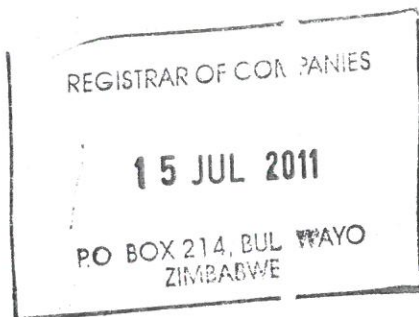


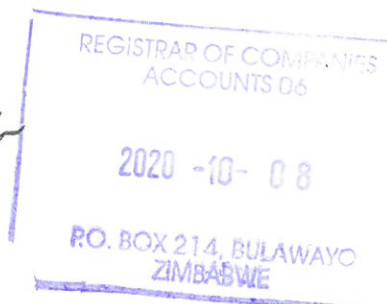
No. 657/2011

Receipt no: 760363
USD20

OFFICE COPY
No 137582



ZIMBABWE



Certificate of Incorporation

I hereby certify that..... **PRINCO-TECH (PRIVATE) LIMITED**

.....
.....
is this day incorporated under the Companies Act [Chapter 24:03] and that the Company is Limited.

Given under my Hand and Seal at **BULAWAYO**

this **15TH** day of **JULY** , 20 **11**

CERTIFIED A TRUE COPY
OF THE ORIGINAL FILED IN THIS OFFICE

Registrar of Deeds Bulawayo

Registrar of Companies

Cr. 6

ZIMBABWE

Section 112 and 330 of Act
Section 19 of Regulations

COMPANIES ACT
[Chapter 24:03]

No. of Company : 657/2011

NOTICE OF SITUATION AND POSTAL ADDRESS OF COMPANY'S REGISTERED OFFICE OR
OF A FOREIGN COMPANY'S PLACE OF BUSINESS AND OF ANY CHANGE THERETO.

Name of Company : **PRINCO-TECH (PRIVATE) LIMITED**

TO THE REGISTRAR OF COMPANIES

Bulawayo

**The above mentioned company hereby gives you notice that the registered office
/principal place of business of the company -**

(a) (i) Was situated at : **5605 Cowdray Park , Bulawayo.**

(ii) the postal address * is / was **AS ABOVE**

+ (b) has been changed from the above address to

situation at : **N/A**

(i) Postal address at : **N/A**

(ii) With effect from : **DATE OF INCORPORATION**



(Signed) **DIRECTOR / SECRETARY / CHIEF AGENT**

This 20th day of June , 2011

Presented for filling by
P.N Moyo
5605 Cowdray Park
Bulawayo

* Delete which is in appropriate.
To be completed only in the event of a change of address.

NOTES- (a) In the case of a change of address .this form must be submitted to the registrar BEFORE the proposed change takes place.
(b) If the registered address of a company has been altered by a public authority, so that the change address designates the same premises as before , no fee will be charged if the registrar is satisfied as to the facts and the name of the authority which ordered the change as stated on the form.

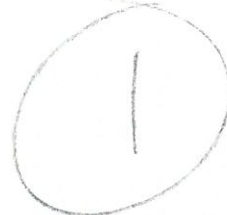
**CERTIFIED A TRUE COPY
OF THE ORIGINAL FILED IN THIS OFFICE**

Registrar of Deeds, Bulawayo

- 7 JUL 2011

80000 93693

ZIMBABWE
THE COMPANIES ACT

Chapter 24:03



COMPANY LIMITED BY SHARES

**MEMORANDUM and ARTICLES OF
ASSOCIATION**

Of

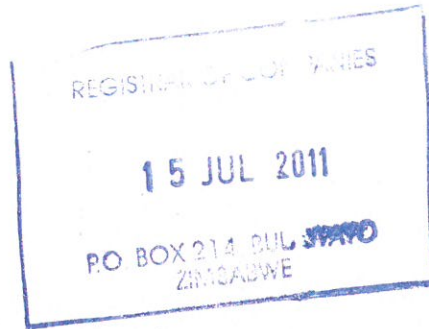
PRINCO-TECH (PRIVATE) LIMITED

Presented for Filing By

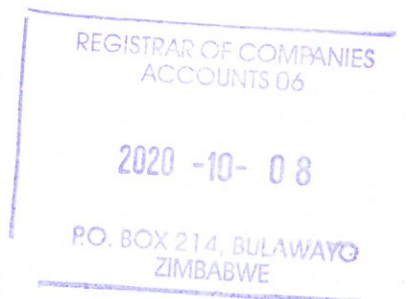
P N Moyo
5605 Cowdray Park
BULAWAYO

PRINCO-TECH (PRIVATE) LIMITED

- 7 JUL 2011



REGISTERED AT BULAWAYO, ZIMBABWE
This 15th day of July, 2011
No. 657/2011
Registrar



