

MEMORIAL

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Luxembourg



MEMORIAL

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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° 1251

30 juin 2009

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Pargen S.A., Société Anonyme Holding.

Siège social: L-1840 Luxembourg, 28, boulevard Joseph II.
R.C.S. Luxembourg B 50.600.

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DISSOLUTION

L'an deux mille neuf, le trois juin.

Par-devant Maître Jean-Joseph WAGNER, notaire de résidence à Sanem, Grand-Duché de Luxembourg.

A comparu:

«QUOTE-INVEST CORP. INC.», société de droit panaméen, avec siège social à Calle Aquilino de la Guardia, 8, Panama, République de Panama,

(ci-après désignée: «le mandant»).

Lequel mandant est ici valablement représenté par la signature individuelle de son directeur, à savoir Monsieur Gilbert DIVINE, directeur, avec adresse professionnelle à Luxembourg.

Laquelle personne comparante, agissant en sa susdite qualité, a requis le notaire instrumentant de documenter ainsi qu'il suit ses déclarations et constatations.

I.- Que la société «PARGEN S.A.», une société anonyme, régie par le droit luxembourgeois, établie et ayant son siège social au 28, boulevard Joseph II, L-1840 Luxembourg, inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B 50.600, constituée suivant acte notarié en date du 7 mars 1995, publié au Mémorial C, Recueil des sociétés et Associations, numéro 307 du 5 juillet 1995. Le capital social a été converti en euros suivant acte sous seing privé en date du 11 mai 2000, publié au Mémorial C, Recueil des sociétés et Associations, numéro 1033 du 20 novembre 2001.

II.- Que le capital social de société anonyme «PARGEN S.A.», prédésignée, s'élève actuellement à un million deux cent quarante mille euros (EUR 1.240.000,-) divisé en cinq mille (5.000) actions sans désignation de valeur nominale, intégralement libérées.

III.- Que le mandant déclare avoir parfaite connaissance des statuts et de la situation financière de la Société.

IV.- Que le mandant est devenu propriétaire de toutes les cinq mille (5.000) actions de la susdite Société et qu'en tant qu'actionnaire unique il déclare expressément procéder à la dissolution de la susdite Société avec effet à ce jour.

V.- Que le mandant, prénommé, agissant tant en sa qualité de liquidateur de la Société, qu'en qualité d'actionnaire unique de cette même Société, déclare en outre que l'activité de la Société a cessé, qu'il est investi de tout l'actif, que le passif connu de ladite Société a été réglé ou provisionné et qu'il s'engage expressément à prendre à sa charge tout passif pouvant éventuellement encore exister à charge de la Société et impayé ou inconnu à ce jour avant tout paiement à sa personne; partant la liquidation de la Société est à considérer comme faite et clôturée.

VI.- Que décharge pleine et entière est accordée aux administrateurs et au commissaire aux comptes de la Société dissoute, pour l'accomplissement de leurs mandats respectifs jusqu'à ce jour.

VII.- Que les livres et documents de la Société dissoute seront conservés pendant cinq (5) ans à l'ancien siège social de la Société dissoute, c'est-à-dire au 28, boulevard Joseph II, L-1840 Luxembourg.

VIII.- Qu'il a été procédé immédiatement à l'annulation par lacération de toutes les actions de la Société, le cas échéant à l'annulation du livre des actionnaires nominatifs de la Société, en présence du notaire instrumentant.

DONT ACTE, fait et passé à Luxembourg, au siège social de la Société, date qu'en tête des présentes.

Et après lecture faite à la personne comparante, connue du notaire par ses nom, prénom usuel, état et demeure, ladite personne comparante a signé avec le notaire instrumentant la présente minute.

Signé: G. DIVINE, J.-J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 5 juin 2009. Relation: EAC/2009/6467. Reçu soixante-quinze Euros (75,- EUR).

Le Receveur (signé): SANTIONI.

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

Belvaux, le 9 juin 2009.

Jean-Joseph WAGNER.

Référence de publication: 2009072183/239/49.

(090084956) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Powergen Luxembourg SE, Société Européenne.

Siège social: L-1840 Luxembourg, 8A, boulevard Joseph II.

R.C.S. Luxembourg B 79.617.

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(N.B.: Pour des raisons techniques, la version anglaise (faisant foi) est publiée dans le Mémorial C n° 1250 du 30 juin 2009)

Suit la version française du texte qui précède

L'an deux mille neuf, le neuvième jour du mois de juin.

Par-devant Maître Blanche Moutrier, notaire de résidence à Esch-sur-Alzette, Grand-Duché de Luxembourg,

s'est tenue l'assemblée générale extraordinaire des actionnaires de Powergen Luxembourg SE (la "Société"), une société européenne avec siège social au 8a, boulevard Joseph II, L-1840 Luxembourg, constituée par acte de Maître Joseph Elvinger, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, le 4 décembre 2000, publié au Mémorial C, Recueil des Sociétés et Associations (le "Mémorial") numéro 551 du 19 juillet 2001.

Les statuts de la Société ont été modifiés pour la dernière fois par acte du notaire soussigné le 31 juillet 2008 publié au Mémorial numéro 1972 le 13 août 2008.

L'assemblée a été présidée par M. David Beynon, consultant financier, résidant à Essex, Royaume-Uni.

M. Paul de Haan, comptable, résidant à Luxembourg, Grand-Duché de Luxembourg, a été désignée comme secrétaire et comme scrutateur.

Le président a déclaré et requis le notaire instrumentant d'acter que:

1. Les actionnaires représentés et le nombre d'actions qu'ils détiennent figurent sur une liste de présence signée par le président, le secrétaire et le scrutateur et le notaire instrumentant. Ladite liste restera annexée au présent acte pour être soumise aux formalités d'enregistrement.

2. Il résulte de ladite liste que toutes les six cent quatorze mille huit cent trois (614.803) actions émises, soit deux cent quatre-vingt-quatorze mille sept cent quatre-vingt-trois (294.783) actions de classe A et trois cent vingt mille vingt (320.020) actions de classe B sont représentées à la présente assemblée générale.

3. Tous les actionnaires représentés déclarent avoir eu une connaissance complète de l'ordre du jour de l'assemblée et renoncer à leur droit à une convocation préalable de sorte que l'assemblée peut valablement délibérer sur tous les points portés à l'ordre du jour.

4. Le 26 novembre 2008, le conseil d'administration de la Société a décidé de proposer aux actionnaires de la Société de transférer le siège social de la Société du Grand-Duché de Luxembourg vers le Royaume-Uni.

5. Toutes les formalités relatives au transfert du siège social de la Société du Grand-Duché de Luxembourg vers le Royaume-Uni telles que prévues par les articles 101-2 à 101-9 de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (la "Loi") et par l'article 8 du Règlement CE 2157/2001 du Conseil du 8 octobre 2001 relatif au statut de la société européenne (le "Règlement") ont été respectées, notamment:

a) le conseil a établi un projet de transfert qui a été publié au Mémorial numéros 2903 et 2904 du 5 décembre 2008, c'est-à-dire au moins deux mois avant la tenue de la présente assemblée générale des actionnaires de la Société;

b) le conseil a établi un rapport du conseil d'administration sur le transfert proposé du siège social du Grand-Duché de Luxembourg vers le Royaume-Uni conformément à l'article 101-4 de la Loi et à l'article 8(3) du Règlement;

c) le rapport du conseil d'administration et le projet de transfert étaient disponibles à la consultation par les créanciers et les actionnaires et les actionnaires et les créanciers ont été dûment informés de leur droit de consulter le rapport du conseil d'administration et le projet de transfert au siège social de la Société un mois avant la présente assemblée générale;

d) les créanciers ont été dûment informés de leur droit de demander au Tribunal d'Arrondissement de et à Luxembourg siégeant en matière commerciale la constitution de sûretés pendant une période de deux mois à partir de la date de publication du projet de transfert au Mémorial;

e) la Société n'a pas d'obligataires;

f) la Société n'a qu'un employé qui est membre du conseil d'administration. Cet employé de la Société cessera d'être employé par la Société d'un commun accord à partir du 9 juin 2009 à minuit. Selon le droit luxembourgeois, la Société n'est pas tenue d'impliquer ses employés dans la gestion de la Société. Par conséquent, à la Directive No 2001/86/EC du conseil du 8 octobre 2001 complétant le statut de la Société Européenne pour ce qui concerne l'implication des travailleurs et les dispositions de la loi du 25 août 2006 la transposant ne sont pas applicables.

6. Que l'ordre du jour de l'assemblée est comme suit:

A. Présentation et approbation du projet de transfert tel que publié au Mémorial numéros 2903 et 2904 du 5 décembre 2008 et du rapport du conseil d'administration concernant le transfert du siège social du Grand-Duché de Luxembourg vers le Royaume-Uni.

B. Approbation du changement de nationalité et approbation du transfert du siège social de la société du 8a, boulevard Joseph II, L-1840 Luxembourg au Westwood Way, Westwood Business Park, Coventry, CV4 8LG, Royaume-Uni avec effet à la date d'immatriculation de la Société auprès de Companies House au Royaume-Uni (la "Date de Prise d'Effet").

C. Sous réserve de l'approbation des points ci-dessus, clôture de l'année sociale en cours ayant commencée le 1^{er} janvier 2009, avec effet au 9 juin 2009 à minuit; modification de l'année sociale de sorte que l'année sociale commence au dixième jour du mois de juin de chaque année et se termine le neuvième jour du mois de juin de l'année suivante; modification conséquente de l'article 15 des statuts.

D. Approbation et adoption de nouveaux statuts de la Société conformes au droit anglais avec effet à la "date de Prise d'Effet", le mandataire étant expressément autorisé et ayant le pouvoir de procéder et de donner son accord aux modifications qui lui sembleront appropriées.

E. Acceptation de la démission de M. Groesbeek, M. Eric Isaac, M. Stefan Hloch et M. Paul de Haan en tant qu'administrateurs de la Société avec effet au 9 juin 2009 à minuit; modification de la durée de nomination de M. David Beynon en tant qu'administrateur de la Société de sorte à le nommer pour une durée illimitée et nomination des personnes suivantes en tant qu'administrateurs supplémentaires de la Société avec effet au 10 juin 2009 pour une durée illimitée:

- Madame Deborah Gandle, solicitor, née le 18 août 1971 à Solihull (Royaume-Uni), demeurant au 4, Foxcote Close, Shirley, Solihull, West Midlands, B90 4PR, Royaume-Uni;

- Madame Mary Delia Clarke, directeur financier, née le 23 novembre 1964 à Birmingham (Royaume-Uni), demeurant au 65, Langfield Road, Knowle, Solihull, West Midlands, B93 9 PS, Royaume-Uni.

F. Acceptation de la démission de Mme Mireille Herbrand en tant que commissaire aux comptes de la Société avec effet au 9 juin 2009 à minuit pour la nouvelle année sociale, étant entendu que Mme Mireille Herbrand continuera la révision des comptes au 9 juin 2009 et nomination de PricewaterhouseCoopers LLP avec effet au 10 juin 2009 pour la nouvelle année sociale commençant le 10 juin 2009.

G. Instruction, autorisation et délégation de pouvoir à chaque administrateur de la Société de prendre les mesures nécessaires pour immatriculer la Société auprès de Companies House au Royaume-Uni et instruction, autorisation et délégation de pouvoir à chaque administrateur de la Société en fonction à la présente date, avec pleins pouvoirs de substitution, de constater devant un notaire luxembourgeois de son choix l'immatriculation de la Société auprès de Companies House et la Date de Prise d'Effet.

