

THE COMPANIES ORDINANCE
(CAP 212 In The Laws of Tanzania)

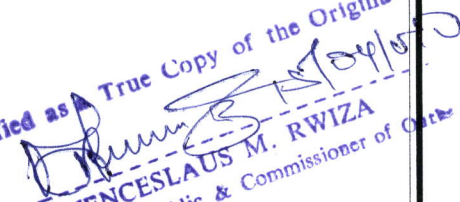
COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

Certified as True Copy of the Original:

WENCESLAUS M. RWIZA
Notary Public & Commissioner of Oaths

DARWORLD LINKS LIMITED

Incorporated this ... day of 2005

DRAWN BY:
HABIBU BAKARI MWERI
(Subscriber)
P. O. BOX 76876
DAR ES SALAAM
TANZANIA

TANZANIA

Stamp Duty Shs. 5,000.00
PAID ON ORIGINAL

Receipt No. 240588073 of 06/07/05

Stamp Duty
Stamp Duty

**THE COMPANIES ORDINANCE (CAP – 212)
COMPANY LIMITED BY SHARES**

MEMORANDUM OF ASSOCIATION

OF

DARWORLD LINKS LIMITED

TANZANIA

Stamp Duty Shs. 4,000.00 Paid

Receipt No. 240588073 of 06/07/05

Asstt Registrar of Companies

- 1 The name of the company will be **DARWORLD LINKS LIMITED.**
- 2 The registered offices of the Company will be situated in the United Republic of Tanzania.
- 3 The objects for which the Company is registered are:
 - (a) To carry on and or otherwise engage in the business as purchasers, importers, retailers, wholesalers, agents, distributors and suppliers of all kinds of stationary, computers, computer accessories, office and industrial equipment, motor vehicles, automotive spares, accessories, components, tools, petroleum products, fishing equipment, agricultural machinery, implements and inputs, animal husbandry chemicals, hardware, milling machines, bicycles, construction materials, electrical and or electronic appliances, clinical apparatus, fire extinguishers, owners of petrol and services stations, repairers and or reconditions, of cars, lorries, tractors, auto machines, dealers in commercial goods, professional consultants in automobile engineering at national and international.
 - (b) To promote establish, take over, acquire engage in or carry on the business of travel agents, tourist agents, safari and tour operators, safari outfitters, organizers of hunting and site seeing trips, wildlife and fishing safaris, photographic expeditions and provision of conveniences and guidance generally as may be required by tourist, passengers and others.
 - (c) To engage in promotion of entertainment activities, to run radio stations, television stations and to carry on any activities relating to broadcasting, mass media, journalism, publishing and printing.

Verified as a True Copy of the Original.
 15/09/05
 WENCESLUS M. RWIZA
 Notary Public & Commissioner of Oaths

- (d) To lend money to such persons forms or companies and in particular to customers and others having dealings with the company on such terms as may seem expedients, and to guarantee the performance of contracts by any such parties.
- (e) To engaged in the business of banking, building societies, credit societies, exchange bureaux and to provide or set up specialist banking or financial services to industry, agriculture, commerce, mining, export/import finance, credit guarantees or any other specific sector of the national or international economy.
- (f) To carry out consultancy services and training programmes in Management, Finance, Accounting, Auditing, Taxation, Marketing, Materials, Industrial, Legal, Civil Engineering, Data Processing, and Transportation.
- (g) To carry on the business of transport and or travel agents, ship chandlers, car hire, taxi and or car operators, tour and safari bus and coach owners, brokers, insurance agents, proprietors of hotels, restaurant, lodging, camps, motel cafe, snacks, transferers of money, parcels and any valuable items from and to anywhere worldwide, operators of bureau de change shops and supermarkets, refreshment rooms, recreation places, sports and amusements, cinema, operators, cattle rarer, meat sellers, butcheries, furniture makers, garage proprietors, mechanical engineer, all business and trades incidental analogous or similar thereto or to be or capable of being performed in conjunction therewith.
- (h) To carry on within the United Republic of Tanzania and elsewhere the business of clearing and forwarding, packers, shipping, importers and exporters, warehousing stores, dealers in, hirers, repairs, cleaners, stores and fumigator of vehicles and general carriers of goods, garage proprietors and sellers of all types of motor vehicles and motor vehicles spares and components.
- (i) To act as business promoters of industrial, agricultural and commercial projects, including investment in, and supply of technical, financial, and managerial assistance to such projects whatever as a part of own set up or on behalf of others and act as trustees with respect thereto as may be necessary.
- (j) To engage in research on system analysis and design and give advice on all problems relating to Finance, Accounting, Marketing, Materials, Industrial, Production, Transportation and General Management and offer Secretarial Services.

