

THE COMPANIES ORDINANCE (CAP. 2.1)

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COMPANY LIMITED BY SHARES

No. 25199

-----O-----

Memorandum

AND

Articles of Association

OF

SUNNY SAFARIS LIMITED

-----O-----

Incorporated this 27TH day of APRIL, 1994

DRAWN BY:
Z.A.H. SULEMAN
SUBSCRIBER
P.O. BOX 7267
ARUSHA

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Incorporated this 27TH day of APRIL, 1994

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Z.A.H. SULEMAN
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P.O. BOX 7267
ARUSHA

THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No. 25199.....

I HEREBY CERTIFY THAT

SUNNY SAFARIS LIMITED

is this day incorporated under the Companies Ordinance
(Cap. 212) and that the Company is Limited.

GIVEN under my hand at Dar es Salaam, this 27th day of
April.....One thousand nine hundred and Ninety four



Registrar of Companies



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



The name of the company is Sunny Safaris Ltd.

2. The Registered Office of the company will be situated in the Republic of Tanzania.
3. The objects for which the company is established are:-
 - (a) To carry of the business of safari and tour operations, camping, organisers and outfitters and to promote, arrange, organise, conduct and facilitate tourism and travel by land, sea, and air in and out of Tanzania and to carry on the business of travel and tourist agents in all their branches, Hotel, Restaurant and Wildlife Lodges, and to take over as a going concern the assets and liabilities of SUNNY SAFARIS.
 - (b) To carry on the business of hotel, restaurant, cafe, grocery, caterers for hotel supplies, wine, beer and spirit, merchants, importers and manufacturers of herated mineral and artificial waters and other drinks, importers and bakers of food.
 - (c) To carry on the business of travel agents, craft and curios, hunting expedition and tour operators and for this purpose to construct equip, maintain and work on minibuses proprietors and carriers of passengers both in public conveyances and private vehicles in Tanzania and elsewhere.
 - (d) To buy, sell, export and import goods and commodities of any descriptions whether produced by the company or not and to act as general merchants and traders both wholesale and retail and for such purposes to open and maintain shops, grocery, stores and agents.
 - (e) To transact AGENCY business of all kinds and also to act as agents of any company body or corporation, National or foreign, that has similar objects or activities to those of this company.

- (f) Generally to purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, workshops, and any fixed and moveable machinery, tools, engines, boilers, implements, stock-in-trade, privileges which the company may think necessary or convenient for purposes of its business.
- (g) To engage in and carry on the business garage of new and secondlers, and all types of motor vehicles, agricultural and industrial machinery and equipment; to engage in the business of and deal in new and second hand spare parts and accessories for all types of agricultural and industrial machinery appliances; motor vehicles, motor cycles, tractors and trailers.
- (h) To engage in prospecting for all minerals, jewellery, precious and sem-precious stones as may be law be permitted in any part of Tanzania and to polish, cut all types of permitted minerals, precious stones and semi-precious stones and to engage in the business of importation, exportation and sale of the same.
- (i) To carry on the business of banking, Bureau de change, commission agents and any other similar objects.
- (j) To receive money on deposit on let or advance money to such persons or companies on such terms as the company may think expedient, and in particular to customers and others having dealings with the company, and to guarantee performance of the contracts with any such persons on companies.
- (k) To draw, make, accept, endorse, discount execute, issue and negotiate cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferrable instruments.
- (l) To procure the company to be registered or recognized in any other part of the British Commonwealth or in any other foreign country or place.
- (m) To remunerate any person, firm or company, weather by cash payments or by allotment to him or them or shares or

securities of the company credited or paid up in full or in part or otherwise.

- (n) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the company or to contract with any person, firm or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures stock or securities of this company.
- (o) To establish, carry on, acquire, take over and promote the business of industrial project, supply of all types of building and construction materials; to engage deal or otherwise obtain or make available designs, quantity surveys, drawings, photographs memographs, maps, data and estimates; and engage in any construction whatsoever including acquiring, developing and managing of estates generally.
- (p) To support and subscribe to any charitable or public objects and institutions, society or club which may be for the benefit of the company or its employees or may be connected with the town or place where the company carries on business, to give pension, gratuity or charitable aid to any person or persons who may have served the company, to make payment towards, insurance and to form and contribute to provident funds for the benefit of any person employed by the company.

And it's hereby declared that, in the interpretation of this clause the power confirmed on the company by any paragraph, shall not be restricted by reference to any other paragraph or to the name of the company, or by just-position of two or more objects and that in the event of any ambiquity, this clause and every paragraph here of shall be constructed in such a way as to widen and not to restrict the powers of the company.

And it is hereby declared that the word "company" save when used in reference to this company in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in East Africa or elsewhere.