CERTIFIED A TRUE COPY
OF THE ORIGINAL FILED IN THE OFFICE
Registrar of Deeds, Bulawayo

The Companies Act [Chapter 24:03]
Company limited By shares
Memorandum of Association
of
PRINCO-TECH (PRIVATE) LIMITED

US\$1 00
760363
71 07/11
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1. The Name of the company is **PRINCO-TECH (PRIVATE) LIMITED**
2. The registered office of the company shall be situated in Zimbabwe .
3. The objects for which the company is established are as follows:

Dominant/.....

PRINCO-TECH (PRIVATE) LIMITED

(a) Dominant objective

The dominant objective for which the company is formed will be to supply computers in many companies, repairing them & computer services.

(b) Printing / book binding and publishing

To carry on the business of printing and publishing in all branches , act as printers , print brokers ,publishers , editors , compilers, binders, producers and distributors of circulars, prints , magazines, gazette , journals, circulars, pictures, drawings , directories , books of references and any other publications printer written, engraved or lithographed literally or artistic work of all kinds and to act as authors providing technical writing for publication , technically transfer, desktop publishing , commercial printers, general printers stereotypes, photo lithographer s, designers , graphic artistic , chromolithographs and commercial artists .

(c) Commercial and domestic transport services

To carry on the business of travel agents, transporters, contractors, cross border haulage, inter-city to city freight, light and heavy duty machinery hire, lease, sales, contractors, livestock transporters and any other commodities .

(d) Sales , marketing and distribution of various commodities

- (i) To deal in the sales of abrasives, adhesives, bakery equipment , chemicals, accessories and tobacco products.
- (ii) To deal in the sale and marketing of wood products, plastics , poultry products, clothing, promotional products, water rectification products, toys, wrought iron products , tissue products and hardware .
- (iii) To deal in the buying and selling of computer , stationery, copper accessories, cosmetics and toiletries ,crafts and African tradition, curios, dental supplies , vehicle spares , earth moving equipment and edible oils, embroidery explosives , fertilizers, geological equipment , industrial instruments kitchenware ,footwear monumentaland tombstone products.
- (iv) To deal in the sales distribution of engineering spares, grinding mills consumable and non consumable , sports wear and any other valuable products.

General/.....

(e) **General public services**

To carry on any or all of the business of providing any kind of services or services to the public or to any section, body, association, company or group including without derogating from the generality of foregoing such businesses as that of butcher, baker, chemist, restaurant, pharmacy, caterer, cafe, proprietor hotel, bar, vehicle repair, carrier, packaging, dry cleaner, hair saloon, service station, garages, sports ground, driving school, taxi race, car hire, bus services employment agent, modeling houses, Internet shops, surgery, wholesalers photographers, cloak room, boiler and water treatment services, home for the homeless, farming and cattle ranching and fashion house.

(f) **IMPORT AND EXPORT BUSINESS**

To carry on the business of importers and exporters, merchants, warehouse, stores of any merchandise.

(g) **TELECOMMUNICATIONS AND POSTAL SERVICES**

To deal in the business of telecommunications network, activation, sales of airtime cards, simcards, handset, phone kits, phone shop services, mail delivery, prepaid cellular services procurement and supply of wireless handsets logistical support, dealer training services, fast parcel and any other related services.

(h) **ENGINEERING**

To deal in the business of steel engineering, steelworks, steel sliding, pressed metal doors, steel sheeting, mosquito screens, steel tubes, plate reinforcing, steel structures square rectangular services, steel fabrication wrought iron design, general engineering, light engineering, sales of scrap metal and any other related engineering services.

(i) **MONEY LENDING**

To carry on the business of money lending with or without security with or without interest to such person Companies on such terms and conditions as may seem expedient, to act as financial agents, financial advisers and savings club.

Removals/.....

