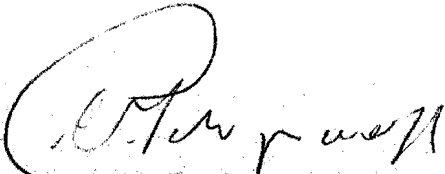


Christiaan De Graaff
(Member of Parliament – Ghanzi South)
P O Box 19,
Ghanzi
Tel: +267 72111665

To Whom It May Concern:

I, Christiaan De Graaff, Member of Parliament Ghanzi South, do hereby confirm that MOSAICO EURO AFRICANO is a Non Profit Organisation registered in Botswana as a company limited by guarantee. They are involved in charitable activity, being caring of poor children of our country. As per the Income Tax Act of Botswana, all grants, donations and offering, received by a charitable institution are except from Tax.


CHRISTIAAN DEGROAFF
(Member Of Parliament, Ghanzi South)

MEMBER OF PARLIAMENT
GANTSI SOUTH

2008 -09- 2 9

P.O. BOX 188, CHARLES HILL
TEL: 6592290

Date : 26th September, 2008
Place: Ghanzi

FORM-REV 27

SERIAL.....

00000163A
REPUBLIC OF BOTSWANA(Date of Issue)
(Official Date Stamp)COMAPNY LICENCE
(The Companies Cap: 42:01 Section 22)HAVING PROVED TO MY SATISFACTION THAT MOSAICO
GUILOAFRICANO
(Name of Association)

exists for a lawful purpose, the pursuit of which is calculated to be in the interest of the public,

or.....and
(State section of the public)intends to apply its profits, if any, or other income in promoting its objects and to prohibit the payment of any dividend to its members and that it is desirable that the said association should be incorporated, I, by this licence, direct that the ~~said association~~ be registered as a company without the addition of the word "LIMITED" to its name.

CONDITIONS OF GRANT SUBJECT TO THE FOLLOWING

PERMANENT SECRETARY MINISTRY OF TRADE AND INDUSTRY 2002-12-19 RECEIVED P/1234 004 CARORONE
--

(Signature).....

(MINISTER)
COMMERCE AND INDUSTRY

FEE PAID P

HEAD	S/HEAD	ITEM	FILE REF
72	104	01	2002/4001

CHEQUE	
MO/PO	
CASH	✓

Original copy — To be retained by the payee.
 Duplicate copy — This copy to accompany the weekly account to the Treasury.
 Triplicate copy — To be retained in book.

Deputy Director VAT,
 Mr. Malapo — 3901037



REPUBLIC OF BOTSWANA

FORM 3

CO. 2002/4001

COMPANIES ACT (CHAPTER 42:01)

CERTIFICATE OF INCORPORATION

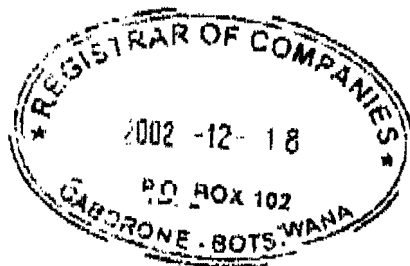
Pursuant to Section 22(1)


MOSAICO EUROAFRICANO

I HEREBY CERTIFY that

.....
is this day incorporated under the Companies Act, Chapter 42:01, and the liability of the Members is limited.

GIVEN under my hand this 18TH day of **DECEMBER 2002** at **GABORONE**.




Registrar of Companies
S. LEBATI

Registrar of Companies
P.O BOX 102
GABORONE

REPUBLIC OF BOTSWANA

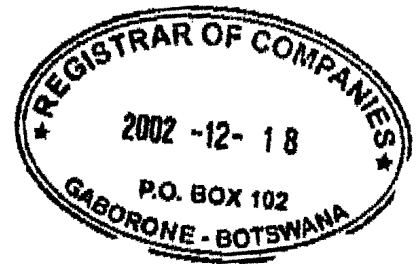
COMPANIES ACT (CAP 42:01)
AS AMENDED

A COMPANY LIMITED BY GUARANTEE

Incorporated this 18th day of
December 2002 under No. 2002/4001

MEMORANDUM


AND



ARTICLES OF ASSOCIATION

OF

MOSAICO EUROAFRICANO


REGISTRAR OF COMPANIES
BOTSWANA



ATTORNEYS NOTARIES & CONVEYANCERS

5th floor Barclays House
Khama Crescent
P O Box 1388
Gaborone
Email: armstrongs.info.bw