TANZANIA
Stamp Duty Shs. 80/-
PAID ON ORIGINAL
By 107955
Stamp Duty Officer

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

SUNNY SAFARIS LIMITED

TANZANIA
Stamp Duty Shs. 80/-
Receipt No. 107955 of 7-2-80
Stamp Duty Officer

PRELIMINARY

The Regulations contained in the Table "A" in the First Schedule to the Companies Ordinance (Cap: 212) (Such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, the Clauses of Table "A" numbered, 11, 28, 64, 69, 70, 72, 78, 92 and 102 shall not apply to this Company but, in lieu thereof, and in addition to the remaining Clauses of Table "A", the following shall be the regulations of the Company.

PRIVATE COMPANY

The Company shall be a private company and accordingly the following provisions shall have effect:-

- A. The Company shall not offer any of its shares or debentures to the public for subscription.
- B. The number of the 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, were, while in such employment and have continued after the determination of such employment to the members of the Company) shall not at any time exceed fifty.
- C. The transfer of shares in the Company shall be restricted in the manner hereinafter provided.

The Company shall be entitled to treat the persons whose names appears upon the Register in respect of any shares as the absolute owner thereof and shall not be under any obligation to recognise any trust or equitable claim to or partial interest in such share whether or not it shall have express or other notice thereof.

The company may pay a commission to any person in consideration of his suscribing or agreeing to subscribe whether absolutely or conditionally, for any shares in the Company or for procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company rate not exceeding one percent of the nominal amount of shares subscribed or agreed to be subscribed, or the subscription whereof is procured or agreed to be procured.

SHARES

The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons on such terms and in such 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 any transfer of Shares. Clause 19 of Table "A" shall be modified accordingly.

Any member or other person (hereinafter called the Holder) desiring to dispose of any shares shall intimate to the Secretary the number of such shares and the price at which he is willing to sell the same, and the Secretary shall then inform all other members of the proposed sale and offer the said shares to the other members at the price named. Any member desiring to purchase shall notify the Secretary in writing, within one month from the date of such offer, of the number of shares of which he is willing to purchase and, at the expiration of the said period, the Secretary shall give notice to the Holder of the number of shares which Members of the Company are willing to purchase and shall allocate those shares to or amongst the Member or Members who shall have expressed his or their willingness to purchase as aforesaid, and, if more than one, as far as may pro rata according to the number of shares held by them respectively provided that no member shall be obliged to take more than the number of shares notified by him as aforesaid. Upon such allocation being made the Holder shall be bound, on payment of the price to transfer the shares to the purchaser or purchasers, and if he shall take default in so doing, the Secretary may receive and give a good discharge for the purchasing money on behalf of the Holder and may enter the name of the Purchaser in the Register of Members as holders by transfer of the shares purchased by him. Any shares not sold and transferred within one month from the date of the notice of allocation may be sold by the Holder to any person not a member of the Company but the Directors shall not be bound to register any person as a member.

CALLS ON SHARES

The Directors may make a call or calls 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 of payment, pay to the Company at the time or times so specified the amount called on his shares.

A call may be made by instalments.

FORFEITURE OF SHARES

When any shares have been forfeited an entry shall forthwith be made in the Register of Members of the Company recording the forfeiture and the date thereof and as soon as the shares so forfeited have been sold or otherwise disposed of an entry shall also be made of the manner and date of the sale or disposal.

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This lien conferred by Clause 7 of Table "A" shall attach to full 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 the sole registered holder thereof or one of several joint holders.

Any entry in the Minute Book of the Company of the forfeiture of any shares or that any shares have been sold to satisfy a lien of the Company shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold and such entry and the receipt of the Company for the price of such shares shall constitute a good title to such shares and the name of the purchaser shall be entered in the Register as a member of the Company and he shall not be bound to see to the application of the purchase money, nor shall his title to the said shares be affected by irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy, if any, of the former holder of such shares and of any person claiming under or through him shall be against the Company and in damages only.

BORROWING POWERS

The Directors may raise or borrow for the purpose of the Company's business such sums of money as they think fit and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole of any part of the property and assets of the Company, present and future, including its uncalled or unissued capital, or by the issue at such price as they think fit of bonus or debentures, either charges upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued capital, or not so charged, or in such other way as the Directors may think expedient.

Register of the holders of the debentures of the Company shall be kept at the Registered Office of the Company and shall be open to the inspection of the registered holders of such debentures and of any member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they think fit, not exceeding in the aggregate thirty days in each year.

MEETINGS

The quorum for the transaction of business at any General Meetings shall be two third of the members personally present or represented by proxy, and clause 45 of Table "A" shall be modified accordingly.

VOTES OF MEMBERS

On a show of hands every member entitled to vote, present in person shall have one vote. On a poll every member entitled to vote shall have one vote of each share of which he is the holder.