(j) **Removals and freight services**

To deal in the business of local and regional remover, world wide removals and packing and crafting, ware house and storage customs clearance, freight forwarding , sea and air freight bond store facility and cargo distribution and bonded ware house.

(k) **Medical, remedial, laboratory and scientific supplies**

To deal in the business of supplying pharmaceuticals, consumer health care products , critical care , cosmetics , medical , dental orphathalmic, orthopedic, hospital equipment, protective clothing , training models, patient monitoring devices, diagnostic equipment and glassware.

(l) **Security and private investigations**

To train men and women to guard homes , factories , mines, farms, also dog handlers, panic systems, electronic alarms , surveillance, fast reaction squads, under cover agents , cash in transit, wage packaging, private investigations, communication radio services , executive protection unit test shopping, 24 hour security guards and the establishment of a security training school, Weapons and dog license hand .

(m) **Manufacturing of products**

To assemble, process improve, finish, treat, complete, develop, mend, repair, pack clean, paint polish adjust, maintain or service any or all kinds of any product .

(n) **Tourism and safari business**

To deal in the business of tours, resort bookings, adventure and canoe safaris, white water rafting, hotel bookings, safari hunting, conservation of wild life animals.

(o) **Management training and educational services**

To provide either on compass or long distance (correspondence) professional, city and guilds, vocational , technical commercial courses, family life education, counseling, aids education , business seminars, business workshops, crush programs, evening lessons, adult education and adolescent education , financial management , Consultants , and workshops , financial advisers , entrepreneurship training , Financial intelligence , Capital mamangement and providing business networking .

Construction/..

(p) **Construction and building services**

To plan build construct, manufacture, assemble ,maintain, alter , enlarge, pull down and to remove, replace any building or structures, factories, plants, stores dwellings machinery, clearing of sites, turnkey projects and deal in any related field.

(q) **Commercial industrial and domestic cleaning services**

To deal in the hygiene, contracted cleaning , deep cleaning , kitchen canteens, high raise windows , space frame cleaning , full valet cleaning, carpets sofas, lounge suits, office cleaning, household water extraction, washroom management garbage , removal laundry services drain and sewage disinfecting striping and polishing.

(r) **Computers, equipment, support and maintainance**

To deal in computer spares , software, installations, computer data networks, telephone, voice networks power reticulation, back up services computer and office network services suppliers of printers, peripherals and consumable.

(s) **Carpentry shopfitters and joinery**

To deal in wood working , aluminum shop fittings, partitioning suspended ceilings, counters and bars, joinery work, custom made units, wooden windows and doors, kitchen units, cupboard, and any other related woodwork and jobs .

(t) **Mining, industrial safety equipment**

To carry on the business of mining of precious metals gold, emerald silver, chrome and diamond. To prospect such metals internal and international per net foreign currency exchange rate and to deal in the supply of mining machinery accessories and equipment.

(u) **Milling, food and packaging technology**

To deal in the business of milling and packaging of flour, maize stock feeds, edible oils, household pre-packs, poultry feed, food processing, food microbiology nutrition .

(v) **Brick moulders, tiles and durawals**

To deal in the manufacture and supply of stock bricks, block bricks,

Cobble/...

cobble pavers paving slabs , window sills, air bricks, garden tables, rain water channels, precast boundary walls, clay face bricks, erection of durawals.

(w) **Safety products**

To deal in the manufacturing of reflective safety and protective clothing and any other type of protective clothing .

(x) **Agriculture , agriculture equipment and material supply**

To deal in the business of farming , animal husbandry , crop husbandry, supply of agriculture machinery , Seeds merchants , agriculture chemicals , veterinary products, irrigation engineers , poultry , rabbits, bee and pig keeping projects.

4. **For the furtherance of the aforesaid objects the company will have the following powers:**

- (a) To collect information on any subject which may be related to or included in the objects and activities of the association and disseminate the same , and advertise generally by or through any medium whatsoever, including the press, films and the publication of books, pamphlets and literature of any description, posters exhibitions, displays , lecturers, public meetings, broadcasting and television.
 - (b) To promote and stimulate interest in education by promoting or holding or sponsoring the holding of competition , expeditions displays and entertainment or by providing instructions in any of the objects of the Association and to grant prizes of reward in connection therewith .
 - (c) To sell , distribute and deal in projects, apparatus, supplies and materials of all kinds relating to the objects of the Company.
 - (d) To apply for and obtain the passing or appeal or amendment of any legislation if such be considered necessary or likely to promote or further the objects and activities of the company.
 - (e) To embark on any enterprises or to adopt any lawful means of collecting funds in order to carry out the objects of the Company
- Whether/....

whether by holding street collections entertainment , competitors, exhibitions, displays , by selling goods or articles including refreshments, by providing any facilities or services or by obtaining grants, subsidies and donations.