2

COMPANIES ACT (CAP 42:01)
(AS AMENDED)
(A COMPANY LIMITED BY GUARANTEE)

MEMORANDUM OF ASSOCIATION

OF

MOSAICO EUROAFRICANO

1. The name of the Company is

MOSAICO EUROAFRICANO

2. The objects for which the Company is established are:-

- (a) (i) To carry on the business of undertaking all and any type of activities in relation to the setting up and running of orphanages and homeless shelters.
- (ii) To undertake promotional campaigns of every nature, to acquire and provide promotional requisites of every kind and description for the purposes of raising funds and donations, and to carry on any other business which may be usefully carried out in connection with such business.
- (iii) To carry on the business of consultants, advisors or agents on all matters relating to the main object of the Company.
- (iv) To invest funds available for investment with registered financial institutions, funds and in securities listed on the Botswana Stock Exchange.
- (v) To form, have an interest in, merge, amalgamate, manage, supervise or control any company or companies having the same or similar objects to the Company.
- (vi) To acquire whatever vehicles, equipment, land, premises, offices, workshops, machinery, and other items of whatever nature necessary for the proper execution of the objects of the Company.

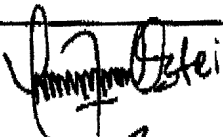




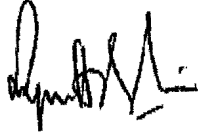
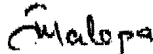
- (vii) To apply for, take out any permits, licences, consents or authorizations of whatever kind necessary to execute the objects of the Company.
- (viii) To carry on the business of providing any and all types of services which are related to or are associated directly or indirectly with the main objects of the Company, and to carry on the business of advisors, administrators, managers or consultants thereof.
- (b) To carry on any other undertaking whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above objects or the general business of the Company.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest in any lands, buildings, servitudes, rights, privileges, concessions, patents, patent rights, trade marks, licenses, secret processes, machinery, plant, stock-in-trade, and any movable or immovable property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (d) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (e) To mortgage and charge the undertaking and all or any of the immovable and movable property and assets, present or future, for the time being of the Company.
- (f) To receive money on donation, grant, deposit or loan upon such terms as the Company may approve.
- (g) To lend money to such persons or companies, with or without security, and otherwise upon such terms, as the Company may approve, and in particular to public entities and others having dealings with the Company, and to guarantee the performance of contracts and obligations, by and to become sureties for any persons or companies whatsoever.
- (h) To grant remuneration in good faith and allowances to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes, (whether contributory or non-contributory) with a view to providing benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment calculated to advance the interests of the Company.
- (i) To draw, make, accept, endorse, negotiate, discount, and execute promissory notes, bills of exchange, and other negotiable instruments.

- (j) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (k) To pay for any property or rights acquired by the Company, either in cash or generally on such terms as the Company may determine.
- (l) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (m) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any public entity, temporarily or otherwise.
- (n) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (o) To do all such other things as are incidental or conducive to the above objects or any of them.
- (p) The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in sub-clause (a) of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of sub-clause (a) of this clause.

3 The liability of the members is limited.


4 Each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Company, contracted before he ceased to be a member, and of the costs, charges and expenses of winding up the same, such amount not exceeding the sum of P100.00 (One Hundred Pula).

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.