- (k) To engage in the business of architects, surveyors, valuers, designers, draughtsmen, planners, supervisors and consultants to the businesses aforementioned.
- (l) To advise on and prepare plans. Drawings, blunders, documents and specifications for projects of all kinds including engineering works and to advise generally regarding planning construction, maintenance, improvement, supervision, management and control of such works.
- (m) To act as agent or managers in carrying on any business concern or undertaking and with respect to any assets, property or right of any kind.
- (n) To promote any other 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 this company.
- (o) To carry on the business of general imports and export, gold and gemstone dealers, traders of marine products, agricultural produced forestry, to be hunters zoologists, vermin and or live birds exporters, livestock keepers, organizers of hunting expeditions, buyers, sellers, manufacturer, distributors and suppliers of foodstuffs of all kinds types and description whatsoever.
- (p) To take over the business of, purchase shares in enter into partnership or joint venture with, make loans, to or otherwise participate in the undertakings of other entities for the purpose of furthering the company's objectives.
- (q) To carry on the business dealer in industrial machinery, agricultural machinery, offices machines and equipment, and any other goods of whatever description that can conveniently be imported and/or distributed by the company for the purpose of enhancing its profits.
- (r) To carry on the business of buying, selling, distributing and merchandising of goods of every description including but not limited to agricultural products, sea products, manufactured goods, industrial machinery, equipment, spare parts, tools and accessories, hardware, textiles, stationery, confectionery, footwear, building materials, electrical appliances and any other goods that can conveniently be traded in.
- (s) To engage in the commercial cultivation of agricultural, livestock as well as horticultural produce as also engage in the commercial farming and/or cropping of wildlife, forestry, water and other natural resources.



- (t) To manufacture or process all or any kind of industrial and agricultural products, building materials, consumer goods, wood, metal, sanitary ware, pulp and paper products, sea products and other food stuff for local distribution and export.
- (u) To carry on the business of fishing, fish processing, breeding and farming of any other sea products and to stock the same for local distribution and export.
- (v) To carry on business of selling, repairing, servicing and dealing in spare parts of agricultural, industrial, electrical, electronic and construction machinery and equipment of any other description.
- (w) To purchase or otherwise acquire interest in any estate, business, undertaking, property, assets or right of any kind, patents, patent rights, inventions and concessions and to develop and deal with the same in such manner as may be thought expedient.
- (x) To engage in and carry on the business of civil, mechanical and electrical engineers, domestic and sanitary engineers, electronic engineers and provide engineering services generally of whatever nature.
- (y) To amalgamate, enter into partnership or any arrangement for sharing profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise, with any person, firm or company carrying on or engaged in any business or transaction capable of being conducted such as directly or indirectly to benefit this company and to acquire shares and securities of any such company and to sell, hold reissue, or otherwise deal with the same.
- (z) To set up, promote or operate spot and other markets for commodities, manufactured products and minerals at local, national and international level either singly or jointly with others and to this end deal in futures, operate appropriate storage facilities and/or communication network as may be deemed desirable.
- (aa) To engage in the business of insurance and reinsurance of all kinds of risks including life, motor, marine, accident, theft, loss or any other category of risks as principal or agent.
- (ab) To borrow, raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise and/or by mortgage, charge, pledge or otherwise.

- (ac) To amalgamate with any other company having objects altogether or in part similar to those of this company and enter into subvention agreements.
- (ad) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debenture and other negotiable or transferable instruments.
- (ae) To sell or dispose of undertaking of company or any part thereof such consideration or concessions as the company may think fit and in particular for shares, debenture or securities of any other company having objects altogether or in part similar to those of this company.
- (af) 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 or connections of such persons, and to grant pensions and allowances and to make payment towards insurance and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (ag) To manufacture and or deal in the business of textiles and other related products including garment manufacture, fashion designing, tailoring and tie and dye processing generally and deal in the business of other fashion and wear products.
- (ah) To engage in the businesses of Auctioneers, Court Brokers, Commission Agents, Debts and Revenue Collectors, Recovery Agents and running bonded warehouses.

4. The liability of the members is limited.

5. The capital of the company is One Hundred Million (Say Tshs 100,000,000/=) divided into One Thousand (1,000) ordinary shares of Tanzanian Shillings One Hundred Thousand (Tshs 100,000/=) each, with such rights, privileges and conditions attached thereto and with the power to increase and reduce the capital of the company and to divide the shares in the capital, as may be provided from the time to time by the regulations of the company, into several classes to attach thereto respectively such preferential, deferred, qualified and special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company, and to vary, modify or abrogate any such rights, privileges or conditions, in such manner as may be provided from time to time by the regulations of the company.