- (f) Generally to utilize the funds of the Company for any purpose or in any manner calculated to further and advance the objects of the company.
- (g) To take over , purchase, take or lease or otherwise acquire, hold, develop, improve, manage, let, sell, transfer, exchange, mortgage, pledge, grant servitude, license, or other rights over or otherwise dispose of or change of encumber any property or interest therein, whether movable and to accept (with or without conditions) donations, gifts, bequest of any such property of interest (including subscriptions and donations or cash and investments) and to erect and construct, maintain, enlarge, alter, demolish or remove anything , or other erections or works of any immovable property .
- (h) To enter into any contract whatsoever with reference to the whole or any part of the property or rights of the organization .
- (i) To invest , reinvest, any monies of the organization in such manner as the organization may from time to time deem expedient.
- (j) To borrow money for any purpose of the Association on such terms as may seem expedient and if necessary, to secure the same by mortgage , pledge, charge debentures, debenture stock, or other security charged or any of the property of the organisation, to enter into any guarantee, surety ship or undertaking, and to assume liability for undertaking the debts and engagements of others.
- (k) To open and operate any accounts with banks and or building societies, and to withdraw, make, accept, endorse, discount, execute and issue promissory notes, bills or exchange, and other negotiable instruments or transferable instrument and securities.

To/.....




- (l) To institute and defend proceedings in any court of law, and to otherwise oppose any proceedings or applications which seem calculated directly or indirectly to endanger or prejudice the interest or objects of the Company.
- (m) To enter into any contract of employment of services with any person and to remunerate any person, or company rendering services to the organisation either by cash payments or otherwise as may be thought expedient.
- (n) To establish and support, financially or otherwise or to aid in the establishment and support, societies, associations, institutions, funds, to calculate and benefit persons who have been members, officials or employees of or other-wise connected with the Association, or the dependents of any such persons.
- (o) To do such other lawful acts and things as may be incidental or conducive to the objects aforesaid.
- (5) The liability of members is limited.
- (6) The share capital of the company is the sum of **USD2 000 .00 (Two thousand dollars)** divided into **2 000** ordinary shares of **US\$1.00 each**. The company shall have powers to divide the shares in the capital into several classes and to attach thereto respectively and preferential deferred, qualified or special rights, privileges or conditions and with power increase or reduce such capital or to subdivide the same or change the denomination of shares or reduced or increased capital any such rights, preferences, conditions or qualifications.

And it is herein declared that in the interpretation of this clause the meaning of any of the company's objectives shall not be restricted by reference to any of the objects or by the name of the company and that the event of any ambiguity this clause shall be construed in such a way as to widen and not restrict the power of the company.

We /.....

(9)

We, the persons, whose names and addresses are herein described are Desirous of being formed into a company in pursuance to these **Memorandum of Association** and we agree to take the number of shares opposite our names

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	TOTAL NUMBER OF SHARES TAKEN	SIGNATURE
Prince Ndulo Moyo 5605 Cowdray Park P.O Luveve BULAWAYO Occupation: Self Employed	ONE THOUSAND	
Nobuhle Ndlovu 83 Buena Vista Manningdale BULAWAYO Occupation: Self Employed	EIGHT HUNDRED	
Sibongile Ndlovu 83 Buena Vista Manningdale BULAWAYO Occupation: Self Employed	TWO HUNDRED	
Total Number of shares taken	TWO THOUSAND	

Dated at **BULAWAYO** this 20th of June 2011

AS WITNESS TO THE ABOVE SIGNATURES

Signature : FMathonsi
Full Name : Fanstina Mathonsi
Occupation : Secretary
Contact Address : 137 Ntabazinduna Flats
PO Mzilikazi
BULAWAYO



REGISTERED AT BULAWAYO, ZIMBABWE
On 15th day of July 2011
No 657/2011
Registrar

The Companies Act : [Chapter 24:03]