SIGNATURE OF SUBSCRIBERS	FULL NAMES AND ADDRESSES OF SUBSCRIBERS	OCCUPATION OF SUBSCRIBERS
	KWADWO OSEI-OFEI P O BOX 1368 GABORONE	ATTORNEY
	SIPHO ALEC ZIGA P O BOX 1368 GABORONE	ATTORNEY
	TOPIWA SANDLER CHILUME P O BOX 1368 GABORONE	ATTORNEY
	EGINAH SEGOLA P O BOX 1368 GABORONE	SECRETARY
	MPHO MASWABI P O BOX 1368 GABORONE	SECRETARY
	LYNETTE RANASINGHE P O BOX 1368 GABORONE	SECRETARY
	JOYCE MALEPA P O BOX 1368 GABORONE	SECRETARY
		SECRETARY

DATED at GABORONE this 20 day of November 2001

WITNESS TO THE ABOVE SIGNATURES:

SIGNATURE: 

FULL NAME OF WITNESS: NTHAKOANA MOTSETA
OCCUPATION: SECRETARY
ADDRESS: P O BOX 1368
GABORONE

REPUBLIC OF BOTSWANA

**COMPANIES ACT (CAP 42:01)
AS AMENDED**

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

MOSAICO EUROAFRICANO

INTERPRETATION

1. In these Articles -

- 1.1 "Act" means the Companies Act (Chapter 42:01) as amended;**
- 1.2 "Member" means anyone nominated to hold an interest in the Company and who is also a Director;**
- 1.3 "Secretary" means any person appointed to perform the duties of a Company Secretary;**
- 1.4 Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form.**
- 1.5 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.**
- 1.6 Words importing the singular shall include the plural and vice versa, and words importing the masculine shall include the feminine, and words including persons shall include bodies corporate.**

2 MOSAICO EUROAFRICANO

The Company, its members and Directors shall at all times comply with and be subject to the principles of Mosaico EuroAfricano worldwide as amended from time to time, or variations of them, and any related laws, and, in the event of the provisions of these Articles being contradictory to or being in conflict with such principles, the principles shall apply, provided that they are not in conflict with the provisions of the Act.

3 MEMBERS

- 3.1 The number of members with which the Company proposes to be registered is seven, but the Directors, may from time to time register an increase of Members.
- 3.2 The subscribers to the Memorandum of Association and such other persons as may be admitted to membership shall be Members of the Company.

4 GENERAL MEETINGS

- 4.1 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 15 months shall elapse between the date of one annual general meeting of the Company and that of the next:

Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint.

- 4.2 All general meetings other than annual general meetings shall be called "extraordinary general meetings".
- 4.3 The Directors may, whenever they deem fit, convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition, or, in default, may be convened by such requisitions, as provided by Section 98 of the Act. If at any time there are not within Botswana sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
- 4.4 The requisition shall state the objects of the meeting and shall be signed by the Members making the requisition and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more members making the requisition.

5 NOTICE OF GENERAL MEETING

- 5.1 An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 (twenty one) days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 (fourteen) days' notice in writing at the least. The notice shall be exclusive of the day on which it was given, and shall specify the place, the day and the hour of meeting and, in case of special business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it so agreed -

- (i) in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (ii) in the case of any other meeting, by a majority of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95% (ninety-five per cent) of the total voting rights at that meeting of all the Members.
- 5.2 The accidental omission 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 that meeting.

6 PROCEEDINGS AT GENERAL MEETINGS

- 6.1 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 the consideration of the accounts, balance sheets, and the reports of the Board of Directors and Auditors, the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration, if any, of the auditors.
- 6.2 No business shall be transacted at any general meeting unless a quorum of three members are present in person or by proxy at the time when the meeting proceeds to business.
- 6.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition, of members, shall be dissolved. In any other case it shall stand adjourned to the same day, in the next week, at the same time and place, or to such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

- 6.4 The chairperson, if any, of the Board of Directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their member to be chairperson of the meeting.
- 6.5 If at any meeting no Director is willing to act as chairperson or Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose of their number to be chairperson of the meeting.
- 6.6 The chairperson 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the 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.
- 6.7 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:
- 6.7.1 by the chairperson;
- 6.7.2 by at least three members present in person or by proxy; or
- 6.7.3 by any member present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 6.8 Unless a poll be so demanded a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 6.9 The demand for a poll may be withdrawn.
- 6.10 Except as provided in Article 6.12, if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6.11 In the case of an equality of votes by a show of hands, the chairperson of the meeting at which the show of hands takes place shall be entitled to a second or casting vote.

