

MEMORIAL

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Luxembourg



MEMORIAL

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des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

Le présent recueil contient les publications prévues par la loi modifiée du 10 août 1915 concernant les sociétés commerciales et par la loi modifiée du 21 avril 1928 sur les associations et les fondations sans but lucratif.

C — N° 2250

15 septembre 2008

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O.B.B. Nottingham S.A., Société Anonyme.

Siège social: L-1371 Luxembourg, 7, Val Sainte Croix.

R.C.S. Luxembourg B 106.914.

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EXTRAIT

La société Luxembourg International Consulting S.A. en abrégé «Interconsult» a démissionné de sa fonction de commissaire aux comptes avec effet immédiat en date du 7 août 2008.

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

Luxembourg, le 18 août 2008.

Pour extrait conforme

Interconsult S.A.

Signatures

Référence de publication: 2008112305/536/17.

Enregistré à Luxembourg, le 25 août 2008, réf. LSO-CT10983. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130161) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Europarc Kerpen A1 S.A., Société Anonyme.

Siège social: L-1371 Luxembourg, 7, Val Sainte Croix.

R.C.S. Luxembourg B 120.728.

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EXTRAIT

La société Luxembourg International Consulting S.A. en abrégé «Interconsult» a démissionné de sa fonction de commissaire aux comptes avec effet immédiat en date du 7 août 2008.

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

Luxembourg, le 18 août 2008.

Pour extrait conforme

Interconsult S.A.

Signatures

Référence de publication: 2008112373/536/17.

Enregistré à Luxembourg, le 25 août 2008, réf. LSO-CT10942. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130081) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Clelia Investments S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 111.771.

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Extrait des décisions prises par l'assemblée générale des actionnaires en date du 1^{er} août 2008

En remplacement de Monsieur André WILWERT, administrateur démissionnaire, Monsieur Pietro LONGO, administrateur de sociétés, né à Luxembourg (Grand-Duché de Luxembourg), le 13 septembre 1970, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé comme administrateur jusqu'à l'issue de l'assemblée statutaire de 2011.

Luxembourg, le 21 août 2008.

Pour extrait sincère et conforme

Pour CLELIA INVESTMENTS S.A.

Fortis Intertrust (Luxembourg) S.A.

Signatures

Référence de publication: 2008112383/29/19.

Enregistré à Luxembourg, le 27 août 2008, réf. LSO-CT12358. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130315) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

AMB Fund Luxembourg 2 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 25.000,00.

Siège social: L-2520 Luxembourg, 1, allée Scheffer.

R.C.S. Luxembourg B 123.457.

Il résulte des résolutions écrites prises par l'associé unique de la Société en date du 12 août 2008 qu'il a été décidé à l'unanimité:

1. d'accepter la démission en tant que gérant avec effet au 12 août 2008 de Monsieur Arthur Gérard Marie Tielens.
2. De nommer en remplacement du gérant démissionnaire avec effet immédiat au 12 août 2008 et pour une période renouvelable d'un an prenant fin après l'approbation des comptes annuels au 31 décembre 2008 de la Société, Monsieur Antonius Woutherus Josef van Vlerken. né le 22 octobre 1966 à Mierlo (Pays-Bas), ayant son adresse privée à Vossenlaan 18, 5581 EC Waalre (Pays-Bas).

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

Luxembourg, le 25 août 2008.

Pour la société

TMF Corporate Services S.A.

Gérant

Signatures

Référence de publication: 2008112385/805/23.

Enregistré à Luxembourg, le 29 août 2008, réf. LSO-CT12887. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130348) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

HC Investissements SDH S.à r.l., Société à responsabilité limitée.

Siège social: L-1653 Luxembourg, 2-8, avenue Charles de Gaulle.

R.C.S. Luxembourg B 141.120.

STATUTES

In the year two thousand and eight, on the twenty-third day of July.

Before Maître Henri Hellinckx, notary residing in Luxembourg.

There appeared:

Hutton Collins Capital Partners II LP, a limited partnership established under the laws of the United Kingdom, having its office at 50 Pall Mall London SW1Y 5JH, United Kingdom,

here represented by Mrs Candida Gillespie, private employee, residing in Luxembourg, by virtue of a power of attorney, given under private seal.

This proxy, after having been signed *ne varietur* by the proxyholder of the appearing party and the undersigned notary, will remain annexed to the present deed, to be filed with the registration authorities.

Such appearing party in the capacity in which it acts, has requested the undersigned notary, to enact as follows the articles of association (the Articles) of a private limited liability company (*société à responsabilité limitée*), which is hereby formed.

Art. 1. Name and duration. There hereby exists a private limited liability company (*société à responsabilité limitée*) under the name of "HC INVESTISSEMENTS SDH S.à r.l." (the Company).

The Company is formed for an unlimited duration.

Art. 2. Corporate object. The object of the Company is to carry out all transactions pertaining directly or indirectly to the acquisition of participations or any other financial interest in any enterprise in any form whatsoever, and the financing, administration, management, control and development thereof.

The Company may use its funds to establish, manage, develop and dispose of its assets as they may be composed from time to time and namely but not limited to, its portfolio of securities of whatever origin, to participate in the creation, development and control of any enterprise, to acquire, by way of investment, subscription, underwriting or option, securities, and any intellectual property rights, to realise them by way of sale, transfer, exchange or otherwise, to receive or grant licenses on intellectual property rights and to grant to or for the benefit of companies in which the Company has a direct or indirect participation or interest and to group companies, any assistance, including, but not limited to, assistance in the management and the development of such companies and their portfolio, financial assistance, loans, advances or guarantees.

The Company may borrow in any form, except by way of public offer. It may issue by way of private placement only, notes, bonds and debentures and any kind of debt and/or equity securities in registered form and subject to transfer restrictions. The Company may lend funds including the proceeds of any borrowings and/or issues of debt securities to its subsidiaries or affiliated companies. It may also give guarantees and grant security in favour of third parties to secure its obligations or the obligations of its subsidiaries, affiliated companies or any other company. The Company may further pledge, transfer, encumber or otherwise create security over all or over some of its assets.

The Company may carry out any industrial or commercial activity, which directly or indirectly favours the realisation of its objects. The Company shall be considered as a Société de Participations Financières (SOPARFI).

Art. 3. Registered office. The Company has its registered office in the City of Luxembourg, Grand-Duchy of Luxembourg.

It may be transferred to any other place within the Grand-Duchy of Luxembourg by a resolution of an extraordinary general meeting of shareholders deliberating in the manner provided for amendments to the Articles.

The address of the registered office may be transferred within the municipality limits by simple resolution of the manager(s).

The Company may have offices and branches both in Luxembourg and abroad.

Art. 4. Capital. The Company's subscribed share capital is set at twelve thousand five hundred euro (€ 12,500), represented by five hundred (500) shares having a nominal value of twenty-five euro (€ 25) per share.

The subscribed share capital may be changed at any time by resolution of the shareholders' meeting deliberating in the manner provided for amendments to the Articles.

Art. 5. Shares. Each share entitles to a fraction of the corporate assets and profits of the Company in direct proportion to the number of shares in existence.

Vis-à-vis the Company, the Company's shares are indivisible and only one owner is admitted per share. Joint co-owners have to appoint a sole person as their representative towards the Company.

The death, suspension of civil rights, insolvency or bankruptcy of the single shareholder or of one of the shareholders will not bring the Company to an end.

Art. 6. Transfer of shares. If there is a single shareholder, the Company's shares are freely transferable to non-shareholders.

In case of plurality of shareholders, the transfer of shares inter vivos to third parties must be authorised by the general meeting of the shareholders who represent at least three-quarters of the subscribed share capital of the Company. No such authorisation is required for a transfer of shares among the shareholders.

The transfer of shares mortis causa to third parties must be accepted by the shareholders who represent three-quarters of the rights belonging to the survivors.

Art. 7. Redemption of shares. The Company shall have power, subject to due observance of the provisions of the Luxembourg act dated 10 August 1915 on commercial companies, as amended (the Law), to acquire shares in its own capital.

The acquisition and disposal by the Company of shares held by it in its own share capital shall take place by virtue of a resolution of and on the terms and conditions to be decided upon by the general meeting of shareholders deliberating in the manner provided for amendments to the Articles.

Art. 8. Management. The Company is managed by one or more managers. In case of a plurality of managers, they will constitute a board of managers. The managers need not to be shareholders. The majority of the members of the board of managers shall always be resident in Luxembourg. The managers are appointed, and may be revoked and replaced at any time ad nutum, by a decision adopted by shareholders owning more than half of the share capital.

Art. 9. Meetings of the board of managers. Meetings of the board of managers are convened by any member of the board of managers.

The managers will be convened separately to each meeting of the board of managers. Written notices of any meeting of the board of managers will be given to all managers, in writing or by cable, telegram, telefax or telex, at least 24 (twenty-four) hours in advance of the hour set for such meeting, except in circumstances of emergency. This notice may be waived if all the managers are present or represented, and if they state that they have been informed on the agenda of the meeting. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by a resolution of the board of managers. The meetings are held at the place, the day and the hour specified in the convening notice, provided that all meetings shall be held in Luxembourg.

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, provided that a manager who is not resident in the UK for tax purposes may not appoint a person who is resident in the UK for tax purposes as his proxy. A manager may represent more than one of his colleagues, provided however that at least two managers are present at the meeting. Managers may also cast their vote by telephone confirmed in writing. The board of managers can deliberate or act validly only if at least the majority

of its members are present or represented at a meeting of the board of managers. Decisions of the board of managers are taken by a majority of the votes cast.

Any and all managers may participate in any meeting of the board of managers by telephone or video conference call or by other similar means of communication allowing all the persons taking part in the meeting to hear and speak to each other. The participation in a meeting by these means is deemed equivalent to a participation in person at such meeting.

In case of urgency only, resolutions signed by all managers shall be valid and binding in the same manner as if passed at a meeting duly convened and held. Such signatures may appear on a single document or on multiple copies of an identical resolution and may be evidenced by letter, facsimile or telex.

The decisions of the board of managers will be recorded in minutes. No minutes of meetings of the Board of Managers may be prepared in the UK.

Art. 10. Representation - Authorised signatories. In dealing with third parties, the manager(s) shall have the powers to act in the name of the Company in all circumstances and to carry out and approve all acts and operations consistent with the Company's objects.

All powers not expressly reserved by the Law or by the Articles to the general meeting of shareholders fall within the scope of competence of the manager, or in case of plurality of managers, of the board of managers.

In case of a single manager, the Company shall be bound by the sole signature of the manager, and, in case of plurality of managers, by the joint signature of two members of the board of managers.

The manager, or in case of plurality of managers, the board of managers may subdelegate his/its powers for specific tasks to one or several ad hoc agents.

The manager, or in case of plurality of managers, the board of managers will determine the agent's responsibilities and his remuneration (if any), the duration of the period of representation and any other relevant conditions of his agency.

Art. 11. Liability of managers. The manager or the managers (as the case may be) assume, by reason of his/their position, no personal liability in relation to any commitment validly made by him/them in the name of the Company, so long as such commitment is in compliance with the Articles as well as the applicable provisions of the Law.

Art. 12. General meetings of shareholders. The single shareholder assumes all powers conferred to the general shareholders' meeting.

In case of a plurality of shareholders, each shareholder may take part in collective decisions irrespective of the number of shares he owns. Each shareholder has voting rights commensurate to the number of shares he owns. Collective decisions are validly taken insofar as they are adopted by partners representing more than half of the share capital.

However, resolutions to alter the Articles or to dissolve and liquidate the Company may only be adopted by the majority in number of the shareholders owning at least three quarters of the Company's share capital, subject to the provisions of the Law.

Resolutions of shareholders can, instead of being passed at a general meeting of shareholders, be passed in writing by all the shareholders. In this case, each shareholder shall be sent an explicit draft of the resolution(s) to be passed, and shall sign the resolution. Resolutions passed in writing on one or several counterparts in lieu of general meetings shall have the force of resolutions passed at a general meeting of shareholders.

Art. 13. Financial year. The Company's accounting year begins on January first of each year and ends on December thirty-first of the same year.

Art. 14. Financial statements. Each year the books are closed and the manager, or in case of plurality of managers, the board of managers prepares a balance sheet and profit and loss accounts.

Art. 15. Appropriation of profits - Reserves. An amount equal to five per cent (5%) of the net profits of the Company is set aside for the establishment of a statutory reserve, until this reserve amounts to ten per cent (10%) of the Company's nominal share capital.

The balance may be distributed to the shareholder(s) commensurate to his/their shareholding in the Company. The manager or, in case of plurality of managers, the board of managers shall, subject to applicable law, have power to make payable one or more interim dividends.

Art. 16. Dissolution. The Company may be dissolved at any time by a resolution of the general meeting of shareholders deliberating in the manner provided for amendments to the Articles.

Art. 17. Liquidation. Upon the dissolution of the Company, the liquidation will be carried out by one or several liquidators, whether shareholders or not, appointed by the shareholder(s) who will determine their powers and remuneration.

Art. 18. Statutory auditor - External auditor. In accordance with article 200 of the Law, the Company need only be audited by a statutory auditor if it has more than 25 shareholders. An external auditor needs to be appointed whenever the exemption provided by article 256 (2) of the Law does not apply.

Art. 19. Reference to Legal Provisions. Reference is made to the provisions of the Law for all matters for which no specific provision is made in the Articles.

Subscription and payment

All shares have been subscribed as follows:

	Shares
Hutton Collins Capital Partners II LP:	500
Total	500

All shares have been fully subscribed and paid up in cash so that the amount of twelve thousand five hundred euro (€ 12,500) is at the free disposal of the Company as has been proved to the undersigned notary who expressly bears witness to it.

Transitory provisions

By way of derogation to article 13 of the present Articles, the Company's current accounting year is to run from the date of this deed until 31 December 2008.

Estimate of costs

The expenses, costs, remunerations and charges in any form whatsoever, which shall be born by the Company as a result of the present deed are estimated to be approximately EUR 1,800.- (one thousand eight hundred euro).

Extraordinary general meeting

Immediately after the incorporation, the sole shareholder, representing the entire subscribed capital of the Company, has herewith adopted the following resolutions:

1. The sole shareholder appoints as managers of the Company:

- Mr Dominic James Barbour, Finance Director, having his professional address in 50 Pall Mall London SW1Y 5JH, United Kingdom;

- Mr Doeke van der Molen, manager, having its professional address at 2-8, avenue Charles de Gaulle, L-1653 Luxembourg; and

- Mrs Séverine Canova, lawyer, having its professional address at 2-8, avenue Charles de Gaulle, L-1653 Luxembourg.

2. The registered office is established at 2-8, avenue Charles de Gaulle, L-1653 Luxembourg.

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing party, the present deed is worded in English, followed by a French version, at the request of the same appearing party, in case of discrepancies between the English and the French text, the English version will be prevailing.

Whereof the present notarial deed is drawn in Luxembourg, on the year and day first above written.

The document having been read to the proxyholder of the appearing party, the proxyholder of the appearing person signed together with Us, the notary, the present original deed.

Suit la version française du texte qui précède:

L'an deux mille huit, le vingt-trois juillet.

Par-devant Maître Henri Hellinckx, notaire de résidence à Luxembourg.

A COMPARU:

Hutton Collins Capital Partners II LP, un limited partnership constitué selon les lois du Royaume-Uni, ayant son siège à 50 Pall Mall Londres SW1Y 5JH, Royaume-Uni;

ici représenté par Candida Gillespie, employée privée, résident à Luxembourg, en vertu d'une procuration sous seing privé.

Ladite procuration, après avoir été paraphée et signée ne varietur par le mandataire du comparant et le notaire instrumentaire, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Lequel comparant, ès-qualité en vertu de laquelle il agit, a requis le notaire instrumentaire d'arrêter les statuts (ci-après les Statuts) d'une société à responsabilité limitée qu'il déclare constituer comme suit:

Art. 1^{er}. Nom et durée. Il existe par les présentes une société à responsabilité limitée sous la dénomination de "HC INVESTISSEMENTS SDH S.à.r.l." (ci-après la Société).

La Société est constituée pour une durée illimitée.

Art. 2. Objet social. La Société a pour objet d'accomplir toutes opérations se rapportant directement ou indirectement à la prise de participations et de tout intérêt financier, sous quelque forme que ce soit, dans toute entreprise, ainsi que le financement, l'administration, la gestion, le contrôle et le développement de ceux-ci.

La Société pourra utiliser ses fonds pour créer, administrer, développer et céder ses avoirs actuels et futurs et notamment un portefeuille se composant de titres de toute origine, constituer, développer et contrôler toute entreprise ou société, acquérir par investissement, souscription, prise ferme ou option d'achat tous titres et droits de propriété

intellectuelle, les réaliser par voie de vente, de cession, d'échange ou autrement, se voir accorder ou accorder des licences sur des droits de propriété intellectuelle et accorder aux sociétés dans lesquelles la Société détient une participation ou un intérêt financier direct ou indirect et à des sociétés de son groupe, ou au profit de celles-ci, toute assistance, y compris, mais non limité à de l'assistance dans la gestion et le développement de ces sociétés et de leur portefeuille, assistance financière, prêts, avances ou garanties.

La Société pourra emprunter, sous quelque forme que ce soit, sauf par voie d'offre publique. Elle peut procéder, uniquement par voie de placement privé, à l'émission de titres, obligations, bons de caisse et tous titres de dettes et/ou de valeurs mobilières sous forme nominative et soumise à des restrictions de transfert. La Société pourra accorder tous crédits, y compris les intérêts de prêts et/ou émissions de valeurs mobilières, à ses filiales ou sociétés affiliées. Elle peut aussi apporter des garanties et octroyer des sûretés en faveur de tiers afin d'assurer ses obligations ou les obligations de ses filiales, sociétés affiliées ou tout autre société. La Société pourra en outre mettre en gage, transférer, encombrer ou autrement créer une garantie sur tous ou certains de ses actifs.

La Société peut accomplir toutes opérations industrielles ou commerciales favorisant directement ou indirectement l'accomplissement et le développement de son objet social. La Société doit être considérée comme Société de Participations Financières (SOPARFI).

Art. 3. Siège social. Le siège de la Société est établi à Luxembourg-Ville, Grand-Duché de Luxembourg.

Il peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par résolution prise en assemblée générale extraordinaire des associés statuant comme en matière de changement des Statuts.

L'adresse du siège social peut être transférée endéans les limites de la commune par simple décision du ou des gérants.

La Société peut ouvrir des bureaux et des succursales dans tous autres lieux du pays ainsi qu'à l'étranger.

Art. 4. Capital. Le capital social de la Société est fixé à la somme de douze mille cinq cents euros (€ 12.500) représenté par cinq cents (500) parts sociales ordinaires d'une valeur nominale de vingt cinq euros (€ 25) chacune.

Le capital social souscrit pourra à tout moment être modifié moyennant résolution de l'assemblée générale des associés délibérant comme en matière de modifications des Statuts.

Art. 5. Parts sociales. Chaque part sociale donne droit à une fraction, proportionnelle au nombre des parts existantes, de l'actif ainsi que des bénéfices de la Société.

Les parts sociales sont indivisibles à l'égard de la Société qui ne reconnaît qu'un seul propriétaire pour chacune d'elles. Les copropriétaires indivis de parts sociales sont tenus de se faire représenter auprès de la Société par une seule et même personne.

Le décès, l'interdiction, la faillite ou la déconfiture de l'associé unique, sinon d'un des associés, ne mettent pas fin à la Société.

Art. 6. Cession des parts sociales. S'il y a un associé unique, les parts sociales détenues par l'associé unique sont librement cessibles aux tiers.