Suite à quoi, l'assemblée a pris, à l'unanimité, les résolutions suivantes:

Première résolution

L'assemblée générale a noté et constaté que le siège social de la Société a été transféré du 99, Grand-Rue, L-1661 Luxembourg au 8a, boulevard Joseph II, L-1840 Luxembourg, avec effet au 1^{er} janvier 2009.

Le projet de transfert concernant le transfert du siège social de la Société de Luxembourg à Westwood Way, Westwood Business Park, Coventry, CV4 8LG, Royaume-Uni, tel que publié au Mémorial numéros 2903 et 2904 du 5 décembre 2008 et du rapport du conseil d'administration y relatif ont été présentés à l'assemblée.

Ensuite l'assemblée a attentivement examiné leurs termes et a décidé d'approuver le projet de transfert sous réserve de toutes modifications nécessaires telles que prévues dans les résolutions suivantes.

Seconde résolution

L'assemblée générale a décidé de changer la nationalité de la Société de luxembourgeoise en anglaise et de transférer le siège social de la Société du 8a, boulevard Joseph II, L-1840 Luxembourg à Westwood Way, Westwood Business Park, Coventry, CV4 8LG, Royaume-Uni avec effet à la Date de Prise d'Effet.

Troisième résolution

L'assemblée générale a décidé de clôturer l'année sociale en cours ayant commencé le 1^{er} janvier 2009 avec effet au 9 juin 2009 à minuit et de modifier l'année sociale de la Société laquelle commencera à partir de ce jour le dixième jour du mois de juin de chaque année et se terminera le neuvième jour du mois de juin de l'année suivante.

Suite à la résolution ci-dessus, l'assemblée générale a décidé de modifier l'article 15 des statuts comme suit:

"L'exercice social de la Société commencera le dixième jour du mois de juin de chaque année et se terminera le neuvième jour du mois de juin de la même année."

Quatrième résolution

L'assemblée a pris connaissance des statuts proposés tels que figurant au projet de transfert publié au Mémorial numéros 2903 et 2904 du 5 décembre 2008. L'assemblée a pris note que les statuts de la Société devant être adoptés suite au transfert du siège social de la Société vers le Royaume-Uni approuvé ci-dessus doivent être conformes au droit anglais et que ces statuts entreront en vigueur à la Date de Prise d'Effet.

Par conséquent, l'assemblée a décidé d'adopter des nouveaux statuts de la Société avec effet à la "date de Prise d'Effet" comme suit:

"Companies Acts 1985 to 2006

Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE)

A European Public Limited Liability Company (Societas Europaea or SE)

Articles of Association of Powergen Luxembourg SE

Preliminary

Table A

1. The regulations in Table A as in force at the date of the incorporation of the Company

EC Regulation	<p>shall not apply to the Company.</p> <p>2. Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (the Regulation) shall apply to the Company and to the extent that there is any inconsistency between the Regulation and these Articles, the Regulation shall apply.</p>
Definitions	<p>3. In these Articles, except where the subject or context otherwise requires:</p> <p>A Shares means the issued A ordinary shares of €0.20 each in the capital of the company;</p> <p>Act means the Companies Act 1985 including any modification or re-enactment of it for the time being in force;</p> <p>address includes a number or address used for the purposes of sending or receiving documents or information by electronic means;</p> <p>Articles means these articles of association as altered from time to time by special resolution;</p> <p>auditors means the auditors of the Company;</p> <p>B Shares means the issued B ordinary shares of €0.20 each in the capital of the company;</p> <p>the board means the directors or any of them acting as the board of directors of the Company;</p> <p>clear days in relation to the sending of a notice means the period excluding the day on which a notice is given or deemed to be given and the day for which it is given or on which it is to take effect;</p> <p>Companies Acts has the meaning given by section 2 of the Companies Act 2006;</p> <p>director means a director of the Company;</p> <p>dividend means dividend or bonus;</p> <p>electronic copy, electronic form and electronic means have the meanings given to them by section 1168 of the Companies Act 2006;</p> <p>entitled by transmission means, in relation to a share in the capital of the Company, entitled as a consequence of the death or bankruptcy of the holder or otherwise by operation of law;</p> <p>hard copy and hard copy form have the meanings given to them by section 1168 of the Companies Act 2006;</p> <p>holder in relation to a share in the capital of the Company means the member whose name is entered in the register as the holder of that share;</p> <p>member means a member of the Company;</p> <p>Memorandum means the memorandum of association of the Company as amended from time to time;</p> <p>office means the registered office of the Company;</p> <p>paid means paid or credited as paid;</p> <p>recognised person means a recognised clearing house or a nominee of a recognised clearing house or of a recognised investment exchange, each of which terms has the meaning given to it by section 778 of the Companies Act 2006;</p> <p>register means either or both of the issuer register of members and the Operator register of members of the Company;</p> <p>seal means the common seal of the Company and includes any official seal kept by the Company by virtue of section 39 or 40 of the Act;</p> <p>secretary means the secretary of the Company and includes a joint, assistant, deputy or temporary secretary and any other person appointed to perform the duties of the secretary;</p> <p>United Kingdom means Great Britain and Northern Ireland;</p> <p>working day has the meaning given by section 1173 of the Companies Act 2006.</p>
Construction	<p>4. Where, in relation to a share, these Articles refer to a relevant system, the reference is to the relevant system in which that share is a participating security at the relevant time.</p> <p>References to a document or information being sent, supplied or given to or by a person mean such document or information, or a copy of such document or information, being sent, supplied, given, delivered, issued or made available to or by, or served on or by, or deposited with or by that person by any method authorised by these Articles, and sending, supplying and giving shall be construed accordingly.</p>

References to writing mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether in electronic form or otherwise, and written shall be construed accordingly. Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender; and words denoting persons include corporations.

Words or expressions contained in these Articles which are not defined in Article 3 but are defined in the Act have the same meaning as in the Act (but excluding any modification of the Act not in force at the date of adoption of these Articles) unless inconsistent with the subject or context.

Subject to the preceding two paragraphs, references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force.

Headings and marginal notes are inserted for convenience only and do not affect the construction of these Articles.

In these Articles, (a) powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them; (b) the word board in the context of the exercise of any power contained in these Articles includes any committee consisting of one or more directors, any director, any other officer of the Company and any local or divisional board, manager or agent of the Company to which or, as the case may be, to whom the power in question has been delegated; (c) no power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation; and (d) except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorised to exercise it under these Articles or under another delegation of the power.

Share capital

Share capital	5. The share capital of the Company on the adoption of these Articles is €122,960.60 divided into 294,783 A Shares and 320,020 B Shares. Such shares shall entitle the holders to the respective rights and privileges, and subject them to the respective restrictions and provisions, contained in these articles but save as otherwise provided in these articles the A Shares and the B Shares shall rank <i>pari passu</i> in all respects.
Shares with special rights	6. Subject to the provisions of the Companies Acts and without prejudice to any rights attached to any existing shares or class of shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or, subject to and in default of such determination, as the board shall determine.
Section 80 authority	7. The board has general and unconditional authority to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the section 80 amount, for each prescribed period.
Section 89 disapplication	8. The board is empowered for each prescribed period to allot equity securities for cash pursuant to the authority conferred by Article 7 as if section 89(1) of the Act did not apply to any such allotment, provided that its power shall be limited to: (a) the allotment of equity securities in connection with a preemptive issue; and (b) the allotment (otherwise than pursuant to Article 8(a)) of equity securities up to an aggregate nominal amount equal to the section 89 amount. This Article applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in this Article the words "pursuant to the authority conferred by Article 12" were omitted.
Allotment after expiry	9. Before the expiry of a prescribed period the Company may make an offer or agreement which would or might require equity securities or other relevant securities to be allotted after such expiry. The board may allot equity securities or other relevant securities in pursuance of that offer or agreement as if the prescribed period during which that offer or agreement was made had not expired.
Definitions	10. In this Article and Articles 7, 8 and 9: prescribed period means any period for which the authority conferred by Article 7 is given by ordinary or special resolution stating the section 80 amount and/or the power conferred by Article 8 is given by special resolution stating the section 89

	amount;
	pre-emptive issue means an offer of equity securities to ordinary shareholders or an invitation to ordinary shareholders to apply to subscribe for equity securities (whether by way of rights issue, open offer or otherwise) where the equity securities respectively attributable to the interests of ordinary shareholders are proportionate (as nearly as practicable) to the respective numbers of ordinary shares or other equity securities, as the case may be held by them, but subject to such exclusions or other arrangements as the board may deem necessary or expedient in relation to fractional entitlements or any legal, regulatory or practical problems under the laws or regulations of any territory or the requirements of any regulatory body or stock exchange;
	section 80 amount means, for any prescribed period, the amount stated in the relevant ordinary or special résolution; and
	section 89 amount means, for any prescribed period, the amount stated in the relevant special résolution.
Residual allotment powers	<p>11. Subject to the provisions of the Companies Acts relating to authority, pre-emption rights or otherwise and of any résolution of the Company in general meeting passed pursuant to those provisions, and, in the case of redeemable shares, the provisions of Article 12:</p> <p>(a) all unissued shares for the time being in the capital of the Company shall be at the disposal of the board; and</p> <p>(b) the board may reclassify, allot (with or without conferring a right of renunciation), grant options over, or otherwise dispose of them to such persons on such terms and conditions and at such times as it thinks fit.</p>
Redeemable shares	12. Subject to the provisions of the Companies Acts, and without prejudice to any rights attached to any existing shares or class of shares, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by these Articles.
Commissions	13. The Company may exercise all powers of paying commissions or brokerage conferred or permitted by the Companies Acts. Subject to the provisions of the Companies Acts, any such commission or brokerage may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.
Trusts not recognised	14. Except as required by law, the Company shall recognise no person as holding any share on any trust and (except as otherwise provided by these Articles or by law) the Company shall not be bound by or recognise any interest in any share (or in any fractional part of a share) except the holder's absolute right to the entirety of the share (or fractional part of the share).
Variation of rights	
Method of varying rights	<p>15. Subject to the provisions of the Companies Acts, if at any time the capital of the Company is divided into different classes of shares, the rights attached to any class may (unless otherwise provided by the terms of allotment of the shares of that class) be varied or abrogated, whether or not the Company is being wound up, either:</p> <p>(a) with the written consent of the holders of three-quarters In nominal value of the issued shares of the class (excluding any shares of that class held as treasury shares), which consent shall be in hard copy form or in electronic form sent to such address (if any) for the time being specified by or on behalf of the Company for that purpose, or in default of such specification to the office, and may consist of several documents, each executed or authenticated in such manner as the board may approve by or on behalf of one or more holders, or a combination of both; or</p> <p>(b) with the sanction of a special résolution passed at a separate general meeting of the holders of the shares of the class,</p> <p>but not otherwise.</p>
When rights deemed to be varied	<p>16. For the purposes of Article 15, if at any time the capital of the Company is divided into different classes of shares, unless otherwise expressly provided by the rights attached to any share or class of shares, those rights shall be deemed to be varied by:</p> <p>(a) the reduction of the capital paid up on that share or class of shares otherwise than by a purchase or redemption by the Company of its own shares; and</p> <p>(b) the allotment of another share ranking in priority for payment of a dividend or in respect of capital or which confers on its holder voting rights more favourable</p>

than those conferred by that share or class of shares,
but shall not be deemed to be varied by:

(c) the creation or issue of another share ranking equally with, or subsequent to, that share or class of shares or by the purchase or redemption by the Company of its own shares.