- 6.12 A poll demanded, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson 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.
- 6.13 Subject to the provisions of the Act a resolution in writing signed by all the Members for 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 valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

7 VOTES OF MEMBERS

- 7.1 Every member shall have one vote.
- 7.2 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in insanity may vote, whether on a show of hands or on a poll, by his curator bonis or any other person appointed by that court and any such curator bonis or other person may, on a poll, vote by proxy.
- 7.3 On a poll votes may be given either personally or by proxy.
- 7.4 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer 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.
- 7.5 The instrument appointing proxy and the power of attorney or other authority, if any, under which is signed or notarially certified copy of that power of attorney or authority shall be deposited at the registered office of the Company or at such other place within Botswana as is specified for that purpose in the notice convening the meeting, not less than twenty-four hours nor more than forty-eight 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 twenty-four hours nor more than forty-eight hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 7.6 An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit:-

"MOSAICO EUROAFRICANO

I/WE.....of being a member/
 members of the above named company, hereby appoint
 of or failing him/herof.....
 as my/our proxy to vote on our behalf at the (annual extraordinary, as the case
 may be) general meeting of the Company to be held on theday
 of.....200 , and at any adjournment thereof.

Signed thisday of.....200 ."

- 7.7 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:

"MOSAICO EUROAFRICANO

I/WE.....of being a member/
 members of the above named company, hereby appoint
 of or failing him/herof.....
 as my/our proxy to vote on our behalf at the (annual extraordinary, as the case
 may be) general meeting of the Company to be held on theday
 of.....200 , and at any adjournment thereof.

Signed thisday of.....200 .

This form to be used [~~*in favour of~~] the resolution
 against

Unless otherwise instructed the proxy will vote, as he thinks fit.

"Strike out whichever is not desired."

- 7.8 The instrument appointing a proxy shall be deemed to confer the authority to demand or joint in demanding a poll.

- 7.9 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 7.10 Any organization or 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, and the person so authorised shall be entitled to exercise the same powers on behalf of the organization which he represents as that organization could exercise if it were an individual member of the Company.

8 DIRECTORS

- 8.1 The first Directors shall be appointed by the subscribers.
- 8.2 Directors shall be appointed for such tenure as shall be determined by the Company in general meeting.
- 8.3 The minimum number of Directors shall be two and the maximum shall be ten.
- 8.4 The Board shall be responsible for the management of the affairs of the Company and shall exercise all power of the Company as contained in the Memorandum and Articles of Association.
- 8.5 The Company in general meeting shall appoint the chairperson of the Board, and the Board shall appoint a Chief Executive Officer who shall manage the day to day affairs of the Company with the assistance of technical and other staff on such conditions of service as the Board shall determine. The Chief Executive Officer shall have the right to attend all Board meetings and shall participate in such deliberations, but shall not have the right to vote.
- 8.6 The Directors shall be entitled to exercise on behalf of the Company, in addition to the powers outlined in the Act and in the Memorandum and Articles of Association the following powers:
- 8.6.1 to liaise at national and international level with organizations with objects similar to those of the Company;
 - 8.6.2 to decide on the donors to be approached for donations;
 - 8.6.3 to determine or amend the constitution of Mosaico EuroAfricano.
- 8.7 The remuneration of the Directors shall be determined by the Company in general meeting. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of Directors or in connection with the business of the Company.

- 8.8 The Board shall have the power to borrow funds for the business of the Company up to such limits as are specified by the Board for this purpose, and the Board may authorise any Director or Chief Executive Officer to sign, draw, accept, endorse or execute any document, promissory note, bill of exchange or other negotiable instrument on behalf of the Company.
- 8.9 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, as the case may be, in such a manner as the Directors shall from time to time by resolution determine.
- 8.10 The Directors may from time to time and at any time by Power of Attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such Powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 8.11 The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of Directors present at each meeting of the Directors and of any committee of Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors, and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

9 DISQUALIFICATION OF DIRECTORS

9.1 The office of Director shall be vacated if the Director -

- (a) without the consent of the Company in general meeting holds any other office that may result in a conflict of interest;
- (b) becomes insolvent or makes any arrangement, assignment of composition with his creditors generally;
- (c) becomes prohibited from being a Director by the terms of Section 143 of the Act or by reason of an order made under Section 299 of the Act;
- (d) becomes of unsound mind;

