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Registered office: L-1471 Luxembourg, 398, route d'Esch.  
R. C. Luxembourg B 73.692.

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**DISSOLUTION**

In the year two thousand and three, on the third day of the month of October.  
Before Maître Joseph Elvinger, notary, residing in Luxembourg.

Appeared:

VISCHIO PROJECTS, S.à r.l., a société à responsabilité limitée, having its registered office at 398, route d'Esch, L-1471 Luxembourg, registered at the registre de commerce et des sociétés in Luxembourg under the number B 74.386, incorporated by deed of M<sup>e</sup> Joseph Elvinger enacted on 14th February 2000, published in the Mémorial C, Recueil des Sociétés et Associations (the «Mémorial»), number 385 of 29th May 2000 under the Luxembourg law, represented by M<sup>e</sup> Toinon Hoss, maître en droit, residing in Luxembourg, acting as a special proxy by virtue of a proxy dated 1st October 2003 under private seal which, after having been signed ne varietur by the appearing party and the undersigned notary, will be registered with this deed being the sole shareholder of FL GROUP S.A. (the «Company»), the «Sole Shareholder».

The Company has been incorporated on 31st December 1999 by deed of notary M<sup>e</sup> Joseph Elvinger, published in the Mémorial, number 233 of 28th March 2000. The articles of incorporation were amended several times and for the last time by deed of Me Joseph Elvinger, on 30th December 2002, published in the Mémorial, number 653 on 16th June 2003.

The Sole Shareholder declared and requested the notary to record:

I. That the Company, having its registered office in Luxembourg, registered at the registre de commerce et des sociétés in Luxembourg, section B number 73.692, has been incorporated by deed enacted on 31st December 1999, published in the Mémorial C, Recueil des Sociétés et Associations (the «Mémorial») number 233 of 28th March 2000. The articles of incorporation have been amended several times and for the last time on the 30th December 2002, published in the Mémorial, number 653 of 16th June 2003.

II. That the subscribed capital of the Company is presently of one hundred seventy-nine million four hundred thirty-eight thousand and eight hundred Euro (EUR 179,438,800.-) divided into seven million one hundred seventy-seven thousand five hundred fifty-two (7,177,552) shares with a nominal value of twenty-five Euro (EUR 25.-) each.

III. That the Sole Shareholder declares to have full knowledge of the articles of incorporation and the financial standing of the Company and in particular of all its assets and liabilities.

IV. That the Sole Shareholder has acquired and currently holds all issued and outstanding shares of the Company referred to above and that as the Sole Shareholder expressly declares and decides to proceed with the dissolution of the Company and hereby dissolves the Company.

V. That the Sole Shareholder takes over all assets and assumes all the liabilities of the dissolved Company, in particular without limitation the shares and other securities held by the Company in FL SELENIA LUXCO S.C.A., société en commandite par actions incorporated under the laws of Luxembourg on 25th July 2003.

VI. That the register of shareholders of the dissolved Company has been cancelled.

VII. That the records and documents of the dissolved Company will be kept for a period of five years at the registered office of the Sole Shareholder.

The undersigned notary who understands and speaks English, records that on request of the above appearing person, the present deed is worded in English followed by a French translation; on the request of the same appearing person and in case of divergences between the English and the French text, the English version will be prevailing.

Whereof the present notarial deed was drawn up in Luxembourg, on the day named at the beginning of this document.

The document after having been read to the appearing person, who is known to the notary, by his surname, first name, civil status and residence, the said person appearing signed together with the notary, the present original deed.

**Suit la traduction française du texte qui précède:**

L'an deux mille trois, le troisième jour du mois d'octobre.

Par-devant Maître Joseph Elvinger, notaire de résidence à Luxembourg.

A comparu:

VISCHIO PROJECTS, S.à r.l., une société à responsabilité limitée avec siège social au 398, route d'Esch, L-1471 Luxembourg, inscrite au registre de commerce et des sociétés à Luxembourg sous le numéro B 74.386, constituée selon un acte passé par devant Maître Joseph Elvinger en date du 14 février 2000, publié dans le Mémorial C, Recueil des Sociétés et Associations (le «Mémorial») numéro 385 du 29 mai 2000 sous la loi luxembourgeoise, représentée par Maître Toinon Hoss, maître en droit, demeurant à Luxembourg, agissant en tant que mandataire spécial en vertu d'une procuration datée du 1<sup>er</sup> octobre 2003 donnée sous seing privé qui après avoir été signée ne varietur par la partie comparante et le notaire instrumentant, sera enregistrée ensemble avec cet acte, en sa qualité de seul actionnaire de FL GROUP S.A. (la «Société»), le «Seul Actionnaire».