Share certificates

Members' rights
to certificates

17. Every member, on becoming the holder of any shares shall be entitled, without payment, to one certificate for all the shares of each class held by him (and, on transferring a part of his holding of shares of any class, to a certificate for the balance of such holding). He may elect to receive one or more additional certificates for any of his shares if he pays a reasonable sum determined from time to time by the board for every certificate after the first. Every certificate shall:

(a) be executed under the seal or in such other manner as the board may approve; and
(b) specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up on the shares.

The Company shall not be bound to issue more than one certificate for shares held jointly by more than one person and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them. Shares of different classes may not be included in the same certificate.

Replacement certificates

18. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of any exceptional out-of-pocket expenses reasonably incurred by the Company in investigating evidence and preparing the requisite form of indemnity as the board may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

Lien

Company to have lien
on shares

19. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys payable to the Company (whether presently or not) in respect of that share. The board may at any time (generally or in a particular case) waive any lien or declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount (including without limitation dividends) payable in respect of it.

Enforcement of lien by sale

20. The Company may sell, in such manner as the board determines, 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 notice has been sent to the holder of the share, or to the person entitled to it by transmission, demanding payment and stating that if the notice is not complied with the share may be sold.

Giving effect to sale

21. To give effect to that sale the board may authorise any person to execute an instrument of transfer in respect of the share sold to, or in accordance with the directions of, the buyer. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

Application of proceeds

22. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

Calls on shares

Power to make calls

23. Subject to the terms of allotment, the board may from time to time make calls on the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium). Each member shall (subject to receiving at least 14 clear days' notice specifying when and where payment is to be made) pay to the Company the amount called on his shares as required by the notice. A call may be required to be paid by instalments. A call may be revoked in whole or part and the time fixed for payment of a call may be postponed in whole or part as the board may determine. A person on whom a call is made shall remain liable for calls made on him even if the shares in respect of which the call was made are subsequently transferred.

Time when call made	24. A call shall be deemed to have been made at the time when the résolution of the board authorising the call was passed.
Liability of joint holders	25. The joint holders of a share shall be jointly and severally liable to pay all calls in respect of it.
Interest payable	26. If a call or any instalment of a call remains unpaid in whole or in part 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 became due and payable until it is paid. Interest shall be paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, the rate determined by the board, not exceeding 15 per cent, per annum, or, if higher, the appropriate rate (as defined in the Act), but the board may in respect of any individual member waive payment of such interest wholly or in part.
Deemed calls	27. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call duly made and notified and payable on the date so fixed or in accordance with the terms of the allotment. If it is not paid the provisions of these Articles shall apply as if that amount had become due and payable by virtue of a call duly made and notified.
Differentiation on calls	28. Subject to the terms of allotment, the board may make arrangements on the issue of shares for a difference between the allottees or holders in the amounts and times of payment of calls on their shares.

Forfeiture and Surrender

Notice requiring payment of call	29. If a call or any instalment of a call remains unpaid in whole or in part after it has become due and payable, the board may give the person from whom it is due not less than 14 clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued and any costs, charges and expenses incurred by the Company by reason of such non-payment. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
Forfeiture for non-compliance	30. If that notice is not complied with, any share in respect of which it was sent may, at any time before the payment required by the notice has been made, be forfeited by a résolution of the board. The forfeiture shall include all dividends or other moneys payable in respect of the forfeited share which have not been paid before the forfeiture. When a share has been forfeited, notice of the forfeiture shall be sent to the person who was the holder of the share before the forfeiture.
Sale of forfeited shares	31. Subject to the provisions of the Companies Acts, a forfeited share shall be deemed to belong to the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the board determines, either to the person who was the holder before the forfeiture or to any other person. At any time before sale, re-allotment or other disposal, the forfeiture may be cancelled on such terms as the board thinks fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the board may authorise any person to execute an instrument of transfer of the share to that person. The Company may receive the consideration given for the share on its disposal and may register the transferee as holder of the share.
Liability following forfeiture	32. A person shall cease to be a member in respect of any share which has been forfeited and shall surrender the certificate for any forfeited share to the Company for cancellation. The person shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of that share with interest on that amount at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the rate determined by the board, not exceeding 15 per cent, per annum or, if higher, the appropriate rate (as defined in the Act), from the date of forfeiture until payment. The board may waive payment wholly or in part or enforce payment without any allowance for the value of the share at the time of forfeiture or for any consideration received on its disposal.
Evidence of forfeiture or surrender	33. A statutory declaration by a director or the secretary that a share has been duly forfeited or surrendered 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 shall (subject if necessary to the execution of an instrument of transfer or transfer

by means of the relevant system, as the case may be) constitute a good title to the share. The person to whom the share is disposed of shall not be bound to see to the application of the purchase money, if any, and his title to the share shall not be affected by any irregularity in, or invalidity of, the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

Transfer of shares

Form and execution of transfer of share	34. Without prejudice to any power of the Company to register as shareholder a person to whom the right to any share has been transmitted by operation of law, the instrument of transfer of a share may be in any usual form or in any other form which the board may approve. An instrument of transfer shall be signed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee. An instrument of transfer need not be under seal.
Registration of transfer	35. The directors may, in their absolute discretion, refuse to register the transfer of a share to any person, whether or not it is fully paid or a share on which the company has a lien.
Notice of refusal to register	36. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
Suspension of registration	37. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
No fee payable on registration	38. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
Retention of transfers	39. The company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

Transmission of shares

Transmission	40. If a member dies, the survivor or survivors where he was a joint holder, and his personal representatives 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 interest. Nothing in these Articles shall release the estate of a deceased member (whether a sole or joint holder) from any liability in respect of any share held by him.
Elections permitted	41. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and he death or bankruptcy of the member had not occurred.
Rights of persons entitled by transmission	42. A person becoming entitled by transmission to a share shall, on production of any evidence as to his entitlement properly required by the board and subject to the requirements of Article 41, have the same rights in relation to the share as he would have had if he were the holder of the share. That person may give a discharge for all dividends and other moneys payable in respect of the share, but he shall not, before being registered as the holder of the share, be entitled in respect of it to receive notice of, or to attend or vote at, any meeting of the Company or to receive notice of, or to attend or vote at, any separate meeting of the holders of any class of shares in the capital of the Company.

Alteration of share capital

Alterations by ordinary résolution	43. The Company may by ordinary résolution: <ul style="list-style-type: none"> (a) increase its share capital by such sum to be divided into shares of such amount as the résolution prescribes; (b) consolidate and divide all or any of its share capital into shares of larger amount
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	<p>than its existing shares;</p> <p>(c) subject to the provisions of the Companies Acts, sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum and the résolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and</p> <p>(d) cancel shares which, at the date of the passing of the résolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.</p>
New shares subject to these Articles	<p>44. All shares created by ordinary résolution pursuant to Article 43 shall be:</p> <p>(a) subject to all the provisions of these Articles, including without limitation provisions relating to payment of calls, lien, forfeiture, transfer and transmission; and</p> <p>(b) unclassified, unless otherwise provided by these Articles, by the résolution creating the shares or by the terms of allotment of the shares.</p>
Fractions arising	<p>45. Whenever any fractions arise as a result of a consolidation or sub-division of shares, the board may on behalf of the members deal with the fractions as it thinks fit. In particular, without limitation, the board may sell shares representing fractions to which any members would otherwise become entitled to any person (including, subject to the provisions of the Companies Acts, the Company) and distribute the net proceeds of sale in due proportion among those members and the board may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the buyer. The buyer shall not be bound to see to the application of the purchase moneys and his title to the shares shall not be affected by any irregularity in, or invalidity of, the proceedings in relation to the sale.</p>
Power to reduce capital	<p>46. Subject to the provisions of the Companies Acts, the Company may by special résolution reduce its share capital, capital redemption reserve and share premium account in any way.</p>
Purchase of own shares	
Power to purchase own shares	<p>47. Subject to and in accordance with the provisions of the Companies Acts and without prejudice to any relevant special rights attached to any class of shares, the Company may purchase any of its own shares of any class (including without limitation redeemable shares) in any way and at any price (whether at par or above or below par) and may hold such shares as treasury shares.</p>
General meetings	
Annual general meetings	<p>48. The board shall convene and the Company shall hold general meetings as annual general meetings in accordance with the requirements of the Companies Acts.</p>
Class meetings	<p>49. All provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply to every separate general meeting of the holders of any class of shares in the capital of the Company, except that:</p> <p>(a) the necessary quorum shall be two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class (excluding any shares of that class held as treasury shares) or, at any adjourned meeting of such holders, one holder present in person or by proxy, whatever the amount of his holding, who shall be deemed to constitute a meeting;</p> <p>(b) any holder of shares of the class present in person or by proxy may demand a poll; and</p> <p>(c) each holder of shares of the class shall, on a poll, have one vote in respect of every share of the class held by him.</p> <p>For the purposes of this Article, where a person is present by proxy or proxies, he is treated only as holding the shares in respect of which those proxies are authorised to exercise voting rights.</p>
Convening general meetings	<p>50. The board may call general meetings whenever and at such times and places as it shall determine. On the requisition of members pursuant to the provisions of the Companies Acts, the board shall promptly convene a general meeting in accordance with the requirements of the Companies Acts. If there are insufficient directors in the United Kingdom to call a general meeting any director of the Company may call a general meeting, but where no director is willing or able to do so,</p>

any two members of the Company may summon a meeting for the purpose of appointing one or more directors.

Notice of general meetings

Period of notice	51. An annual general meeting shall be called by at least 21 clear days' notice. All other general meetings shall be called by at least 14 clear days' notice.
Recipients of notice	52. Subject to the provisions of the Companies Acts, to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be sent to every member and every director. The auditors are entitled to receive all notices of, and other communications relating to, any general meeting which any member is entitled to receive.
Contents of notice: general	53. The notice shall specify the time, date and place of the meeting and the general nature of the business to be dealt with.
Contents of notice: additional requirements	54. In the case of an annual general meeting, the notice shall specify the meeting as such. In the case of a meeting to pass a special <i>résolution</i> , the notice shall specify the intention to propose the <i>résolution</i> as a special <i>résolution</i> .
Accidental omission to send notice etc.	55. The accidental omission to send a notice of a meeting or <i>résolution</i> , or to send any notification where required by the Companies Acts or these Articles in relation to the publication of a notice of meeting on a website, or to send a form of proxy where required by the Companies Acts or these Articles, to any person entitled to receive it, or the non-receipt for any reason of any such notice, <i>résolution</i> or notification or form of proxy by that person, whether or not the Company is aware of such omission or non-receipt, shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