- (e) resigns his office by notice in writing to the Company;
 - (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by Section 156 of the Act; or
 - (g) is removed in terms of Section 145 of the Act.
- 9.2 A Director shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted.
- 9.3 The Board may, by ordinary resolution, of which special notice has been given in accordance with Section 106 of the Act, recommend that a Director be removed from the Board before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
- 9.4 The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors may act, for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
- 9.5 The Board may, by ordinary resolution, recommend that another person be appointed in the place of the Director removed from office under Article 9.1. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected as Director.

10 ROTATION OF DIRECTORS

- 10.1 At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
- 10.2 The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 10.3 A retiring Director shall be eligible for re-election.
- 10.4 The Company at the meeting at which a Director retires in the manner aforesaid may fill the vacated office by electing a person thereto, and in default

the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

- 10.5 No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than three or more than 21 days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member fully qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by a member fully qualified to attend and vote at the meeting which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
- 10.6 The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
- 10.7 The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
- 10.8 The Company may by ordinary resolution, of which special notice has been given in accordance with section 106 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 such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
- 10.9 The Company may by ordinary resolution appoint another person in place of a Director removed from office under article 46. Without prejudice to the powers of the Directors under Article 10.7, the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

11 PROCEEDINGS OF DIRECTORS

- 11.1 The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any

meeting shall be decided by a majority votes. In the case of an equality of votes the chairperson shall have a second casting vote. A Director may and the Secretary on the requisition of a Director shall, in consultation with the chairperson, at any time request a meeting of the Directors. The Minister may, where circumstances demand, request that there be a meeting of Directors.

- 11.2 The quorum of the Board shall be two Directors, at that time appointed to the office.
- 11.3 If at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of the meeting.
- 11.4 The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; 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.
- 11.5 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson shall have a second or casting vote.
- 11.6 All acts done by any meeting of the Directors or of a committee of Directors, or by any 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 person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 11.7 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

12 SECRETARY

- 12.1 The Secretary of the Board shall be appointed by the Directors for such term, and at such remuneration, if any, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
- 12.2 A provision of the Act or these regulations or authorizing 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.

13 THE SEAL

The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by

the Directors in that 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 a second Director or by some other person appointed by the Directors for that purpose.

14 ACCOUNTS

14.1 The Directors shall cause proper books of account to be kept with respect to

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) all the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if such books of account do not give a true and fair view of the state of the Company's affairs, and to plain its transactions.

14.2 The books of account shall be kept at the registered office of the Company, or, subject to Section 111(3) 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.

14.3 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors by the Company in a general meeting.

14.4 The Directors shall from time to time in accordance with Sections 112, 113, and Sections 115 to 118 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections, for the object of being submitted to the Minister.

14.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in a general meeting, together with a copy of the Auditor's report, shall not be filed less than 21 days before the date of the meeting.

15 AUDIT

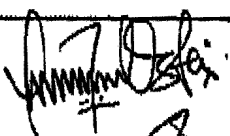


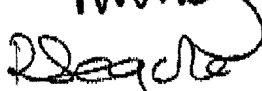
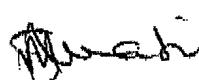
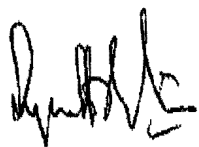
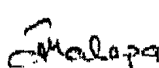
15.1 Auditors shall be appointed and their duties regulated in accordance with Sections 121 to 123 of the Act.

16 NOTICES

- 16.1 A notice may be given by the Company to any member either personally or by sending it by post to him/her or to his/her registered address, or to the Company for the giving of notice to him/her. Where a notice is sent by post, service of notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 16.2 Notice of every general meeting shall be given in any manner hereinbefore authorised to
- (a) every member except those members who have not supplied to the Company an address for the giving of notices to them;
 - (b) every person being a legal personal representative or a trustee in insolvency of a member where the member but for his death or insolvency would be entitled to receive notices of general meeting.
 - (c) the auditor for the time being of the company.

