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THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

LA GLOIRE DE DIEU TRADING & TRANSPORT LIMITED

1. The name of the Company is LA GLOIRE DE DIEU TRADING & TRANSPORT LIMITED
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:-
 - 3.1 To provide urban transport facilities for the carriage of passengers and goods and to organize, maintain and operate for hire transportation services in all parts of the world for transporting passengers, luggage, merchandise mails and freight of every descriptions and kinds of whatsoever by means of automobiles, motor buses, motor trucks, airplanes and other vehicles of all kinds and to run omnibuses, tramways or other transport of all kinds on such line as the Company may think fit.
 - 3.2 To provide transport facilities for the goods and passengers and to run and provide international trucks and bus services in important cities and/ or town
 - 3.3 To carry on the business of clearing and forwarding agents, courier and cargo handlers, handling and haulage contractors, warehousemen, common

3.9 To carry on the business as buyer and seller of all or any of the building material inclusive of cement, lime, lime stone, related products, ceramic products, bricks, tiles, pipes, per-fabricating paving, roofing materials, iron,

3.8 To carry on the business as traders, suppliers of products and commodities and materials in any form or shape manufactured, semi-manufactured, raw materials or supplied by any company, firm, association of persons, body, whether incorporated or not, individuals, government, semi-government or any local authority, as permissible under law

3.7 To carry on in the United Republic of Tanzania or elsewhere all or any one or more of the following businesses namely the buying, selling, letting, on hire, hire purchase or easy payment system of manufacturers and contractors of articles and goods of all kinds.

particularily non traditional commodities to non traditional destinations articles, products materials and substances to all parts of the world, refrigerators, office steel furniture equipment and appliances and other parts, synthetic products rubber products, tyres, cords, tubes, typewriters, scientific instruments , bicycle, auto scooters, automobiles and truck spare varnishes, books and stationery items, glassware, pottery, tableware, types of machinery and machine tools, dyes, chemicals, Colours paints, hardware, furniture, electrical appliances, paper and paper products, all accessories building construction materials, hospital requirements, agricultural implements, electric motors, transformers, switch gears and and forest products, timber, automobiles and trucks, diesel engines, pumps, grains, pulses, oil seeds, sports goods, shoes and leather ware, timber metal manufacturers, coffee, tobacco and tobacco manufacturers, spices, cotton, waste, tea, minerals and ores, ferrous and non ferrous metals and

coal and coal burns and also deal in stones, limes, clays, bricks and all kinds of related materials

3.10 To carry on the business of processing, farming, manufacturing, distributorship, agency, broker, factors, stockiest, importer and otherwise deal in all kinds of organic and inorganic foods products and drinking products, mineral water, aerated mineral water, fruit drinks, artificial flavoured drinks, condensed milk and drinking products of all kinds and other consumable provision of every description for human consumption

3.11 To carry on business of import selling and manufacturing of generators, ice factory, installation, maintenances and services, hardware, building materials, household equipments, petroleum, lubricating oil, grease, motor spirit and other related materials and merchandise

3.12 To let out on hire all or any of the property of the Company (whether real or personal), including every description of apparatus or appliances of the Company.

3.13 To deal in all kinds of building materials including bricks and bricks allied products, prefabricated material, lime, plaster, iron, wood, timber, glass, plastics, and steel products, metals, concrete, artificial stone and materials of all other kinds.

3.14 To manufacture of washing power and liquid for normal use and special purpose, buy, sell, and generally deal in any plant, machinery, tools, goods and things of any description which in the opinion of the Company may be conveniently dealt with the Company in connection with any of its objects.

3.15 To enter into any contracts in relation to and to erect, construct, maintain, alter, repair, pull down and restore either alone or jointly with any other companies or persons, works, of all descriptions, including wharves, docks, piers, railways, train ways, waterways, roads, bridges, warehouses, factories, mills, engines, machinery, railway carriages, and wagons, ships and vessels of every description, gas works, power generators, solar systems, electric works, installation and servicing water filter machines water works, drainage and sewage works and buildings of every description.

3.16 To carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

3.17 To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by issue of debenture or debenture stock perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company both present and future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be

3.18 To carry out the business of electrical, mechanical engineers, civil engineers, manufacturers, workers and dealers in electrical apparatus and goods and the manufacture or hire of apparatus or goods to which the application of electricity or any kind of power, or any power that can be used

as a substitute therefore, is or may be useful, convenient, or ornamental, or any other business of a like nature.

3.19 To manufacture and produce and, either as principals or agents, trade and deal in any articles belonging to any such business and all apparatus, appliances and things used in connection therewith, or with any inventions, patents or privileges for the time being belonging to the Company.

3.20 To apply for, purchase, or otherwise acquire and protect and renew in any part of the world, any patents, brevets invention, trade marks, designs, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account the property, rights, or information so acquired.