Quorum	56. No business shall be dealt with at any general meeting unless a quorum is present, but the absence of a quorum shall not preclude the choice or appointment of a chairman, which shall not be treated as part of the business of the meeting. Save as otherwise provided by these Articles, two qualifying persons present at a meeting and entitled to vote on the business to be dealt with are a quorum, unless: (a) each is a qualifying person only because he is authorised under the Companies Acts to act as a representative of a corporation in relation to the meeting, and they are representatives of the same corporation; or (b) each is a qualifying person only because he is appointed as proxy of a member in relation to the meeting, and they are proxies of the same member. For the purposes of this Article a "qualifying person" means (i) an individual who is a member of the Company, (ii) a person authorised under the Companies Acts to act as a representative of the corporation in relation to the meeting, or (iii) a person appointed as proxy of a member in relation to the meeting.
If quorum not present	57. If such a quorum is not present within 30 minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved, and in any other case shall stand adjourned to such time and place as the chairman of the meeting may determine.
Chairman	58. The chairman, if any, of the board or, in his absence, some other director nominated by the board, shall preside as chairman of the meeting. If neither the chairman, deputy chairman nor such other director (if any) is present within 15 minutes after the time appointed for holding the meeting or is not willing to act as chairman, the directors present shall elect one of their number to be chairman. If there is only one director present and willing to act, he shall be chairman. If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote shall choose one of their number to be chairman.
Directors entitled to speak	59. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the capital of the Company.
Adjournment:	60. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business shall be dealt with at an adjourned meeting other than business which might properly have been dealt with at the meeting
chairman's powers	

had the adjournment not taken place.	
Adjournment: procedures	61. Any such adjournment may be for such time and to such other place as the chairman may, in his absolute discretion determine, notwithstanding that by reason of such adjournment some members may be unable to be present at the adjourned meeting. Any such member may nevertheless appoint a proxy for the adjourned meeting either in accordance with Article 81 or by means of a document in hard copy form which, if delivered at the meeting which is adjourned to the chairman or the secretary or any director, shall be valid even though it is given at less notice than would otherwise be required by Article 81(a). When a meeting is adjourned for 30 days or more or for an indefinite period, notice shall be sent at least seven clear days before the date of the adjourned meeting specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to send any notice of an adjournment or of the business to be dealt with at an adjourned meeting.
Amendments to resolutions	62. If an amendment is proposed to any <i>résolution</i> under consideration but is in good faith ruled out of order by the chairman, the proceedings on the substantive <i>résolution</i> shall not be invalidated by any error in such ruling. With the consent of the chairman, an amendment may be withdrawn by its proposer before it is voted on. No amendment to a <i>résolution</i> duly proposed as a special <i>résolution</i> may be considered or voted on (other than a mere clerical amendment to correct a patent error). No amendment to a <i>résolution</i> duly proposed as an ordinary <i>résolution</i> may be considered or voted on (other than a mere clerical amendment to correct a patent error) unless either: <ul style="list-style-type: none"> (a) at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the ordinary <i>résolution</i> is to be considered, notice of the terms of the amendment and the intention to move it has been delivered in hard copy form to the office or to such other place as may be specified by or on behalf of the Company for that purpose, or received in electronic form at such address (if any) for the time being specified by or on behalf of the Company for that purpose, or (b) the chairman in his absolute discretion decides that the amendment may be considered and voted on.
Methods of voting	63. A <i>résolution</i> put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, a vote on the show of hands, or on the withdrawal of any other demand for a poll, a poll is duly demanded. Subject to the provisions of the Companies Acts, a poll may be demanded by: <ul style="list-style-type: none"> (a) the chairman of the meeting; or (b) (except on the election of the chairman of the meeting or on a question of adjournment) at least five members present in person or by proxy having the right to vote on the <i>résolution</i>; or (c) any member or members present in person or by proxy representing not less than 10% of the total voting rights of all the members having the right to vote on the <i>résolution</i> (excluding any voting rights attached to any shares held as treasury shares); or (d) any member or members present in person or by proxy holding shares conferring a right to vote on the <i>résolution</i>, being shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the shares conferring that right (excluding any shares conferring a right to vote on the <i>résolution</i> which are held as treasury shares). <p>The appointment of a proxy to vote on a matter at a meeting authorises the proxy to demand, or join in demanding, a poll on that matter. In applying the provisions of this Article, a demand by a proxy counts (i) for the purposes of paragraph (b) of this Article, as a demand by the member, (ii) for the purposes of paragraph (c) of this Article, as a demand by a member representing the voting rights that the proxy is authorised to exercise, and (iii) for the purposes of paragraph (d) of this Article, as a demand by a member holding the shares to which those rights are attached.</p>
Declaration of result	64. Unless a poll is duly demanded (and the demand is not withdrawn before the poll is taken) a declaration by the chairman that a <i>résolution</i> has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number

Chairman's casting vote	or proportion of the votes recorded in favour of or against the résolution. 65. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
Withdrawal of demand for poll	66. The demand for a poll may be withdrawn before the poll is Withdrawal of demand taken, but only with the consent of the chairman. A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. If the demand for a poll is withdrawn, the chairman or any other member entitled may demand a poll.
Conduct of poll	67. Subject to Article 68, a poll shall be taken as the chairman directs and he may, and shall if required by the meeting, appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the résolution of the meeting at which the poll was demanded.
When poll to be taken	68. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either at the meeting or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
Notice of poll	69. No notice need be sent of a poll not taken at the meeting at which it is demanded if the time and place at which it is to be taken are announced at the meeting. In any other case notice shall be sent at least seven clear days before the taking of the poll specifying the time and place at which the poll is to be taken.
Effectiveness of special resolutions	70. Where for any purpose an ordinary résolution of the Company is required, a special résolution shall also be effective.

Votes of members

Right to vote	71. Subject to any rights or restrictions attached to any shares: (a) on a show of hands every member who is present in person shall have one vote and every proxy present who has been duly appointed by a member entitled to vote on the résolution has one vote; and (b) on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.
Votes of joint holders	72. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names of the holders stand in the register.
Member under incapacity	73. A member in respect of whom an order has been made by a court or official having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised for that purpose appointed by that court or official. That receiver, curator bonis or other person may, on a show of hands or on a poll, vote by proxy. The right to vote shall be exercisable only if evidence satisfactory to the board of the authority of the person claiming to exercise the right to vote has been delivered to the office, or another place specified in accordance with these Articles for the delivery of proxy appointments, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised.
Calls in arrears	74. No member shall be entitled to vote at a general meeting or at a separate meeting of the holders of any class of shares in the capital of the Company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.
Errors in voting	75. If any votes are counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it is pointed out at the same meeting, or at any adjournment of the meeting, and, in the opinion of the chairman, it is of sufficient magnitude to vitiate the result of the voting.

- Objection to voting 76. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting or poll at which the vote objected to is tendered. Every vote not disallowed at such meeting shall be valid and every vote not counted which ought to have been counted shall be disregarded. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- Voting: additional provisions 77. On a poll, a member 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.

Proxies and Corporate representatives

- Appointment of proxy: form 78. The appointment of a proxy shall be made in writing and shall be in any usual form or in any other form which the board may approve. Subject thereto, the appointment of a proxy may be:
- (a) in hard copy form; or
 - (b) in electronic form, if the Company agrees.
- Execution of proxy 79. The appointment of a proxy, whether made in hard copy form or in electronic form, shall be executed in such manner as may be approved by or on behalf of the Company from time to time. Subject thereto, the appointment of a proxy shall be executed by the appointor or any person duly authorised by the appointor or, if the appointor is a corporation, executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution.
- Proxies: other provisions 80. The board may, if it thinks fit, but subject to the provisions of the Companies Acts, at the Company's expense send hard copy forms of proxy for use at the meeting and issue invitations in electronic form to appoint a proxy in relation to the meeting in such form as may be approved by the board. The appointment of a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned. A member may appoint more than one proxy to attend on the same occasion, provided that each such proxy is appointed to exercise the rights attached to a different share or shares held by that member.
- Delivery/receipt of proxy appointment 81. Without prejudice to the second sentence of Article 61, the appointment of a proxy shall:
- (a) if in hard copy form, be delivered by hand or by post to the office or such other place within the United Kingdom as may be specified by or on behalf of the Company for that purpose:
 - (i) in the notice convening the meeting; or
 - (ii) in any form of proxy sent by or on behalf of the Company in relation to the meeting; not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
 - (b) if in electronic form, be received at any address to which the appointment of a proxy may be sent by electronic means pursuant to a provision of the Companies Acts or to any other address specified by or on behalf of the Company for the purpose of receiving the appointment of a proxy in electronic form in:
 - (i) the notice convening the meeting; or
 - (ii) any form of proxy sent by or on behalf of the Company in relation to the meeting; or
 - (iii) any invitation to appoint a proxy issued by the Company in relation to the meeting; not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
 - (c) in either case, where a poll is taken more than 48 hours after it is demanded, be delivered or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (d) if in hard copy form, where a poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director.
- Authentication of proxy appointment not made by holder 82. Where the appointment of a proxy is expressed to have been or purports to have been made, sent or supplied by a person on behalf of the holder of a share:
- (a) the Company may treat the appointment as sufficient evidence of the authority of that person to make, send or supply the appointment on behalf of that holder;

(b) that holder shall, if requested by or on behalf of the Company at any time, send or procure the sending of any written authority under which the appointment has been made, sent or supplied or a copy of such authority certified notarially or in some other way approved by the board, to such address and by such time as may be specified in the request and, if the request is not complied with in any respect, the appointment may be treated as invalid; and	
(c) whether or not a request under this Article has been made or complied with, the Company may determine that it has insufficient evidence of the authority of that person to make, send or supply the appointment on behalf of that holder and may treat the appointment as invalid.	
Validity of proxy appointment	83. A proxy appointment which is not delivered or received in accordance with Article 81 shall be invalid. When two or more valid proxy appointments are delivered or received in respect of the same share for use at the same meeting, the one that was last delivered or received shall be treated as replacing or revoking the others as regards that share, provided that if the Company determines that it has insufficient evidence to decide whether or not a proxy appointment is in respect of the same share, it shall be entitled to determine which proxy appointment (if any) is to be treated as valid. Subject to the Companies Acts, the Company may determine at its discretion when a proxy appointment shall be treated as delivered or received for the purposes of these Articles.
Rights of proxy	84. A proxy appointment shall be deemed to entitle the proxy to exercise all or any of the appointing member's rights to attend and to speak and vote at a meeting of the Company in respect of the shares to which the proxy appointment relates. The proxy appointment shall, unless it provides to the contrary, be valid for any adjournment of the meeting as well as for the meeting to which it relates.
Corporate representatives	85. Any corporation which is a member of the Company (in this Article the grantor) may, by resolution of its directors or other governing body, authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any separate meeting of the holders of any class of shares. A director, the secretary or other person authorised for the purpose by the secretary may require all or any of such persons to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers.
Revocation of authority	86. The termination of the authority of a person to act as a proxy or duly authorised representative of a corporation does not affect: <ul style="list-style-type: none"> (a) whether he counts in deciding whether there is a quorum at a meeting; (b) the validity of anything he does as chairman of a meeting; (c) the validity of a poll demanded by him at a meeting; or (d) the validity of a vote given by that person, unless notice of the termination was either delivered or received as mentioned in the following sentence at least three hours before the start of the relevant meeting or adjourned meeting or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll. Such notice of termination shall be either by means of a document in hard copy form delivered to the office or to such other place within the United Kingdom as may be specified by or on behalf of the Company in accordance with Article 81(a) or in electronic form received at the address (if any) specified by or on behalf of the Company in accordance with Article 81(b), regardless of whether any relevant proxy appointment was effected in hard copy form or in electronic form.