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DIRECTORS

15. (a) The number of the Directors shall be not less than two and not more than ten.
- (b) The first Directors shall be:-
- 1) Mr. Ayub A.H. Suleiman
 - 2) Mr. Firoz A.H. Suleiman
 - 3) Mr. Zulfikar A.H. Suleiman
 - 4) Mr. Bashir A.H. Suleiman
 - 5) Mr. Yunus A.H. Suleiman
16. A Director shall not require any share qualification.
17. The quorum of Directors for transacting business shall unless otherwise fixed by the Directors be two.
18. A memorandum in writing signed by all the Directors for the time being and pasted in or attached to the Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a meeting duly convened, held and constituted.
19. A Director may, in addition of his directorship, be employed by and may hold any office or lace of profit or otherwise under the Company (except that of Auditor) upon such terms as to remuneration and otherwise as the Directors may arrange. A Director of the Company may also accept office as a Director of any company promoted by the Company or in which the Company is interested, and may subscribe or otherwise acquire shares in such company and shall not be accountable for any benefits received by him as a Director or member of such Company. A Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for his service as if he were not a Director.
20. A Director or intending Director shall not be disqualified by his office from entering into a contract or agreement with the Company, either as vendor, purchaser, manager, agent, broker or otherwise and no such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company with any person, firm or company in which any Director shall be in any way interested, shall be avoided, nor shall any Director holding such office or so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding the office of Director or of the fiduciary relation thereby established. Any Director so contracting or being so interested as aforesaid shall disclose at the Board Meeting at which the contracting or arrangement is determined upon the nature of his interest if his interest then exists, or in any other case at the first Board Meeting after acquisition of his interest and a Director shall not as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid and if he does so his vote shall not be counted, but this prohibition shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security by way of indemnity or security for advances or to a settlement or

Suspended or relaxed by a General Meeting and shall be so suspended and relaxed as long and during any period in which the number of Directors does not exceed two. A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in any transaction with such firm or company, shall be sufficient disclosure under this clause, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company as aforesaid.

ALTERNATE DIRECTORS

21. Each Director may nominate a person who shall be unanimously approved of by the other Directors, to act as Alternate Director in his place during his absence or inability to act as such Director. Alternate Directors shall not require any share qualification but shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the Company, and such Alternate Director, when acting shall exercise and discharge all the duties and functions of the Directors who he shall represent and in the case of an Alternate Director being unable to act during the absence or inability to act of the Director whom he represents he may, with the like approval, appoint another person to act in his place.

DISQUALIFICATION OF DIRECTORS

22. The office of Director shall be vacated:-
- A. If he becomes bankrupt or insolvent or compounds with his creditors.
 - B. If he becomes prohibited from being a Director by order made under Section 213 or 269 of the Ordinance.
 - C. If he becomes of unsound mind or be found lunatic.
 - D. If he gives the Secretary notice in writing that he resigns his office.
 - E. If the Company by Extraordinary Resolution resolves to determine his appointment as Director.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or any an entry shall have made in the Directors minute book stating that such Director has ceased to be a Director of the Company.

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MANAGING DIRECTOR

23. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make calls, forfeit shares or issue debentures) that they may think fit but the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time decide and which may be withdrawn revoked or varied.

CAPITALISATION OF RESERVES

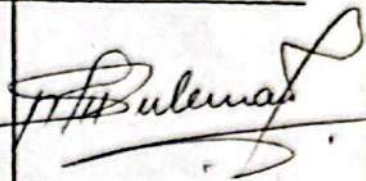

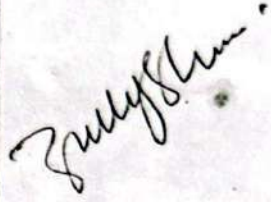


24. Any General Meeting may resolve that any money, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the reserve fund, or any capital redemption reserve fund in the hands of the Company and available for distribution be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or debentures or debenture stock, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.

WINDING UP

25. With the sanction of an Extraordinary Resolution of the members any part of the Company, including any shares in or securities of other companies, may be divided among the members of the Company in special, or may be vested in trustees for the benefit of such members, and the liquidation of the Company for the benefit of such members, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.

INDEMNITY

26. Subject to the requirements of Section 153 of the Companies ordinance, Cap. 212 of the laws of Tanganyika, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of his duty, and no Director or other officer shall be liable for any loss which may be incurred by Company in the execution of his office or in relation thereof.

Names, Addresses and Description of Subscribers	Number of shares	Signatures of Subscribers
1. Mr. Ayub A.H. Suleiman Businessman, P.O. Box 7267, ARUSHA.	200	
2. Mr. Firoz A.H. Suleiman, Businessman, P.O. Box 7267, ARUSHA.	150	
3. Mr. Zulfikar A.H. Suleiman, Businessman, P.O. Box 7267, ARUSHA.	150	
4. Mr. Bashir A.H. Suleiman, Businessman, P.O. Box 7267, ARUSHA.	150	
5. Mr. Yunus A.H. Suleiman, Businessman, P.O. Box 7267, ARUSHA.	175	

DATED this^{1ST} day of^{FEBRUARY}..... 1994

Witness to the above Signatures:.....

