

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
ARCHITECTURAL DEVELOPMENT PIONEERS LIMITED

Incorporated this ___ day of _____ 2008

DRAWN BY:

DARK GUMMICH (SUBSCRIBER)

P. O. BOX 105660

MASANI VILLAGE, BLOCK B, PLOT 1055

DAR ES SALAAM

TANZANIA

TANZANIA

Stamp Duty Shs. 5000/-

PAID ON ORIGINAL

Receipt No. 3294552

Stamp Duty Officer

THE COMPANIES ACT NO. 12 OF 2002

PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

Of

ARCHITECTURAL DEVELOPMENT PIONEERS LIMITED

TANZANIA

Stamp Duty Shs. 2500/- Paid

Receipt No. 3294552

Asst. Registrar of Companies

1. The name of the Company shall be **ARCHITECTURAL DEVELOPMENT PIONEERS LIMITED.**
2. The registered office of the Company will be situated on the mainland part of the United Republic of Tanzania.
3. The objects for which the Company is established are: -
 - (a) to carry on the business of architectural and administrative services to corporations, professionals and commercial firms and individuals and to take part in the management or supervision of operations or control of professional or commercial firms or individuals;
 - (b) to carry on in all of their respective branches all or any of the business of architects and surveyors and to render architect and surveyors services to the public, which shall include determining and delienating the form, extent and position of objects or sites by taking linear, angular or other measurements and by applying the principles of geometry, trigonometry and other fields of mathematics; assisting in planning sites and structures; and investigating, preparing, evaluating, explaining and preparing surveys and related drawings and analyses;
 - (c) to carry on in all of their respective branches all or any of the business of quantity surveying services to the public, which shall consist of any and all works or duties within the scope of quantity surveying, such as inception, briefing, feasibility, programming, cost planning, tendering and contractual arrangement, tendering and contractual documentation, selection of tenders, tendering and reporting, contracting, cost control, interim payments, final accounts, arbitration, litigation and to carry on any other business in connection with the

- (d) to carry on in all of their respective branches all or any of the business of project management services to the public, which shall consist of any and all work or duties within the scope of project management such as initial briefing and appointment, initial proposal, appointment of project team, development of a brief and initial proposal, administration of projects, development of design and cost plan, contractual arrangements and cost control, construction and completion and to carry on any other business in connection with the above mentioned businesses that are customarily or usually carried out in connection therewith or naturally incidental thereto.
- (e) to carry on in all of their respective branches all or any of the business of structural, civil, mechanical engineering, and to render services of to the public, which shall consist of any and all work and duties within the scope of structural, civil, mechanical engineers, such as designing, modelling, erecting, constructing, maintaining, altering, repairing, demolishing, and restoring work of all descriptions, including machines, buildings, waterways, roads, bridges, engines, vessels, utility works, plants and factories of every description; consulting and rendering advice and representing the public as to matters of engineering; and applying mathematics and science to render the properties of matter and the source of energy in nature useful to the public;
- (f) to carry on in all of their respective branches all or any of the business as real estate agents, estate manager, and surveyors to the public, which shall consist of any and all works or duties within the scope of real estate agency, such as to acquire, purchase, sell, lease; take and own, hold and occupy all landed properties, buildings, easements, profits a perdre, leases, licences and other rights and interest in immovable property of any tenure;
- (f) to carry on business as manufacturers, commercial and trade representatives, business consultants, market research consultants, business transfer agent, company promoter, underwriters, financial and bill brokers, commission agents, del-credere agents, barter trader, court broker, auctioneers, generally to execute and undertake agencies of any kind;
- (g) to provide all types of advisory and consultancy services on all aspects of real business, land occupation, land transfer, real estate management, estate management, surveying, insurance loss adjusting, valuation, waste management, environmental management, mineral resources development and other relating aspects which the company may deem fit from time to time;