Number of directors

Limits on number of directors	87. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be not less than 2 in number.
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Appointment and Retirement of directors

Number of directors to retire	88. At every annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but if any director has at the start of the annual general meeting been in office for three years or more since his last appointment or re-appointment, he shall retire at that annual general meeting.
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Which directors to retire	89. Subject to the provisions of the Companies Acts and these Articles, the directors to retire by rotation shall be, first, those who wish to retire and not be re-appointed to office and, second, those who have been longest in office since their last appointment or reappointment. As between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The directors to retire on each occasion (both as to number and identity) shall be determined by the composition of the board at the date of the notice convening the annual general meeting. No director shall be required to retire or be relieved from retiring or be retired by reason of any change in the number or identity of the directors after the date of the notice but before the close of the meeting.
When director deemed to be re-appointed	90. If the Company does not fill the vacancy at the meeting at which a director retires by rotation or otherwise, the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the director is put to the meeting and lost.
Eligibility for election	91. No person other than a director retiring by rotation shall be appointed a director at any general meeting unless: a) he is recommended by the board; or (b) not less than seven nor more than 42 days before the date appointed for the meeting, notice by a member qualified to vote at the meeting (not being the person to be proposed) has been received by the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors, together with notice by that person of his willingness to be appointed.
Separate resolutions on appointment	92. Except as otherwise authorised by the Companies Acts, a motion for the appointment of two or more persons as directors by a single resolution shall not be made unless a resolution that it should be so made has first been agreed to by the meeting without any vote being given against it.
Additional powers of the Company	93. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire. The appointment of a person to fill a vacancy or as an additional director shall take effect from the end of the meeting.
Position of retiring directors	94. A director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
No share qualification	95. A director shall not be required to hold any shares in the capital of the Company by way of qualification.

Alternate directors

Power to appoint alternates	96. Any director (other than an alternate director) may appoint any person approved by resolution of the board and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
Alternates entitled to receive notice	97. An alternate director shall be entitled to receive notice of all meetings of the board and of all meetings of committees of the board of which his appointor is a member, to attend and vote at any such meeting at which his appointor is not personally present, and generally to perform all the functions of his appointor (except as regards power to appoint an alternate) as a director in his absence. It shall not be necessary to send notice of such a meeting to an alternate director who is absent from the United Kingdom.
Alternates representing more than one director	98. A director or any other person may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings

Expenses and remuneration of alternates	<p>of the board or any committee of the board to one vote for every director whom he represents (and who is not present) in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.</p> <p>99. An alternate director may be repaid by the Company such expenses as might properly have been repaid to him if he had been a director but shall not be entitled to receive any remuneration from the Company in respect of his services as an alternate director. An alternate director shall be entitled to be indemnified by the Company to the same extent as if he were a director.</p>
Termination of appointment	<p>100. An alternate director shall cease to be an alternate director:</p> <p>(a) if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his re-appointment; or</p> <p>(b) on the happening of any event which, if he were a director, would cause him to vacate his office as director; or</p> <p>(c) if he resigns his office by notice to the Company.</p>
Method of appointment and revocation	<p>101. Any appointment or removal of an alternate director shall be by notice to the Company by the director making or revoking the appointment and shall take effect in accordance with the terms of the notice (subject to any approval required by Article 96) on receipt of such notice by the Company which shall be in hard copy form or in electronic form sent to such address (if any) for the time being specified by or on behalf of the Company for that purpose.</p>
Alternate not an agent of appointor	<p>102. Except as otherwise expressly provided in these Articles, an alternate director shall be deemed for all purposes to be a director. Accordingly, except where the context otherwise requires, a reference to a director shall be deemed to include a reference to an alternate director.</p> <p>An alternate director shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.</p>

Powers of the board

Business to be managed by board	<p>103. Subject to the provisions of the Companies Acts, the Memorandum and these Articles and to any directions given by special résolution, the business of the Company shall be managed by the board which may exercise all the powers of the Company, including without limitation the power to dispose of all or any part of the undertaking of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the board by these Articles. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.</p> <p>104. Notwithstanding Article 103, the following transactions by the Company shall require a résolution by the board:</p> <p>(a) acquiring or disposing of an interest in any body corporate, business or other entity;</p> <p>(b) giving any guarantee or granting any security in favour of a third party to secure the obligations of any affiliated company;</p> <p>(c) granting any pledge over all or some of the Company's assets or any other act that encumbers or creates any security over all or some of the Company's assets;</p> <p>(d) transferring the registered office of the Company; and</p> <p>(e) borrowing in excess of €1,000,000 from third parties or related companies.</p>
Exercise by Company of voting rights	<p>105. The board may exercise the voting power conferred by the shares in any body corporate held or owned by the Company in such manner in all respects as it thinks fit (including without limitation the exercise</p>

of that power in favour of any résolution appointing its members or any of them directors of such body corporate, or voting or providing for the payment of remuneration to the directors of such body corporate).

Delegation of powers of the board

Committees of the board 106. The board may delegate any of its powers to any committee consisting of one or more directors. The board may also delegate to any director holding any executive office such of its powers as the board considers desirable to be exercised by him. Any such delegation shall, in the absence of express provision to the contrary in the terms of delegation, be deemed to include authority to sub-delegate to one or more directors (whether or not acting as a committee) or to any employee or agent of the Company all or any of the powers delegated and may be made subject to such conditions as the board may specify, and may be revoked or altered. Subject to any conditions imposed by the board, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of directors so far as they are capable of applying.

Agents 107. The board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes, with such powers, authorities and discretions (not exceeding those vested in the board) and on such conditions as the board determines, including without limitation authority for the agent to delegate all or any of his powers, authorities and discretions, and may revoke or vary such delegation.

Offices including title "director" 108. The board may appoint any person to any office or employment having a designation or title including the word "director" or attach to any existing office or employment with the Company such a designation or title and may terminate any such appointment or the use of any such designation or title. The inclusion of the word "director" in the designation or title of any such office or employment shall not imply that the holder is a director of the Company, and the holder shall not thereby be empowered in any respect to act as, or be deemed to be, a director of the Company for any of the purposes of these Articles.

Disqualification of directors

Disqualification as a director 109. The office of a director shall be vacated if:

- (a) he ceases to be a director by virtue of any provisions of the Companies Acts or these Articles or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally or shall apply to the court for an interim order under section 253 of the Insolvency Act 1986 in connection with a voluntary arrangement under that Act; or
- (c) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the Company or, having been appointed for a fixed term, the term expires or his office as a director is vacated; or
- (e) he has been absent for more than six consecutive months without permission of the board from meetings of the board held during that period and his alternate director (if any) has not attended in his place during that period and the board resolves that his office be vacated; or
- (f) he is requested to resign in writing by not less than three quarters of the other directors. In calculating the number of directors who

are required to make such a request to the director, (i) an alternate director appointed by him acting in his capacity as such shall be excluded; and (ii) a director and any alternate director appointed by him and acting in his capacity as such shall constitute a single director for this purpose, so that execution by either shall be sufficient.

110. A director and any alternate director appointed by him shall be under a duty, even after they have ceased to hold office, not to divulge any information which they have concerning the Company the disclosure of which might be prejudicial to the Company's interests, except where such disclosure is required or permitted by law.

Directors' expenses

Directors may be paid expenses

111. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the board or committees of the board, general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

Directors' interests

Authorisation under s175 of the Companies Act 2006

112. For the purposes of section 175 of the Companies Act 2006, the board may authorise any matter proposed to it in accordance with these articles which would, if not so authorised, involve a breach of duty by a director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company.

Any such authorisation will be effective only if:

- (a) any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and
- (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

The board may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions it expressly imposes but such authorisation is otherwise given to the fullest extent permitted. The board may vary or terminate any such authorisation at any time.

For the purposes of the Articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

Director may contract with the Company and hold other offices etc

113. Provided that he has disclosed to the board the nature and extent of his interest (unless the circumstances referred to in section 177(5) or section 177(6) of the Companies Act 2006 apply, in which case no such disclosure is required) a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
- (b) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director; and
- (c) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate:
 - (i) in which the Company is (directly or indirectly) interested as shareholder or otherwise; or
 - (ii) with which he has such a relationship at the request or direction of the Company.

Remuneration, benefits etc.

114. A director shall not, by reason of his office, be accountable to the Company for any remuneration or other benefit which

<p>Notification of interests</p>	<p>he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate:</p> <p>(a) the acceptance, entry into or existence of which has been approved by the board pursuant to Article 112 (subject, in any such case, to any limits or conditions to which such approval was subject); or</p> <p>(b) which he is permitted to hold or enter into by virtue of paragraph (a), (b) or (c) of Article 113;</p> <p>nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Companies Act 2006.</p>
<p>Duty of confidentiality to another person</p>	<p>115. Any disclosure required by Article 113 may be made at a meeting of the board, by notice in writing or by general notice or otherwise in accordance with section 177 of the Companies Act 2006.</p> <p>116. A director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this article applies only if the existence of that relationship has been approved by the board pursuant to Article 112. In particular, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 because he fails:</p> <p>(a) to disclose any such information to the board or to any director or other officer or employee of the Company; and/or</p> <p>(b) to use or apply any such Information in performing his duties as a director of the Company.</p>
<p>Consequences of authorisation</p>	<p>117. Where the existence of a director's relationship with another person has been approved by the board pursuant to Article 112 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 because he:</p> <p>(a) absents himself from meetings of the board at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or</p> <p>(b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Company and/or for such documents and information to be received and read by a professional adviser,</p> <p>for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists.</p>
<p>Without prejudice to equitable principles or rule of law</p>	<p>118. The provisions of articles 116 and 117 are without prejudice to any equitable principle or rule of law which may excuse the director from:</p> <p>(a) disclosing information, in circumstances where disclosure would otherwise be required under these articles; or</p> <p>(b) attending meetings or discussions or receiving documents and information as referred to in article 117, in circumstances where such attendance or receiving such documents and information would otherwise be required under these articles.</p>

Gratuities, Pensions and Insurance

<p>Gratuities and pensions</p>	<p>119. The board may (by establishment of, or maintenance of, schemes or otherwise) provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any past or present director or employee of the Company or any of its subsidiary undertakings</p>
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Insurance	<p>or any body corporate associated with, or any business acquired by, any of them, and for any member of his family (including a spouse, a civil partner, a former spouse and a former civil partner) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.</p> <p>120. Without prejudice to the provisions of Article 171, the board may exercise all the powers of the Company to purchase and maintain insurance or or for the benefit of any person who is or was:</p> <p>(a) a director, officer or employee of the Company, or any body which is or was the holding company or subsidiary undertaking of the Company, or in which the Company or such holding company or subsidiary undertaking has or had any interest (whether direct or Indirect) or with which the Company or such holding company or subsidiary undertaking is or was in any way allied or associated; or</p> <p>(b) a trustee of any pension fund in which employees of the Company or any other body referred to in paragraph (a) of this Article is or has been interested,</p> <p>including without limitation insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his duties, powers or offices in relation to the relevant body or fund.</p>
Directors not liable to account	<p>121. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to these Articles. The receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.</p>
Section 719 of the Act	<p>122. Pursuant to section 719 of the Act, the board is hereby authorised to make such provision as may seem appropriate for the benefit of any persons employed or formerly employed by the Company or any of its subsidiary undertakings in connection with the cessation or the transfer of the whole or part of the undertaking of the Company or any subsidiary undertaking. Any such provision shall be made by a résolution of the board in accordance with section 719.</p>