En cas de pluralité d'associés, les parts sociales ne sont cessibles entre vifs à des tiers, non associés, que suite à l'approbation préalable des associés représentant au moins trois quarts du capital social souscrit. Les parts sociales sont librement cessibles entre associés.

Les parts sociales ne peuvent être transmises pour cause de mort à des non associés que moyennant l'agrément des propriétaires de parts sociales représentant les trois quarts des droits appartenant aux survivants.

Art. 7. Rachat de parts sociales. La Société pourra, dans le respect des dispositions de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi), racheter les parts sociales de son propre capital social.

L'acquisition et la disposition par la Société de parts sociales de son propre capital social ne pourront avoir lieu qu'en vertu d'une résolution et conformément aux conditions qui seront décidées par une assemblée générale des associés statuant comme en matière de modifications des Statuts.

Art. 8. Gérance. La société est gérée par un ou plusieurs gérants. En cas de pluralité de gérants, ils constituent un conseil de gérance. Les gérants n'ont pas besoin d'être des associés. La majorité des membres du conseil de gérance doivent toujours résider au Luxembourg. Les gérants peuvent être nommés, révoqués ou remplacés à tout moment et ad nutum par une décision adoptée par les associés détenant plus de la moitié du capital social.

Art. 9. Réunions du conseil de gérance. Les réunions du conseil de gérance sont convoquées par tout membre du conseil de gérance.

Les gérants sont convoqués séparément à chaque réunion du conseil de gérance. Excepté dans les cas d'urgence, une convocation écrite à toutes les réunions du conseil de gérance sera donnée à tous les gérants, par lettre, télégramme, télécopie ou télex, au moins 24 (vingt-quatre) heures avant l'heure de la dite réunion.

Les gérants peuvent renoncer à la convocation si tous les gérants sont présents ou représentés et s'ils déclarent avoir été dûment informés sur l'ordre du jour de la réunion. Aucune convocation spéciale n'est requise pour des réunions tenues à une date et un endroit prévus lors d'une planification de réunions préalablement adoptée par résolution du

conseil de gérance. Les réunions seront tenues au lieu, jour et heure spécifiés dans la convocation, sauf que toutes les réunions doivent se tenir à Luxembourg.

Chaque gérant peut participer à une réunion en nommant comme mandataire un autre gérant par lettre, télécopie ou tout autre moyen de télécommunication approprié, sauf qu'un gérant qui n'est pas un résident fiscal du Royaume-Uni ne peut pas nommer comme mandataire un gérant qui est résident fiscal du Royaume-Uni. Un gérant peut représenter plus d'un de ses collègues, à condition toutefois qu'au moins deux gérants participent à la réunion. Les gérants peuvent voter par voie téléphonique, en confirmant ce vote par écrit. Le conseil de gérance ne peut valablement délibérer et statuer uniquement que si la majorité de ses membres est présente ou représentée. Les résolutions sont prises à la majorité des voix exprimées.

Chaque gérant peut participer aux réunions du conseil par conférence téléphonique ou vidéo conférence, ou par tout autre moyen similaire de communication ayant pour effet que toutes les personnes participant au conseil puissent communiquer mutuellement. Dans ce cas, le ou les membres concernés seront censés avoir participé en personne à la réunion.

En cas d'urgence seulement, les résolutions signées par tous les gérants sont valablement adoptées et engagent la Société dans la même manière que les résolutions prises à une réunion de conseil de gérance dûment convoquée et tenue. De telles signatures peuvent apparaître sur un seul document ou sur des copies multiples d'une résolution identique et peuvent résulter de lettres, télécopies ou télex.

Les décisions du conseil de gérance seront documentées dans un procès-verbal. Aucun procès-verbal du conseil de gérance ne sera préparé au Royaume-Uni.

Art. 10. Représentation - Signatures autorisées. Vis-à-vis des tiers, le ou les gérants ont les pouvoirs les plus étendus pour agir au nom de la Société en toutes circonstances et pour exécuter et approuver les actes et opérations en relation avec l'objet social de la Société.

Tous les pouvoirs non expressément réservés par la Loi ou les Statuts à l'assemblée générale des associés sont de la compétence du gérant, ou en cas de pluralité de gérants, du conseil de gérance.

En cas de gérants unique, la Société sera engagée par la seule signature du gérant, et en cas de pluralité de gérants, par la signature conjointe de deux membres du conseil de gérance.

Le gérant unique, ou en cas de pluralité de gérants, le conseil de gérance pourra déléguer ses compétences pour des opérations spécifiques à un ou plusieurs mandataires hoc.

Le gérant unique, ou en cas de pluralité de gérants, le conseil de gérance déterminera les responsabilités du mandataire et son éventuelle rémunération, la durée de la période de représentation et n'importe quelles autres conditions pertinentes de ce mandat.

Art. 11. Responsabilité des gérants. Le ou les gérants (selon le cas) ne contractent en raison de sa/leur position, aucune responsabilité personnelle pour un engagement valablement pris par lui/eux au nom de la Société, aussi longtemps que cet engagement est conforme aux Statuts et aux dispositions applicables de la Loi.

Art. 12. Assemblées générales des associés. L'associé unique exerce les pouvoirs dévolus à l'assemblée générale des associés.

En cas de pluralité d'associés, chaque associé a le droit d'assister aux assemblées générales des associés quel que soit le nombre de parts qui lui appartiennent. Chaque associé a un nombre de voix proportionnel au nombre de parts qu'il possède. Les décisions collectives ne sont valablement prises que pour autant qu'elles aient été adoptées par des associés représentant plus de la moitié du capital social.

Cependant, les résolutions portant modification des Statuts ou dissolution et liquidation de la Société ne pourront être prises que par l'accord de la majorité en nombre des associés représentant au moins les trois quarts du capital social, sous réserve des dispositions de la Loi

Les résolutions des associés pourront, au lieu d'être prises lors d'une assemblée générale des associés, être prises par écrit par tous les associés. Dans cette hypothèse, un projet explicite de la ou des résolutions à prendre devra être envoyé à chaque associé, et chaque associé signera la ou les résolutions. Des résolutions passées par écrit et reprises sur un document unique ou sur plusieurs documents séparés auront le même effet que des résolutions prises lors d'une assemblée générale des associés.

Art. 13. Année sociale. L'année sociale commence le 1^{er} janvier et se termine le 31 décembre de chaque année.

Art. 14. Comptes sociaux. Chaque année, les livres sont clos et le gérant, ou en cas de pluralité de gérants, le conseil de gérance prépare le bilan et le compte de pertes et profits.

Art. 15. Distribution des bénéfices - Réserves. Un montant égal à cinq pour cent (5%) des bénéfices nets de la Société est affecté à l'établissement de la réserve légale, jusqu'à ce que cette réserve atteigne dix pour cent (10%) du capital social de la Société.

Le solde peut être distribué aux associés en proportion de la participation qu'ils détiennent dans la Société. Le gérant unique ou en cas de pluralité de gérants, le conseil de gérance a, sous réserve des dispositions légales applicables, le pouvoir de faire payer un ou plusieurs dividendes intérimaires.

Art. 16. Dissolution. La Société peut à tout moment être dissoute par résolution prise en l'assemblée générale des actionnaires statuant comme en matière de changement des Statuts.

Art. 17. Liquidation. En cas de dissolution de la Société, la liquidation sera réalisée par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui détermineront leurs pouvoirs et leur rémunération.

Art. 18. Commissaire aux comptes - Réviseur d'entreprises. Conformément à l'article 200 de la Loi, la Société ne devra faire vérifier ses comptes par un commissaire que si elle a plus de 25 associés. Un réviseur d'entreprises doit être nommé si l'exemption prévue par l'article 256 (2) de la Loi n'est pas applicable.

Art. 19. Référence aux dispositions légales. Pour tous les points non expressément prévus aux présents statuts, il en est fait référence aux dispositions de la Loi.

Souscription et libération

Toutes les parts sociales ont été souscrites de la manière suivante:

	Parts sociales
Hutton Collins Capital Partners II LP:	500
Total	500

Toutes ces parts ont été libérées entièrement par paiement en numéraire, de sorte que le montant de douze mille cinq cents euros (€ 12.500) est à la libre disposition de la Société, ainsi qu'il en a été justifié au notaire instrumentaire qui le constate expressément.

Dispositions transitoires

Par dérogation à l'article 13 des présents statuts, le premier exercice social commence le jour du présent acte et finit le 31 décembre 2008.

Evaluation des frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui sont mis à sa charge en raison de sa constitution, s'élève à approximativement EUR 1.800.- (mille huit cents euros).

Assemblée générale extraordinaire

Immédiatement après la constitution de la Société, l'associé unique, représentant la totalité du capital social, a pris les résolutions suivantes:

1. L'associé unique désigne comme gérants de la Société:

- M. Dominic James Barbour, Directeur Financier, ayant son adresse professionnelle à 50 Pall Mall London SW1Y 5JH, Royaume-Uni;

- M. Doeke van der Molen, gérant, ayant son adresse professionnelle au 2-8, avenue Charles de Gaulle, L-1653 Luxembourg; et

- Mme Séverine Canova, juriste, ayant son adresse professionnelle au 2-8, avenue Charles de Gaulle, L-1653 Luxembourg.

2. Le siège social de la Société est établi à 2-8, avenue Charles de Gaulle, L-1653 Luxembourg.

Le notaire soussigné, qui comprend et parle l'anglais déclare qu'à la requête des parties comparantes, le présent acte a été établi en anglais, suivi d'une version française. A la requête de ces mêmes parties comparantes, et en cas de divergences entre le texte anglais et le texte français, la version anglaise prévaudra.

DONT ACTE, fait et passé à Luxembourg, date qu'en tête des présentes.

Et après lecture faite au mandataire du comparant, connu du notaire par nom, prénom usuel, état et demeure, il a signé avec le notaire le présent acte.

Signé: C. Gillespie, H. Hellinckx.

Enregistré à Luxembourg, le 28 juillet 2008, LAC/2008/31339. — Reçu soixante- euros cinquante cents (0,50% = 62,50.- EUR).

Le Receveur (signé): *.

POUR COPIE CONFORME, délivrée aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 11 août 2008.

Henri HELLINCKX.

Référence de publication: 2008112198/242/355.

(080130304) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

O.B.B. Realinvest (Finance Leases) S.A., Société Anonyme.

Siège social: L-1371 Luxembourg, 7, Val Sainte Croix.
R.C.S. Luxembourg B 122.719.

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EXTRAIT

La société Luxembourg International Consulting S.A. en abrégé «Interconsult» a démissionné de sa fonction de commissaire aux comptes avec effet immédiat en date du 7 août 2008.

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

Luxembourg, le 18 août 2008.

Pour extrait conforme

Interconsult S.A.

Signatures

Référence de publication: 2008112369/536/17.

Enregistré à Luxembourg, le 25 août 2008, réf. LSO-CT10978. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130088) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Europarc Kerpen A2 S.A., Société Anonyme.

Siège social: L-1371 Luxembourg, 7, Val Sainte Croix.
R.C.S. Luxembourg B 120.729.

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EXTRAIT

La société Luxembourg International Consulting S.A. en abrégé «Interconsult» a démissionné de sa fonction de commissaire aux comptes avec effet immédiat en date du 7 août 2008.

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

Luxembourg, le 18 août 2008.

Pour extrait conforme

Interconsult S.A.

Signatures

Référence de publication: 2008112374/536/17.

Enregistré à Luxembourg, le 25 août 2008, réf. LSO-CT10940. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130079) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Freo Germany II Partners (SCA) SICAR, Société en Commandite par Actions sous la forme d'une Société d'Investissement en Capital à Risque.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 123.906.

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Extrait des décisions prises par les associés en date du 30 mai 2008

1. Le mandat de membre du conseil de surveillance venu à échéance de Monsieur Wolfram FÜNDER n'a pas été renouvelé.

2. Le mandat de membre du conseil de surveillance venu à échéance de Monsieur Alain HEINZ n'a pas été renouvelé.

3. Le mandat de membre du conseil de surveillance venu à échéance de Monsieur Charles MEYER n'a pas été renouvelé.

Luxembourg, le 21 août 2008.

Pour extrait sincère et conforme

Pour FREO GERMANY II PARTNERS (SCA) SICAR

Fortis Intertrust (Luxembourg) S.A.

Signatures

Référence de publication: 2008112438/29/20.

Enregistré à Luxembourg, le 27 août 2008, réf. LSO-CT11984. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130815) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

**Gescom Service, Société Anonyme,
(anc. D.E.C.G.M. S.A.).**

Siège social: L-8522 Beckerich, 6, Jos Seylerstroos.
R.C.S. Luxembourg B 127.946.

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EXTRAIT

Il résulte de l'assemblée générale extraordinaire de la société anonyme de la société anonyme GESCOM SERVICE SA, anciennement D.E.C.G.M. S.A., avec siège social à L-8522 BECKERICH, 6 Jos Seylerstroos,

constituée suivant acte reçu par le notaire Marc LECUIT, de résidence à Mersch, en date du 7 mai 2007, publié au Mémorial, Recueil des Sociétés et Associations C, numéro 1.350 du 4 juillet 2007, page 64.783,

inscrite au registre de commerce et des sociétés sous le numéro B 127.946,

tenue en date du 18 août 2008,

enregistré à Diekirch en date du 26 août 2008, sous le référence DSO CT 00219,

que les actionnaires de la société prédite ont pris à l'unanimité des voix les résolutions suivantes:

Révocation de Madame Marie-Thérèse Garnier, sans état particulier, née à Meaux (France) le 4 octobre 1958, demeurant F-93.410 (France) Vaujours, 98, rue de Meaux, avec effet au 16 juin 2008 comme administrateur-délégué

Redange/Attert, le 27 août 2008.

Pour extrait conforme

Karine REUTER

Notaire

Référence de publication: 2008112435/7851/23.

(080130602) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

GSI Holding S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 93.227.

Extrait des décisions prises par l'assemblée générale des actionnaires tenue en date du 11 juillet 2008

1. Maître Fabio GAGGINI a été reconduit dans ses mandats d'administrateur et de président du conseil d'administration jusqu'à l'issue de l'assemblée générale statutaire de 2014.

2. Monsieur Eric MAGRINI a été reconduit dans son mandat d'administrateur jusqu'à l'issue de l'assemblée générale statutaire de 2014.

3. Monsieur Philippe TOUSSAINT a été reconduit dans son mandat d'administrateur jusqu'à l'issue de l'assemblée générale statutaire de 2014.

4. La société à responsabilité limitée COMCOLUX S.à r.l. a été reconduite dans son mandat de commissaire aux comptes jusqu'à l'issue de l'assemblée générale statutaire de 2014.

Luxembourg, le 21/08/2008.

Pour extrait sincère et conforme

Pour GSI HOLDING S.A.

Fortis Intertrust (Luxembourg) S.A.

Signatures

Référence de publication: 2008112436/29/23.

Enregistré à Luxembourg, le 27 août 2008, réf. LSO-CT11991. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130810) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Freo Germany II Partners (SCA) SICAR, Société en Commandite par Actions sous la forme d'une Société d'Investissement en Capital à Risque.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 123.906.

Extrait de la décision prise par l'associé gérant commandité en date du 14 avril 2008

La société à responsabilité limitée PricewaterhouseCoopers, R.C.S. Luxembourg B 65.477, ayant son siège social à L-1014 Luxembourg, 400, route d'Esch, a été nommée comme réviseur d'entreprises en charge de l'audit des comptes annuels au 31 décembre 2007 et au 31 décembre 2008.

Luxembourg, le 21 août 2008.

Pour extrait sincère et conforme
Pour FREQ GERMANY II PARTNERS (SCA) SICAR
Fortis Intertrust (Luxembourg) S.A.
Signatures

Référence de publication: 2008112437/29/19.

Enregistré à Luxembourg, le 27 août 2008, réf. LSO-CT11983. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130814) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Elpee Productions S.à r.l., Société à responsabilité limitée.

Siège social: L-4398 Pontpierre, 5, Am Armschlag.

R.C.S. Luxembourg B 85.806.

Concerne: démission du poste de gérant technique dans la société à responsabilité limitée ELPEE PRODUCTIONS S.à.r.l.

Je me vois malheureusement contraint de démissionner de mon poste d'administrateur technique et ce avec effet immédiat.

Copie de la présente est adressée au gérant administratif.

Pontpierre, le 28/08/2008.

Signature.

Référence de publication: 2008112440/9343/15.

Enregistré à Luxembourg, le 1^{er} septembre 2008, réf. LSO-CU00386. - Reçu 89,0 euros.

Le Receveur (signé): G. Reuland.

(080130641) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Neo Invest Sàrl, Société à responsabilité limitée.

Siège social: L-2134 Luxembourg, 58, rue Charles Martel.

R.C.S. Luxembourg B 138.012.

Il résulte du transfert de parts sociales en date du 31 juillet 2008 que:

Pallister Holdings Limited, ayant son siège social à 9, Columbus Centre, Pelican Drive, Road Town, Tortola, Iles Vierges Britanniques a transféré le 31 juillet 2008 l'intégralité des parts sociales (500) à Salvadore Group Holdings Limited, ayant son siège social à Aleman, Cordero, Galindo & Lee Trust (BVI), 3rd Floor, Geneva Place, Waterfront Drive, P.O. Box 3175, Road Town, Tortola, Iles Vierges Britanniques.

Luxembourg, le 26 août 2008.

Pour extrait conforme
Pour la société
Signature
Un mandataire

Référence de publication: 2008112442/631/19.

Enregistré à Luxembourg, le 1^{er} septembre 2008, réf. LSO-CU00156. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130600) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Capitale Ingenium S.A., Société Anonyme.

Siège social: L-1259 Senningerberg, Zone Industrielle Breedewues.

R.C.S. Luxembourg B 110.618.

Extrait du procès-verbal de l'Assemblée Générale Extraordinaire tenue au siège social le 2 juillet 2008 à 9.00 heures

A l'unanimité, il a été décidé ce qui suit:

1 - Acceptation de la démission de Monsieur Jean FRANCOIS, Employé privé, né le 19 janvier 1960 à Montegnée (Belgique), demeurant 20, rue Mathias Goergen - L-8028 Strassen de son poste d'Administrateur-délégué.

2 - Plus rien n'étant à l'ordre du jour, la séance est levée après lecture du procès-verbal qui est signé par le Président, le Secrétaire et le Scrutateur.

Signature / Signature / Signature
Le Président / Le Secrétaire / Le Scrutateur

Référence de publication: 2008112424/642/17.

Enregistré à Luxembourg, le 27 août 2008, réf. LSO-CT12150. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130487) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

AMB UK Luxembourg Holding 1 S. à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2520 Luxembourg, 1, allée Scheffer.

R.C.S. Luxembourg B 132.141.

Il résulte des résolutions écrites prises par l'associé unique de la Société en date du 12 août 2008 qu'il a été décidé à l'unanimité:

1. d'accepter la démission en tant que gérant avec effet au 12 août 2008 de Monsieur Arthur Gérard Marie Tielens.
2. De nommer en remplacement du gérant démissionnaire avec effet immédiat au 12 août 2008 et pour une période renouvelable d'un an prenant fin après l'approbation des comptes annuels au 31 décembre 2008 de la Société, Monsieur Antonius Woutherus Josef van Vlerken, né le 22 octobre 1966 à Mierlo (Pays-Bas), ayant son adresse privée à Vossenlaan 18, 5581 EC Waalre (Pays-Bas).

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

Luxembourg, le 25 août 2008.

Pour la société

TMF Corporate Services S.A.

Gérant

Signatures

Référence de publication: 2008112402/805/23.

