
- (c) The sole Director of a Corporation which is the sole Director of the Company.

DIVIDENDS AND RESERVES:

44. The Company in General meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.
45. The Director may from time to time, pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.
46. No dividend shall be paid otherwise than out of profit.
47. The Directors may, before recommending any dividends, set as they think proper as Reserve.
48. No dividend shall bear interest against the Company.

AUDIT:

49. The company shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next ensuing Annual General Meeting. The Auditor's report shall be read before the company at time. Annual General Meeting shall be opened to inspection by any member. The Auditor's duties shall be regulated in accordance with the ordinance.

WINDING -UP:

50. If the Company shall be wound up, the Liquidator may, with the sanctions of an Extraordinary resolution of the ordinance, divide amongst the members in specie or kind the whole or any part of the assets of the Company and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid.

INDEMNITY:

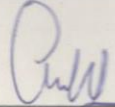
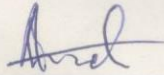
51. Subject to the provisions of the ordinance every Directors, Managing Agent, Auditors, Manager, secretary or officer or servant of the company shall be entitled to be indemnified by the company against all costs, charge, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

SEAL:

- 52 The seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board of Directors and of the Secretary or such other person as the Directors may appoint for the purpose, and that the Director and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERATIONS OR ADDITONS:

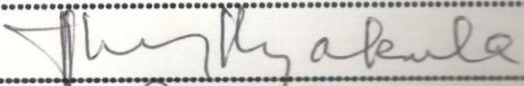
- 53 Subject to the provisions of the Companies Act and to those contained in the Memorandum of Association, the Company may by special resolution make alterations or additions to the Articles of Association and any such alterations or additions made shall be as valid and effectual as if originally contained in these articles and be subject in like manner to alterations by Special Resolution.

NAME, POSTAL ADDRESSES AND DESCRIPTION OF SUBSCREIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
MIRE ARTAN ISMAIL P.O. BOX 7494 DAR ES SALAAM	2,500/-	
AHMED MOHAMED ARTAN P.O. BOX 7494 DAR ES SALAAM	2000/-	
ABDIRISAK ALI ARTAN P.O. BOX 7494 DAR ES SALAAM	2000/-	ABDIRISAK
ISS E ARTAN ISMAIL P.O. BOX 7494 DAR ES SALAAM	2000/-	ISSE

DATED this 23rd day of November, 2006

WITNESS to the above Signatures:

NAME: CHARLES R. M. LUGOLA

SIGNATURE: 

POSTAL ADDRESS: P.O. Box 725109

Dar-es-Salaam

QUALIFICATION: ADVOCATE

