

**THE UNITED REPUBLIC OF TANZANIA**

**CERTIFICATE OF INCORPORATION**

**NO.**

.....

*I HERBY CERTIFY THAT*

**FRIENDSHIP AFRICAN ADVENTURE SAFARIS  
COMPANY LIMITED**

In this day incorporated under the Companies Ordinance (Cap 212)  
And that the Company is Limited

GIVEN under my hand at Dar es Salaam, this        day of  
Two Thousand and Three

.....  
**Registrar of Companies**

Stamp Duty Sbs. STUUT  
PAID ON ORIGINAL  
Receipt No. 18498181 of 1/4/2003

Stamp Duty Officer

THE COMPANIES ORDINANCE (CAP. 212)  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

OF

**FRIENDSHIP AFRICAN ADVENTURE SAFARIS COMPANY LIMITED**

TANZANIA

Stamp Duty Sbs: 2500/- Paid  
Receipt No. 18498181 of 1/4/03

Asst: Registrar of Companies

1. The name of the company is "FRIENDSHIP AFRICAN ADVENTURE SAFARIS COMPANY 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 business of traveling agency, car hire and safaris tours operators, garage, buying and Selling motor vehicles, transport agents, transportation of goods, and passengers, import and export, gift shops, boutiques, entertainments, and all artists work, safari outfitters, safari contractors and guides, conductors of hunting parties and guides for hunting, trophy dealers, travel and tourist agents and to facilitate tourist's traveling and to provide for tourists and other travelers by way of promoting and facilitating conveniences of all kinds such as reserved places, ticket bookings, baggage deposit, courier services, sleeping cars inquiry bureau, hotel and lodging accommodation, guides, motor vehicle hire, airplane and motor boats character and otherwise facilitating tourists movements and accommodation, photographic safaris, lodges and hotels, tourism and all related business.
  - (b) To carry on business as hunting an tour operators, safari contractors, organizers and operators, and to equip, organise and arrange hunting, photographic, cinematic, exploration and cinematographer expeditions and generally to organise and provide facilities for tourist safari adventures of every kind including but not limited to game, and other safaris and expeditious of every description, photographers, suppliers of pharmaceuticals, dispensaries, hospitals, and all laboratory equipments.
  - (c) To carry on business of transport, cargo and travel agents, commission agents, customs agents, insurance agents, tourist agent, manufacturers representatives clearing and forwarding gents, shipping agents, road contractors, cargo superintendents, packers machinery, haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transport by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other places as may from time to time determined by the company, and exporters of agricultural products, and importers and exporters, merchants, traders, representatives commission and general agents, or otherwise deal in electrical goods, produce, articles and general merchandise, distribution of solar energy equipment and to act as dealers in the sell of solar energy and sell of all electrical and building equipments and all general merchandise.
  - (d) To carry on business as owners, operators, managers, lessors and keepers of exclusive hunting and tourist clubs, games, lodges, game look-outs, hotels, motels, tented camp's, restaurants, cafes holiday camps, casino ad camping sites for tourists, travelers or otherwise, stationers, printing, school equipment's, educational books, and materials and all general traders.