Enregistré à Luxembourg, le 29 août 2008, réf. LSO-CT12862. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130475) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

AMB UK Luxembourg Holding 2 S. à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2520 Luxembourg, 1, allée Scheffer.

R.C.S. Luxembourg B 132.142.

Il résulte des résolutions écrites prises par l'associé unique de la Société en date du 12 août 2008 qu'il a été décidé à l'unanimité:

1. d'accepter la démission en tant que gérant avec effet au 12 août 2008 de Monsieur Arthur Gérard Marie Tielens.
2. De nommer en remplacement du gérant démissionnaire avec effet immédiat au 12 août 2008 et pour une période renouvelable d'un an prenant fin après l'approbation des comptes annuels au 31 décembre 2008 de la Société, Monsieur Antonius Woutherus Josef van Vlerken, né le 22 octobre 1966 à Mierlo (Pays-Bas), ayant son adresse privée à Vossenlaan 18, 5581 EC Waalre (Pays-Bas).

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

Luxembourg, le 25 août 2008.

Pour la société

TMF Corporate Services S.A.

Gérant

Signatures

Référence de publication: 2008112403/805/23.

Enregistré à Luxembourg, le 29 août 2008, réf. LSO-CT12865. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130478) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Ridgefield Holdco, Société à responsabilité limitée.

Capital social: EUR 4.231.540,00.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.

R.C.S. Luxembourg B 124.339.

Transferts de parts sociales

Il résulte d'un contrat de transferts de parts sociales signé en date du 26.09.2007 que six associés de la Société ont transféré une partie de leurs parts sociales ordinaires de classe B au limited partnership AZ II EQUITY PLAN L.P., comme suit:

- Vestar Capital Partners V, L.P. lui a transféré 2,117 de ses parts sociales ordinaires de classe B
- Vestar Capital Partners V-A, L.P. lui a transféré 583 de ses parts sociales ordinaires de classe B
- Vestar Executives V, L.P. lui a transféré 35 de ses parts sociales ordinaires de classe B
- PAC S.à r.l. lui a transféré 197 de ses parts sociales ordinaires de classe B
- CEP II Co-Investment. S.à r.l. SICAR lui a transféré 1,607 de ses parts sociales ordinaires de classe B
- CEP II Participations S.à r.l. SICAR lui a transféré 1,325 de ses parts sociales ordinaires de classe B

Depuis cette date, les parts sociales de la Société sont réparties comme suit:

- Vestar Capital Partners V, L.P., domiciliée à Walker House, Mary Street, Grand Cayman, Georgetown, Cayman Islands, enregistrée sous le numéro WK-15963, détient 1,292,215 parts sociales ordinaires de classe B
- Vestar Capital Partners V-A, L.P., domiciliée à Walker House, Mary Street, Grand Cayman, Georgetown, Cayman Islands, enregistrée sous le numéro WK-16097, détient 355,388 parts sociales ordinaires de classe B
- Vestar Executives V, L.P., domiciliée à Walker House, Mary Street, Grand Cayman, Georgetown, Cayman Islands, enregistrée sous le numéro WK-16411, détient 21,463 parts sociales ordinaires de classe B
- PAC S.à r.l., domiciliée au 8-10, rue Mathias Hardt, L-1717 Luxembourg, enregistrée sous le numéro B127047, détient 120,184 parts sociales ordinaires de classe B
- CEP II Co-Investment S.à r.l. SICAR, domiciliée au 2, avenue Charles de Gaulle, L-1653 Luxembourg, enregistrée sous le numéro B114414, détient 980,575 parts sociales ordinaires de classe B
- CEP II Participations S.à r.l. SICAR, domiciliée au 2, avenue Charles de Gaulle, L-1653 Luxembourg, enregistrée sous le numéro B96017, détient 808,675 parts sociales ordinaires de classe B
- Thomas von Krannichfeldt, domicilié à 37 Eustis Lane, Ridgefield CT 6877, Connecticut, Etats-Unis, détient 87,015 parts sociales ordinaires de classe A et 6,638 parts sociales ordinaires de classe C
- Ken Greatbatch, domicilié à The Chevin, Cokes Lane, Calfont St. Giles, Bucks, HP8 4UD, Royaume-Uni, détient 62,153 parts sociales ordinaires de classe A et 3,982 parts sociales ordinaires de classe C
- Stephen Hannam, domicilié à 48 West Avenue, Denbighshire, Prestatyn LL19 9HA, Royaume-Uni, détient 6,215 parts sociales ordinaires de classe A et 1,106 parts sociales ordinaires de classe C
- Sir Denys Henderson, domicilié à The Penthouse, Flat 7, Boyne House, 9 Grove Road, Beaconsfield, Bucks HP9 1UN, Royaume-Uni, détient 6,215 parts sociales ordinaires de classe A et 2,213 parts sociales ordinaires de classe C
- Robert Coxon, domicilié à Royston House, 63 Darlington Road, Hartburn, Stockton-on-Tees TS18 5EU, Royaume-Uni, détient 9,323 parts sociales ordinaires de classe A et 1,326 parts sociales ordinaires de classe C
- Werner Interthal, domicilié à Dr. Ludwig Opel strasse 62, Rüsselsheim, D-65428, Allemagne, détient 6,215 parts sociales ordinaires de classe A
- CL. Nominees Limited, domiciliée à Elizabeth House, Les Ruettes Braye, St Peter Port, Guernsey GY1 4LX, Channel Islands, enregistrée sous le numéro 6344, détient 435,073 parts sociales ordinaires de classe A et 19,702 parts sociales ordinaires de classe C
- AZ II Equity Plan LP, domicilié à Elizabeth House, Les Ruettes Braye, St Peter Port, Guernsey GY1 4LX, Channel Islands, enregistrée sous le numéro 918, détient 5,864 parts sociales ordinaires de classe B.

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

Luxembourg, le 4 août 2008.

RIDGEFIELD HOLDCO

Zeina Bain / Jean-François Félix

(A) Manager / (B) Manager

Référence de publication: 2008112430/2508/55.

Enregistré à Luxembourg, le 28 août 2008, réf. LSO-CT12552. - Reçu 16,0 euros.

Le Receveur (signé): G. Reuland.

(080130343) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

AMB UK Finco S. à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2520 Luxembourg, 1, Allée Scheffer.

R.C.S. Luxembourg B 132.143.

Il résulte des résolutions écrites prises par les associés de la Société en date du 12 août 2008 qu'il a été décidé à l'unanimité:

1. d'accepter la démission en tant que gérant avec effet au 12 août 2008 de Monsieur Arthur Gérard Marie Tielens.
2. De nommer en remplacement du gérant démissionnaire avec effet immédiat au 12 août 2008 et pour une période renouvelable d'un an prenant fin après l'approbation des comptes annuels au 31 décembre 2008 de la Société, Monsieur Antonius Woutherus Josef van Vlerken, né le 22 octobre 1966 à Mierlo (Pays-Bas), ayant son adresse privée à Vossenlaan 18, 5581 EC Waalre (Pays-Bas).

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

Luxembourg, le 25 août 2008.

Pour la société

TMF Corporate Services S.A.

Gérant

Signatures

Référence de publication: 2008112401/805/23.

Enregistré à Luxembourg, le 29 août 2008, réf. LSO-CT12860. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130472) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Sun Hotels International S.A., Société Anonyme Holding.

Siège social: L-2163 Luxembourg, 23, avenue Monterey.

R.C.S. Luxembourg B 22.373.

La société FINDI S. à r. l., avec siège social au 23, avenue Monterey, L-2086 Luxembourg, inscrite au R.C.S. de et à Luxembourg sous le numéro B-107315, nommée Administrateur en date du 07/11/2005, a désigné Madame Corinne BITTERLICH, née le 2 juillet 1969, conseiller juridique, demeurant professionnellement au 23, avenue Monterey, L-2086 Luxembourg, comme représentant permanent pour toute la durée de son mandat, arrivant à échéance lors de l'Assemblée Générale Statutaire de l'an 2011.

La société MADAS S. à r. l., avec siège social au 23, avenue Monterey, L-2086 Luxembourg, inscrite au R.C.S. de et à Luxembourg sous le numéro B-107316, nommée Administrateur en date du 07/11/2005, a désigné Monsieur Alain RENARD, né le 18 juillet 1963, employé privé, demeurant professionnellement au 23, avenue Monterey, L-2086 Luxembourg, comme représentant permanent pour toute la durée de son mandat, arrivant à échéance lors de l'Assemblée Générale Statutaire de l'an 2011.

La société LOUV S.à r.l., avec siège social au 23, avenue Monterey, L-2086 Luxembourg, inscrite au R.C.S. de et à Luxembourg sous le numéro B-89272, nommée Administrateur en date du 07/11/2005, a désigné Monsieur Marc LIMPENS, né le 17 février 1951, employé privé, demeurant professionnellement au 23, avenue Monterey, L-2086 Luxembourg, comme représentant permanent pour toute la durée de son mandat, arrivant à échéance lors de l'Assemblée Générale Statutaire de l'an 2011.

Fait à Luxembourg, le 17 septembre 2007.

SUN HOTELS INTERNATIONAL S.A.

LOUV S.à r.l. / MADAS S.à r.l.

Administrateur / Administrateur, Président du Conseil d'Administration

M. LIMPENS / A. RENARD

Représentant Permanent / Représentant Permanent

Référence de publication: 2008112461/795/30.

Enregistré à Luxembourg, le 26 août 2008, réf. LSO-CT11616. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130162) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Ka Finpart S.A., Société Anonyme.

Siège social: L-2163 Luxembourg, 23, avenue Monterey.
R.C.S. Luxembourg B 77.598.

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Extrait des résolutions prises lors de l'Assemblée Générale Statutaire tenue exceptionnellement le 25 juillet 2008

- Mesdames Céline BONVALET et Antonella GRAZIANO, toutes deux employées privées et demeurant professionnellement au 23, avenue Monterey, L-2086 Luxembourg sont nommées nouveaux Administrateurs de catégorie B en remplacement des sociétés LOUV S. à r.l. et DMC S. à r.l. qui ne souhaitent plus se présenter aux suffrages, et ce pour une période statutaire d'un an jusqu'à l'Assemblée Générale Statutaire de l'an 2009

- Le mandat de Commissaire aux Comptes de la société FIN CONTROLE S.A., société anonyme avec siège social au 26, rue Louvigny, L-1946 Luxembourg est reconduit pour une nouvelle période statutaire d'un an jusqu'à l'Assemblée Générale Statutaire de l'an 2009.

Fait à Luxembourg, le 25 juillet 2008.

Certifié sincère et conforme

Pour KA FINPART S.A.

Services Généraux de Gestion S.A.

Agent domiciliataire

Signatures

Référence de publication: 2008112462/795/23.

Enregistré à Luxembourg, le 26 août 2008, réf. LSO-CT11624. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130159) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

DMC S. à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2163 Luxembourg, 23, avenue Monterey.
R.C.S. Luxembourg B 107.314.

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Rectificatif en date du 19 août 2008

Par résolution prise par l'associé unique en date du 25 juillet 2008, déposée au Registre de Commerce et des Sociétés le 14 août 2008, sous le numéro L080121315.04, ont été nommés huit nouveaux gérants, avec pouvoir de signature conjoint à deux

Il résulte des vérifications effectuées ultérieurement qu'une erreur matérielle a été commise dans l'acte.

En conséquence, l'actionnaire unique souhaite acter qu'est nommé gérant:

- Monsieur Benoît CHAPPELLIER, employé privé, né le 5 mars 1965 à Messancy en Belgique, résidant professionnellement au 412F, route d'Esch, L2086 à Luxembourg, et non Benoît CHAPPELLIER comme indiqué erronément.

Services Généraux de Gestion S.A.

Signatures

Référence de publication: 2008112463/795/20.

Enregistré à Luxembourg, le 26 août 2008, réf. LSO-CT11628. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130150) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

EPF Fronhofer Galeria S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2633 Senningerberg, 6, route de Trèves.
R.C.S. Luxembourg B 117.705.

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En date du 28 juillet 2008, l'associé unique de la Société a décidé de modifier la durée du mandat de PricewaterhouseCoopers.

Désormais, le mandat de réviseur d'entreprise de PricewaterhouseCoopers est à durée déterminée renouvelable lors de l'assemblée générale annuelle pour une durée de un an.

PricewaterhouseCoopers est donc nommé jusqu'à l'assemblée générale annuelle qui statuera sur les comptes arrêtés au 31 décembre 2008, soit en 2009.

Pour extrait conforme et sincère
EPF Fronhofer Galeria Sàrl
Signature
Un mandataire

Référence de publication: 2008112464/5499/20.

Enregistré à Luxembourg, le 28 août 2008, réf. LSO-CT12683. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130126) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

JPMorgan European Property Finance S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 128.911.

En date du 28 juillet 2008, l'associé unique de la Société a décidé de modifier la durée du mandat de PricewaterhouseCoopers.

Désormais, le mandat de réviseur d'entreprise de PricewaterhouseCoopers est à durée déterminée renouvelable lors de l'assemblée générale annuelle pour une durée de un an.

PricewaterhouseCoopers est donc nommé jusqu'à l'assemblée générale annuelle qui statuera sur les comptes arrêtés au 31 décembre 2008, soit en 2009.

Pour extrait conforme et sincère
JPMorgan European Property Finance Sàrl
Signature
Un mandataire

Référence de publication: 2008112465/5499/20.

Enregistré à Luxembourg, le 28 août 2008, réf. LSO-CT12682. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130123) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

EPF Garden Towers S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 120.538.

En date du 28 juillet 2008, l'associé unique de la Société a décidé de modifier la durée du mandat de PricewaterhouseCoopers.

Désormais, le mandat de réviseur d'entreprise de PricewaterhouseCoopers est à durée déterminée renouvelable lors de l'assemblée générale annuelle pour une durée de un an.

PricewaterhouseCoopers est donc nommé jusqu'à l'assemblée générale annuelle qui statuera sur les comptes arrêtés au 31 décembre 2008, soit en 2009.

Pour extrait sincère et conforme
EPF Garden Towers Sàrl
Signature
Un mandataire

Référence de publication: 2008112466/5499/20.

Enregistré à Luxembourg, le 28 août 2008, réf. LSO-CT12684. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130120) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

EPF Capital Business Park S.à r.l., Société à responsabilité limitée.

Capital social: GBP 20.000,00.

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 128.912.

En date du 28 juillet 2008, l'associé unique de la Société a décidé de modifier la durée du mandat de PricewaterhouseCoopers.

Désormais, le mandat de réviseur d'entreprise de PricewaterhouseCoopers est à durée déterminée renouvelable lors de l'assemblée générale annuelle pour une durée de un an.

PricewaterhouseCoopers est donc nommé jusqu'à l'assemblée générale annuelle qui statuera sur les comptes arrêtés au 31 décembre 2008, soit en 2009.

Pour extrait sincère et conforme

EPF Capital Business Park Sàrl

Signature

Un mandataire

Référence de publication: 2008112467/5499/20.

Enregistré à Luxembourg, le 28 août 2008, réf. LSO-CT12680. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130110) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

EPF Frankfurt I S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 116.717.

En date du 28 juillet 2008, l'associé unique de la Société a décidé de modifier la durée du mandat de PricewaterhouseCoopers.

Désormais, le mandat de réviseur d'entreprise de PricewaterhouseCoopers est à durée déterminée renouvelable lors de l'assemblée générale annuelle pour une durée de un an.

PricewaterhouseCoopers est donc nommé jusqu'à l'assemblée générale annuelle qui statuera sur les comptes arrêtés au 31 décembre 2008, soit en 2009.

Pour extrait sincère et conforme

EPF Frankfurt I Sàrl

Signature

Un mandataire

Référence de publication: 2008112468/5499/20.

Enregistré à Luxembourg, le 28 août 2008, réf. LSO-CT12679. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130108) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Sun Hotels International S.A., Société Anonyme Holding.

Siège social: L-2163 Luxembourg, 23, avenue Monterey.

R.C.S. Luxembourg B 22.373.

Conformément aux dispositions de l'article 64 (2) de la loi modifiée du 10 août 1915 sur les sociétés commerciales, les Administrateurs élisent en leur sein un Président en la société MADAS S. à r. l., représentée par son représentant permanent, Monsieur Alain RENARD. La société MADAS S. à r. l. assumera cette fonction pendant la durée de son mandat.

Fait à Luxembourg, le 17 septembre 2007.

SUN HOTELS INTERNATIONAL S.A.

LOUV S.à r.l. / MADAS S.à r.l.

Administrateur / Administrateur, Président du Conseil d'Administration

M. LIMPENS / A. RENARD

Représentant Permanent / Représentant Permanent

Référence de publication: 2008112460/795/19.

Enregistré à Luxembourg, le 26 août 2008, réf. LSO-CT11620. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130170) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Link Logistics S.A., Société Anonyme.

Siège social: L-2146 Luxembourg, 63-65, rue de Merl.

R.C.S. Luxembourg B 45.964.

Auszug aus den Beschlüssen der ordentlichen Gesellschafterversammlung vom 7. Mai 2008

- Folgende Verwaltungsratsmitglieder werden einstimmig für das Jahr 2008 gewählt:

* Herr Alois Kettern (Kaufmann), Hauptstrasse, 19A, D-54429 Heddert, Allemagne;

* Herr Jean Link (Licencié H.E.C.), rue d'Olm, 18, L-8392 Nospelt, Luxembourg;

* Herr Frank Grueber (Kaufmann), Wasserlochstucke, 2, D-67661 Kaiserslautern, Allemagne;

* Herr Jean-Paul Kieffer (Maître en sciences économiques), rue des Jardins Fleuris, 15, F-57100 Veymerange, France.

- Die Fiduciaire Marc Muller, 3A, rue G. Kroll, L-1882 Luxembourg, wird einstimmig als Rechnungsprüfer für das Jahr 2007 ernannt.

Für gleichlaufenden Auszug

Unterschrift

Ein Bevollmächtigter

Référence de publication: 2008112458/780/20.

Enregistré à Luxembourg, le 21 août 2008, réf. LSO-CT09910. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130327) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

ING Lion S.A., Société Anonyme.

Siège social: L-2146 Luxembourg, 63-65, rue de Merl.

R.C.S. Luxembourg B 82.504.

Extrait des résolutions adoptées lors de l'assemblée générale extraordinaire tenue à Strassen le 30 novembre 2001

1) Conversion du capital social actuel LUF en EUR.

2) Augmentation du capital social de 13,31 EUR pour le porter de son montant actuel de 30 986,69€ à 31 000€ par incorporation des réserves.

3) Suppression de la valeur nominale des actions.

4) Adaptation de l'article 4 des statuts pour lui donner la teneur suivante:

«Le capital social est fixé à 31 000€ divisé en 1000 (mille) actions sans désignation de valeur nominale».

Pour extrait sincère et conforme

Pour réquisition et publication

STRASSREA S.A. (anc. ING LION S.A.)

Signature

Un mandataire

Référence de publication: 2008112457/780/21.

Enregistré à Luxembourg, le 21 août 2008, réf. LSO-CT09912. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130332) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

K V A, Société Anonyme.

Siège social: L-5365 Munsbach, Parc d'Activité Syrdall.

R.C.S. Luxembourg B 85.796.

Extrait du procès-verbal de l'assemblée générale extraordinaire des actionnaires tenue à Munsbach en date du 25 mars 2008

BENOY KARTHEISER MANAGEMENT SARL., représentée par Monsieur Jeannot DIEDERICH demeurant professionnellement au 45-47, route d'Arlon L-1140 LUXEMBOURG a été nommée en remplacement de WINCH CON-

SULTING SARL pour le mandat de commissaire aux comptes allant jusqu'à l'assemblée générale annuelle ordinaire qui se tiendra en 2009.