La Société a été constituée le 31 décembre 1999 par acte du notaire Maître Joseph Elvinger, publié au Mémorial sous le numéro 233 du 28 mars 2000. Les statuts ont été modifiés à plusieurs reprises et pour la dernière fois par acte du notaire Maître Joseph Elvinger en date du 30 décembre 2002, publié au Mémorial sous le numéro 653 du 16 juin 2003.

Le Seul Actionnaire déclare et a requis le notaire de documenter:

I. Que la Société, ayant son siège social à Luxembourg, inscrite au registre de commerce et des sociétés à Luxembourg, section B numéro 73.692, a été constituée par acte notarié du 31 décembre 1999, publié au Mémorial C, Recueil





































**GIROINVEST S.A., Société Anonyme.**  
Siège social: L-2953 Luxembourg, 69, route d'Esch.  
R. C. Luxembourg B 44.566.

Le bilan au 31 décembre 2001, enregistré à Luxembourg, le 31 octobre 2003, réf. LSO-AJ07522, a été déposé au registre de commerce et des sociétés de Luxembourg, le 10 novembre 2003.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 novembre 2003.

*Pour GIROINVEST S.A., Société Anonyme*  
EXPERTA LUXEMBOURG, Société Anonyme  
C. Stebens / S. Wallers

(071977.3//13) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 novembre 2003.

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**GIROINVEST S.A., Société Anonyme.**  
Siège social: L-2953 Luxembourg, 69, route d'Esch.  
R. C. Luxembourg B 44.566.

Le bilan au 31 décembre 2002, enregistré à Luxembourg, le 31 octobre 2003, réf. LSO-AJ07498, a été déposé au registre de commerce et des sociétés de Luxembourg, le 10 novembre 2003.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 novembre 2003.

*Pour GIROINVEST S.A., Société Anonyme*  
EXPERTA LUXEMBOURG, Société Anonyme  
C. Stebens / S. Wallers

(071979.3//13) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 novembre 2003.

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**ODEMAR HOLDING, S.à r.l., Société à responsabilité limitée unipersonnelle.**

Registered office: L-1882 Luxembourg, 3, rue Guillaume Kroll.  
R. C. Luxembourg B 96.668.

STATUTES

In the year two thousand and three, on the thirtieth of October.

Before Maître André-Jean-Joseph Schwachtgen, notary residing in Luxembourg.

There appeared:

Mr Everardus Marc Veen, entrepreneur, born on October 31, 1960 in Willowdale, Canada, residing at De Zevenster 46, B-2970 Schilde,

here represented by Mr Matthijs Bogers, companies director, with professional address at 14, rue du Marché-aux-Herbes, L-1728 Luxembourg,

by virtue of a proxy under private seal given on October 27, 2003.

Said proxy after signature ne varietur by the proxyholder and the undersigned notary shall remain attached to the present deed to be filed at the same time with the registration authorities.

This appearing person, through its mandatory, intends to incorporate a «one-man limited liability company» (société à responsabilité limitée unipersonnelle), the Articles of which it has established as follows:

**Title I.- Form - Object - Name - Registered Office - Duration**

**Art. 1.** There is hereby formed a société à responsabilité limitée unipersonnelle which will be governed by actual laws, especially the laws of August 10th, 1915 on commercial companies, of September 18th, 1933 on «sociétés à responsabilité limitée» and their modifying laws in particular that of December 28th, 1992 relating to the société à responsabilité limitée unipersonnelle, and the present Articles of Incorporation.

At any moment, the member may join with one or more joint members and, in the same way, the following members may adopt the appropriate measures to restore the unipersonnel character of the company.

**Art. 2.** The object of the Company is the holding of participations, in any form, in other Luxembourg or foreign companies, as well as the management, the control and the development of such participations.

The Company may in particular acquire by way of contribution, subscription, sale, or by option to purchase and any other way whatever of immovables and stocks of any kind and realise them by way of sale, transfer, exchange or otherwise.