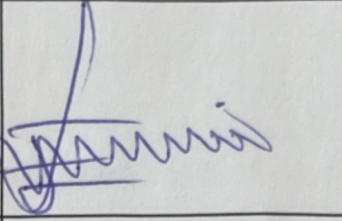
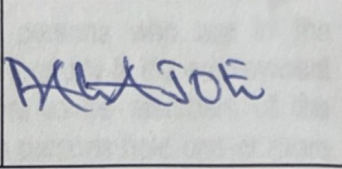
- (e) To purchase, take on lease or exchange, or acquire by license, concession, grant, or otherwise, any lands, mines, mineral rights, buildings, easements, rights and privileges, machinery, plant which the company may from time to time think proper to be acquired for any of its purposes.
- (f) To carry on the business of banking, financial institution bureau de change, gold, gold coins, gold bullion, silver, copper and other precious, metals and precious stones, and to transact and to do all matters and things incidental thereto, or which may at any time hereafter be usual in connection with the business of banking or dealing in money or securities for money, to advance and lend money or securities for money, to advance and lend money on real personal and mixed securities, on cash, credit or other accounts on policies, bonds, debentures, bills of exchange, promissory notes, letter of credit, or on deposit of title deeds, goods, bills of sale, stock and shares.
- (g) To carry on business as merchants, manufacturers, importers, exporters, buyers, and sellers of and dealers in merchandise of all description, including metals, machinery plant, tools and metal goods generally, cement, cotton, wool, worsted, silk, flax, hemp, jute, sisal, balata, fibrous material, rubber sponges, cloth, clothers, leather and leather goods, furniture, electrical goods, ivory, jewellery, gold, silver, precious stones and games, skins, for corn, hay, straw, hops, liquors, foods, provisions, wood and timber, coal, coke, fuel, oils, household goods and fittings, waste goods and offal, and generally any articles or goods of any kinds, whether manufactured or not.
- (h) To carry on the business of guest house, hotel, motels and operate duty free shops, lodge, restaurants, bar, canteen, to be importers of spirits, beer, wine, soft drinks, act as general traders, importers and exporters, traders in the wholesale and retail business of goods and merchandise of any description, size and magnitude, general agents for local and overseas principals establish trading outlets for all types of local and imported goods, engaged in the export of all types of merchandise and to generally carry out retail and wholesale business general traders and to be trading agents.
- (i) To carry on the 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 shop's refreshments houses stocked with both imported and locally manufactured goods, textiles, piece goods imitation jewellery, hosiery, sundries, shoes, handbags, household requirements generally in all manufactured goods of all type, to acquire, establish, carry on the business as manufacturers, dealers and workers in ready made garments and knitwear's of all description for commercial and home use.
- (j) To carry on the business as traders, suppliers, general merchants, stockists, wholesalers, retailers and dealers in all types of foodstuffs, cooking oils, cosmetics, agricultural machinery, implements, equipment, spare parts, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, and all kinds of industrial projects machinery and equipment, building materials, hardware, timber, electrical goods, fishing gears, groceries, computers, office equipments, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (k) To carry on the business as general food processors packers and suppliers, to be general suppliers of hard foods stuffs and agricultural crops, to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers, to act as agents of buying and selling all kinds of motor vehicles, General supplies, buying and selling building hardware of every description, electrical appliances, lease.
- (l) To carry on the trades or business of a telephones, telegraph cable and wireless communications company and to establish, work, manage, sell, hire out, and maintain telephone exchanges,

expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, sense as if each of the said paragraphs defined the objects of a separate and distinct company, and

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.

- |   | Number of shares taken by each subscriber | Signature |
|---|---|-----------|
| 4. The Liability of the Members is Limited.   |   |           |
| 5. The capital of the Company is Shillings 5,000,000/= divided into 1,000 shares of Shillings 5000/= 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. |   |           |

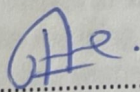
We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
EDSON E. TARIMO P. O. BOX 11501 ARUSHA	50	
MICHAEL LAJOE P. O. BOX 11501 ARUSHA	50	

dated at D'salaam this 1<sup>st</sup> day of April 2003

**Witness** to the above signatures

Name : THOMAS E. RWEBANGIRA

Signature : 

Postal Address : P.O. BOX 11819, D.S.

Profession : ADVOCATE



of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

### **DIRECTORS**

71. The first directors shall be not less than two in number and shall be appointed by the subscribers to the Memorandum of Association. Unless and until otherwise determined by the Company by ordinary resolution the number of directors (excluding alternate directors) shall not be less than four.
72. The names of the first directors of the Company are as follows:
- 1. EDSON E. TARIMO**
  - 2. MICHAEL LAJOE**
73. (1) The remuneration of the directors shall from time to time be determined by the Company in general meeting.
- (2) In addition to their usual remuneration the directors shall also be paid such traveling, hotel and other expenses as may reasonably be incurred by them in the exercise of their duties, including any such expenses incurred in connection with their attendance at meetings of director.
74. Any director any in writing appoint any person, who is approved by the majority of the directors, to be his alternate to act in his place at any meeting of the directors to which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the directors and to attend and vote there at as a director when the person appointing him is not personally present, and where he is a director, to have a separate vote on behalf of the director he is representing in addition to his own vote. A director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the director appointing him. The remuneration of such alternate shall be payable out of the remuneration payable to the director appointing him, and the proportion thereof shall be agreed between then. An alternate director need not hold nay share qualification.
75. A director and alternate director shall not require a share qualification by nevertheless shall be entitled to attend and speak at any general meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.
76. The Company may by extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. An vacancy occurring in the board of directors may be filled up by the Company by an ordinary resolution.

### **POWERS AND DUTIES OF DIRECTORS**

77. The business of the Company shall be managed by the directors, who may pay all expenses incurred in forming and registering the Company, and may exercise all such powers of the Company as are not, by the Companies Ordinance (Cap. 212) or any statutory modification thereof, for the time being in force, or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of these articles and of the said Ordinance, and the exercise of such powers shall be subject to control of any general meeting of the Company specially convened for the purpose, but no resolution of the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that resolution had not been