Luxembourg, le 25 mars 2008.

Pour la société

FIDUCIAIRE BENOY KARTHEISER

45-47, route d'Arlon, L-1140 LUXEMBOURG

Signature

Référence de publication: 2008112459/510/19.

Enregistré à Luxembourg, le 22 juillet 2008, réf. LSO-CS07918. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130210) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Madras Investments Holding S.A., Société Anonyme.

Siège social: L-2180 Luxembourg, 5, rue Jean Monnet.

R.C.S. Luxembourg B 109.360.

Extrait des résolutions adoptées lors de la réunion du Conseil d'administration tenue au siège de la société le 18 août 2008

Conformément à l'article 5 alinéa 5 des statuts, le Conseil d'administration décide, à l'unanimité de:

- déléguer la gestion journalière ainsi que la représentation de la société en ce qui concerne cette gestion à Monsieur Maurizio NICOLARDI et ce pour une durée indéterminée.

Monsieur Maurizio NICOLARDI, demeurant au 16, Via Tinus, CH-7500 St Moritz, Suisse, portera le titre d'«administrateur-délégué» et partant pourra engager la société par sa signature individuelle ou par la signature conjointe de deux administrateurs.

Pour réquisition et publication

Extrait sincère et conforme

MADRAS INVESTMENTS HOLDING SA.

Signature

Un mandataire

Référence de publication: 2008112455/780/21.

Enregistré à Luxembourg, le 22 août 2008, réf. LSO-CT10611. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130341) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Gecalux, Société Anonyme.

Siège social: L-2163 Luxembourg, 23, avenue Monterey.

R.C.S. Luxembourg B 22.094.

Il résulte du procès-verbal de l'Assemblée générale ordinaire prorogée du 4 juin 2008 que

- les sociétés FOYER S.A., ayant son siège social à L-3372 Leudelange, rue Léon Laval 12, et représentée habituellement par Monsieur François Tesch, FOYER ASSURANCES S.A., ayant son siège social à L-3372 Leudelange, rue Léon Laval 12, et représentée habituellement par Monsieur Marc Lauer, KBL EUROPEAN PRIVATE BANKERS S.A. (anciennement KREDIETBANK S.A. LUXEMBOURGEOISE), ayant son siège social à L-2955 Luxembourg, boulevard Royal 43, et représentée habituellement par Madame Laurence Lathuy, et KREDIETRUST LUXEMBOURG S.A., ayant son siège social à L-2960 Luxembourg, rue Aldringen 11, et représentée habituellement par Madame Laurence Lathuy, ont été reconduites comme administrateurs pour une durée d'un an, jusqu'à l'Assemblée générale ordinaire des actionnaires de l'an 2009 ayant à statuer sur les résultats de l'exercice 2008;

- DELOITTE S.A., ayant son siège social à L-2220 Luxembourg, rue de Neudorf 560, a été reconduite comme réviseur d'entreprises pour la durée d'un an, jusqu'à l'Assemblée générale de l'an 2009 qui aura à statuer sur les résultats de l'exercice 2008.

FOYER S.A. a été reconduite comme Président du Conseil d'administration.

Pour réquisition

GECALUX, Société Anonyme

Pour FOYER ASSURANCES S.A. / Pour FOYER S.A.

Marc LAUER / François TESCH

Administrateur / Président

Référence de publication: 2008112480/2096/27.

Enregistré à Luxembourg, le 27 août 2008, réf. LSO-CT12065. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130576) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Tyco Electronics Holding S.à r.l., Société à responsabilité limitée.

Capital social: USD 753.432.225,50.

Siège social: L-1331 Luxembourg, 17, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 122.078.

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Monsieur Mario Calastri, gérant de la Société, est désormais domicilié au 1050 Westlakes Drive, Berwyn, PA 19312, Etats-Unis.

POUR EXTRAIT CONFORME ET SINCERE

TYCO ELECTRONICS HOLDING Sàrl

Signature

Un mandataire

Référence de publication: 2008112475/5499/16.

Enregistré à Luxembourg, le 28 août 2008, réf. LSO-CT12678. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130059) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Black & Decker Limited S.à r.l., Société à responsabilité limitée.

Capital social: EUR 65.000,00.

Siège social: L-2453 Luxembourg, 5, rue Eugène Ruppert.

R.C.S. Luxembourg B 93.562.

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Il est à noter que l'adresse de Marc Feider, gérant de la Société, est désormais la suivante:

33, avenue J.F. Kennedy L-1855 Luxembourg

POUR PUBLICATION

Black & Decker Limited S.à r.l.

Signature

Un mandataire

Référence de publication: 2008112476/5499/16.

Enregistré à Luxembourg, le 28 août 2008, réf. LSO-CT12674. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130035) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

LuxCo 82 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2520 Luxembourg, 1, allée Scheffer.

R.C.S. Luxembourg B 139.223.

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Suite aux résolutions des associés du 5 août 2008, il résulte que:

- Mr. Wojciech Sobieraj, né le 30 juin 1966 à Szczecbrzeszyn, résidant à Dzierzoniowska 4 street, 01-985 Varsovie, Pologne est nommé, pour une durée illimitée, gérant de la Société avec effet au 16 juillet 2008;

- La Société H.R.T. Révision S.A., ayant son siège social au 23, Val Fleuri, L-1526 Luxembourg, enregistrée auprès du registre de Commerce et des Sociétés-Luxembourg sous le numéro B 51.238 est nommée, pour une durée illimitée, Commissaire aux Comptes avec effet au 16 juillet 2008.

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

Luxembourg, le 21 août 2008.

Pour la société

TMF Management Luxembourg S.A.

Domiciliataire

Signatures

Référence de publication: 2008112326/805/22.

Enregistré à Luxembourg, le 27 août 2008, réf. LSO-CT12214. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130776) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Diam International S.à r.l., Société à responsabilité limitée.

Capital social: EUR 5.000.000,00.

Siège social: L-1445 Strassen, 1A, rue Thomas Edison.

R.C.S. Luxembourg B 131.153.

En date du 1^{er} août 2008, l'associé Diam Recovery Holdings, LLC, avec siège social au 1001, Brickell Bay Drive, 33131 Miami, Floride, Etats-Unis, a transféré 25 parts sociales ordinaires à Pascal Gerbert Gaillard, avec adresse au 6-8, rue du Général Camou, 75007 Paris, France, qui les acquiert.

En conséquence:

- l'associé Diam Recovery Holdings, LLC, détient 8.550 parts sociales ordinaires et toujours ses 40.000 parts sociales privilégiées

- l'associé Pascal Gerbert Gaillard détient 25 parts sociales ordinaires.

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

Luxembourg, le 5 août 2008.

Signature.

Référence de publication: 2008112449/581/19.

Enregistré à Luxembourg, le 19 août 2008, réf. LSO-CT08701. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130470) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Diam International S.à r.l., Société à responsabilité limitée.

Capital social: EUR 5.000.000,00.

Siège social: L-1445 Strassen, 1A, rue Thomas Edison.

R.C.S. Luxembourg B 131.153.

1. En date du 1^{er} juin 2008, l'associé Diam Recovery Holdings, LLC avec siège social au 1001, Brickell Bay Drive, 33131 Miami, Floride, Etats-Unis a transféré 150 parts sociales ordinaires à Nicolas Gayral, avec adresse au 9, Impasse des Sommeliers de la Groupe, 92150 Suresnes, France.

2. L'associé Thierry Broussart, avec adresse au 37, rue Jean-Jacques Rousseau, 92150 Suresnes, France, détient 50 parts sociales ordinaires, en lieu et place des 50 parts sociales.

3. En date du 15 juin 2008, le prédit associé Thierry Broussart a cédé la totalité de ses 50 parts sociales ordinaires à l'associé Diam Recovery Holdings, LLC, avec siège social au 1001, Brickell Bay Drive, 33131 Miami, Floride, Etats-Unis, qui les acquiert.

En conséquence:

- l'associé Diam Recovery Holdings, LLC détient 8.575 parts sociales ordinaires et toujours ses 40.000 parts sociales privilégiées;

- l'associé Nicolas Gayral détient 150 parts sociales ordinaires.

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

Luxembourg, le 5 août 2008.

Signature.

Référence de publication: 2008112450/581/24.

Enregistré à Luxembourg, le 19 août 2008, réf. LSO-CT08700. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130466) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Uniker Investments Holding S.A., Société Anonyme.

Siège social: L-2146 Luxembourg, 63-65, rue de Merl.
R.C.S. Luxembourg B 52.303.

Extrait des résolutions adoptées lors de la réunion du Conseil d'administration tenue au siège de la société le 18 août 2008
Conformément à l'article 5 alinéa 5 des statuts, le Conseil d'administration décide, à l'unanimité de:

- déléguer la gestion journalière ainsi que la représentation de la société en ce qui concerne cette gestion à Monsieur Maurizio NICOLARDI et ce pour une durée indéterminée.

Monsieur Maurizio NICOLARDI, demeurant au 16, Via Tinus, CH-7500 St Moritz, Suisse, portera le titre d'«administrateur-délégué» et partant pourra engager la société par sa signature individuelle ou par la signature conjointe de deux administrateurs.

Pour réquisition et publication
Extrait sincère et conforme
UNITKER INVESTMENTS HOLDING S.A.
Signature
Un mandataire

Référence de publication: 2008112453/780/21.

Enregistré à Luxembourg, le 22 août 2008, réf. LSO-CT10615. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130352) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Madras Investments Holding S.A., Société Anonyme.

Siège social: L-2180 Luxembourg, 5, rue Jean Monnet.
R.C.S. Luxembourg B 109.360.

Extrait des résolutions adoptées lors de l'assemblée générale extraordinaire tenue au siège de la société le 18 août 2008

Démission de Monsieur Filippo MANZONI, demeurant au 79, Marsham Street, SW1P 4SB London, Angleterre, au poste d'Administrateur et Administrateur-délégué de la société et ce avec effet au 14 août 2008.

Nomination de Monsieur Maurizio NICOLARDI demeurant au 16, Via Tinus, CH-7500 St Moritz, Suisse, au poste d'Administrateur de la société. Son mandat arrivera à échéance à l'issue de l'Assemblée Générale Ordinaire de 2011;

Pour extrait sincère et conforme
Pour réquisition et publication
MADRAS INVESTMENTS HOLDING S.A.
Signature
Un mandataire

Référence de publication: 2008112456/780/19.

Enregistré à Luxembourg, le 22 août 2008, réf. LSO-CT10612. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130337) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Belgofin Holding S.A., Société Anonyme Holding.

Siège social: L-1724 Luxembourg, 9B, boulevard du Prince Henri.
R.C.S. Luxembourg B 35.221.

Extrait du procès-verbal de l'assemblée générale ordinaire du 8 avril 2008

Conseil d'Administration

L'assemblée générale a décidé de reconduire le mandat des administrateurs pour une durée de 6 ans. Suite à cette décision le Conseil d'Administration en fonction jusqu'à l'assemblée générale ordinaire de 2014 est composé comme suit:

- MANGEN Fons, Réviseur d'Entreprises, 147, rue de Warken, L-9088 Ettelbruck
- REUTER-BONERT Carine, Employée Privée, 5, rue des Champs, L-3332 Fennange
- ANTOINE Jean-Hugues, Comptable, 7, rue de la Sartelle, B-6810 Izel

Commissaire aux Comptes

L'assemblée générale a décidé d'accepter la démission de son mandat de commissaire aux comptes de Monsieur Dominique Maqua et a décidé de nommer la société RAMLUX S.A. avec siège social au 9b, bd Prince Henri, L-1724

Luxembourg en son remplacement pour une durée de 6 ans. Suite à cette décision le Commissaire aux Comptes en fonction jusqu'à l'assemblée générale ordinaire de 2014 est la société RAMLUX S.A. avec siège social au 9b, bd Prince Henri, L-1724 Luxembourg.

Pour extrait sincère et conforme

Fons MANGEN

Administrateur

Référence de publication: 2008112488/750/25.

Enregistré à Luxembourg, le 22 août 2008, réf. LSO-CT10346. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130660) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

BOC Frankfurt GP S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 112.643.

En date du 28 juillet 2008, l'associé unique de la Société a décidé de modifier la durée du mandat de PricewaterhouseCoopers.

Désormais, le mandat de réviseur d'entreprise de PricewaterhouseCoopers est à durée déterminée renouvelable lors de l'assemblée générale annuelle pour une durée de un an.

PricewaterhouseCoopers est donc nommé jusqu'à l'assemblée générale annuelle qui statuera sur les comptes arrêtés au 31 décembre 2008, soit en 2009.

Pour extrait sincère et conforme

BOC Frankfurt GP Sàrl

Signature

Un mandataire

Référence de publication: 2008112473/5499/20.

Enregistré à Luxembourg, le 28 août 2008, réf. LSO-CT12689. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130080) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Tyco Electronics Group S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 17, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 123.549.

Monsieur Mario Calastri, administrateur de la Société est désormais domicilié au 1050 Westlakes Drive, Berwyn, PA 19312, Etats-Unis.

POUR EXTRAIT CONFORME ET SINCERE

TYCO ELECTRONICS GROUP S.A.

Signature

Un mandataire

Référence de publication: 2008112474/5499/15.

Enregistré à Luxembourg, le 28 août 2008, réf. LSO-CT12677. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130063) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Uniker Investments Holding S.A., Société Anonyme.

Siège social: L-2146 Luxembourg, 63-65, rue de Merl.

R.C.S. Luxembourg B 52.303.

Extrait des résolutions adoptées lors de l'assemblée générale extraordinaire tenue au siège de la société le 18 août 2008

Démission de Monsieur Filippo MANZONI, demeurant au 79, Marsham Street, SW1P 4SB London, Angleterre, au poste d'Administrateur et Administrateur-délégué de la société et ce avec effet au 14 août 2008.

Nomination de Monsieur Maurizio NICOLARDI demeurant au 16, Via Tinus, CH-7500 St Moritz, Suisse, au poste d'Administrateur de la société. Son mandat arrivera à échéance à l'issue de l'Assemblée Générale Ordinaire de 2011;

Pour extrait sincère et conforme
Pour réquisition et publication
UNIKER INVESTMENTS HOLDING S.A.
Signature
Un mandataire

Référence de publication: 2008112454/780/19.

Enregistré à Luxembourg, le 22 août 2008, réf. LSO-CT10617. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130345) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

EPF Holdings 6 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 121.714.

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En date du 28 juillet 2008, l'associé unique de la Société a décidé de modifier la durée du mandat de PricewaterhouseCoopers.

Désormais, le mandat de réviseur d'entreprise de PricewaterhouseCoopers est à durée déterminée renouvelable lors de l'assemblée générale annuelle pour une durée de un an.

PricewaterhouseCoopers est donc nommé jusqu'à l'assemblée générale annuelle qui statuera sur les comptes arrêtés au 31 décembre 2008, soit en 2009.

Pour extrait sincère et conforme
EPF Holdings 6 Sàrl
Signature
Un mandataire

Référence de publication: 2008112471/5499/20.

Enregistré à Luxembourg, le 28 août 2008, réf. LSO-CT12687. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130083) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

EPF Logistics Properties Germany (GP) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 128.136.

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En date du 28 juillet 2008, l'associé unique de la Société a décidé de modifier la durée du mandat de PricewaterhouseCoopers.

Désormais, le mandat de réviseur d'entreprise de PricewaterhouseCoopers est à durée déterminée renouvelable lors de l'assemblée générale annuelle pour une durée de un an.

PricewaterhouseCoopers est donc nommé jusqu'à l'assemblée générale annuelle qui statuera sur les comptes arrêtés au 31 décembre 2008, soit en 2009.

Pour extrait sincère et conforme
EPF Logistics Properties Germany (GP) Sàrl
Signature
Un mandataire

Référence de publication: 2008112472/5499/20.

Enregistré à Luxembourg, le 28 août 2008, réf. LSO-CT12688. - Reçu 14,0 euros.

Le Receveur (signé): G. Reuland.

(080130082) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Wolmar Investments S. à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2134 Luxembourg, 58, rue Charles Martel.
R.C.S. Luxembourg B 115.802.

Il est porté à la connaissance de tous que l'adresse du gérant, à savoir John Kleynhans, a fait l'objet d'un changement. La nouvelle adresse est la suivante: 58, rue Charles Martel, L-2134 Luxembourg.

Luxembourg, le 1^{er} août 2008.

Pour extrait conforme

Pour la société

Signature

Un mandataire

Référence de publication: 2008112447/631/17.

Enregistré à Luxembourg, le 1^{er} septembre 2008, réf. LSO-CU00158. - Reçu 14,0 euros.

Le Releveur (signé): G. Reuland.

(080130526) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Kalifa S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 75.933.

Veuillez prendre note du changement suivant:

La société anonyme FIDUCIAIRE INTERNATIONALE SA a été transférée de L-2016 Luxembourg, 6-12, rue du Fort Wallis à L-1470 Luxembourg, 7, route d'Esch.

Luxembourg, le 21 août 2008.

Pour extrait sincère et conforme

Pour KALIFA S.A

Fortis Intertrust (Luxembourg) S.A.

Signatures

Référence de publication: 2008112431/29/17.

Enregistré à Luxembourg, le 27 août 2008, réf. LSO-CT11977. - Reçu 14,0 euros.

Le Releveur (signé): G. Reuland.

(080130800) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

DSB Invest Holding S.A., Société Anonyme Holding.

Siège social: L-8041 Strassen, 65, rue des Romains.
R.C.S. Luxembourg B 71.551.

En vue de l'article 79 (1) de la loi sur le Registre de Commerce et des Sociétés du 19 décembre 2002, le bilan abrégé au 31 décembre 2007 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2008112896/8202/13.

Enregistré à Luxembourg, le 29 août 2008, réf. LSO-CT12818. - Reçu 18,0 euros.

Le Releveur (signé): G. Reuland.

(080130741) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} septembre 2008.

Regus plc, Société Anonyme.

Siège de direction effectif: L-2449 Luxembourg, 26, boulevard Royal.
R.C.S. Luxembourg B 141.159.

STATUTES

1) DEED OF RECORD

In the year two thousand and eight, on the 21st day of the month of August.

Before Us, Maître Martine Schaeffer, notary residing in Luxembourg, Grand Duchy of Luxembourg.

There appeared:

M^e François Felten, maître en droit, residing professionally in Luxembourg, acting as the representative of the members of Regus plc, a company incorporated under the laws of Jersey on 8 August 2008, having its registered office at 22 Grenville Street, St Helier, Jersey, JE4 8PX, Channel Islands and being registered with the Jersey Financial Services Commission under number 101523 (the "Company"), pursuant to a power granted by all the members of the Company pursuant to written resolutions of the members of the Company dated 20 August 2008 (the "Written Resolutions"), a copy of which after having been initialled ne varietur by the appearing party and the undersigned notary, shall be registered together with the present deed.

The appearing party required the notary to state the following:

1. The company Regus plc was incorporated as a private company under the name Regus Limited on 8 August 2008 in Jersey.

Pursuant to written resolutions of the members of the Company dated 15 August 2008 the status of the Company was changed from a private company to a public company and its name was changed from Regus Limited to Regus plc.

2. Pursuant to the Written Resolutions, it was decided that the central administration (head office) of the Company be transferred from Jersey to Luxembourg with effect from the time at which the deed of record of the decisions taken in the Written Resolutions is made in front of a Luxembourg public notary.

In consequence thereof, the Company's central administration (head office) is established in Luxembourg.