We the several persons whose names, address and occupations are described 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.

S/N	NAMES AND POSTAL ADDRESS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1	HABIBU BAKARI MWERI P. O. BOX 76876 DAR ES SALAAM – TANZANIA	900	
2	MWINYI BAKARI MWERI P. O. BOX 76876 DAR ES SALAAM – TANZANIA	100	

Dated at Dar es Salaam this 27th day of July, 2005

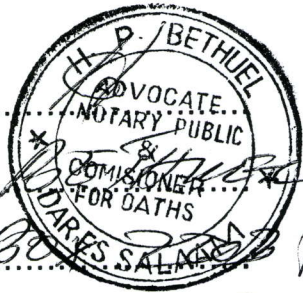
WITNESS to the above signatures:

Signature:

Name:

Postal Address:

Qualification:


H. P. Bethuel
P.O. Box 76876 Dar es Salaam
ADVOCATE

Certified as a True Copy of the Original
15/07/2005
 WENCESLAUS M. RWIZA
 Advocate, Notary Public & Commissioner of Oaths

**THE COMPANIES ORDINANCE (CAP. 212)
PRIVATE COMPANY LIMITED BY SHARES**

ARTICLES OF ASSOCIATION

OF

DARWORLD LINKS LIMITED

TANZANIA

Stamp Duty Shs. ... 5,000/-
PAID ON ORIGINAL

Receipt No. 24058873 of 06.10.10

Stamp Duty Office

TANZANIA

Stamp Duty Shs. 2,500/- Paid

Receipt No. 24058873 of 06.10.10

Asstt Registrar of Companies

PRELIMINARY

1. In these regulations: –

The ordinance means the companies Ordinance Chapter 212 of the Laws of Tanzania.

When any provision of the Ordinance is referred to the reference is that provision as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification therefore in force at the data at which these regulations become binding on the company, shall have the meaning so defined.

And words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies, corporate partnership, firms, co-operative societies, etc.

The regulations of Table .A. in the first schedule to the companies Ordinance (hereafter called Table .A.) shall apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table .A. the former shall prevail, and in addition to substitution by the regulations of the Company.

2. PRIVATE COMPANY

The Company is a private Company and accordingly:

- (a) The right to transfer shares is restricted in the manner hereinafter prescribed.
- (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company while in such employment to be members of the Company) is limited to fifty; provided that where 2 or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.
- (e) The Company shall be entitled to treat the person whose name appears upon the register in respect of any shares as the absolute owner thereof and shall not be under any obligation to recognize any trust or equitable claim to or partial interest in such share, whether or not it shall give express or other notice thereof.
- (f) The original share capital of the Company is Tshs 100,000,000/= with 1,000 shares of Tshs 100,000/= each.
- (g) The shares shall be under control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and such times as the Directors.
- (h) The certificate of Title to shares shall be issued under the seal of the Company and shall be signed by two Directors.
- (i) If any member of the company shall at any time desire to sell and transfer any shares registered in such member's name and or in the event of the creation of any further shares by the Company such shares shall be first

offered by the proportion of shares held by each member at the time of such desire, transfer or creation of new shares.

- (j) The Company may in its General meeting declare divided but no dividend shall exceed the amount recommended by the Directors.
- (k) The Directors may from time to time pay the members such interim dividends as appear to the Directors to be justified by the profits of the Company.
- (l) No dividends shall be paid otherwise than out of profits
- (m) The directors may before recommending any dividends set aside out of the profits of the company such as they think proper as reserve or reserves which shall at the discretion of the Directors be applicable for meeting contingencies or for equaling dividends or for any other purpose to which the profits of the company may be properly applied and depending such applications may in the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Directors from time to time think fit.
- (n) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of a Director and of the Secretary or such other person as the Directors may appoint for the purpose and the Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the company so affixed in their presence.

ALTERATION OF ARTICLES.

3. Subject to the provision of the Ordinance and those of the Memorandum of Association the company may by special Resolution make alteration or addition to those Articles of Association and such alteration or addition so made shall be valid and effectual as is originally contained in these articles and be subjected in this manner to alteration by special resolutions.

WINDING UP.

4. (a) If the company shall be wound up the assets remaining after payment of the debts and liabilities of the company and the costs of the liquidation shall be applied; first in repaying to the members the amounts paid up or credited as paid upon the shares held by them respectively; and the balance if any number of shares held by them respectively; PROVIDED ALWAYS that the provision hereof shall be subject to the right of all Holders of shares if any issued upon special conditions.
- (b) With the sanction of Extraordinary Resolution of Shareholders any part of the assets of the company may be divided between the members of the company in specie or may be vested in trustees for the benefit of such members and the liquidation of the company may be close and the company dissolved but so that no member shall be compelled to accept any shares whereon there is any liability.
- (c) No member shall be entitled to vote at any general meeting there is any meeting unless all calls or other sums presently payable by him in respect of shares in the company.