Proceedings of the board

Convening meetings	<p>123. The board shall meet at least once every three months to discuss the progress and foreseeable development of the Company's business.</p> <p>124. Subject to the provisions of these Articles, the board may regulate its proceedings as it thinks fit. A director may, and the secretary at the request of a director shall, call a meeting of the board by giving notice of the meeting to each director. Notice of a board meeting shall be deemed to be given to a director if it is given to him personally or by word of mouth or sent in hard copy form to him at his last known address or such other address (if any) as may for the time being be specified by him or on his behalf to the Company for that purpose, or sent in electronic form to such address (if any) for the time being specified by him or on his behalf to the Company for that purpose. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. Any director may waive notice of a meeting and any such waiver may be retrospective. Any notice pursuant to this Article need not be in writing if the board so determines and any such determination may be retrospective.</p>
Quorum	<p>125. The quorum for the transaction of the business of the board shall be at least half of the members of the board. A person who holds office only as an alternate director may, if his appointor is not present, be counted in the quorum. Any director who ceases to be a director at a board meeting may continue to be present and to act as a director and be counted in the quorum until the termination of the board meeting if no director objects.</p>

Powers of directors	126. Decisions of the board shall be made by a majority of the members of the board present or represented.
if number falls below minimum	127. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
Chairman and deputy chairman	128. The board may appoint one of their number to be the chairman, and one of their number to be the deputy chairman, of the board and may at any time remove either of them from such office. If half of the members of the board are appointed by employees, only a member of the board appointed by the general meeting of shareholders may be elected chairman. Unless he is unwilling to do so, the director appointed as chairman, or in his stead the director appointed as deputy chairman, shall preside at every meeting of the board at which he is present. If there is no director holding either of those offices, or if neither the chairman nor the deputy chairman is willing to preside or neither of them is present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
Validity of acts of the board	129. All acts done by a meeting of the board, or of a committee of the board, or by a person acting as a director or alternate director, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or any member of the committee or alternate director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director or, as the case may be, an alternate director and had been entitled to vote.
Resolutions in writing	130. A <i>résolution</i> in writing agreed to by all the directors entitled to receive notice of and vote at a meeting of the board or of a committee of the board (not being less than the number of directors required to form a quorum of the board) shall be as valid and effectual as if it had been passed at a meeting of the board or (as the case may be) a committee of the board duly convened and held. For this purpose: <ul style="list-style-type: none"> (a) a director signifies his agreement to a proposed written <i>résolution</i> when the Company receives from him a document indicating his agreement to the <i>résolution</i> authenticated in the manner permitted by the Companies Acts for a document in the relevant form; (b) the director may send the document in hard copy form or in electronic form to such address (if any) for the time being specified by the Company for that purpose; (c) if an alternate director signifies his agreement to the proposed written <i>résolution</i>, his appointor need not also signify his agreement; and (d) if a director signifies his agreement to the proposed written <i>résolution</i>, an alternate director appointed by him need not also signify his agreement in that capacity.
Meetings by telephone etc.	131. Without prejudice to the first sentence of Article 123, a person entitled to be present at a meeting of the board or of a committee of the board shall be deemed to be present for all purposes if he is able (directly or by electronic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word meeting in these Articles shall be construed accordingly.
Directors' power to vote on contracts in which	132. Except as otherwise provided by these Articles, a director shall not vote at a meeting of the board or a committee of the board

they are interested

on any *résolution* of the board concerning a matter in which he has an interest (other than by virtue of his interests in shares or debentures or other securities of, or otherwise in or through, the Company) which can reasonably be regarded as likely to give rise to a conflict with the interests of the Company unless his interest arises only because the *résolution* concerns one or more of the following matters:

- (a) the giving of a guarantee, security or indemnity in respect of money lent or obligations incurred by him or any other person at the request of or for the benefit of, the Company or any of its subsidiary undertakings;
- (b) the giving of a guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which the director has assumed responsibility (in whole or part and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security;
- (c) a contract, arrangement, transaction or proposal concerning an offer of shares, debentures or other securities of the Company or any of its subsidiary undertakings for subscription or purchase, in which offer he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;
- (d) a contract, arrangement, transaction or proposal concerning any other body corporate in which he or any person connected with him is interested, directly or indirectly, and whether as an officer, shareholder, creditor or otherwise, if he and any persons connected with him do not to his knowledge hold an interest (as that term is used in sections 820 to 825 of the Companies Act 2006) representing one per cent, or more of either any class of the equity share capital (excluding any shares of that class held as treasury shares) of such body corporate (or any other body corporate through which his interest is derived) or of the voting rights available to members of the relevant body corporate (any such interest being deemed for the purpose of this Article to be likely to give rise to a conflict with the interests of the Company in all circumstances);
- (e) a contract, arrangement, transaction or proposal for the benefit of employees of the Company or of any of its subsidiary undertakings which does not award him any privilege or benefit not generally accorded to the employees to whom the arrangement relates; and
- (f) a contract, arrangement, transaction or proposal concerning any insurance which the Company is empowered to purchase or maintain for, or for the benefit of, any directors of the Company or for persons who include directors of the Company.

For the purposes of this Article, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

133. The Company may by ordinary *résolution* suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

Division of proposals

134. Where proposals are under consideration concerning the appointment (including without limitation fixing or varying the terms of appointment) of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each director separately. In such cases each of the directors concerned shall be entitled to vote in respect of each *résolution* except that concerning his own appointment.

Decision of chairman

135. If a question arises at a meeting of the board or of a committee of the board as to the entitlement of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman

final and conclusive

of the meeting and his ruling in relation to any director other than himself shall be final and conclusive except in a case where the nature or extent of the interests of the director concerned have not been fairly disclosed. If any such question arises in respect of the chairman of the meeting, it shall be decided by résolution of the board (on which the chairman shall not vote) and such résolution will be final and conclusive except in a case where the nature and extent of the interests of the chairman have not been fairly disclosed.

Secretary

Appointment and removal of secretary 136. Subject to the provisions of the Companies Acts, the secretary shall be appointed by the board for such term, at such remuneration and on such conditions as it may think fit. Any secretary so appointed may be removed by the board, but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Minutes

Minutes required to be kept 137. The board shall cause minutes to be recorded for the purpose of:

- (a) all appointments of officers made by the board; and
- (b) all proceedings at meetings of the Company, the holders of any class of shares in the capital of the Company, the board and committees of the board, including the names of the directors present at each such meeting.

Conclusiveness of minutes 138. Any such minutes, if purporting to be authenticated by the chairman of the meeting to which they relate or of the next meeting, shall be sufficient evidence of the proceedings at the meeting without any further proof of the facts stated in them.

The seal

Authority required for execution of deed 139. The seal shall only be used by the authority of a résolution of the board. The board may determine who shall sign any document executed under the seal. If they do not, it shall be signed by at least one director and the secretary or by at least two directors. Any document may be executed under the seal by impressing the seal by mechanical means or by printing the seal or a facsimile of it on the document or by applying the seal or a facsimile of it by any other means to the document. A document executed, with the authority of a résolution of the board, in any manner permitted by section 44(2) of the Companies Act 2006 and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal.

Official seal for use abroad 140. The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad.

Registers

Overseas and local registers 141. Subject to the provisions of the Companies Acts, the Company may keep an overseas or local or other register in any place, and the board may make, amend and revoke any regulations it thinks fit about the keeping of that register.

Authentication and certification of copies and extracts 142. Any director or the secretary or any other person appointed by the board for the purpose shall have power to authenticate and certify as true copies of and extracts from:

- (a) any document comprising or affecting the constitution of the Company, whether in hard copy form or electronic form;
- (b) any résolution passed by the Company, the holders of any class of shares in the capital of the Company, the board or any committee of the board, whether in hard copy form or electronic form; and
- (c) any book, record and document relating to the business of the Company, whether in hard copy form or electronic form (including without limitation the accounts).

If certified in this way, a document purporting to be a copy of a résolution, or the minutes or an extract from the minutes of a meeting of the Company, the holders of any class of shares in the capital of the Company, the board or a committee of the board, whether in hard copy form or electronic form, shall be conclusive evidence in favour of all persons dealing with the Company in reliance on it or them that the résolution was duly passed or that the minutes are, or the extract from the minutes is, a true and accurate record of proceedings at a duly constituted meeting.

Dividends

Declaration of dividends	143. Subject to the provisions of the Companies Acts, the Company may by ordinary résolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the board.
Interim dividends	<p>144. Subject to the provisions of the Companies Acts, the board may pay interim dividends if it appears to the board that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the board may:</p> <p>(a) pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividends as well as on shares which confer preferential rights with regard to dividends, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear; and</p> <p>(b) pay at intervals settled by it any dividend payable at a fixed rate if it appears to the board that the profits available for distribution justify the payment.</p> <p>If the board acts in good faith it shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.</p>
Declaration and payment in different currencies	145. Dividends may be declared and paid in any currency or currencies that the board shall determine. The board may also determine the exchange rate and the relevant date for determining the value of the dividend in any currency.
Apportionment of dividends	146. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid; but no amount paid on a share in advance of the date on which a call is payable shall be treated for the purpose of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is allotted or issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
Shares Rights	147. Holders of B Shares shall be entitled, in priority to the holders of any other class of shares, to receive out of the profits of the Company available for distribution and resolved under the Articles to be distributed in respect of each financial year, a cumulative preferential dividend of an amount equal to two per cent, of the nominal value of each B Share held by them respectively. The balance of the profits available for distribution and resolved under the Articles to be distributed in respect of each financial year shall be distributed to the holders of A Shares.
Dividends in specie	148. The directors may from time to time make payment of an interim dividend which they determine to pay pursuant to Article 144 wholly or partly by, and a general meeting declaring a dividend may, on the recommendation of the board, by ordinary résolution direct that such dividend shall be satisfied wholly or partly by the distribution of specific assets, including without limitation paid up shares or debentures of another body corporate, property interests

or intellectual property rights or the benefit of any contractual or other rights. The board may make any arrangements it thinks fit to settle any difficulty arising in connection with the distribution, including without limitation (a) the fixing of the value for distribution of any assets, (b) the payment of cash to any member on the basis of that value in order to adjust the rights of members, and (c) the vesting of any asset in a trustee.

Procedure for payment to holders and others entitled

149. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.

Interest not payable

150. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.

Forfeiture of unclaimed dividends

151. Any dividend which has remained unclaimed for 12 years from the date when it became due for payment shall, if the board so resolves, be forfeited and cease to remain owing by the Company.

Capitalisation of profits and Reserves

Power to capitalise

152. The board may with the authority of an ordinary resolution of the Company:

- (a) subject to the provisions of this Article, resolve to capitalise any undistributed profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of any reserve or other fund, including without limitation the Company's share premium account and capital redemption reserve, if any;
- (b) appropriate the sum resolved to be capitalised to the members or any class of members on the record date specified in the relevant resolution who would have been entitled to it if it were distributed by way of dividend and in the same proportions;
- (c) apply that sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares, debentures or other obligations of the Company of a nominal amount equal to that sum but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up unissued shares to be allotted to members credited as fully paid;
- (d) allot the shares, debentures or other obligations credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other;
- (e) where shares or debentures become, or would otherwise become, distributable under this Article in fractions, make such provision as they think fit for any fractional entitlements including without limitation authorising their sale and transfer to any person, resolving that the distribution be made as nearly as practicable in the correct proportion but not exactly so, ignoring fractions altogether or resolving that cash payments be made to any members in order to adjust the rights of all parties;

(f) authorise any person to enter into an agreement with the Company on behalf of all the members concerned providing for either:

(i) the allotment to the members respectively, credited as fully paid, of any shares, debentures or other obligations to which they are entitled on the capitalisation; or

(ii) the payment up by the Company on behalf of the members of the amounts, or any part of the amounts, remaining unpaid on their existing shares by the application of their respective proportions of the sum resolved to be capitalised, and any agreement made under that authority shall be binding on all such members;

(g) generally do all acts and things required to give effect to the ordinary résolution; and

(h) for the purposes of this Article, unless the relevant résolution provides otherwise, if the Company holds treasury shares of the relevant class at the record date specified in the relevant résolution, it shall be treated as if it were entitled to receive the dividends in respect of those treasury shares which would have been payable if those treasury shares had been held by a person other than the Company.