3. The name of the Company is confirmed to be Regus plc and the Memorandum and Articles (as defined in the Written Resolutions) of the Company will have the following wording:

Jersey Registered Number: 101523

RCS Luxembourg B: pending

Memorandum and Articles of Association of Regus plc

(a public limited company incorporated and existing in Jersey with registered number 101523 and registered office in Jersey and having its place of central administration (head office) in Luxembourg and accordingly being registered in Luxembourg under number RCS Luxembourg B pending)

(Adopted on 20 August 2008)

Companies (Jersey) Law 1991

Memorandum of Association of Regus plc

(a public limited company incorporated and existing in Jersey with registered number 101523 and registered office in Jersey and having its place of central administration (head office) in Luxembourg and accordingly being registered in Luxembourg under number RCS Luxembourg B pending)

1. The name of the company is Regus plc.
2. The company is a public company.
3. The company is a par value company.
4. The authorised share capital of the company is £80,000,000 divided into 8,000,000,000 shares designated as Ordinary Shares with a par value of 1p each.
5. The issued share capital of the company as at 20 August 2008 is £27,500.00 divided into 2,750,000 shares designated as Ordinary Shares with a par value of 1p each.
6. The liability of a member of the company is limited to the amount unpaid (if any) on such member's share or shares.
7. The company is established for an unlimited duration.
8. The objects for which the company is established are:
 - (A) To carry on business as a general commercial company and to carry on any trade or business whatsoever.
 - (B) To acquire any estate or interest in and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act as a holding company.
 - (C) To provide services of all descriptions.
 - (D) To lend money and grant or provide credit and financial accommodation to any person and to deposit money with any person.
 - (E) To invest money of the company in any investments and to hold, sell or otherwise deal with investments or currencies or other financial assets.
 - (F) To enter into any arrangements with any government or authority or person and to obtain from any government or authority or person any legislation, orders, rights, privileges, franchises and concessions.

(G) To borrow and raise money and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by the creation and issue of securities.

(H) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is at the relevant time a subsidiary or a holding company of the company or another subsidiary of a holding company of the company or otherwise associated with the company.

(I) To amalgamate or enter into partnership or any profit-sharing arrangement with, or to co-operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise, any person.

(J) To sell, exchange, mortgage, charge, let, grant licences, easements, options and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment.

(K) To issue and allot securities of the company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the company or any services rendered to the company, to the extent permitted by the Luxembourg Companies Laws, or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose, and to give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the company or in or about the formation of the company or the conduct or course of its business.

(L) To establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to act as director of and as secretary, manager, registrar or transfer agent for any other company.

(M) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the company, and to procure the registration of the company in or under the laws of any place outside Jersey.

(N) To the extent permitted by the Applicable Companies Laws, to give financial assistance for the purpose of the acquisition of shares of the company or any company which is at the relevant time the company's holding company or subsidiary or another subsidiary of any such holding company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition.

(O) To grant or procure the grant of donations, gratuities, pensions, annuities, allowances or other benefits, including benefits on death, to, or purchase and maintain any type of insurance for or for the benefit of, any directors, officers or employees or former directors, officers or employees of the company or any company which at any time is or was a subsidiary or a holding company of the company or another subsidiary of a holding company of the company or otherwise associated with the company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the company or whom the board of directors of the company considers have any moral claim on the company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the company or its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the company or its members or for any national, charitable, benevolent, educational, social, public, general or useful object.

(P) To cease carrying on or to wind up any business or activity of the company, and to cancel any registration of and to wind up or procure the dissolution of the company in any state or territory.

(Q) To distribute any of the property of the company among its creditors and members or any class of either in cash, in specie or in kind.

(R) To do all or any of the above things or matters in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

(S) To carry on any other activity and do anything of any nature which in the opinion of the board of directors of the company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the company's undertaking property or assets or otherwise to advance the interests of the company or of its members.

(T) To do any other thing which in the opinion of the board of directors of the company is or may be incidental or conducive to the attainment of the above objects or any of them.

(U) In this clause "company", except where used in reference to this company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident

in Jersey or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the company or the nature of any trade or business carried on by the company, or by the fact that at any time the company is not carrying on any trade or business but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of those paragraphs defined the objects of a separate, distinct and independent company.

Jersey Registered Number: 101523

RCS Luxembourg B: pending

Articles of Association of Regus plc

(a public limited company incorporated and existing in Jersey with registered number 101523 and registered office in Jersey and having its place of central administration (head office) in Luxembourg and accordingly being registered in Luxembourg under number RCS Luxembourg B pending)

(Adopted on 20 August 2008)

1. Corporate Status. The company is a public limited company incorporated in Jersey with its registered office in Jersey and has its central administration (head office) in Luxembourg.

Interpretation

2. Exclusion of other Regulations. The regulations constituting the Standard Table in the Companies (Standard Table) (Jersey) Order 1992 shall not apply to the company.

3. Definitions.

(A) In these articles unless the context otherwise requires:

"address" includes a number or address used for the purposes of sending or receiving documents or information by electronic means;

"the Applicable Companies Laws" means both the Jersey Companies Laws and the Luxembourg Companies Laws;

"these articles" means these articles of association as altered from time to time and the expression "this article" shall be construed accordingly;

"the auditors" means the auditors from time to time of the company or, in the case of joint auditors, any one of them;

"the Bank of England base rate" means the base lending rate most recently set by the Monetary Policy Committee of the Bank of England in connection with its responsibilities under Part 2 of the UK Bank of England Act 1998;

"the board" means the board of directors from time to time of the company or the directors present at a meeting of the directors at which a quorum is present;

"certificated share" means a share which is not an uncertificated share and references in these articles to a share being held in certificated form shall be construed accordingly;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is served or deemed to be served and the day for which it is given or on which it is to take effect;

"the company" means Regus plc;

"the Disclosure and Transparency rules" means the UK Disclosure and Transparency Rules relating to the disclosure of information in respect of financial instruments which have been admitted to trading on a regulated market or for which a request for admission to trading on such a market has been made, as published by the Financial Services Authority of the United Kingdom, as amended from time to time;

"the holder" in relation to any shares means the member whose name is entered in the register as the holder of those shares;

"Jersey" means the Island of Jersey;

"the Jersey Companies Laws" means the Companies (Jersey) Law 1991, as amended from time to time, the Uncertificated Securities Order and every statute (including any orders, regulations or other subordinate legislation made under it) from time to time in force concerning companies insofar as it applies to the company;

"the Listing Rules" means the rules which are made by the relevant competent authority for the purposes of the regulation of the official listing of the company's securities, as amended from time to time;

"long term incentive scheme" means any arrangement (other than a retirement benefit plan, a deferred bonus or any other arrangement that is an element of a director's remuneration package) which may involve the receipt of any asset (including cash or any security) by a director or employee of the company or any of its subsidiaries;

"Luxembourg" means the Grand Duchy of Luxembourg;

"the Luxembourg Companies Laws" means the Luxembourg Law dated 10 August 1915 on commercial companies (as amended from time to time), the Luxembourg law dated 19 December 2002 on the trade and companies register as well as on the accounting and annual accounts of undertakings (as amended from time to time) and every statute or law (including any orders, regulations or other subordinate legislation made under it) from time to time in force concerning companies insofar as it applies to the company by reason of (and for as long as) the location of the company's central administration (head office) in Luxembourg;

"Luxembourg Official Gazette" means the Mémorial C, Recueil des Sociétés et Associations of Luxembourg;

"member" means a member of the company;

"the office" means the registered office from time to time of the company in Jersey;

"Operator" bears the meaning given to "authorised operator" in the Uncertificated Securities Order, as amended from time to time, which at the date of adoption of these articles is a person approved or recognised by the Jersey Financial Services Commission under the Uncertificated Securities Order as being an operator of a computer system by means of which title to units of a security can be evidenced and transferred, in accordance with the Uncertificated Securities Order, without a written instrument, and whose approval or recognition is not for the time being suspended;

"paid up" means paid up or credited as paid up;

"participating class" means a class of shares title to which is permitted by an Operator to be transferred by means of a relevant system;

"person entitled by transmission" means a person whose entitlement to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law has been noted in the register;

"the register" means the register of members of the company;

"Regus UK" means Regus Group plc, a public limited company incorporated in England and Wales with registered number 04868977;

"relevant system" means any computer-based system and its related facilities and procedures that is provided by an Operator and by means of which title to units of a security can be evidenced and transferred, in accordance with the Uncertificated Securities Order, without a written instrument;

"the Scheme" means the scheme of arrangement proposed to be implemented (as described in a circular to be sent to shareholders of Regus UK in September 2008) between Regus UK and its ordinary shareholders, in its original form or with or subject to any modification, addition or condition approved or imposed by the court, to which scheme of arrangement the company proposes at the date of the adoption of these articles to consent;

"the secretary" means the secretary, or (if there are joint secretaries) any one of the joint secretaries, of the company and includes an assistant or deputy secretary and any person appointed by the board or the company pursuant to article to perform any of the duties of the secretary, such duties to be determined by the Applicable Companies Laws and/or granted to the secretary by the board;

"subsidiary" has the meaning given to that term in the Companies (Jersey) Law 1991, as amended from time to time, which at the date of adoption of these articles is that a body corporate is a subsidiary of another body corporate if the second body (a) holds a majority of the voting rights in the first body; (b) is a member of the first body and has the right to appoint or remove a majority of the board of directors of the first body; or (c) is a member of the first body and controls alone, pursuant to an agreement with other shareholders or members, a majority of the voting rights in the first body, or if the first body is a subsidiary of a body corporate which is itself a subsidiary of the second body;

"the UK Code on Takeovers and Mergers" means the United Kingdom City Code on Takeovers and Mergers, as issued and administered by the Panel on Takeovers and Mergers, which governs the fair treatment of shareholders by an offeror for the shares of a company and provides an orderly framework within which takeovers are conducted and any amendments thereto from time to time;

"the UK Combined Code" means the UK Combined Code on Corporate Governance published from time to time by the UK Financial Reporting Council;

"the UK Companies Act 1985" means the United Kingdom Companies Act 1985 (as in force at the date of adoption of these articles);

"the UK Companies Act 2006" means the United Kingdom Companies Act 2006 (as enacted at the date of adoption of these articles, whether or not in force);

"the Uncertificated Securities Order" means the Companies (Uncertificated Securities) (Jersey) Order 1999 as amended from time to time and any provisions of or under the Jersey Companies Laws which supplement or replace such Order;

"uncertificated share" means a share of a class which is at the relevant time a participating class, title to which is recorded on the register as being held in uncertificated form and references in these articles to a share being held in uncertificated form shall be construed accordingly; and

"United Kingdom" means the United Kingdom of Great Britain and Northern Ireland;

(B) references to a document being "signed" or to "signature" include references to its being signed by hand or by any other method and, in the case of an electronic communication, such references are to its being authenticated by electronic means;

(C) references to "in writing" include references to any method of representing or reproducing words in a legible and non-transitory form whether sent or supplied in electronic form or otherwise;

(D) references to a document or information being sent or specified in "hard copy" form means that the document or information is sent or supplied in a paper copy or similar form capable of being read;

(E) references to a document or information being sent or supplied in "electronic form" means that the document or information is sent or supplied by electronic means (for example, by email or fax), or by any other means while in electronic form (for example, sending on a disk by post);

(F) references to a document or information being sent or supplied by "electronic means" means that the document or information is sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means;

(G) references to "officer" includes, in relation to a body corporate, a director, manager or secretary;

(H) references to a "meeting" shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person;

(I) in relation to a director, references to a "person connected" with that director includes (a) members of the director's family (that is, the director's spouse or civil partner; any other person with whom the director lives as partner in an enduring family relationship; the director's children or step-children; any children or step-children (and who are not children or step-children of the director) who live with the director and have not attained the age of 18; or the director's parents); (b) a body corporate with which the director is connected; (c) a person acting in his capacity as trustee of a trust the beneficiaries of which include the director or a person who by virtue of (a) or (b) is connected with him, the terms of which confer a power on the trustees that may be exercised for the benefit of the director or any such person, other than a trust for the purposes of an employees' share scheme or a pension scheme; (d) a person acting in his capacity as partner of the director or of a person who, by virtue of (a), (b) or (c), is connected with that director; (e) a firm that is a legal person under the law by which it is governed and in which either the director is a partner, a partner is a person who, by virtue of paragraph (a), (b) or (c) is connected with the director, or a partner is a firm in which the director is a partner or in which there is a partner who, by virtue of paragraph (a), (b) or (c), is connected with the director.

This does not include a person who is himself a director of the company.

A director is connected with a body corporate if he and the persons connected with him together are (a) interested in shares comprised in the equity share capital (excluding treasury shares) of that body corporate of a nominal value equal to at least 20 per cent. of that share capital, or (b) entitled to exercise or control the exercise of more than 20 per cent. of the voting power at any general meeting of that body. For these purposes, references to voting power include voting power whose exercise is controlled by a body controlled by the director;

(J) words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include bodies corporate and unincorporated associations;

(K) headings are included only for convenience and shall not affect meaning; and

(L) these articles are worded in English followed by a French translation and in case of any divergence between the English and French text, the English text shall prevail.

4. Form of Resolution. Where for any purpose an ordinary resolution of the company is required, a special resolution shall also be effective. An ordinary resolution of the company is passed by a simple majority of votes cast by the members present in person or by proxy and entitled to vote at a general meeting properly convened and quorate in accordance with these articles. A special resolution of the company is passed by a majority of two-thirds of the votes cast by the members present in person or by proxy and entitled to vote at an extraordinary general meeting (or annual general meeting) properly convened and quorate in accordance with these articles.

Share Capital

5. Share Capital. The authorised share capital and the issued share capital of the company are as specified in the memorandum of association of the company from time to time and the shares of the company shall have the rights and be subject to the conditions contained in these articles.

6. Rights Attached to Shares. Subject to the provisions of the Applicable Companies Laws and subject to and without prejudice to any rights attached to existing shares, any share may be issued with or have attached to it such rights and restrictions as the company may by special resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the board may decide. The rights and restrictions attached to issued shares shall be set out in these articles.

7. Redeemable Shares. Subject to the provisions of the Applicable Companies Laws and to any rights attached to existing shares, redeemable shares may be issued at the option of the company or the holder. The terms and conditions of redemption of shares issued under this article shall be set out in these articles.

8. Purchase of Own Shares.

(A) Subject to the provisions of the Applicable Companies Laws, to these articles and to any rights attached to existing shares, the company may purchase or may enter into a contract under which it will or may purchase all or any of its shares of any class, including any redeemable shares. Neither the company nor the board shall be required to select the shares to be purchased rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Applicable Companies Laws and to any rights attached to existing shares, the company may hold any shares purchased by it as treasury shares for an unlimited period.

(B) The company may only make a purchase of its shares under this article if:

- (i) the purchase has first been authorised by a special resolution of the company;
- (ii) that special resolution specifies the maximum number of shares authorised to be purchased, which must not exceed 10 per cent. of the nominal value of the issued share capital (including shares held in treasury) of the company at the time the shares are purchased;
- (iii) that special resolution determines both the maximum and minimum prices that may be paid for the shares;
- (iv) that special resolution states a date for the expiry of the authority which must not be later than 18 months after the date on which the special resolution is passed; and
- (v) before the purchase of shares, the directors who authorised the purchase made a solvency statement in accordance with the Jersey Companies Laws.

(C) The company may approve a purchase or redemption of its shares under this article in excess of the 10 per cent. limit set in paragraph (B)(ii) above provided that the purchase or redemption of shares by the company constitutes a reduction of capital duly made in accordance with the Applicable Companies Laws and these articles and any shares purchased or redeemed in excess of the 10 per cent. limit set in paragraph (B)(ii) are cancelled.

9. Variation of Rights. Subject to the provisions of the Applicable Companies Laws and to any rights attached to existing shares, all or any of the rights attached to any existing class of shares may from time to time (whether or not the company is being wound up) be varied with the sanction of a special resolution passed at a general meeting at which all the provisions of these articles in relation to quorum and majority required for a special resolution are fulfilled in respect of each separate class of members. The foregoing provisions of this article shall apply to the variation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class and their special rights were to be varied.

10. Pari Passu Issues. The rights conferred upon the holders of any shares shall not, unless otherwise expressly provided in the rights attaching to those shares, be deemed to be varied by the creation or issue of further shares ranking pari passu with them.

11. Unissued Shares (authorised share capital).

(A) Subject to the provisions of the Applicable Companies Laws and these articles and to any resolution passed by the company and without prejudice to any rights attached to existing shares, the unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the board which may offer, allot and issue, grant options over or otherwise deal with or dispose of them to such persons, at such times and for such consideration and upon such terms as the board may decide, and any pre-emptive or preferential subscription rights of any existing members provided for under the Luxembourg Companies Laws (and any related procedures, formalities or actions) may be, and if such resolution is passed shall be, waived and disapplied and authority given to the board to waive and disapply such rights (and any related procedures, formalities or actions) by special resolution (an "Authorising Resolution").

(B) The directors shall be generally and unconditionally authorised to exercise all the powers of the company to allot and issue Relevant Securities and to allot and issue shares in pursuance of an employee share scheme (including any employee share scheme of any company that becomes a subsidiary of the company) and may waive and disapply any pre-emptive or preferential rights of existing members (and any related procedures, formalities or actions) under the Luxembourg Companies Laws if they are authorised to do so in an Authorising Resolution, but, subject to paragraph (G) below, the authority conferred by this paragraph (B) must be exercised in accordance with the following provisions. For the avoidance of doubt, the following provisions of this article shall apply and any pre-emptive or preferential subscription rights of existing members (and any related procedures, formalities or actions) under the Luxembourg Companies Laws shall not apply if they have been waived or disapplied pursuant to, or for which authority has been given to the board to waive or disapply in, an Authorising Resolution.

(C) In respect of each Maximum Allotment Period, the directors shall be authorised under paragraph (B) above to allot and issue Relevant Securities and to allot and issue shares in pursuance of an employee share scheme (including any employee share scheme of any company that becomes a subsidiary of the company) only up to an aggregate nominal amount equal to the Maximum Allotment Amount, subject to paragraph (D) below.

(D) In respect of each Allotment Period, the directors shall be authorised under paragraph (B) above to allot and issue Relevant Securities and to allot and issue shares in pursuance of an employees' share scheme only up to an aggregate nominal amount equal to the Authorised Allotment Amount.

(E) During each Allotment Period the directors shall be empowered to allot and issue equity securities wholly for cash pursuant to and within the terms of the authority in paragraphs (B) and (C) above:

- (i) in connection with a Rights Issue; and
- (ii) otherwise than in connection with a Rights Issue, up to an aggregate nominal amount equal to the Non Pre-emptive Amount,

as if article 12 did not apply to any such allotment and issue or sale. For the avoidance of doubt, this paragraph (E) does not restrict the directors from allotting and issuing equity securities for a consideration that is wholly or partly otherwise than in cash.

(F) By such authority and power the directors may, during the Allotment Period, make offers or agreements which would or might require securities to be allotted and issued or sold after the expiry of such period.

(G) The restrictions in paragraphs (C) and (D) above and in article 12 shall not apply if and to the extent that they are disapplied by special resolution of the company.

