

THE COMPANIES ORDINANCE

(CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

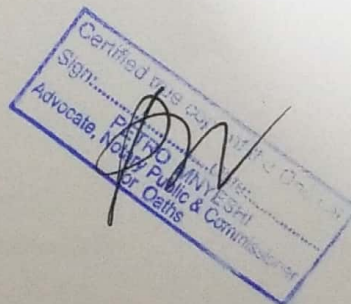
ARTICLES OF ASSOCIATION

OF

FARMERS CENTRE LIMITED

Incorporated this day 2003

DRAWN BY:
ABDALLA NASSOR MSELLEM
(SUBSCRIBER)
P.O. BOX 22779
DAR ES SALAAM



THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

I HEREBY CERTIFY THAT FARMERS CENTRE LIMITED is this day
incorporated under the companies Ordinance (Cap. 212) and that the Company is Limited
Given under my hand at this day of 2003

Signed
ASSISTANT REGISTRAR OF COMPANIES

SEAL

TANZANIA
Stamp Duty Paid
5000/-
Receipt No. 16342032 4-4-20
Stamp Duty Officer

TANZANIA
Stamp Duty Paid
2500/-
Receipt No. 16342032 4-4-20
Asst. Registrar of Companies

THE COMPANIES ORDINANCE CAP. 212

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF




FARMERS CENTRE LIMITED

- I The name of the Company is FARMERS CENTRE LIMITED
- II The registered office of the Company will be situated in Tanzania.
- III The objects for which the Company is incorporated are:
 - a) To acquire and take over as a going concern the business carried now under the Name and style of FARMERS CENTRE all its undertaking, good will assets liabilities. To carry on the business of Veterinary Drugs Surgeons in all its branches for the treatment of animals, cattle, sheep, goats, poultry and all livestock generally to attend animals dispense any medicines, perform operations and to do all other acts and things necessary for one carrying on the business or wholesale and retail of agricultural inputs and plants medicines of all kinds and dealers in surgical instrument appliances and deal in all requisites of veterinary hospitals.
 - b) To carry on all or any of the trades or business of Millers, Merchants, Warehousemen, manufacturers, preservers, processors, powers, importers, exporters, brokers and dealers of animal feeds, provision items, cereals and animal feeds ingredients and to carry on the promotion, formulation, market research in animal feeds quality and standardization of such feeds.
 - c) To carry on the business of Farming, Import, Export, wholesale and retail, distributors of animals, poultry, tractors, heavy duty plant, heavy duty machinery, mechanical engine in related equipments.
 - d) To carry on the business of all kinds of exports and imports marketing surrounding neighbouring countries, and create marking for Tanzania products and manufacture goods for earning foreign exchange for the country.

- e) To carry on the business of Importers and Exporters, dealers in hirers, repairers storing, warehousing of hardware sanitary ware, electrical goods electronic gadgets, Motor Spares and Motor Accessories, Cycle Bicycle and Motor Cycles of all sorts and Spares and Accessories for them.
- f) To carry on the business of Petrol Station and Motor Engineers to construct erect and carry on Motor Garages, Workshop Motor Coach Stations, Petrol Stations with all usual and convenient building Petrol and Oil Pumps Plant Machinery Articles and things.
- g) To establish deposits and agencies in different parts of the world for the purpose of carrying on any or all of the business of the company.
- h) To carry on the business of General Merchants, General Store-keepers universal providers, Importers Exporters and Wholesales and/or retail traders of or otherwise dealers of an in Cotton, Silk and Woolens Goods and Textiles Fabrics of all kinds.
- i) To acquire by purchase exchange or otherwise, either in deemed or registered, whether in possession or in reversion, and whether vested or contingent, any lands, houses, buildings, tenements and premises of any tenure, whether subject or not to any charge or encumbrances, and to hold or sell, let, alienate, mortgage, charge or otherwise deal with all or any of such lands, tenements, buildings or premises and to grant easements, profits a prendre or any other rights in, over, or under the said lands and to acquire such rights in, over, or under any adjoining property.
- j) To erect and construct house building or work of every description on any land of the company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens, pleasure ground to deal with and improve the property of the company and any to let on lease any premises or parts thereof and to provide such facilities for the occupiers or tenants thereof as are commonly provided in residential house and flats, or in business offices or hotels.
- k) To purchase and sell for any persons any property, building or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent.
- l) To undertake or direct the management of the property, buildings, lands and estates (of any tenure or kind) of any persons, whether members of the company or not, in the capacity of stewards or receivers or otherwise.
- m) To combine with any company or companies for development of business opportunities in any field. To manufacture any elements associated with the operations of the Company.
- n) To act as formulators and vendors of franchise agreements for any proprietary operation relating to any of the companies operations.

- o) To carry out transportation of goods and personnel in accordance with the requirements of the company.
- p) To carry on the business of agriculturist, to plant, grow, import, export, manufacture, blend cure and in any way deal in maize, wheat, flour, ghee, oils, linseeds, copra, coconuts, cashew nuts, cotton, kapok, sugar, tea, coffee, cocoa, rice, corn, vegetables, fruits and another produce and all its products and preparations and to carry on business as planters, farmers, dairymen, fruiterers, timber merchants, and to deal in articles of all kinds commonly dealt in by persons carrying on any of such business and to purchase acquire and/or establish and carry on such business.
- q) To carry on the business of transporters, clearing and forwarding, warehousing, road haulage, chartering, air charter/freight container operators, marine and/or general insurance brokers, farmers, stock farmers, cattle rearers, dairymen, livestock and poultry breeders.
- r) To carry heavy vehicles like buses, vans, mini buses, campers, pick-ups etc. for commutation of passengers and members of the public at large, transportation of members of the staff, employees, working personnel, labourers of stataal, parastatal organisation, private and public bodies, companies, hotels and other industrial, social, cultural, educational and economical organisations.
- s) To carry on the business of interior decorations, plumbing, electrical, general contractors, building maintenance, real estate agents and to acquire and hold property and lease it and to act as agents and to undertake and perform sub-contractors work and to carry on the business of buying, selling, import and export of building materials, electronic products, electrical appliances and equipments and to deal in any type of business in connection with the above, etc.
- t) To employ any individual, firm or corporation or manage, in whole or in part, the affairs of the company and to employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concern and undertaking and generally of any assets, property or rights.
- u) To carry on the business of Hoteliers, Industrial miners of every description and to invest in any other industry or industries and to carry on its business or businesses thereof in these respects also which the company may deem fit.
- v) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the company may approve and to become security for any persons, firms or companies.

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 & DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
1. SALIM NASSOR MSELLEM P.O. BOX 22779 DAR ES SALAAM	50	
2. JULENDA SALIM NASSOR P.O. BOX 22779 DAR ES SALAAM	50	 

DATED AT DSM this 4th day of April 2003

WITNESS TO THE ABOVE SIGNATURES:

NAME : Sajjad Jusub

SIGNATURES : 

POSTAL ADDRESS : ASSAD ASSOCIATES
CERTIFIED PUBLIC ACCOUNTANT
P.O. BOX 3204
DAR-ES-SALAAM

QUALIFICATION : Auditor



Advocate, Notary Public & Commissioner for Oaths

PETRO MUYIYI
P.O. BOX 10445
DAR ES SALAAM