The Company may also acquire and develop any patents and other rights attached thereto or likely to complete them.

The Company may borrow and grant to the companies, in which it has participating interests, as well as to third parties, any support, loans, advances or guarantees.

The Company may also carry out any real estate property, personal, commercial, industrial and financial transactions which are necessary or useful in the accomplishment of its purposes.

**Art. 3.** The Company is incorporated under the name of ODEMAR HOLDING, S.à r.l.

**Art. 4.** The Company has its Head Office in the City of Luxembourg.  
The Head Office may be transferred to any other place within the Grand Duchy of Luxembourg.

**Art. 5.** The Company is constituted for an undetermined period.

#### **Title II.- Capital - Shares**

**Art. 6.** The Company's capital is set at twelve thousand and five hundred euro (€ 12,500.-), represented by two hundred and fifty (250) shares having a par value of fifty euro (€ 50.-) each, all fully subscribed and entirely paid up.

Each share gives right to a fraction of the assets and profits of the company in direct proportion to the number of shares in existence.

**Art. 7.** The shares held by the sole member are freely transferable among living persons and by way of inheritance or in case of liquidation of joint estate of husband and wife.

In case of more members, the shares are freely transferable among members. In the same case they are transferable to non-members only with the prior approval of the members representing at least three quarters of the capital. In the same case the shares shall be transferable because of death to non-members only with the prior approval of the owners of shares representing at least three quarters of the rights owned by the survivors.

In case of a transfer in accordance with the provisions of Article 189 of the law dated 10 August 1915 on commercial companies, the value of a share is based on the last three balance sheets of the Company and, in case the Company counts less than three financial years, it is established on basis of the balance sheet of the last year or of those of the last two years.

#### **Title III.- Management**

**Art. 8.** The Company is managed by one or more managers, appointed and revocable by the sole member or, as the case may be, the members.

The manager or managers are appointed for an unlimited duration and they are vested with the broadest powers with regard to third parties.

Special and limited powers may be delegated for determined affairs to one or more agents, either members or not.

Any manager may act at any meeting of the board of managers by appointing, in writing or by cable, telegram, telefax or telex, another manager as his proxy. Any manager may participate in a meeting of the board of managers by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting.

#### **Title IV.- Decisions of the sole member - Collective decisions of the members**

**Art. 9.** The sole member exercises the powers devolved to the meeting of members by the dispositions of section XII of the law of August 10th, 1915 on sociétés à responsabilité limitée.

As a consequence thereof the sole member takes all decisions which exceed the powers of the managers.

In case of more members the decisions which exceed the powers of the managers shall be taken by the meeting.

#### **Title V.- Financial Year - Balance Sheet - Distributions**

**Art. 10.** The Company's financial year runs from the first of January of each year to the thirty-first of December of the same year.

**Art. 11.** Each year, as of the thirty-first of December, there will be drawn up a record of the assets and liabilities of the Company, as well as a profit and loss account.

The credit balance of the profit and loss account, after deduction of the expenses, costs, amortizations, charges and provisions represents the net profit of the Company.

Interim dividends may be distributed in compliance with the legal provisions.

Every year five percent of the net profit will be transferred to the legal reserve.

This deduction ceases to be compulsory when the legal reserve amounts to one tenth of the issued capital but must be resumed till the reserve fund is entirely reconstituted if, at any time and for any reason whatever, it has been broken into.

The excess is attributed to the sole member or distributed among the members. However, the sole member or, as the case may be, the meeting of members may decide, at the majority vote determined by the relevant laws, that the profit, after deduction of the reserve, be either carried forward or transferred to an extraordinary reserve.

#### **Title VI.- Dissolution**

**Art. 12.** The Company is not dissolved by the death, the bankruptcy, the interdiction or the financial failure of a member.

In the event of dissolution of the Company, the liquidation will be carried out by the manager or managers in office or failing them by one or more liquidators appointed by the sole member or by the general meeting of members. The liquidator or liquidators will be vested with the broadest powers for the realization of the assets and the payment of debts.

The assets after deduction of the liabilities will be attributed to the sole member or, as the case may be, distributed to the members proportionally to the shares they hold.

#### **Title VII.- General provision**

**Art. 13.** For all matters not provided for in the present Articles of Incorporation, the member(s) refer to the existing laws.