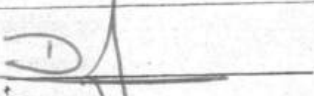
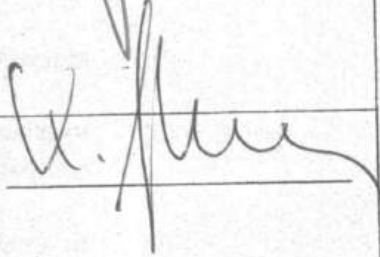
- (h) to find, develop, manage, extend, establish and acquire, industrial commercial, or agricultural enterprises in all its fields and in particular workshop in all branches of work and industry whether alone or enter into partnership or into arrangement for sharing profit, union of interest, reciprocal concessions or cooperation with any other person, partnership or company in East Africa or Overseas and also to form, constitute, float, lend money to and to assist and control any company, association or undertaking whatsoever.
- (i) to undertake and execute any contract for works involving the purchase, supply, hire or use of any construction plant and equipment, seem and to carry out any ancillary or other works comprise in such contracts;
- (j) to build, conduct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices factories, mills, shops, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, whalers, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interest of the company indexing any of these things;
- (k) to enter into any arrangements with any government or authorities, supreme, municipal, local or otherwise or any persons or company that may conducive to the objective of the company or any of them, and to obtain from any such government, authority, pepsins or company, any rights, privileges, charters, contracts, licence and concessions which the company may think fit or desirable to obtain and carry out, exercise and comply therewith;
- (l) to pay out funds of the company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commissions for obtaining applications for taking, placing or underwriting or procuring the underwriting or procuring the underwriting of shares, debentures other securities of the company;
- (m) to apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, 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 acquisition of which may seem calculated directly 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, and to expend money in experimenting upon, testing or improving such patents, inventions or rights;
- (n) to acquire any shares, debentures, debenture stock, bonds, notes, securities, obligations, funds or loans by original subscription, tender, purchase,

the above objects. It is hereby declared that the word "company" except where used in reference to the company shall be deemed to include any partnership, or other body of persons whether incorporated and whether not existing or hereinafter to be formed;

It is furthermore expressly declared that the intention is that the objects set forth in each of the foregoing paragraphs of this clause shall be construed in the most liberal way and shall in no way be limited or restricted by reference to any other paragraph or by any inference drawn from the terms of any other paragraph.

4. The liability of the members is limited.
5. The authorized share capital of the company at the date of registration of this Memorandum of Association is Tanzania Shillings Ten Million (TZS 10,000,000.00) divided into one hundred shares (100) of Tanzania Shillings One Hundred Thousand (TZS100,000.00) each with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles or Association registered herewith.

We, the several persons whose names, addresses and descriptions 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(s) of shares in the capital of the company set opposite our respective names.

Names and Addresses	Number of shares taken by each subscriber	Signature of Subscribers
Dark Gummich, P.O. Box 105660, Dar es Salaam, Tanzania	95	
Knut Gummich, Alexianerstrasse 3, 50676 Köln, Germany	5	

TANZANIA

Stamp Duty Shs. 5000/-

PAID ON ORIGINAL

Receipt No. 3214852 BEZ

Stamp Duty Officer

THE COMPANIES ACT NO. 12 OF 2002

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

Of

ARCHITECTURAL DEVELOPMENT PIONEERS LIMITED

TANZANIA

Stamp Duty Shs. 2500/- Paid

Receipt No. 3214852 BEZ

Stamp Duty Officer

Registrar of Companies

1. In these Regulations-

- " Act" means the Companies Act;
- " articles" means the articles of the company;
- "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect;
- " holder" in relation to shares means the member whose name is entered in the registered of members as the holder of the shares;
- " seal" means the common seal of the company;
- "secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company;
- "TZS" means Tanzanian Shillings, the currency of the United republic of Tanzania

Expressions referred to writing shall, unless the contrary intention appears, be constructed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form

Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Regulations become binding on the company.