(H) In this article:

(i) a reference to the allotment and issue of equity securities includes the sale of equity securities in the company that immediately before the sale are held by the company as treasury shares;

(ii) the "Allotment Period" means the period ending on the date of the company's annual general meeting in 2009 or on 31 December 2009, whichever is earlier, or any other period (not exceeding 15 months on any occasion) for which the authority conferred by paragraph (B) above is renewed by ordinary resolution of the company in general meeting stating the Authorised Allotment Amount for such period;

(iii) the "Authorised Allotment Amount" for each Allotment Period shall be that stated in the relevant ordinary resolution creating or renewing the authority conferred by paragraph (B) above for such period or any increased amount fixed by ordinary resolution of the company in general meeting provided that any Authorised Allotment Amount shall, when aggregated with all other Authorised Allotment Amounts within a Maximum Allotment Period, not exceed the Maximum Allotment Amount in respect of that Maximum Allotment Period;

(iv) "equity securities" has the same meaning as defined in section 560 of the UK Companies Act 2006 which is (a) ordinary shares in the company, or (b) rights to subscribe for, or to convert securities into, ordinary shares in the company, and for these purposes "ordinary shares" means shares other than shares that in respect of dividends and capital carry a right to participate only up to a specified amount in a distribution;

(v) the "Maximum Allotment Amount" for each Maximum Allotment Period shall be that stated in the relevant special resolution creating or renewing the authority conferred by paragraph (B) above for such period or any increased amount fixed by special resolution of the company in extraordinary general meeting;

(vi) the "Maximum Allotment Period" means the period ending 14 October 2013, or any other subsequent period (not exceeding five years) for which the authority conferred by paragraph (B) is renewed by special resolution stating the Maximum Allotment Amount for such period;

(vii) the "Non Pre-emptive Amount" for each Allotment Period shall be that stated in the relevant special resolution creating or renewing the power conferred by paragraph (E) above for such period or any increased amount fixed by special resolution;

(viii) "Relevant Securities" has the meaning as defined in section 80 of the UK Companies Act 1985 which is (a) shares in the company other than shares taken by the subscribers on incorporation of the company or shares allotted and issued in pursuance of an employees' share scheme and (b) any right to subscribe for, or to convert any security into, shares in the company (other than shares so allotted and issued), and a reference to the allotment and issue of Relevant Securities includes the grant of such a right but not the allotment and issue of shares pursuant to such a right;

(ix) "Rights Issue" means an offer of equity securities open for acceptance for a period fixed by the directors to members on the register (excluding any shares held by the company as treasury shares) on the record date fixed by the directors in proportion to their respective holdings of ordinary shares but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional allotments or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and

(x) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or to convert any securities into shares of the company, the nominal amount of such shares which may be allotted and issued pursuant to such rights.

(l) The board may at any time after the allotment of a share but before a person has been entered into the register as the holder of the share recognise a renunciation of the share by the allottee in favour of another person and may grant to an allottee a right to effect a renunciation on the terms and conditions the board thinks fit.

12. Pre-emption Rights.

(A) The company may by special resolution waive the application of any statutory pre-emption rights (and any related procedures, formalities or actions) set out in the Luxembourg Companies Laws to the extent permitted by the Luxembourg Companies Laws.

(B) Subject to the provisions of article (B), paragraph (C) below, any Authorising Resolution (as defined in article) or unless otherwise directed by the company by way of a special resolution, no unissued shares in the authorised capital of the company shall be allotted and issued wholly for cash unless the following provisions are complied with (for the avoidance of doubt, the following provisions of this article shall apply and any pre-emptive or preferential subscription rights of existing members (and any related procedures, formalities or actions) under the Luxembourg Companies Laws shall not apply if they have been waived or disapplied pursuant to, or for which authority has been given to the board to waive or disapply in, an Authorising Resolution):

(i) all shares to be allotted and issued (the "relevant shares") shall first be offered on the same or more favourable terms to the members of the company (excluding any shares held by the company as treasury shares) in proportion to their existing holdings of ordinary shares subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory;

(ii) such offer shall be made by written notice (the "offer notice") from the directors specifying the number and price of the relevant shares and shall invite each member to state in writing within a period not being less than 21 clear days, whether they are willing to accept any of the relevant shares and if so, the maximum number of relevant shares they are willing to take;

(iii) at the expiration of the period during which each member may accept the relevant shares as specified in the offer notice, the directors shall allocate the relevant shares to or among the members who have notified to the directors their willingness to accept any of the relevant shares but so that no member shall be obliged to take more than the maximum number of shares notified by him under sub-paragraph (ii) above; and

(iv) if any of the relevant shares are not accepted and remain unallocated pursuant to the offer under sub-paragraph (i) above, the directors shall be entitled to allot and issue, grant options over or otherwise dispose of such shares to any person in such manner as they see fit provided that those shares shall not be disposed of on terms which are more favourable than the terms of the offer pursuant to sub-paragraph (i) above.

(C) Paragraph (B) above shall not apply with respect to any shares or options which may be granted in accordance with the company's employee share schemes (or any employee share scheme of any company that becomes a subsidiary of the company) or to the issue of shares pursuant to the exercise of any such options. For the avoidance of doubt, the provisions of paragraph (B) above shall not apply to the allotment and issue of any shares for a consideration that is wholly or partly otherwise than in cash and the directors may allot or issue or otherwise dispose of any unissued shares within the authorised capital of the company for a consideration that is wholly or partly otherwise than in cash to such persons at such time and generally on such terms as they see fit.

13. Approval of Employee Share Schemes and Long Term Incentive Plans.

(A) In relation to the adoption by the company or any of its subsidiaries of employees' share schemes (which involve or may involve the issue of new shares or the transfer of treasury shares) or long term incentive plans in which one or more directors of the company or its subsidiaries is eligible to participate, the company shall, in accordance with the Listing Rules, ensure that the employees' share scheme or long term incentive scheme is approved by ordinary resolution of the members in general meeting before it is adopted.

(B) This article does not apply to:

(i) a long term incentive scheme which offers participation on similar terms to all or substantially all employees of the company or any of its subsidiaries whose employees are eligible to participate in the arrangement (provided that all or substantially all of those employees are not directors of the company);

(ii) an arrangement where the only participant is a director or contemplated director of the company and the arrangement is established to facilitate the recruitment or retention of the relevant individual provided that details of this arrangement are disclosed in the first annual report or the company published after the date on which the relevant individual becomes eligible to participate in the arrangement; or

(iii) any employee share scheme of any company that becomes a subsidiary of the company.

14. Payment of Commission. The company may in connection with the issue of any shares or the sale for cash of treasury shares exercise all powers of paying commission and brokerage conferred or permitted by the Applicable Companies Laws. Subject to the provisions of the Applicable Companies Laws, any such commission or brokerage may be satisfied by the payment of cash or by the allotment and issue of fully or partly-paid shares or other securities or partly in one way and partly in the other. Any such commission shall not exceed 10 per cent. of the allotment price paid for the shares being issued or the price paid for the treasury shares being sold.

15. Trusts not Recognised. Except as ordered by a court of competent jurisdiction or 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 required in any way to recognise (even when having notice of it) any interest in any share or (except only as by these articles or by law otherwise provided) interest in any fraction of a share or any other right in respect of any share other than an absolute right to the whole of the share in the holder.

16. Suspension of Rights Where Non-Disclosure of Interest.

(A) Each member must comply with the notification obligations to the company contained in Chapter 5 of the Disclosure and Transparency Rules including, without limitation, the provisions of DTR 5.1.2 (that is, a person must notify the company of the percentage of voting rights he holds as a member of the company, or through his direct or indirect holding of financial instruments, if the percentage of those voting rights reaches, exceeds or falls below 3 per cent. and each 1 per cent. threshold thereafter up to 100 per cent. as a result of an acquisition or disposal of shares or financial instruments or as a result of events changing the breakdown of voting rights) as if the company were a UK-Issuer for the purposes of these provisions.

(B) Where the holder of any shares comprised in the Relevant Share Capital in the company, or any other person appearing to be interested in those shares, fails to comply within the relevant period with (i) any of its obligations under paragraph (A) above (so far as the company is, or has become, aware) or (ii) any disclosure notice in respect of those shares or, in purported compliance with such a notice, has made a statement which is false or inadequate in a material particular, the company may give the holder of those shares a further notice (a "restriction notice") to the effect that from the service of the restriction notice those shares will be subject to some or all of the relevant restrictions, and from service of the restriction notice those shares shall, notwithstanding any other provision of these articles, be subject to those relevant restrictions accordingly. For the purpose of enforcing the relevant restriction referred to in sub-paragraph (iii) of the definition of "relevant restrictions", the board may give notice to the relevant member requiring the member to change the relevant shares held in uncertificated form to certificated form by the time stated in the notice and to keep them in certificated form for as long as the board requires. The notice may also state that the member may not change any of the relevant shares held in certificated form to uncertificated form. If the member does not comply with the notice, the board may authorise any person to instruct the Operator to change the relevant shares held in uncertificated form to certificated form.

(C) If after the service of a restriction notice in respect of any shares the board is satisfied that all information required by any disclosure notice relating to those shares or any of them from their holder or any other person appearing to be interested in the shares the subject of the restriction notice has been supplied, the company shall, within seven days, cancel the restriction notice. The company may at any time at its discretion cancel any restriction notice or exclude any shares from it. The company shall cancel a restriction notice within seven days after receipt of a notice in writing that the relevant shares have been transferred pursuant to an arm's length sale.

(D) Where any restriction notice is cancelled or ceases to have effect in relation to any shares, any moneys relating to those shares which were withheld by reason of that notice shall be paid without interest to the person who would but for the notice have been entitled to them or as he may direct.

(E) Any new shares in the company issued in right of any shares subject to a restriction notice shall also be subject to the restriction notice, and the board may make any right to an allotment of the new shares subject to restrictions corresponding to those which will apply to those shares by reason of the restriction notice when such shares are issued.

(F) Any holder of shares on whom a restriction notice has been served may at any time request the company to give in writing the reason why the restriction notice has been served, or why it remains uncanceled, and within 14 days of receipt of such a notice the company shall give that information accordingly.

(G) If a disclosure notice is given by the company to a person appearing to be interested in any share, a copy shall at the same time be given to the holder, but the failure or omission to do so or the non-receipt of the copy by the holder shall not invalidate such notice.

(H) For the purpose of this article and article:

"Relevant Share Capital" means the company's issued share capital of any class carrying rights to vote in all circumstances at general meetings of the company, and for the avoidance of doubt:

(i) where the company's share capital is divided into different classes of shares, references to Relevant Share Capital are to the issued share capital of each such class taken separately; and

(ii) the temporary suspension of voting rights in respect of shares comprised in the issued share capital of the company of any such class does not affect the application of this article in relation to interests in those or any other shares comprised in that class;

"interest" means, in relation to the Relevant Share Capital, any interest of any kind whatsoever (including, without limitation, a short position) in any shares comprised therein (disregarding any restraints or restrictions to which the exercise of any right attached to the interest in the share is, or may be, subject) and without limiting the meaning of "interest" a person shall be taken to have an interest in a share if:

(i) he enters into a contract for its purchase by him (whether for cash or other consideration); or

(ii) not being the registered holder, he is entitled to exercise any right conferred by the holding of the share or is entitled to control the exercise or non-exercise of any such right; or

(iii) he is a beneficiary of a trust where the property held on trust includes an interest in the share; or

(iv) otherwise than by virtue of having an interest under a trust, he has a right to call for delivery of the share to himself or to his order; or

(v) otherwise than by virtue of having an interest under a trust, he has a right to acquire an interest in the share or is under an obligation to take an interest in the share; or

(vi) he has a right to subscribe for the share; or

(vii) he is the holder, writer or issuer of derivatives (including options, futures, and contracts for difference) involving shares whether or not: (a) they are cash-settled only; (b) the shares are obliged to be delivered; or (c) the person in question holds the underlying shares at that time, whether in any case the contract, right or obligation is absolute or conditional, legally enforceable or not and evidenced in writing or not, and it shall be immaterial that a share in which a person has an interest is unidentifiable;

(viii) for the purpose of sub-paragraph (vii) above, a "derivative" shall, in relation to shares, include:

(a) rights, options or interests (whether described as units or otherwise) in, or in respect of, the shares;

(b) contracts or arrangements, the purpose or pretended purpose of which is, or where a person has a right, to secure or increase a profit or avoid or reduce a loss, wholly or partly by reference to the price or value, or a change in the price or value of shares or any rights, options or interests under sub-paragraph (a) above;

(c) rights options or interests (whether described as units or otherwise) in, or in respect of any rights, options or interests under, sub-paragraph (a) above, or any contracts referred to in sub-paragraph (b) above;

(d) instruments or other documents creating, acknowledging or evidencing any rights, options or interest or any contracts referred to in sub-paragraph (a), (b) or (c) above; and

(e) the right of a person to:

(1) require another person to deliver the underlying shares; or

(2) receive from another person a sum of money if the price of the underlying shares increases or decreases;

(ix) a person is taken to be interested in any shares in which his spouse or any infant child or step-child of his is interested; and "infant" means a person under the age of 18 years;

(x) a person is taken to be interested in shares if a body corporate is interested in them and:

(a) that body corporate or its directors are accustomed to act in accordance with his directions or instructions; or

(b) he is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of that body corporate,

PROVIDED THAT:

(aa) where a person is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of a body corporate and that body corporate is entitled to exercise or control the exercise of any of the voting power at general meetings of another body corporate (the "effective voting power") then, for purposes of sub-paragraph (ii) above, the effective voting power is taken as exercisable by that person; and

(bb) for purposes of this article, a person is entitled to exercise or control the exercise of voting power if he has a right (whether subject to conditions or not) the exercise of which would make him so entitled or he is under an obligation (whether or not so subject) the fulfilment of which would make him so entitled.

a sale is an "arm's length sale" if the board is satisfied that it is a bona fide sale of the whole of the beneficial ownership of the shares to a party unconnected with the holder or with any person appearing to be interested in such shares and shall include a sale made by way of or in pursuance of acceptance of a takeover offer and a sale made through a recognised investment exchange or any other stock exchange outside the United Kingdom. For this purpose an associate (an "associate" of a person includes any relative of the person or of their wife or civil partner; the husband or wife or civil partner of those relatives; a person with whom a person is in partnership or with whom their husband, wife or civil partner is in partnership; a partnership that is a legal person under the law by which it is governed of which that person is a member; an employee or employer of a person; a trustee of a trust under which a person is a beneficiary; a company controlled by that person or which has the same controller or which is controlled by that person and his associates together; and for these purposes "control" of a company means that the directors of that company are accustomed to act in accordance with the controller's instructions or the controller may exercise, or control the exercise, of one-third or more of the voting power at a general meeting of the company or of another company that has control of it) shall be included amongst the persons who are connected with the holder or any person appearing to be interested in such shares;

"person appearing to be interested" in any shares shall mean any person named in a response to a disclosure notice or otherwise notified to the company by a member as being so interested or shown in any register or record kept by the company under the Applicable Companies Laws as so interested or, taking into account a response or failure to respond in the light of the response to any other disclosure notice and any other relevant information in the possession of the company, any person whom the company knows or has reasonable cause to believe is or may be so interested;

"person with a 0.25 per cent. interest" means a person who holds, or is shown in any register or record kept by the company under the Applicable Companies Laws to hold, or to have an interest in, shares in the company which comprise in total at least 0.25 per cent. in number or nominal value of the shares comprised in the Relevant Share Capital (calculated exclusive of any shares held as treasury shares), or of any class of such shares (calculated exclusive of any shares of that class held as treasury shares), in issue at the date of service of the restriction notice;

"relevant period" means (i) in the case of the obligation of each member to comply with the notification obligations under the Disclosure and Transparency Rules pursuant to paragraph (A), the period required to make the relevant notification as provided under the relevant provision of the Disclosure and Transparency Rules and (ii) in relation to an obligation of any person required to give information pursuant to a disclosure notice, a period of 14 days following service of a disclosure notice;

"relevant restrictions" mean in the case of a restriction notice served on a person with a 0.25 per cent interest that:

(i) the shares shall not confer on the holder any right to attend or vote either personally or by proxy at any general meeting of the company or at any separate general meeting of the holders of any class of shares in the company or to exercise any other right conferred by membership in relation to general meetings;

(ii) the board may withhold payment of all or any part of any dividends or other moneys payable in respect of the shares and the holder shall not be entitled to receive shares in lieu of dividend;

(iii) the board may decline to register a transfer of any of the shares which are certificated shares, unless such a transfer is pursuant to an arm's length sales

and in any other case mean only the restriction specified in sub-paragraph (i) of this definition; and

"disclosure notice" means a notice served by the company under article requiring particulars of interests in shares or of the identity of persons interested in shares.

17. Power of the Company to Investigate Interests in Shares.

(A) The company may by notice in writing require any person whom the company knows or has reasonable cause to believe to be interested in shares comprised in the Relevant Share Capital or to have been so interested at any time during the three years immediately preceding the date on which the notice is issued:

(i) to confirm that fact or (as the case may be) to indicate whether or not it is the case; and

(ii) if he holds, or has during the time held, any such interest, to give such further information as may be required in accordance with the following provisions of this article.

(B) The notice may request the person to whom it is addressed:

(i) to give particulars of his present or past interest in shares comprised in the Relevant Share Capital (held by him at any time during the three-year period mentioned in paragraph (A) of this article);

(ii) where the interest is a present interest and any other interest in the shares subsists, or in any case, where another interest in the shares subsisted during that three-year period at any time when his own interest subsisted, to give (so far as lies within his knowledge) such particulars with respect to that other interest as may be required by the notice including the identity of the persons interested in the shares in question; and

(iii) where his interest is a past interest, to give (so far as lies within his knowledge) particulars of the identity of the person who held that interest immediately upon his ceasing to hold it.

(C) The information required by the notice must be given within the relevant period.

(D) This article applies in relation to a person who has or previously had, or is or was entitled to acquire, a right to subscribe for shares in the company which would on issue be comprised in Relevant Share Capital as it applies in relation to a person who is or was interested in shares so comprised; and reference above in this article to an interest in shares so comprised and to shares so comprised shall be read accordingly in any such case as including any such right and shares which would on issue be so comprised.

18. Uncertificated Shares.

(A) Pursuant and subject to the Uncertificated Securities Order, the board may permit title to some or all of the shares of any class to be evidenced otherwise than by a certificate and title to such shares to be transferred in accordance with the rules of a relevant system and may make arrangements for that class of shares to become a participating class. Title to some or all of the shares of a particular class may only be evidenced otherwise than by a certificate where that class of shares is at the relevant time a participating class. The board may also, subject to compliance with the Uncertificated Securities Order and the rules of any relevant system, determine at any time that title to some or all of the shares of any class of shares may from a date specified by the board no longer be evidenced otherwise than by a certificate or that title to such shares shall cease to be transferred by means of any particular relevant system. For the avoidance of doubt, shares which are uncertificated shares shall not be treated as forming a class which is separate from certificated shares with the same rights.

(B) In relation to a class of shares which is a participating class and for so long as it remains a participating class, no provision of these articles shall apply or have effect to the extent that it is inconsistent in any respect with:

(i) the holding of shares of that class in uncertificated form;

(ii) the transfer of title to shares of that class by means of a relevant system;

(iii) the exercise of any powers or functions by the company or the effecting by the company of any actions by means of a relevant system; and

(iv) any provision of the Uncertificated Securities Order.

(C) Some or all of the shares of a class which is at the relevant time a participating class may be changed from uncertificated to certificated form, and from certificated to uncertificated form, in accordance with and subject as provided for in the Uncertificated Securities Order and the rules of any relevant system.

(D) Unless the board otherwise determines or the Uncertificated Securities Order or the rules of the relevant system concerned otherwise require, any shares issued or created out of or in respect of any uncertificated shares shall be uncertificated shares and any shares issued or created out of or in respect of any certificated shares shall be certificated shares.

(E) Unless the board otherwise determines, shares which a member holds in uncertificated form shall be treated as separate holdings from any shares which that member holds in certificated form.

(F) Subject to the Applicable Companies Laws, the directors may lay down regulations not included in these articles which (in addition to, or in substitution for, any provisions in these articles):

- (i) apply to the issue, holding or transfer of shares in uncertificated form;
- (ii) set out (where appropriate) the procedures for conversion and/or redemption of shares in uncertificated form; and/or
- (iii) the directors consider necessary or appropriate to ensure that these articles are consistent with the Uncertificated Securities Order and/or the Operator's rules and practices.