3.21 To purchase or otherwise acquire houses, offices, workshops, buildings, and premises, and any fixed and movable machinery, tools, engines, boilers, ironpressing plant implements, patterns, stock in trade, patents and patent rights, convenient to be used in or about the trade or business of engineers, founders, smiths or machinists.
To undertake and transact all kind of agency or business which ordinary individuals may legally undertake.

3.22 To carry on in the United Republic of Tanzania or elsewhere all or any one or more of the following businesses namely the buying, selling, letting, on hire, the purchase or easy payment system of manufacturers and contractors of articles and goods of all kinds

3.23 To carry on business as traders, general merchants, whether wholesale or retail or both, commission agents, importers and exporters and to buy, sell, hire, manufacture, barter, trade and deal in property, goods, produce, articles and merchandise of all kinds and to transact any and every description of agency commission, commercial, industrial, manufacture, mercantile, insurance and financial business.

3.24 To carry on business as bankers, industrial bankers, financiers, monetary agents, concessionaires and merchants, and to undertake and carry on and execute all kinds of financial trading and other operations.

3.25 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

3.26 To acquire, and undertake the whole or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorized to carry on or possessed of property suitable for the purpose of the Company or which is capable of being conducted so as to directly or indirectly benefit the Company.

3.27 To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest cooperation, joint adventure or reciprocal concession or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which can be conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

3.29 To carry on the business of manufacturing, assembling and distribution of all types of electronic products, apparatus, electrical appliances, equipment and computers, word processors, any hardware and software connected with the computer industry and also sale and maintenance thereof.

3.30 To carry on business as transporters of passengers, goods, garage services, workshop, package merchandise, wares, couriers, luggage, personal effects and also act as agents for railways, shipping, chartering and transporting, corporations, road contractors, cargo, superintendents, warehousemen, government, parastatal, transport contractors and deal with clearing and forwarding dispatching of sea, air and land cargo to various parts or destinations in the world network

3.31 To manufacture, make, design, assemble, repair or maintain calculating machines, household electrical appliances, audio and video electronic equipment, alarm systems, solar systems, power conditioners, air conditioners, power generators, or any accessories or other machines, instrument parts or devices.

3.32 To carry on all or any of the business or manufacturers, installers, maintainers, repairers, of and apparatus of every description and if and in radio, television, munition requisites and suppliers, and electrical and electronic apparatus appliances, equipment and stores of all kinds.

3.33 To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital shall be made except with the sanction, if any the time being required by law.

334 To act as agents, or brokers, and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.

4. The liability of the members is limited.

5. The share capital of the Company is Tanzania Shillings 4,000,000,000/= divided into 10,000 shares Shillings 400,000/=, the Company shall have power from time to time to increase or subject to confirmation by the court reduce its capital into several classes and to attach thereto respectively any preferential or deferred, qualified or special rights, privileges and conditions.

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

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

Any 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, cooperatives, societies, etc.

The regulations of Companies Act shall not 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 this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

1. In these regulations:-
 "The Act" means the Companies Act 2002 of the Laws of Tanzania.

PRELIMINARY

LA GLOIRE DE DIEU TRADING & TRANSPORT LIMITED
 OF
 ARTICLES OF ASSOCIATION
 COMPANY LIMITED BY SHARES
 THE COMPANIES ACT 2002

Signature: *[Signature]*
 Director / Secretary / Officer
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PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-

- (a) The right to transfer shares is restricted in 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 have been formerly in the employment of the company while in such employment to be the member of the company) is limited fifty, provided that where to or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested 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.

TRANSFER OF SHARES

- 3. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.

(b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.

(c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The regulation of Companies Act shall apply to the following variations:-

- (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 evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6. DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.

- (b) The following persons shall be the first Directors of the company:-

1. MULOWAYI KATSHIMUENA JOHN

2. MULOWAYI KABISHI MARIE JEANNE

3. MUKENDI MUKENDI DIEUDONNE

- 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.

- 17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.
- 16. Any director shall have power to nominate any person to act or attend as 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 Director whom he represents.

ALTERNATE DIRECTORS

- 15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

SEAL

- 14. The office of a Director shall be vacated if the Director:
 - (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

DISQUALIFICATION OF DIRECTORS



Qualifications.....

ADVOCATE

Address:.....

11340 DSM

Signature.....

[Handwritten Signature]

Name:.....

ALPHONSE D BEMBE

WITNESS to the above Signatures:

Dated this Day of 2015

17th August

| SIGNATURES OF SUBSCRIBERS | NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER | NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS |
|--------------------------------|---|--|
| <i>[Handwritten Signature]</i> | 5000 | MULOWAYI KABISHI MARIE JEANNE 33, AVENUE LES BATTANTS LUBUMBASHI, DR. CONGO |
| <i>[Handwritten Signature]</i> | 5000 | MULOWAYI KATSHIMUENA JOHN 33, AVENUE LES BATTANTS LUBUMBASHI, DR. CONGO |