2. The company is a private company and accordingly:-

- (a) the right to transfer shares is restricted in manner hereinafter prescribed;

Dated the 12th day of May 2008

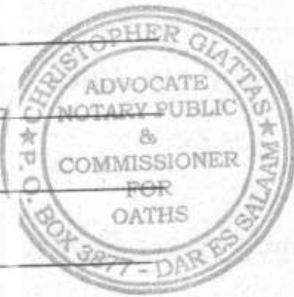
Witness to the above signatures

Name: _____

Signature: Scatta

Qualifications: _____

Date: _____



Handwritten notes in the right margin, including "Lulu Ch...", "2008/05/12", and "14/05/08".

participation in syndicates, exchange or otherwise, and to guarantee subscription thereof, and to exercise, and enforce all rights and powers conferred by or incidental to ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the company's investments for the time being;

- (o) to acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the company is authorized to carry on, or possessed of any property or assets suitable for the purpose of the company;
- (p) to pay for any property or assets acquired by the company either in cash or fully or partly paid shares or by the issue of securities or obligations, or partly in one mode and partly in another and generally on such terms as may be determined;
- (q) to lend money and/or guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal or, dividends, interest or premium on any stock, shares and security of any company, whether having objects similar to those of the company or not, and to give all kinds of indemnities, and to make and receive subvention payments;
- (r) to borrow or raise or secure the payment of money by bank overdrafts, by mortgage, or by the issue of debentures or debenture shares, perpetual or otherwise, or in such other manner on the company's property or assets, present and future, including its uncalled capital, and to provide collateral or further to secure any securities of the company by a trust deed or other assurance;
- (s) to issue and deposit any securities which the company has power to issue by way of mortgage or to secure any such sum less than the nominal amount of such securities, and also by way of security for the performance of any contract or obligations of the company or of its customers or of any other company or person having dealings with the company, or in whose business or undertakings the company is interested;
- (t) to receive money on deposit with or without interest thereon;
- (u) to establish or promote, or join in the establishment or promotion of, any other company whose objects or the promotion of which shall advance its interests;
- (v) to amalgamate with any other company whose objects are or include objects similar to those of the company;
- (w) to, subject to the law, distribute any of the company's property or assets among the members in specie;
- (x) to do all such acts and things as are incidental or conducive to the attainment of

- (b) the number of members of the company is limited to fifty: Provided that where two or more persons hold one or more shares in the company jointly, they shall, for the purposes of this article, be treated as a single member;
- (c) any invitation to the public to subscribe for any shares or debenture of the company is prohibited;
- (d) the company shall not have power to issue share warrants to bearer.

Share Capital and Variation of Rights

3. The share capital of the company at the date of registration of these articles is **Tanzanian Shillings Ten Million (TZS10,000,000.00)** divided into **100 ordinary shares** of **Tanzanian shillings One Hundred Thousand (TZS100,000.00)** each. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by ordinary resolution determine.
4. Subject to the provisions of section 61 of the Act, any shares may, with the sanction of any ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
5. If at any time the share capital is dividend into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these articles relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
6. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
7. The company (or the directors on behalf of the company) may exercise the powers of paying commissions conferred by section 56 of the Act. Subject to the provisions of the Act, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
8. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in

any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (excepts as otherwise provided by the articles or by law) any other rights or interests in respect of any shares except an absolute right to the entirety thereof in the registered holder.

Share Certificates

9. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within two months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid thereon. In respect of a share of shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.
10. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

Lien

11. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The company's lien, if any, on a share shall extend to any amounts payable in respect of it.
12. The company may sell, in such manner as the directors determine, any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after a notice in writing has been given to the holder of the share, or the person entitled thereto by reason of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
13. To give effect to any such sale the directors may authorise some person to transfer the shares sold to, or in accordance with the directions of, the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money,

nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

14. The net proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares, at the date of the sale.

Calls on Shares

15. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen clear days notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.
16. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18. If a call remains unpaid after it has become due and payable, the person from whom the sum is due shall pay interest on the amount unpaid from the day it became due and payable to the time of actual payment at the rate fixed by the term of allotment of the share or, if no rate is fixed, at a rate not exceeding five percent per annum as the directors may determine, but the directors may waive payment of such interest wholly or in part.
19. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call, and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.
20. Subject to the terms of allotment, the directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

transfer executed by the member and the death or bankruptcy of the member had not occurred.

28. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall have the rights to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

Forfeiture of Shares

29. If a call remains unpaid after it has become due and payable, the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.
30. If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
31. Subject to the provisions of this Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors may determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the directors may authorise some person to execute an instrument of the transfer of the share in question.
32. A person any of whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall surrender to the company for cancellation the certificate for the shares forfeited, but shall remain liable to the company for all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares, but the directors may waive payment wholly or in part or enforce payment without any allowance for value of the shares at the time of forfeiture of any consideration received on their disposal.
33. A statutory declaration by a director or the secretary that a share has been forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall not be

bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

Alteration of Capital

34. The company may by ordinary resolution:-
- (a) increase its share capital by new shares of such amount, as the resolution prescribes: provided that the company may direct that new shares or any of them so increased shall be offered in the first instance, either at par or at a premium, to the existing members or to holders of any class of shares for the time being, in proportion to the number of shares or shares of the class or group held by them respectively, or make any other provision as to the issue of the new shares;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) subject to the provisions of section 65(1) (d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association;
 - (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
35. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including subject to the provisions of this Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
36. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium accounting any way.

General Meetings

37. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. A resolution in writing signed by or on behalf of all the members for the time being entitled to

receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held, and may consist of two or more documents in like form each signed by or on behalf of one or more of the members. Likewise, a resolution of the members entitled to receive notice of the meeting of the members made by all the members in a teleconference or videoconference shall be as valid and effectual as if it had been passed at a meeting of all the members provided that such resolution shall thereafter be reduced to writing and signed by the chairman and the company secretary.

38. All general meetings other than annual general meetings shall be called extraordinary general meetings.
39. The directors may, whenever they think fit, call an extraordinary general meeting, and extraordinary general meetings may also be convened by such requisitionists as provided by section 134 of the Act. If at any time there are not within the Tanzania sufficient directors to call the meeting, any director or any two members of the company may call the meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors. In the case of extraordinary general meeting called pursuant to a requisition other than a requisition by the directors, no business other than that stated in the requisition as the object of the meeting shall be transacted.

Notice of General Meetings

40. Every general meeting shall be called by twenty-one clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business and, in the case of an annual general meeting, shall specify the meeting as such;

Provided that a meeting of the company may be called by shorter notice if it is so agreed:-

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
41. Subject to the provisions of these articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omissions to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

Proceedings at General Meetings

42. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
43. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorised representative.
44. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the course of a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day at such other time and place as the directors may determine.
45. The chairman of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting.
46. Any person entitled to be present and vote at a meeting may submit any resolution or amendment to the meeting, provided that he shall have, at least five and not more than fourteen clear days before the day appointed for the meeting, served upon the Company a notice in writing signed by him, containing the proposed resolution or amendment and stating his intention to submit the same.
47. Upon receipt of any such notice, the secretary shall include in the notice of the meeting in any case where the notice of intention is received before the notice of the meeting is issued, and shall in any other case issue as quickly as possible to the Members notice that such resolution or amendments will be proposed. Any resolution or amendment of which such notice has not been given shall be ruled out of order, and the ruling of the Chairman shall be conclusive.
48. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at a general meeting and at any separate meeting of the holders of any class of shares in the company.
49. The chairman may, (with the consent of any meeting at which a quorum is present and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting

had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, notice of an adjourned meeting shall be given as in the case of an original meeting save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

50. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded.