(G) Such regulations will apply instead of any relevant provisions in these articles which relate to the transfer, conversion and redemption of shares in uncertificated form or which are not consistent with the Uncertificated Securities Order, in all cases to the extent (if any) stated in such regulations. If the directors make any such regulations, paragraph (H) of this article will (for the avoidance of doubt) continue to apply, when read in conjunction with those regulations.

(H) Any instruction given by means of a relevant system shall be a dematerialised instruction given in accordance with the Uncertificated Securities Order, the facilities and requirements of a relevant system and the Operator's rules and practices.

(I) Where the company is entitled under the Applicable Companies Laws, the Uncertificated Securities Order, the Operator's rules and practices, these articles or otherwise to dispose of, forfeit, enforce a lien over or sell or otherwise procure the sale of any shares, the directors may, in the case of any shares in uncertificated form, take such steps (subject to the Applicable Companies Laws, the Uncertificated Securities Order, the Operator's rules and practices and these articles) as may be required or appropriate, by instruction by means of a relevant system or otherwise, to effect such disposal, forfeiture, enforcement or sale including (without limitation) by:

- (i) requesting or requiring the deletion of any computer based entries in the relevant system relating to the holding of such shares;
- (ii) altering such computer based entries so as to divest the holder of such shares of the power to transfer such shares other than to a person selected or approved by the company for the purpose of such transfer;
- (iii) requiring any holder of such shares to take such steps as may be necessary to sell or transfer such shares as directed by the company;
- (iv) (subject to any applicable law) otherwise rectify or change the register in respect of any such shares in such manner as the directors consider appropriate (including, without limitation, by entering the name of a transferee into the register as the next holder of such shares); and/or
- (v) appointing any person to take any steps in the name of any holder of such shares as may be required to change such shares to certificated form and/or to effect the transfer of such shares (and such steps shall be effective as if they had been taken by such holder).

In relation to any share in uncertificated form:

- (i) the company may utilise the relevant system to the fullest extent available from time to time in the exercise of any of its powers or functions under the Applicable Companies Laws, the Uncertificated Securities Order or these articles or otherwise in effecting any actions and the company may from time to time determine the manner in which such powers, functions and actions shall be so exercised or effected;
- (ii) the company may, by notice to the holder of that share, require the holder to change the form of that share to certificated form within such period as may be specified in the notice; and
- (iii) the company shall not issue a share certificate.

The company may by notice to the holder of any share in certificated form, direct that the form of such share may not be changed to uncertificated form for a period specified in such notice.

19. Right to Share Certificates. Every person (except a person to whom the company is not by law required to issue a certificate) whose name is entered in the register as a holder of any certificated shares shall be entitled, without payment, to receive within the time limits prescribed by the Applicable Companies Laws (or, if earlier, within any prescribed time limit or within a time specified when the shares were issued) one certificate for all those shares of any one class. In the case of a certificated share held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate to one of several joint holders shall be sufficient delivery to all. A member who

transfers some but not all of the shares comprised in a certificate shall be entitled to a certificate for the balance without charge to the extent the balance is to be held in certificated form.

20. Replacement of Share Certificates. If a share certificate is defaced, worn out, lost or destroyed, it may be replaced on such terms (if any) as to evidence and indemnity as the board may decide and, where it is defaced or worn out, after delivery of the old certificate to the company. Any two or more certificates representing shares of any one class held by any member shall at his request be cancelled and a single new certificate for such shares issued in lieu. Any certificate representing shares of any one class held by any member may at his request be cancelled and two or more certificates for such shares may be issued instead. The board may require the payment of any exceptional out-of-pocket expenses of the company incurred in connection with the issue of any certificates under this article. Any one of two or more joint holders may request replacement certificates under this article.

21. Execution of Share Certificates. Every share certificate shall be signed by two directors or by one director and the secretary and shall specify the number and class of the shares to which it relates and the amount or respective amounts paid up on the shares and (if required by the Applicable Companies Laws) the distinguishing numbers of such shares. The board may by resolution decide, either generally or in any particular case or cases, that any signatures on any share certificates need not be autographic but may be applied to the certificates by some mechanical, electronic or other means or may be printed on them.

22. Share Certificates Sent at Holder's Risk. Every share certificate sent in accordance with these articles will be sent at the risk of the member or other person entitled to the certificate. The company will not be responsible for any share certificate lost or delayed in the course of delivery.

Lien

23. Company's Lien on Shares Not Fully Paid. The company shall have a first and paramount lien on every share (not being a fully paid share) for all amounts payable to the company (whether presently or not) in respect of that share. The company's lien on a share shall extend to every amount payable in respect of it. The board may at any time either generally or in any particular case waive any lien that has arisen or declare any share to be wholly or in part exempt from the provisions of this article.

24. Enforcing Lien by Sale. The company may sell, in such manner as the board may decide, any share 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 14 clear days after a notice has been served on the holder of the share or the person who is entitled by transmission to the share, demanding payment and stating that if the notice is not complied with the share may be sold. For giving effect to the sale the board may authorise some person to sign an instrument of transfer of the share sold 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 or invalidity in relation to the sale.

25. Application of Proceeds of Sale. The net proceeds, after payment of the costs, of the sale by the company of any share on which it has a lien shall be applied in or towards payment or discharge of the debt or liability in respect of which the lien exists so far as it is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the share prior to the sale and (in the case of certificated shares) upon surrender, if required by the company, for cancellation of the certificate for the share sold) be paid to the person who was entitled to the share at the time of the sale.

Calls on Shares

26. Calls. Subject to the terms of issue, the board may from time to time make calls upon the members in respect of any moneys unpaid on their shares and not payable on a date fixed by or in accordance with the terms of issue, and each member shall (subject to the company serving upon him at least 14 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 made payable by instalments. A call may be revoked or postponed, in whole or in part, as the board may decide. Subject to the Applicable Companies Laws, a person upon whom a call is made shall remain liable jointly and severally with the successors in title to his shares for all calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.

27. Timing of Calls. A call shall be deemed to have been made at the time when the resolution of the board authorising the call was passed.

28. Liability of Joint Holders. The joint holders of a share shall be jointly and severally liable to pay all calls in respect of the share.

29. Interest Due on Non-Payment. If a call remains unpaid after it has become due and payable, the person from whom it is due and payable shall pay interest on the amount unpaid from the day it is due and payable to the time of actual payment at such rate (not exceeding the Bank of England base rate by more than five percentage points) as the board may decide, and all expenses that have been incurred by the company by reason of such non-payment, but the board shall be at liberty in any case or cases to waive payment of the interest or expenses wholly or in part.

30. Sums Due on Allotment Treated as Calls. Any amount which becomes payable in respect of a share on allotment and issue or on any other date fixed by or in accordance with the terms of issue, whether in respect of the nominal amount of the share or as an instalment of a call, shall be deemed to be a call and, if it is not paid, all the provisions of these articles shall apply as if the sum had become due and payable by virtue of a call.

31. Power to Differentiate. The board may on or before the issue of shares differentiate between the allottees or holders as to the amount of calls to be paid and the times of payment.

32. Payment of Calls in Advance. The board may, if it thinks fit, receive from any member who is willing to advance them all or any part of the moneys uncalled and unpaid upon any shares held by him and on all or any of the moneys so advanced may (until they would, but for the advance, become presently payable) pay interest at such rate (not exceeding the Bank of England base rate by more than five percentage points, unless the company by ordinary resolution shall otherwise direct) as the board may decide.

Forfeiture of Shares

33. Notice if Call or Instalment Not Paid. If any call or instalment of a call remains unpaid on any share after the day appointed for payment, the board may at any time serve a notice on the holder requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and any expenses incurred by the company by reason of such non-payment.

34. Form of Notice. The notice shall name a further day (not being less than 14 clear days from the date of the notice) on or before which, and the place where, the payment required by the notice is to be made and shall state that in the event of non-payment on or before the day and at the place appointed, the shares in respect of which the call has been made or instalment is payable will be liable to be forfeited.

35. Forfeiture for Non-Compliance with Notice. If the notice is not complied with, any share in respect of which it was given may, at any time before payment of all calls or instalments and interest and expenses due in respect of it have been made, be forfeited by a resolution of the board to that effect and the forfeiture shall include all dividends declared and other moneys payable in respect of the forfeited shares and not paid before the forfeiture. The board may accept the surrender of any share liable to be forfeited and, in that event, references in these articles to forfeiture shall include surrender.

36. Notice after Forfeiture. When any share has been forfeited, notice of the forfeiture shall be served upon the person who was before forfeiture the holder of the share but no forfeiture shall be invalidated by any omission or neglect to give notice.

37. Sale of Forfeited Shares. Until cancelled, a forfeited share shall be deemed to be the property of the company and may be sold or otherwise disposed of either to the person who was, before forfeiture, the holder or to any other person upon such terms and in such manner as the board shall decide. The board may for the purposes of the disposal authorise some person to sign an instrument of transfer to the designated transferee. The company may receive the consideration (if any) given for the share on its disposal. At any time before a re-allotment, sale or disposition the forfeiture may be cancelled by the board on such terms as the board may decide.

38. Arrears to be Paid Notwithstanding Forfeiture. A person whose shares have been forfeited shall cease to be a member in respect of them and (in the case of certificated shares) shall surrender to the company for cancellation the certificate for the forfeited shares but shall remain liable to pay to the company all moneys which at the date of the forfeiture were payable by him to the company in respect of those shares with interest thereon at such rate (not exceeding the Bank of England base rate by more than five percentage points) as the board may decide from the date of forfeiture until payment, and the company may enforce payment without being under any obligation to make any allowance for the value of the shares forfeited or for any consideration received on their disposal.

39. Statutory Declaration as to Forfeiture. A statutory declaration or affidavit that the declarant or affiant is a director of the company or the secretary and that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share. The declaration or affidavit shall (subject to the signing of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is re-allotted or sold or otherwise disposed of shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, re-allotment, sale or disposal.

Transfer of Shares

40. Transfer.

(A) Subject to such of the restrictions of these articles as may be applicable:

(i) any member may transfer all or any of his uncertificated shares by means of a relevant system in such manner provided for, and subject as provided in the Uncertificated Securities Order and the rules of any relevant system provided that legal title to such shares shall not pass until such transfer is entered into the register, and accordingly no provision

of these articles shall apply in respect of an uncertificated share to the extent that it requires or contemplates the effecting of a transfer by an instrument in writing or the production of a certificate for the share to be transferred; and

(ii) any member may transfer all or any of his certificated shares by an instrument of transfer in any usual form or in any other form which the board may approve.

(B) The transferor of a share shall be deemed to remain the holder of the share concerned until the name of the transferee is entered in the register in respect of it.

41. Signing of Transfer. The instrument of transfer of a certificated share shall be signed by or on behalf of the transferor and countersigned by the transferee. All instruments of transfer, when registered, shall be retained by the company.

42. Rights to Decline Registration of Partly Paid Shares. The board may, in its absolute discretion and without giving any reason for so doing, decline to register any transfer of any certificated share which is not a fully paid share.

43. Other Rights to Decline Registration.

(A) The directors shall register a transfer of title to any share in uncertificated form in accordance with the Uncertificated Securities Order except that registration of a transfer of an uncertificated share may (or, in the case where the directors are required to do so under the Uncertificated Securities Order, shall) be refused in the circumstances where the directors are entitled, or required, to refuse registration as set out in the Uncertificated Securities Order, and where, in the case of a transfer to joint holders, the number of joint holders to whom the uncertificated share is to be transferred exceeds four.

(B) The board may decline to register any transfer of a certificated share unless:

(i) the instrument of transfer is left at the office or such other place as the board may from time to time determine accompanied (save in the case of a transfer by a person to whom the company is not required by law to issue a certificate and to whom a certificate has not been issued) by the certificate for the share to which it relates and such other evidence as the board may reasonably require to show the right of the person signing the instrument of transfer to make the transfer and, if the instrument of transfer is signed by some other person on his behalf, the authority of that person so to do;

(ii) the instrument of transfer is in respect of only one class of share; and

(iii) in the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four.

(C) For all purposes of these articles relating to the registration of transfers of shares, the renunciation of the allotment of any shares by the allottee in favour of some other person shall be deemed to be a transfer and the board shall have the same powers of refusing to give effect to such a renunciation as if it were a transfer.

44. No Fee for Registration. No fee shall be charged by the company for registering any transfer, document or instruction relating to or affecting the title to any share or for making any other entry in the register.

45. Untraced Shareholders.

(A) To the extent permitted by the Applicable Companies Laws, the company may sell any certificated shares in the company on behalf of the holder of, or person entitled by transmission to, the shares at the best price reasonably obtainable at the time of sale if:

(i) the shares have been in issue either in certificated or uncertificated form throughout the qualifying period and at least three cash dividends have become payable on the shares during the qualifying period;

(ii) no cash dividend payable on the shares has either been claimed by presentation to the paying bank of the relevant cheque or warrant or been satisfied by the transfer of funds to a bank account designated by the holder of, or person entitled by transmission to, the shares or by the transfer of funds by means of a relevant system at any time during the relevant period;

(iii) so far as any director of the company at the end of the relevant period is then aware, the company has not at any time during the relevant period received any communication from the holder of, or person entitled by transmission to, the shares; and

(iv) the company has caused two advertisements to be published, one in a newspaper with a national circulation in the country of the last known postal address of the holder of, or person entitled by transmission to, the shares and the other in a newspaper circulating in the area in which the last known postal address of the holder of, or person entitled by transmission to, the shares or the postal address at which service of notices may be effected under these articles is located, giving notice of its intention to sell the shares and a period of three months has elapsed from the date of publication of the advertisements or of the last of the two advertisements to be published if they are published on different dates.

(B) The company shall also be entitled, to the extent permitted by the Applicable Companies Laws, to sell at the best price reasonably obtainable at the time of sale any additional certificated shares in the company issued either in certificated or uncertificated form during the qualifying period in right of any share to which paragraph (A) of this article applies (or in right of any share so issued), if the criteria in paragraphs (A)(ii) to (iv) are satisfied in relation to the additional shares.

(C) To give effect to any sale of shares pursuant to this article the board may authorise some person to transfer the shares in question and an instrument of transfer signed by that person shall be as effective as if it had been signed by the

holder of, or person entitled by transmission to, the shares. The purchaser shall not be bound to see to the application of the purchase moneys nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of sale shall belong to the company and, upon their receipt, the company shall become indebted to the former holder of, or person entitled by transmission to, the shares for an amount equal to the net proceeds. No trust shall be created in respect of the debt and no interest shall be payable in respect of it and the company shall not be required to account for any moneys earned from the net proceeds which may be employed in the business of the company or as it thinks fit.

(D) For the purpose of this article:

"the qualifying period" means the period of 12 years immediately preceding the date of publication of the advertisements referred to in paragraph (A)(iv) above or of the first of the two advertisements to be published if they are published on different dates; and

"the relevant period" means the period beginning at the commencement of the qualifying period and ending on the date when all the requirements of paragraph (A)(i) to (iv) above have been satisfied.

Transmission of Shares

46. Transmission on Death. If a member dies, the survivor or survivors, where he was a joint holder, and his personal representatives (meaning the person or persons who execute or administer the deceased member's estate, pursuant to appointment in the deceased member's will or by operation of law), where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the company as having any title to his shares; but nothing contained in these articles shall release the estate of a deceased holder from any liability in respect of any share held by him solely or jointly with other persons.

47. Entry of Transmission in Register. Where the entitlement of a person to a certificated share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law is proved to the satisfaction of the board, the board shall within two months after proof cause the entitlement of that person to be noted in the register.

48. Election of Person Entitled by Transmission. Any guardian of an infant member and any curator or guardian or other legal representative appointed in respect of a member who is suffering from mental disorder or interdiction or is otherwise incapable of managing his affairs or any person entitled by transmission to a share may, subject as provided elsewhere in these articles, elect either to become the holder of the share or to have some person nominated by him registered as the holder. If he elects to be registered himself he shall give notice to the company to that effect. If he elects to have another person registered and the share is a certificated share, he shall sign an instrument of transfer of the share to that person. If he elects to have himself or another person registered and the share is an uncertificated share, he shall take any action the board may require (including, without limitation, the signing of any document and the giving of any instruction by means of a relevant system) to enable himself or that person to be registered as the holder of the share. The board may at any time require the person to elect either to be registered himself or to transfer the share and if the requirements are not complied with within 60 days of being issued the board may withhold payment of all dividends and other moneys payable in respect of the share until the requirements have been complied with. All the provisions of these articles relating to the transfer of, and registration of transfers of, shares shall apply to the notice or transfer as if the death or bankruptcy of the member or other event giving rise to the transmission had not occurred and the notice or transfer was given or signed by the member.

49. Rights of Person Entitled by Transmission. Where a person becomes entitled by transmission to a share, the rights of the holder in relation to that share shall cease, but the person entitled by transmission to the share may give a good discharge for any dividends or other moneys payable in respect of it and shall have the same rights in relation to the share as he would have had if he were the holder of it save that, until he becomes the holder, he shall not be entitled in respect of the share (except with the authority of the board) to receive notice of, or to attend or vote at, any general meeting of the company or at any separate general meeting of the holders of any class of shares in the company or to exercise any other right conferred by membership in relation to general meetings.

Alteration of Share Capital

50. Increase, Consolidation, Sub-Division and Cancellation. The company may from time to time by altering its memorandum of association by special resolution:

- (i) increase its share capital by such sum to be divided into shares of such amount as the resolution shall prescribe; or
- (ii) consolidate, or consolidate and then sub-divide, all or any of its share capital (whether in issue or not) into shares of larger amount than its existing shares; or
- (iii) convert all or any of its fully paid shares into stock, and reconvert that stock into fully paid shares of any denomination; or
- (iv) convert any of its fully paid shares the nominal value of which is expressed in one currency into fully paid shares of a nominal value of another currency; or
- (v) cancel any 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 shares so cancelled,

provided that at all times all shares in the company, whether in issue or not, have the same nominal value and provided that the present article shall not prejudice the right of the board to issue shares and increase the issued share capital pursuant to the provisions of articles ... and

51. Fractions.

(A) Whenever as a result of a consolidation, consolidation and sub-division or sub-division of shares any members would become entitled to fractions of a share, the board may deal with the fractions as it thinks fit; including by ignoring fractions altogether or by aggregating and selling them or by dealing with them in some other way. For the purposes of effecting any such sale, the board may arrange for the shares representing the fractions to be entered in the register as certificated shares. The board may sell shares representing fractions to any person, including the company and may authorise some person to transfer or deliver the shares to, or in accordance with the directions of, the purchaser. The person to whom any shares are transferred or delivered 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 in, or invalidity of, the proceedings relating to the sale. The board may distribute the net proceeds of sale, excluding expenses, in due proportion among those members which would become entitled to fractions of a share, except that any amount otherwise due to a member which is less than £5.00 may be retained for the benefit of the company.

(B) Subject to the Applicable Companies Laws, when the board consolidates or sub-divides shares, it can treat certificated and uncertificated shares which a member holds as separate shareholdings.

52. Reduction of Capital. Subject to the provisions of the Applicable Companies Laws, the company may by special resolution reduce its share capital, any capital redemption reserve, any share premium account or any other undistributable reserve in any way and may freely distribute any reserves held in a share premium account, to the extent permitted by the Applicable Companies Laws.

General Meetings

53. Extraordinary General Meeting and Ordinary General Meetings. Any general meeting of the company at which special resolutions are to be proposed other than an annual general meeting shall be called an extraordinary general meeting. Any general meeting at which no special resolutions are to be proposed which is not the annual general meeting shall be called an ordinary general meeting.