Company Limited By Shares

ARTICLES OF ASSOCIATION

FOR

PRINCO-TECH(PRIVATE) LIMITED

1. **Articles of Association** shall be those set out in Part 11 of table "A" of the first schedule to the companies Act [Chapter 24:03] save and except the following modifications .
 - (a) The second paragraph of regulation 78 of Table "A" of part one of the companies Act [Chapter 24:03] shall not apply to the Articles of Association .
 - (b) The first paragraph of regulation 78 of Table "A" of part one of the companies act [Chapter 24:03] shall not apply to the **Articles of Association** as follows:
 - (c) The directors may exercise all powers of the company to borrow money and to mortgage or charge its undertaking , property and called capital or any thereof, and to issue debentures , debenture stock and other securities whether outright or as security for any debt , liability or obligations of the company or of any third party .

shares/....

PRINCO-TECH (PRIVATE) LIMITED

2. **SHARES**

Shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons and on such terms and conditions and at such time as directors may think fit with full power to give any persons the call of any shares, either at par or at premium and for such time and for such consideration as the Directors think fit.

3. **(a) SHARE OF TRANSFER**

The Directors may in their sole and absolute discretion and without assigning any reasons therefore decline to register the transfer of any share (whether or not it is a fully paid share) to a person of whom they do not approve and may decline to register the transfer of any share on which the Company has a lien.

- (b)** No shares shall be transferred to any person who is not a member of the Company so long as any member of the Company shall be willing to purchase the same, at a valuation to be determined in accordance with paragraph of these Articles (hereinafter referred to as "the fair value")

4. **GENERAL MEETING**

The Company shall each year hold a General Meeting as its Annual general Meeting in addition to any other meeting held in that year. No business shall be transferred at any General Meeting unless a quorum is present at the time when the meeting proceeds save as herein otherwise provided, the Directors or the members present in person or by proxy who together control a minimum of 51% of the issued voting shares be a quorum.

5. **SIGNED RESOLUTIONS**

Subject of the provisions of the Companies Act (Chapter 24:03) a resolution in writing signed by all members of the time being entitled to receive notice of and to attend and vote at General Meetings (or being Corporations by their duly Authorised Representatives) shall be as a valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

6. **BORROWING POWERS**

The provision to Regulations 78 of Table 'A' shall not apply. The Directors may, in their discretion from time to time to raise or borrow from the members or other persons any sums of money for the purpose of the Company.

The/.....

The Directors may raise or secure the repayment of such a manner and upon such terms and conditions in all respects as they think fit, and particularly by the issue of Debentures, Debenture Stocks Bonds, Obligations and Mortgage of the Company, both present and the future, including its uncalled Capital for the time being, or by giving, accepting, or endorsing on behalf of the Company any Promissory Notes or Bills of Exchange or Mortgage Bonds or in any manner Authorised by the Memorandum of Association.

7. NO ROTATIONS OF DIRECTORS

The provision of Regulation 90 to 96 of Part 1 Table 'A' shall no apply. A Director shall not be subject to retirement by rotation, and shall continue to hold office until he or she dies, resigns or disqualified in terms of regulations 89 of part 1 of Table 'A' or removed from the Office in terms of Regulations 97 of part 1 of Table 'A'




8. COMPANY SEAL

The Company may have a Seal and if it has one, the Directors shall provide for its custody. If the Company has a Seal it shall, subject to the provisions of section 104 of the act, only be used on the authority of the Directors on their behalf, and every instrument

to which the Seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by second Director or by some other person appointment by the Directors for that purpose.

We /.....

We , the persons , whose names and addresses are herein described are Desirous of being formed into a company in pursuance to these **Articles of Association**.

NAMES, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	SIGNATURE
Prince Ndulo Moyo 5605 Cowdray Park P.O Luveve <u>BULAWAYO</u> Occupation : Self Employed	
Nobuhle Ndlovu 83 Buena Vista Manningdale <u>BULAWAYO</u> Occupation : Self Employed	
Sibongile Ndlovu 83 Buena Vista Manningdale <u>BULAWAYO</u> Occupation : Self Employed	

Dated at **BULAWAYO** this 20th of June 2011

AS WITNESS TO THE ABOVE SIGNATURES

Signature : F Mathonsi
Full Name : Fanstina Mathonsi
Occupation : Secretary
Contact Address : 137 Ntabazinduna Flats
P.O Mzilikazi
BULAWAYO