(a) by the chairman or;

(b) by at least two members having the right to vote at the meeting ; or

(c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

51. Unless a poll be demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be evidence of that fact.

51. The demand for a poll may, before the poll is taken, be withdrawn.

52. Except as provided in article 54, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

53. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

54. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time not being more than thirty days after the poll is demanded as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Votes of Members

55. Subject to any rights or restrictions attached to any share or class or classes of shares, on a show of hands every member present, shall have one vote for every share of which he is the holder
56. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
57. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Act, may vote, whether on a show of hands or on a poll, by his manager, and any such manager may, on a poll, vote by proxy.
58. No member shall be entitled to vote at a general meeting or at a separate meeting of the holders of any class of shares in the company unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
59. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
60. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.
61. The instrument appointing proxy shall be in writing executed by or on behalf of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.
62. The instrument appointing a proxy and any authority under which it is executed a copy of that authority certified notariially or in such other manner as approved by the directors shall be deposited at the registered office of the company or at such other place within the Tanzania as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
63. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

" Limited.....
 .I/we of being
a

member/members of the above named company, hereby appoint of.....or failing him,of as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the day ofand at any adjournment thereof.

Signed this day of200....."

64. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

" Limited.....
.I/we of being
.....a

member/members of the above named company, hereby appoint of.....or failing him,of as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the day ofand at any adjournment thereof.

Signed this day of200....."

This form is to be used * in favour of/against resolution (1/2/3 etc). Unless otherwise instructed, the proxy will vote as he thinks fit or abstain from voting.

65. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
66. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorised representative of a corporation shall be valid notwithstanding that the previous determination was received by the company at its registered office (or at such other place at which the instrument or proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

Corporation acting by Representatives at Meetings

67. Any corporation which is a member of the company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company, and the person so authorised shall be entitled to exercise the same

powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

Directors

68. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors: Unless otherwise determined by ordinary resolution, the number of directors shall not be less than two.
69. 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.

Powers and Duties of Directors

70. Subject to the provisions of the Act, the memorandum and the articles and to any directors given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
71. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
72. The directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.
73. The company may exercise the powers conferred upon the company by sections 124 to 127 of the Act with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such articles as they may think fit respecting the keeping of any such register.

Directors' Appointments and Interests

74. The directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director, but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
75. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with section 209 of the Act.
76. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office-
- (a) may be a party to, or otherwise interested in, any transactions or arrangement with the company or in which the company is otherwise interested.
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in any body corporate promote by the company or in which the company may be interested.
 - (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise directs.
77. For the purposes of articles 76 and 77-
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which as specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in such transaction of the nature and extent specified; and
 - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

78. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn accepted, endorsed, or otherwise executed in such manner as the directors shall from time to time by resolution determine.

Minutes

79. The directors shall cause minutes to be made in books kept for the purposes-
- (a) of all appointments of officers made by the directors
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors.

Remuneration and Expenses: Gratuities and Pensions

80. The remuneration of the directors shall be determined by ordinary resolution of the company and, unless the resolution otherwise provides, such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the business of the company. Any director who serves on any committee or who devotes special attention to the business of the company or who otherwise performs services which, in the opinion of the board, are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, percentage of profit or otherwise as the board may determine which shall be charged as part of the company's ordinary working expenses.
81. The directors on behalf of the company may pay a gratuity or pension or allowance on retirement to any director who had held any other salaries office or place of profit with the company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase of provisions of any such gratuity, pension or allowance.

Disqualification and Removal of Directors

82. The office of director shall be vacated if the director-

- (a) ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice in writing to the company; or
- (e) shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

Appointment and Retirement of Director

- 83. The company may by ordinary resolution appoint a person who is willing to act to be director either to fill a vacancy or to be an additional director.
- 84. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the total number of directors does not exceed the number fixed by or in accordance with these articles. A director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
- 85. The company may by ordinary resolution, of which special notice has been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the company and the director. Such removal shall be without prejudice to any claim the director may have for damages for breach of any service contract with the company.
- 86. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the powers of the directors under article 86 the company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director.

Proceedings of Directors

- 87. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the directors, it shall not be necessary to give notice of a meeting of directors to any director who is absent from the Tanzania.

88. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.
89. The continuing directors may act notwithstanding any vacancy in their number, but, if their number is reduced below the number fixed as the necessary quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
90. The directors may appoint one of their number to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors as which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, directors present may choose one of their number to be chairman of the meeting.
91. The directors may delegate any of their powers to any committee consisting of one or more directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Subject to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
92. All acts done by a meeting of the directors or of a committee of directors or by person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
93. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors. Likewise, a resolution of the directors entitled to receive notice of the meeting of the directors made by all the directors in a teleconference or videoconference shall be as valid and effectual as if it had been passed at a meeting of all the directors provided that such resolution shall thereafter be reduced to writing and signed by the chairman and the company secretary.
94. Save as otherwise provided in the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the company. Subject to and

in accordance with the provisions of the Act, an interest of a person who is connected with a director shall be treated as an interest of the director.

95. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
96. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
97. Where proposals are under consideration concerning the appointment of two or more directors to offices or employment with the company or any body corporate in which the company is interest, the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except than concerning his own appointment.
98. If a question arises at a meeting of directors or of a committee of directors to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

Secretary

99. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.
100. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

The Seal

101. The seal shall only be used by the authority of the directors or of a committee of the directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

Dividends and Reserve

102. Subject to section 180 of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.
103. Subject to the provisions of the Act, the directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company available for distribution.
104. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purposes to which the profits of the company may be properly applied, and pending such application may, at 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 may from time to time think fit. The directors may also without placing the same to reserve carry forward and any profits which they may think prudent not to divide.
105. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid on the shares during and portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as a particular date, that share shall rank for dividend accordingly.
106. Any general meeting declaring a dividend may, upon the recommendation of the directors, direct payment of such dividend wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same, and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any assets in trustees.
107. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque sent through the post to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and payment of the cheque shall be a good discharge to the company. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable in respect of the shares held by them as joint holders.
109. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.

110. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

Accounts

111. The directors shall cause proper books of account to be kept with respect to:-
- (d) all sums of money received and expended by the company and the matters in respect of which the receipt, and expenditure takes place;
 - (e) all sales and purchases of goods by the company; and
 - (f) the assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

112. The books of account shall be kept at the registered office of the company, or, subject to section 151(4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
113. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.
114. The directors shall, in accordance with section 153, 155 and 159 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are referred to in those sections.
115. In accordance with section 163 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

Capitalisation of Profits

116. The directors may, with the authority of an ordinary resolution of the company:
- (a) Resolve to capitalize any part of the amount for time being standing to the credit or any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and that such sum be capitalised to the members who would have been entitled to it were

121. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received purpose for which it was called.

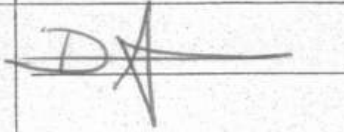
Winding up

122. If the company is wound up the liquidator may, with sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie the whole or any part of the assets of the company and may, for that purpose, set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members of different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

Indemnity

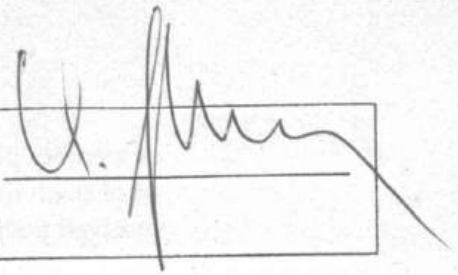
123. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

We, the several persons whose names, addresses and descriptions 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(s) of shares in the capital of the company set opposite our respective names.

Names and Addresses	Number of shares taken by each subscriber	Signature of Subscribers
Dark Gummich, P.O. Box 105660, Dar es Salaam, Tanzania	95	

Knut Gummich,
Alexianerstrasse 3, 50676
Köln,
Germany

5



Dated the 12th day of May 2008

Witness to the above signatures

Name: _____

Signature: Beatter

Qualifications: _____

Date: _____