54. Annual General Meetings. The board shall convene and the company shall hold a general meeting called an annual general meeting in accordance with the requirements of the Applicable Companies Laws. The annual general meeting must be held every year in Luxembourg either at the head office of the company or where indicated in the notice of meeting, at 11 a.m. on the third Tuesday in May. The first annual general meeting will be held within 18 months of incorporation of the company and each subsequent annual general meeting within six months of the financial year end. Except in articles ..., ..., ..., and ..., references to extraordinary general meetings in these articles shall include annual general meetings.

55. Convening of Extraordinary General Meetings and Ordinary General Meetings. The board may convene an extraordinary or ordinary general meeting whenever it thinks fit. The directors of the company are required to call a general meeting to be held within one month of the company receiving a request in writing to do so, with an indication of the agenda for the general meeting, from members representing at least 10 per cent of the issued share capital of the company.

56. Location of General Meetings. All general meetings shall take place in Luxembourg.

Notice of General Meetings

57. Length of Notice. All general meetings shall be convened by not less than 16 clear days' notice in writing or such shorter period as may be permitted by the Applicable Companies Laws. In accordance with the Luxembourg Companies Laws, the company shall also publish notice of all general meetings by way of announcement in the Luxembourg Official Gazette and a local Luxembourg newspaper. Such announcement shall be published twice, with a minimum interval of eight clear days between announcements and with the second of the announcements to be published a minimum of eight clear days before the general meeting. The notice shall specify the place, day and time of the meeting, and the agenda and general nature of the business to be transacted and in the case of an annual general meeting, specify the meeting as such. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them.

58. Notice of Extraordinary General Meetings. The notice convening an extraordinary general meeting shall contain the agenda for the meeting and, to the extent required by the Applicable Companies Laws, indicate any proposed amendments to these articles and the text of those amendments. Where an extraordinary general meeting proceeds to a second call because the quorum requirement set out in article (A) is not met at the first call of the meeting, the convening notice shall contain the same agenda as the notice for the first call of the extraordinary general meeting and shall state the date of, and the proportion of the issued share capital of the company which was represented by members present in person or by proxy at, the first call of the extraordinary general meeting at which a quorum was not present.

59. Omission or Non-Receipt of Notice.

(A) The accidental omission to give any notice of a meeting or the accidental omission to send or supply any document or other information relating to any meeting to, or the non-receipt (even if the company becomes aware of such non-receipt) of any such notice, document or other information by, any person entitled to receive the notice, document or other information shall not invalidate the proceedings at that meeting.

(B) A member present in person or by proxy at a meeting shall be deemed to have received proper notice of that meeting and, where applicable, of the purpose of that meeting.

60. Circulation of Members' Resolutions.

(A) Members of the company may (in accordance with the provisions of this article) require the company to give, to members of the company entitled to receive notice of the next annual general meeting, notice of a resolution which may properly be moved and is intended to be moved at that meeting.

(B) Members representing at least five per cent. of the total voting rights of all members who have a right to vote on the resolution at the annual general meeting to which the request relates, or not less than 100 members who have a relevant right to vote and who hold shares in the company on which there has been paid up an average sum, per member, of at least £100, may require the company to circulate, to members of the company entitled to receive notice of the next annual general meeting, such a notice of a resolution which may be properly moved and is intended to be moved at that meeting. If so required the company shall, unless the resolution:

(i) would, if passed, be ineffective (whether by reason of inconsistency with any enactment or these articles or otherwise);

(ii) is defamatory of any person; or

(iii) is frivolous or vexatious,

give notice of the resolution to each member of the company entitled to receive notice of the annual general meeting in the same manner as the notice of the meeting and at the same time, or as soon as reasonably practical after, it gives notice of the meeting.

(C) The business which may be dealt with at an annual general meeting includes a resolution of which notice has been given in accordance with this article. If requests sufficient to require the circulation of notice of a resolution to members are received by the end of the accounting period preceding the meeting, the members who request the circulation of the resolution need not pay the company's expenses. Otherwise, the expenses of the company in circulating the notice of a resolution must be met by the members who requested the circulation of the notice under this article.

(D) A request by the members under paragraph (A) of this article may be in hard copy or in electronic form and must:

(i) identify the resolution of which notice is to be given;

(ii) be authenticated by the person or persons making it; and

(iii) be received by the company at least six weeks before the annual general meeting to which the request relates or, if later, the time at which notice is given of that meeting.

61. Circulation of Members' Explanatory Statements.

(A) The members may (in accordance with the provisions of this article) require the company to circulate, to members of the company entitled to receive notice of a general meeting, a members' statement of not more than 1,000 words.

(B) Where so requested by members representing at least five per cent. of the total voting rights of all members who have a relevant right to vote, or by not less than 100 members who have a relevant right to vote and who hold shares in the company on which there has been paid up an average sum, per member, of at least £100, the company shall circulate, to members of the company entitled to receive notice of a general meeting, a members' statement of not more than 1,000 words with respect to:

(i) a matter referred to in a proposed resolution to be dealt with at that meeting; or

(ii) other business to be dealt with at that meeting.

(C) A request by the members under paragraph (A) of this article may be in hard copy or in electronic form and must:

(i) identify the statement to be circulated;

(ii) be authenticated by the person or persons making it; and

(iii) be received by the company at least one week before the meeting to which it relates.

In this article:

"relevant right to vote" means:

(i) in relation to a statement with respect to a matter referred to in a proposed resolution, a right to vote on that resolution at a meeting to which the requests relate; and

(ii) in relation to any other statement, a right to vote at the meeting to which the requests relate.

62. Information Rights.

(A) A member shall have the right to nominate another person (the "nominated person"), on whose behalf he holds shares, to enjoy information rights. For the purposes of this article, "information rights" has the meaning as defined in

section 146 of the UK Companies Act 2006, which is the right to receive a copy of all communications that the company sends to the members generally or to any class of members that includes the person making the nomination, and the member's rights to require copies of accounts and reports and a hard copy version of a document or information provided in another form.

(B) This article does not confer rights enforceable against the company by anyone other than the member, and does not affect the requirements for an effective transfer or other disposition of the whole or part of a member's interest in the company.

(C) If the nominated person wishes to receive hard copy communications, he must: request the person making the nomination to notify the company of that fact, and provide an address to which such copies may be sent before the nomination is made. If the person making the nomination notifies the company that the nominated person wishes to receive hard copy communications, and provides the company with that address, the right of the nominated person is to receive hard copy communications accordingly. If no such notification is given (or no address is provided), the nominated person is deemed to have agreed that documents or information may be sent or supplied to him by the company by means of a website.

(D) The nomination may be terminated at the request of the member or of the nominated person. The nomination ceases to have effect on the occurrence in relation to the member or the nominated person of any of the following:

- (i) in the case of an individual, death or bankruptcy; or
- (ii) in the case of a body corporate, dissolution or the making of an order for the winding up of the body otherwise than for the purposes of reconstruction.

(E) The effect of any nominations made by a member is suspended at any time when there are more nominated persons than the member has shares in the company. Where a member holds different classes of shares with different information rights, and there are more nominated persons than he has shares conferring a particular right, the effect of any nominations made by him is suspended to the extent that they confer that right.

(F) Where the company enquires of a nominated person whether he wishes to retain information rights, and does not receive a response within the period of 28 days beginning with the date on which the company's enquiry was sent, the nomination ceases to have effect at the end of that period. Such an enquiry is not to be made of a person more than once in any 12-month period.

63. Addition of Points to the General Meeting Agenda.

(A) In accordance with the Luxembourg Companies Laws, the directors shall add a point for discussion to the agenda of a general meeting on receiving a request to do so, in accordance with article (B), from one or more members holding at least one-tenth of the issued share capital of the company.

(B) A request by the members under paragraph (A) must be in writing and must:

- (i) identify the point for discussion to be added to the agenda;
- (ii) be authenticated by the person or persons making it; and
- (iii) be sent by registered mail to the company at least five days before the meeting to which it relates.

64. Power to Require Website Publication of Audit Concerns.

(A) In accordance with the provisions of this article, the members may require the company to publish on a website a statement setting out any matter relating to the audit of the company's accounts or any circumstances connected with an auditor of the company ceasing to hold office (together, "audit concerns").

(B) Where so requested by members representing at least five per cent. of the total voting rights (excluding treasury shares) of all the members who have a right to vote at the general meeting at which the company's annual accounts are laid, or by at least 100 members who have such right to vote and hold shares in the company on which there has been paid up an average sum, per member, of at least £100, the company shall publish on its website a statement setting out any audit concerns raised by members in such a request. The request:

- (i) may be sent to the company in hard copy or electronic form;
- (ii) must identify the statement to which it relates;
- (iii) must be authenticated by the person or persons making it; and
- (iv) must be received by the company at least one week before the meeting to which it relates.

(C) The company is not required to place on a website a statement under this article where the board is satisfied in good faith that the rights conferred by this article are being abused.

(D) The company shall not be liable for any failure to comply with this article which is wholly attributable to circumstances that it would not be reasonable to have expected the company to prevent or avoid.

(E) The information must be made available on a website that is maintained by or on behalf of the company, and identifies the company. Access to the information on the website, and the ability to obtain a hard copy of the information from the website shall not be conditional on the payment of a fee or otherwise restricted. The statement must be made available within three working days of the company being required to publish it on a website, and must be kept available until after the meeting to which it relates.

(F) The company must, in the notice of the general meeting at which the annual accounts are to be approved, clearly state:

(i) the possibility of a statement being placed on a website in pursuance of members' requests made under this article;

(ii) that the company will not require the members requesting website publication to pay its expenses in complying with this article; and

(iii) that where the company is required to place a statement on a website under this article it must forward the statement to the company's auditor not later than the time when it makes the statement available on the website.

(G) The business which may be dealt with at the general meeting at which the annual accounts are approved includes any statement that the company has been required under this article to publish on a website.

65. Postponement of General Meetings. If the board, in its absolute discretion, considers that it is impractical or undesirable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting, it may postpone or move the general meeting to another date, time and/or place. The board shall give notice of the rescheduling of the meeting as if it were the original meeting in accordance with the provisions of article and (where applicable) article. If a meeting is rescheduled in this way, the appointment of a proxy will be valid if it is received as required by these articles not less than 48 hours before the time appointed for holding the rescheduled meeting. The board may also postpone or move the rescheduled meeting under this article.

Proceedings at General Meetings

66. Quorum. Subject to the provisions of article, no business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the choice or appointment of a chairman of the meeting and, to the extent required by the Luxembourg Companies Laws, the other members of the bureau (constituted under article), which shall not be treated as part of the business of the meeting. Save as provided in article (B), two members present in person or by proxy and entitled to vote shall be a quorum for all purposes (but not less than two individuals shall constitute a quorum).

67. Procedure if Quorum Not Present. If within five minutes (or such longer time not exceeding one hour as the chairman of the meeting may decide to wait) after the time appointed for the commencement of any meeting which is not an extraordinary general meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be dissolved. If the board wishes to reconvene the meeting, it shall do so in accordance with the provisions of article as if it were the original meeting but the board may amend, replace or change items on the agenda for the reconvened meeting, where it considers it appropriate to do so.

68. Quorum at Extraordinary General Meetings.

(A) Where an extraordinary general meeting is held, the quorum shall be members holding shares representing at least 50 per cent of the issued share capital (excluding shares which do not carry a right to attend and vote at general meetings and treasury shares) present in person or by proxy.

(B) If a quorum is not present at the first call of an extraordinary general meeting, the meeting may be reconvened. At the reconvened extraordinary general meeting, two members present in person or by proxy shall be a quorum, regardless of their percentage holding of shares in the company.

(C) Notice of an extraordinary general meeting which is reconvened under this article must comply with the provisions of articles and save that, in accordance with the Luxembourg Companies Laws, the announcement of the meeting shall be published twice in the Luxembourg Official Gazette and two local Luxembourg newspapers, with a minimum interval of 15 clear days between announcements and with the second of the announcements to be published a minimum of 15 clear days before the reconvened general meeting is to be held.

69. Security Arrangements. The board may direct that persons wishing to attend any general meeting should submit to such searches or other security arrangements or restrictions as the board shall consider appropriate in the circumstances and shall be entitled in its absolute discretion to, or to authorise some one or more persons who shall include a director or the secretary or the chairman of the meeting to, refuse entry to, or to eject from, such general meeting any person who fails to submit to such searches or otherwise to comply with such security arrangements or restrictions.

70. Chairman of General Meeting. The chairman (if any) of the board or, in his absence, the deputy chairman (if any) shall preside as chairman at every general meeting. If more than one deputy chairman is present they shall agree among themselves who is to take the chair or, if they cannot agree, the deputy chairman who has been in office as a director longest shall take the chair. If there is no chairman or deputy chairman, or if at any meeting neither the chairman nor any deputy chairman is present within five minutes after the time appointed for the commencement of the meeting, or if neither the chairman nor any deputy chairman is willing to act as chairman, the directors present shall choose one of their number to act, or if one director only is present he shall preside as chairman of the meeting if willing to act. If no director is present, or if each of the directors present declines to take the chair, the persons present and entitled to vote shall appoint one of their number to be chairman of the meeting. Nothing in these articles shall restrict or exclude any of the powers or rights of a chairman of a meeting which are given by law.

71. Bureau. At each general meeting of the company, to the extent required by the Luxembourg Companies Laws, a bureau composed of the chairman of the general meeting, a secretary of the meeting and one or more scrutineers (as proposed or requested by the chairman of the meeting) shall be appointed. The secretary shall act as secretary to every general meeting unless another person is appointed as secretary to a general meeting by the chairman of the meeting.

72. Orderly Conduct. The chairman of the meeting shall take such action or give directions for such action to be taken as he thinks fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting. The chairman's decision on points of order, matters of procedure or arising incidentally from the business of the meeting shall be final as shall be his determination as to whether any point or matter is of such a nature.

73. Entitlement to Attend and Speak. Each director shall be entitled to attend and speak at any general meeting of the company. The chairman of the meeting may invite any person to attend and speak at any general meeting of the company where he considers that this will assist in the deliberations of the meeting. A proxy shall be entitled to speak at any general meeting of the company.

74. Suspension and Adjournment of General Meetings. The chairman of the meeting may at any time suspend any meeting (whether or not it has commenced or a quorum is present) to another time or place where it appears to him that (a) the members entitled to vote and wishing to attend cannot be conveniently accommodated in the place appointed for the meeting (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business or (c) a suspension is otherwise necessary so that the business of the meeting may be properly conducted. In addition, the chairman of the meeting may at any time with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting either sine die or to another time or place. When a meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the board. No business shall be transacted at any suspended or adjourned meeting except business which might properly have been transacted at the meeting had the suspension or adjournment not taken place.

75. Notice of Suspension or Adjournment. If the continuation of a suspended or adjourned meeting is to take place more than 48 hours after it was suspended or adjourned, notice of the suspended or adjourned meeting shall be given as in the case of an original meeting in accordance with article and (where applicable) article. Except where these articles otherwise require, it shall not be necessary to give any notice of a suspended or adjourned meeting or of the business to be transacted at a suspended or adjourned meeting.

76. Prorogation of General Meetings. In accordance with the Luxembourg Companies Laws, the board may decide prior to the conclusion of any general meeting to prorogue that general meeting to a date which is four weeks (or such longer period as may be permitted by the Luxembourg Companies Laws) after the date on which that general meeting was held. It must do so at the request of members representing at least one-fifth of the issued share capital of the company. Any such prorogation shall cancel all resolutions passed at the meeting before the board decides to prorogue the meeting. The meeting may be reconvened in accordance with article and (where applicable) article 58 with the same agenda as the original meeting and the reconvened meeting shall be entitled to pass final resolutions, provided that the necessary conditions as to quorum are fulfilled. No business shall be transacted at any reconvened meeting except business which might properly have been transacted at the meeting had the prorogation not taken place.

77. Notary Public. If required by the Luxembourg Companies Laws, extraordinary general meetings and the annual general meeting shall be held before an appropriate notary public and the minutes shall be recorded by notarial deed. The notary public shall be present for the entire duration of the extraordinary general meeting, or annual general meeting, if required, and, together with the bureau, shall sign the minutes of the extraordinary general meeting or the annual general meeting.

78. Minutes of General Meetings. The company shall keep the original minutes of the proceedings at all general meetings at the office. For ordinary general meetings, the minutes are to be signed by the bureau. Once signed by the bureau the minutes constitute evidence of the proceedings at the general meeting. In the case of an extraordinary general meeting or the annual general meeting, the minutes shall be signed by both the bureau and, where required by the Luxembourg Companies Laws, by a notary. The directors and company secretary are also authorised, individually, to certify copies of the minutes of all general meetings for any purpose.

Amendments

79. Amendments to Resolutions. Subject to the Luxembourg Companies Laws, in the case of a resolution duly proposed as a special resolution no amendment thereto (other than an amendment to correct a patent error) may be considered or voted upon and in the case of a resolution duly proposed as an ordinary resolution no amendment thereto (other than an amendment to correct a patent error) may be considered or voted upon unless either at least 48 hours prior to the time appointed for holding the meeting or adjourned meeting at which such ordinary resolution is to be proposed notice in writing of the terms of the amendment and intention to move the same has been received by the company or the chairman of the meeting in his absolute discretion decides that it may be considered or voted upon. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is put to the vote.

80. Amendments Ruled Out of Order. If an amendment shall be proposed to any resolution under consideration but shall be ruled out of order by the chairman of the meeting the proceedings on the substantive resolution shall not be invalidated by any error in such ruling.

Voting

81. Votes of Members.

(A) All resolutions shall be passed by a simple majority of votes cast unless a higher majority is required by the Applicable Companies Laws or these articles. On a poll every member who is present in person or by proxy shall, subject to any special terms as to voting upon which any shares may be issued or may at the relevant time be held and to any other provisions of these articles, have one vote for every share of which he is the holder. On a poll a member present in person or by proxy who is entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

(B) Subject to any special terms as to voting upon which any shares may be issued or may at the relevant time be held and to any other provisions of these articles, on a show of hands every member who is present in person or by proxy at a general meeting of the company shall have one vote.

(C) The company shall not be entitled to exercise any voting rights, whether on a show of hands or on a poll, in respect of any shares held by it as treasury shares.

82. Method of Voting.

(A) At any general meeting all Substantive Resolutions put to a vote of the meeting shall be decided on a poll, and all Other Resolutions put to a vote of the meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by:

(i) the chairman of the meeting; or

(ii) at least five members present in person or by proxy and entitled to vote on the resolution; or

(iii) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution; or

(iv) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

(B) For the purposes of this article:

(i) "Substantive Resolutions" are all resolutions of the company which are not Other Resolutions; and

(ii) "Other Resolutions" are any resolutions put to a general meeting of the company which is of a minor procedural nature, including without limitation any resolution to correct a patent error in a Substantive Resolution or any resolution for adjournment.

83. Chairman's Declaration Conclusive on Other Resolutions. Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman of the meeting that an Other Resolution voted on a show of hands has been carried or carried unanimously or by a particular majority or not carried by a particular majority or lost shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

84. Procedure on a Poll.

(A) 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 and, if he does, he shall specify the number of shares in respect of which each proxy is entitled to exercise the related votes and shall ensure that no proxy is appointed to exercise the votes which any other proxy has been appointed by that member to exercise.

(B) A poll shall be taken in such manner as the chairman of the meeting shall direct. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(N.B.: Pour des raisons techniques, la suite de la version anglaise se trouve dans le Mémorial C N^o 2251 du 15.09.2008.)

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