Record dates

Record dates
for dividends etc.

153. Notwithstanding any other provision of these articles, the Company or the directors may fix any date as the record date for any dividends, distribution, allotment or issue, which may be on or at any time before or after any date on which the dividend, distribution, allotment or issue is declared, paid or made.

Accounts

Rights to inspect records

154. No member shall (as such) have any right to inspect any accounting records or other book or document of the Company except as conferred by statute or authorised by the board or by ordinary résolution of the Company or order of a court of competent jurisdiction.

Sending of annual accounts

155. Subject to the Companies Acts, a copy of the Company's annual accounts and reports for that financial year shall, at least 21 clear days before the date of the meeting at which copies of those documents are to be laid in accordance with the provisions of the Companies Acts, be sent to every member and to every holder of the Company's debentures, and to every person who is entitled to receive notice of meetings from the Company under the provisions of the Companies Acts or of these Articles or, in the case of joint holders of any share or debenture, to one of the joint holders. A copy need not be sent to a person for whom the Company does not have a current address.

Summary financial
statements

156. Subject to the Companies Acts, the requirements of Article 155 shall be deemed satisfied in relation to any person by sending to the person, instead of such copies, a summary financial statement derived from the Company's annual accounts and reports, which shall be in the form and contain the information prescribed by the Companies Acts and any regulations made under the Companies Acts.

Communications

When notice required
to be in writing
Methods of Company
sending notice

157. Any notice to be sent to or by any person pursuant to these Articles (other than a notice calling a meeting of the board) shall be in writing.

158. Subject to Article 157 and unless otherwise provided by these Articles, the Company shall send or supply a document or information that is required or authorised to be sent or supplied to a member or any other person by the Company by a provision of the Companies Acts or pursuant to these Articles or to any other rules or regulations to which the Company may be subject in such form and by such means as it may in its absolute discretion determine provided that the provisions of the Companies

	Act 2006 which apply to sending or supplying a document or information required or authorised to be sent or supplied by the Companies Acts shall, the necessary changes having been made, also apply to sending or supplying any document or information required or authorised to be sent by these Articles or any other rules or regulations to which the Company may be subject.
Methods of member etc. sending document or information	<p>159. Subject to Article 157 and unless otherwise provided by these Articles, a member or a person entitled by transmission to a share shall send a document or information pursuant to these Articles to the Company in such form and by such means as it may in its absolute discretion determine provided that:</p> <p>(a) the determined form and means are permitted by the Companies Acts for the purpose of sending or supplying a document or information of that type to a company pursuant to a provision of the Companies Acts; and</p> <p>(b) unless the board otherwise permits, any applicable condition or limitation specified in the Companies Acts, including without limitation as to the address to which the document or information may be sent, is satisfied.</p> <p>Unless otherwise provided by these Articles or required by the board, such document or information shall be authenticated in the manner specified by the Companies Acts for authentication of a document or information sent in the relevant form.</p>
Notice to joint holders	160. In the case of joint holders of a share any document or information shall be sent to the joint holder whose name stands first in the register in respect of the joint holding and any document or information so sent shall be deemed for all purposes sent to all the joint holders.
Deemed receipt of notice	161. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the capital of the Company shall be deemed to have been sent notice of the meeting and, where requisite, of the purposes for which it was called.
Terms and conditions for electronic communications	162. The board may from time to time issue, endorse or adopt terms and conditions relating to the use of electronic means for the sending of notices, other documents and proxy appointments by the Company to members or persons entitled by transmission and by members or persons entitled by transmission to the Company.
Notice to persons entitled by transmission	163. A document or information may be sent or supplied by the Company to the person or persons entitled by transmission to a share by sending it in any manner the Company may choose authorised by these Articles for the sending of a document or information to a member, addressed to them by name, or by the title of representative of the deceased, or trustee of the bankrupt or by any similar description at the address (if any) in the United Kingdom as may be supplied for that purpose by or on behalf of the person or persons claiming to be so entitled. Until such an address has been supplied, a document or information may be sent in any manner in which it might have been sent if the death or bankruptcy or other event giving rise to the transmission had not occurred.
Transferee s etc. bound by prior notice	164. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register, has been sent to a person from whom he derives his title.
Proof of sending/when notices etc. deemed sent by post	<p>165. Proof that a document or information was properly addressed, prepaid and posted shall be conclusive evidence that the document or information was sent. Proof that a document or information sent or supplied by electronic means was properly addressed shall be conclusive evidence that the document or information was sent or supplied. A document or information sent by the Company to a member by post shall be deemed to have been received:</p> <p>(a) if sent by first class post or special delivery post from an address in the United Kingdom to another address in the United Kingdom,</p>

or by a postal service similar to first class post or special delivery post from an address in another country to another address in that other country, on the day following that on which the document or information was posted;

(b) if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, or from an address in another country to an address outside that country (including without limitation an address in the United Kingdom), on the third day following that on which the document or information was posted;

(c) in any other case, on the second day following that on which the document or information was posted.

When notices etc. deemed sent by electronic means

166. A document or information sent or supplied by the Company to a member in electronic form shall be deemed to have been received by the member on the day following that on which the document or information was sent to the member. Such a document or information shall be deemed received by the member on that day notwithstanding that the Company becomes aware that the member has failed to receive the relevant document or information for any reason and notwithstanding that the Company subsequently sends a hard copy of such document or information by post to the member.

When notices etc. deemed sent by website

167. A document or information sent or supplied by the Company to a member by means of a website shall be deemed to have been received by the member:

(a) when the document or information was first made available on the website; or

(b) If later, when the member is deemed by Article 165 or 166 to have received notice of the fact that the document or information was available on the website. Such a document or information shall be deemed received by the member on that day notwithstanding that the Company becomes aware that the member has failed to receive the relevant document or information for any reason and notwithstanding that the Company subsequently sends a hard copy of such document or information by post to the member.

Winding up

Liquidator may distribute in specie

168. If the Company is wound up, the liquidator may, with the sanction of a special *résolution* of the Company and any other sanction required by the Insolvency Act 1986:

(a) Subject to Article 170, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members;

(b) vest the whole or any part of the assets in trustees for the benefit of the members; and

(c) determine the scope and terms of those trusts, but no member shall be compelled to accept any asset on which there is a liability.

Disposal of assets by liquidator

169. The power of sale of a liquidator shall include a power to sell wholly or partially for shares or debentures or other obligations of another body corporate, either then already constituted or about to be constituted for the purpose of carrying out the sale.

Share Rights

170. On a distribution of assets of the Company among its members on a winding up or other return of capital (other than a redemption or purchase by the Company of its own shares) or on a sale, such assets shall be distributed as follows:

(a) the holders of the B Shares shall be entitled, in proportion to the number of B Shares held by each of them in priority to any holder of any other class of share, to receive an amount equal to any unpaid but accumulated preferred dividends, calculated up to and including the date of sale, the date of commencement of the winding up or

(in any other case) the date of the return of capital;
 (b) thereafter, holders of the B Shares shall be entitled to receive, in proportion to the number of B Shares held by each of them, an amount not exceeding the nominal value of the B Shares; and
 (c) thereafter, any remaining assets shall be distributed to the holders of the A Shares in proportion to the number of A Shares held by each of them.

Indemnity

Indemnity to directors and officers

171. Subject to the provisions of the Companies Acts, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the assets of the Company against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act or otherwise under the Companies Acts."

Cinquième résolution

L'assemblée générale a constaté et accepté la démission de M. Jack Groesbeek, M. Eric Isaac, M. Stefan Hloch and M. Paul de Haan en tant qu'administrateurs de la Société avec effet à la présente date à minuit.

L'assemblée générale a décidé de modifier la durée de la nomination de M. David Beynon en tant qu'administrateur de la Société de sorte à le nommer pour une durée illimitée avec effet à la présente date et a décidé de nommer les personnes suivantes en tant qu'administrateurs supplémentaires de la Société avec effet au 10 juin 2009 pour une durée illimitée:

- Madame Deborah Gandley, solicitor, née le 18 août 1971 à Solihull (Royaume-Uni), demeurant au 4, Foxcote Close, Shirley, Solihull, West Midlands, B90 4PR, Royaume-Uni;

- Madame Mary Delia Clarke, directeur financier, née le 23 novembre 1964 à Birmingham (Royaume-Uni), demeurant au 65, Langfield Road, Knowle, Solihull, West Midlands, B93 9 PS, Royaume-Uni.

Sixième résolution

L'assemblée générale a constaté et accepté la démission de Mme Mireille Herbrand en tant que commissaire aux comptes de la Société avec effet au 9 juin 2009 à minuit pour la nouvelle année sociale, étant entendu que Mme Mireille Herbrand continuera la révision des comptes au 9 juin 2009 et a décidé de nommer PricewaterhouseCoopers LLP, un limited liability-partnership immatriculée en Angleterre sous le numéro OC303525, avec siège social au 1 Embankment Place, Londres WC2N 6RH, Royaume-Uni, en tant que nouveau commissaire aux comptes avec effet au 10 juin 2009 pour la nouvelle année sociale commençant le 10 juin 2009.

Septième résolution

L'assemblée générale a décidée de donner instruction, autoriser et délégué un pouvoir à:

(i.) chaque administrateur de la Société de prendre les mesures nécessaires pour immatriculer la Société auprès de Companies House au Royaume-Uni;

(ii.) chaque administrateur de la Société en fonction à la présente date, avec pleins pouvoirs de substitution, de constater devant un notaire luxembourgeois de son choix l'immatriculation de la Société auprès de Companies House et la Date de Prise d'Effet.

Dépenses

Les frais, dépenses, rémunérations, charges sous quelque forme que ce soit, incombant à la Société et mis à sa charge, en raison du transfert du siège social du Grand Duché de Luxembourg vers le Royaume-Uni sont évalués à € 4.900.-

Aucun point ne restant à l'ordre du jour, l'assemblée a été clôturée.

Le notaire soussigné qui connaît la langue anglaise constate que sur demande des parties, le présent acte est rédigé en langue anglaise suivi d'une version française; sur demande des mêmes parties et en cas de divergences entre le texte anglais et le texte français, le texte anglais fera foi.

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

Et après lecture les membres du bureau ont signé avec Nous notaire le présent acte,

Signé: D.Beynon, P.de Haan, Moutrier Blanche.

Enregistré à Esch/Alzette Actes Civils, le 10 juin 2009. Relation: EAC/2009/6682. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): A.Santioni.

POUR COPIE CONFORME délivrée à des fins administratives.

Esch-sur-Alzette, le 11 juin 2009.

Blanche MOUTRIER.

Référence de publication: 2009077201/272/1704.

(090086144) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

GLL RESF Holding Alpha, Société à responsabilité limitée.

Siège social: L-1229 Luxembourg, 15, rue Bender.