No other persons shall be entitled to receive notices of general meetings.

19

SIGNATURE OF SUBSCRIBERS	FULL NAMES AND ADDRESSES OF SUBSCRIBERS	OCCUPATION OF SUBSCRIBERS
	KWADWO OSEI-OFEI P O BOX 1368 GABORONE	ATTORNEY
	SIPHO ALEC ZIGA P O BOX 1368 GABORONE	ATTORNEY
	TOPIWA SANDLER CHILUME P O BOX 1368 GABORONE	ATTORNEY
	REGINAH SEGOLA P O BOX 1368 GABORONE	SECRETARY
	MPHO MASWABI P O BOX 1368 GABORONE	SECRETARY
	LYNETTE RANASINGHE P O BOX 1368 GABORONE	SECRETARY
	JOYCE MALEPA P O BOX 1368 GABORONE	SECRETARY

DATED at GABORONE this 20 day of ~~December~~ 2001

WITNESS TO THE ABOVE SIGNATURES:

SIGNATURE:



FULL NAME OF WITNESS:

NTHAKOANA MOTSETA

OCCUPATION:

SECRETARY

ADDRESS:

P O BOX 1368
GABORONE

SOLEMN DECLARATION

(pursuant to section 19(2) of the Companies Act CAP 42:01 as amended)

I the undersigned

LUDO MPUCHANE

Of Gaborone, Botswana, do hereby solemnly and sincerely declare

1.

That I am a duly admitted Attorney of the High Court of the Republic of Botswana.

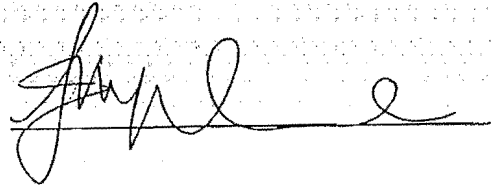
2.

That I have been engaged in the formation of the Company known as:

MOSAICO EUROAFRICANO

3.

That all the requirements of the Companies Act Cap 42.01 as amended have been complied with.



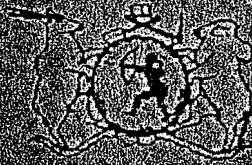
SIGNED AND SWORN TO BEFORE ME, AT GABORONE, BOTSWANA ON THIS
15th DAY OF May, 2002



JOHN CARR HARTLEY
ATTORNEY — REPUBLIC OF BOTSWANA
COMMISSIONER OF OATHS

Ghanzi District Council

Private Bag 0015
Ghanzi
Botswana



Telegram: GHANZICO
Telephone: 596211/2/3/4
Facsimile: 596113

REF: GDC/D/

12th August 2002

TO WHOM IT MAY CONCERN

ESTABLISHMENT OF CHILDREN'S HOME IN GHANZI DISTRICT - BOTSWANA

This is to certify that, the bearer of this Savingram, Mrs Cecile on behalf of Mosalele Euroafricane intends to establish an institution called Children's Home in this District. Ghanzi District Council is a Local Authority, which is an arm of Government of Botswana. It provides governance in its area of jurisdiction. The bearer of this circular has been given permission to provide the proposed facility.

The Children's Home will be utilised by disadvantaged and marginalized children not only in Ghanzi, but the Western areas of Botswana. This is a necessary facility for those children in need of care. This institute comes at the time when the Botswana Government is in desperate for these facilities. It comes as a gesture of generosity and needs to be supported. There is an understanding in the Bible which says: "Blessed is the hand that giveth, than the one that taketh".

We definitely welcome Mrs Cecile's kind heartedness and generosity. May God bless her. The name will be written in the History Book of Botswana as one who has deprived herself and her family some comfort, but preferred to give to the needy course.

It is against this background that I have no hesitation in recommending her to any kind and lavish donor or give to please support. She is out there and genuine, kindly help her as much as you can.

Thank you

Yours faithfully,

GHANZI DISTRICT COUNCIL
COUNCIL SECRETARY
R. M. M. M. M. M.
R. M. M. M. M. M.
COUNCIL SECRETARY
PRIVATE BAG 0015 GHANZI
TEL: 596211/2/3/4