GENERAL MEETINGS.

NOTICE OF GENERAL MEETING AND PROCEEDING AT GENERAL MEETINGS.

5. Articles 39 to 53 table .A. shall apply subject to this following variation:
 - (a) A General meeting, ordinary or extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
 - (b) Two members present either personally or by proxy shall form a quorum.
 - (c) Any ordinary resolution of the company determined without any general meeting and evidence by writing under the hands of majority of the Directors and of the members of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

DIRECTORS



6. (a) Unity otherwise determined by the company in general meeting Directors shall not less than two and more than seven number.
- (b) The following persons shall be first Directors of the Company:
1. MR. HABIBU BAKARI MWERI
 2. MR. MWINYI BAKARI MWERI
- (c.) The directors may appoint one or more of their number to be Managing Director or Managing Directors of the Company either for a fixed or indefinite period and may from time to time remove any such Managing Director from such office and put another or other in his place and may at their discretion fill up any vacancy that may occur in such office.
- (d) The remuneration of any Managing Director shall be determined by the Company in General Meeting and may be by way of salary or commission or participating in the profits of the Company or by all or any of those modes.
- (e) Each Director shall be paid a remuneration at such rate as the Company shall in general meeting decide, Every Director shall be entitled to be paid his traveling expenses incurred by him whilst employed in the business of the Company or in attending Board Meetings.
- (f) The qualifications of the Director shall be the holding in his own right of at least one share in the Company.
- (g) Any Director shall have power to nominate any person to act or attend at alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such alternate Director shall exercise and discharge all the duties of Directors whom he represents.
- (h) The office of a Director shall be vacated if the Director:—
- (a) Become bankrupt; or

- (b) Is found to be a lunatic or becomes of unsound mind; or
 - (c) Resign his office by notice in writing to the company; or
 - (d) Abstains himself from meetings of the Directors for a period of six months without special leave of absence from the other Directors.
7. The shareholding qualification for Directors may be fixed by the Company in general meeting, and unless and until so fixed no qualification shall be required.
 8. The quorum of Directors for transacting business shall unless otherwise fixed, by the Directors, be two.
 9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
 10. The Directors may from time to time borrow or raise any moneys for the purposes of the Company, which may exceed the issue share of the Company.
 11. Save as hereby otherwise provided no share shall be transferred to any person who is not a member of the Company so long as any member is willing to purchase the same at a fair value.
 12. A call shall be deemed to have made at the time when the resolution of the Directors authorizing such call was passed.
 13. If by terms of issue of any shares or other wise any amount is payable in respect of any shares by installments at fixed times every such installment shall be payable as if it were a call duly made by the Directors which due notice had been given.
 14. 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 sole registered Holder thereof or shall be one of several joint Holders.
 15. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any shares, and Clause 19 of Table .A. shall be modified accordingly

PROVIDED ALWAYS that any share may be transferred at any time by a member to his or her father or mother or to his or any linear descendant of such father or mother, or to his or her wife or husband, and any share of deceased member may be transferred by his executors or administrators to the widow or widower or any such relative as aforesaid of such deceased member, being a cestui que trust of specific legatee thereof, and shares standing in the name of the executors or trustees of his WILL, upon any change or transfer to the trustees for the time being in such WILL.

BORROWING POWERS

16. (a) The Directors may from time to time in their discretion raise or borrow and secure for the purpose of the Company's business such sum or sums of money as they think fit.
- (b) The Directors may secure the payment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any of the property and assets of the Company present or future including its uncalled capital for the time being, or by issue at such price as they may think fit, of bond or debentures either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other way as the Directors may think expedient.

S/N	NAMES AND POSTAL ADDRESS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1	HABIBU BAKARI MWERI P. O. BOX 76876 DAR ES SALAAM – TANZANIA	900	
2	MWINYI BAKARI MWERI P. O. BOX 76876 DAR ES SALAAM – TANZANIA	100	

Dated at Dar es Salaam this 8th day of July, 2005

WITNESS to the above signatures:

Signature:

Name: H.P. Bethuel

Postal Address: P.O. Box 2203 Dar es Salaam

Qualification: ADVOCATE



Certified as a True Copy of the Original
Wenceslaus M. Rwiza 15/07/2005
 Advocate, Notary Public & Commissioner of Oaths