

**THE COMPANIES ACT (Cap. 212)
COMPANY LIMITED BY SHARES**

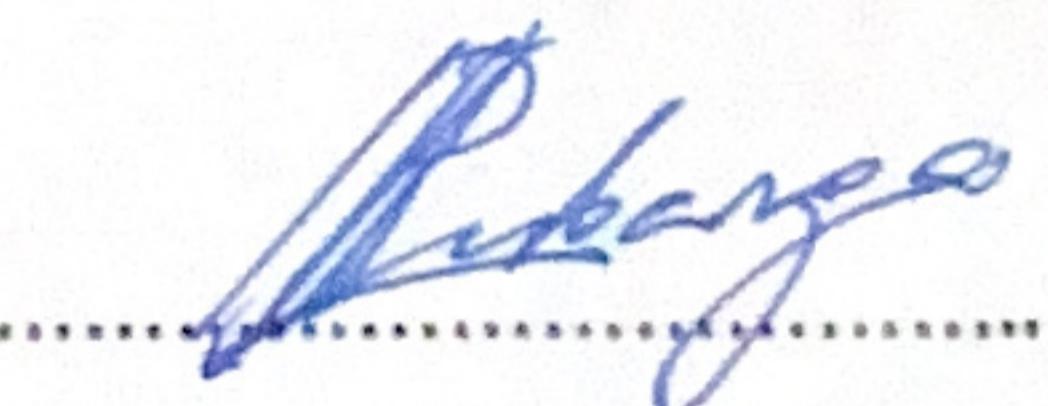
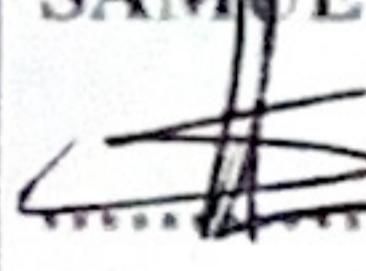
MEMORANDUM OF ASSOCIATION

OF

BENREUBEN TANZANIA LIMITED

1. The name of the Company is **BENREUBEN TANZANIA LIMITED.**
2. The registered office of the company will be situated in Tanzania
3. The Object for which the company is established is to carry on business as a general commercial company.
4. **The Liability of the members is Limited.**
5. The authorised share capital in the class of ordinary shares is issued to be 463800 and the value of each in Tanzanian shilling currency shall be 4638 and the number of shares issued shall be 100

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 agree to take the number of shares in the capital of the company set opposite our respective names:

Name, Address and Description of Subscriber	Number of Shares taken	Signature
1. REUBEN LUBANGA ODUNDO DAR ES SALAAM TANZANIA. P.O.BOX 17107	20	
2. BID-WELL CONTRACTORS LLC UNITED STATES NEW JERSEY BERGEN AVE NJ 07305	20	 SAMUEL AKOLLO ODUNDO Bidwell Contractors, LLC 6 Bergen Avenue, Apt 44 Jersey City, NJ 07305 Position... CEO 201-432-2945 REUBEN LUBANGA ODUNDO  Position... EXECUTIVE CHAIR PERSON