R.C.S. Luxembourg B 136.222.

In the year two thousand and nine, on the third of June.

Before us, Maître Jean-Joseph WAGNER, notary, residing in Sanem (Grand-Duchy of Luxembourg).

There appeared

"GLL Management Company S.à r.l.", a private limited liability company incorporated and organised under the laws of the Grand Duchy of Luxembourg with registered office at 15 rue Bender, L-1229 Luxembourg, Grand Duchy of Luxembourg, acting on behalf of GLL Real Estate Selection Fund, a Luxembourg mutual fund - specialised investment fund established pursuant to the Luxembourg law of 13 February 2007 relating to specialised investment funds,

duly represented by here represented by Mr Kristof MEYNAERTS, lawyer, residing in Luxembourg, by virtue of a proxy, given under private seal on 26 May 2009, which proxy, after having been signed "ne varietur" by the proxy-holder and the undersigned notary, shall remain attached to the present deed in order to be registered therewith.

Such appearing party is the sole unitholder of the company "GLL RESF Holding Alpha", a société à responsabilité limitée, having its registered office at 15 rue Bender, L-1229 Luxembourg, registered with the Registre de Commerce et des Sociétés of Luxembourg under number B 136222 incorporated pursuant to a deed of the undersigned notary on 31 January 2008, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial C") number 635 on 13 March 2008 and whose bylaws have been amended pursuant to a notarial deed on 26 March 2008, published in the Mémorial C number 1213 on 20 May 2008 (the "Company").

The appearing party, representing the whole corporate capital, takes the following resolutions:

First resolution

The sole unitholder RESOLVES to amend article 11 of the articles of incorporation of the Company, which will henceforth read as follows:

" **Art. 11. Management.** The Company is managed by one or more managers. In case of plurality of managers, they constitute a board of managers. The manager(s) need not to be unitholder(s). The manager(s) is/are appointed by the general meeting of unitholders. The managers may be removed at any time and ad nutum (without having to state any reason) by a resolution of the general meeting of unitholders holding a majority of votes.

The board of managers shall choose from among its members a chairman.

The chairman shall preside at all meetings of the board of managers but in his absence or incapacity to act, the managers present may appoint anyone of their number to act as chairman for the purposes of the meeting.

The board of managers shall meet upon call by the chairman, or any manager, at the place indicated in the notice of meeting.

Written notice of any meeting of the board of managers shall be given to all managers at least three (3) days prior to the beginning of such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of the meeting. This notice may be waived by the consent in writing or by telegram, facsimile or e-mail transmission of each manager. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the board of managers.

Any manager may act at any meeting of the board of managers by appointing in writing or by facsimile or by any other suitable means another manager as his proxy.

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.

The minutes of any meeting of the board of managers shall be signed by the chairman or, in his absence or incapacity to act, by the chairman pro tempore who presided at such meeting or by any two managers.

Written resolutions of the board of managers can be validly taken if approved in writing and signed by all the members of the board of managers. Such approval may be in a single or in several separate documents sent by mail, fax, e-mail, telegram or telex. These resolutions shall have the same effect as resolutions voted at the board of managers' meetings, physically held.

Votes may also be cast by fax, e-mail, telegram, telex, or telephone provided in such latter event such vote is confirmed in writing."

Second resolution

The sole unitholder RESOLVES to acknowledge the resignation of Mr Daniel Engelhardt as manager of the Company with effect as of 13 February 2009 and to grant him discharge for the performance of his duties until that date.

In addition, the sole unitholder RESOLVES to appoint Mr Oliver Kächele, professionally residing in 76 Lindwurmstraße, D-80337 München, Germany, as a new member of the board of managers of the Company, for an unlimited period of time and with immediate effect.

There being no further business, the meeting is closed.

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

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

The document having been read to the person appearing known to the notary by his name, first names, civil status and residence, this person signed together with the notary the present deed.

Suit la traduction en français du texte qui précède:

L'an deux mille neuf, le trois juin.

Par-devant Maître Jean-Joseph WAGNER, notaire de résidence à Sanem (Grand-Duché de Luxembourg).

A comparu:

"GLL Management Company S.à r.l.", une société à responsabilité limitée de droit luxembourgeois ayant son siège social au 15 rue Bender, L-1229 Luxembourg, Grand-duché de Luxembourg, agissant pour compte de GLL Real Estate Selection Fund, un fonds commun de placement - fonds d'investissement spécialisé luxembourgeois établi conformément à la loi luxembourgeoise du 13 février 2007 relatif aux fonds d'investissement spécialisés,

ici représentée par Monsieur Kristof MEYNAERTS, juriste, demeurant à Luxembourg, en vertu d'une procuration sous seing privé donnée en date du 26 mai 2009. La procuration signée "ne varietur" par le mandataire et par le notaire soussigné restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Lequel comparant est le seul associé de la société "GLL RESF Holding Alpha", une société à responsabilité limitée ayant son siège social au 15 rue Bender, L-1229 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 136222, constituée suivant acte reçu par le notaire soussigné, publié au Mémorial C, Recueil des Sociétés et Associations (le "Mémorial C") numéro 635 en date du 13 mars 2008 et dont les statuts ont été modifiés suivant acte notarié le 26 mars 2008, publié au Mémorial C numéro 1213 en date du 20 mai 2008 (la "Société").

Lequel comparant, représentant l'intégralité du capital social, a pris les résolutions suivantes:

Première résolution

L'associé unique DECIDE de modifier l'article 11 des statuts de la société comme suit:

" **Art. 11. Gérance.** La Société est gérée par un ou plusieurs gérants. En cas de pluralité de gérants, ils constituent un conseil de gérance. Les gérants ne sont pas obligatoirement associés. Les gérants sont nommés par l'assemblée générale des associés. Les gérants peuvent être révoqués à tout moment et ad nutum (sans devoir donner une raison), par une résolution des associés titulaires de la majorité des votes.

Le conseil de gérance choisit parmi ses membres un président.

Le président préside toutes les réunions du conseil de gérance, mais en son absence ou incapacité d'agir, les gérants présents peuvent nommer l'un d'entre eux à agir en tant que président, aux fins de la réunion.

Le conseil de gérance se réunira sur convocation du président ou d'un gérant au lieu indiqué dans l'avis de convocation.

Avis écrit de toute réunion du conseil de gérance sera donné à tous les gérants au moins 3 jours avant le commencement de la réunion, sauf s'il y a urgence, auquel cas la nature et les motifs de cette urgence seront mentionnés dans l'avis de convocation. Il pourra être passé outre à cette convocation par l'assentiment écrit ou par télégramme, fac-similé ou e-mail de chaque gérant. Une convocation spéciale ne sera pas requise pour une réunion du conseil tenue aux place et heure fixées dans une décision adoptée préalablement par le conseil de gérance.

Tout gérant peut participer à toute réunion du conseil de gérance en désignant, par écrit ou par fac-similé ou par tout autre moyen convenable un autre gérant comme son mandataire.

Tout gérant et tous les gérants peuvent prendre part à toute réunion du conseil de gérance par le biais d'un système de conférence téléphonique ou de moyens de communication similaires, grâce auxquels toutes les personnes prenant part à la réunion peuvent s'entendre et être entendu. La participation à une réunion par de tels moyens équivaut à être présent en personne à une telle réunion.

Le procès-verbal de chaque réunion du conseil de gérance doit être signé par le président ou, en son absence ou incapacité d'agir, par le président pro tempore qui a présidé cette réunion ou par deux gérants.

Des résolutions du conseil de gérance peuvent être prises valablement par voie circulaire si elles sont signées et approuvées par écrit par tous ses membres. Cette approbation peut résulter d'un seul ou de plusieurs documents séparés

transmis par fax, e-mail, télégramme ou télex. Ces décisions auront le même effet et la même validité que des décisions votées lors d'une réunion du conseil de gérance physiquement tenue.

Les votes pourront également s'exprimer par tout autre moyen généralement quelconque tels que télécopie, e-mail, télégramme, fac-similé ou par téléphone, dans cette dernière hypothèse, le vote devra être confirmé par écrit."

Seconde résolution

L'associé unique DECIDE de reconnaître la démission de Monsieur Daniel ENGELHARDT comme gérant de la Société avec effet au 13 février 2009 et de lui donner décharge pour l'accomplissement de ses fonctions jusqu'à cette date.

De plus, l'associé unique DECIDE de nommer Monsieur Oliver KÄCHELE, résidant professionnellement au 76 Lindwurmstraße, D-80337 Munich, Allemagne, comme nouveau membre du conseil de gérance de la Société, pour une période indéterminée et avec effet immédiat.

Plus rien n'étant à l'ordre du jour, la séance est levée.

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

Le notaire soussigné qui comprend et parle l'anglais, constate que sur demande du comparant, le présent acte est rédigé en langue anglaise suivi d'une version française; sur demande du même comparant et en cas de divergences entre le texte français et le texte anglais, ce dernier fait foi.

Et après lecture faite et interprétation donnée au comparant, connu du notaire instrumentant par son nom, prénom usuel, état et demeure, ledit comparant a signé avec le notaire le présent acte.

Signé: K. MEYNAERTS, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 05 juin 2009. Relation: EAC/2009/6455. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur (signé): SANTIONI.

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

Belvaux, le 09 JUIN 2009.

Jean-Joseph WAGNER.

Référence de publication: 2009072114/239/132.

(090085086) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

**Foulschter Musik, Association sans but lucratif,
(anc. Fanfare Union Folschette A.s.b.l.).**

Siège social: L-8834 Foulscht, 40, rue Principale.

R.C.S. Luxembourg F 191.

L'an deux mille huit, le 16 février,

A 20.00 heures s'est tenue une assemblée générale de l'association sans but lucratif "FANFARE UNION FOLSCHETTE A.S.B.L.", établie et ayant son siège social à L-8834 Folschette, 40, rue Principale, et constituée suivant acte sous seing privé en date du 29 juillet 1997 à Folschette, enregistré à Rédange-sur-Attert, le 29 août 1997, vol. 142, fol. 78, case 1, et publié au Mémorial C, numéro 645 du 19 novembre 1997.

L'assemblée est présidée par Monsieur Ferdinand UNSEN, entrepreneur, demeurant à Eschette.

Monsieur le Président déclare que les membres ont été invités à cette assemblée générale par des convocations leurs envoyées.

L'ordre du jour prévoit les modifications statutaires suivantes:

1°) remplacement du troisième alinéa de l'article 1^{er} des statuts par un nouvel alinéa de la teneur suivante:

D'Gesellschaft dréit fortun den Titel: Foulschter Musik, association sans but lucratif.

2°) remplacement de l'article 2 des statuts par un nouvel article de la teneur suivante:

D'Foulschter Musik a.s.b.l. ass eng Gesellschaft ouni Gewënnzweck an huet hire Sëtz zu Foulscht am Centre culturel et sportif zu L-8834 Foulscht, 40, rue Principale.

Il résulte de la liste de présence que les quorums de présence et de vote sont atteints en sorte que l'assemblée générale est valablement constituée et qu'elle peut décider les modifications statutaires proposées.

Après en avoir valablement délibéré, l'assemblée générale a pris les résolutions suivantes à l'unanimité.

Première résolution

L'alinéa 3 de l'article 1^{er} est supprimé et remplacé par un nouveau troisième alinéa qui aura la teneur suivante:

D'Gesellschaft dréit fortun den Titel: Foulschter Musik, association sans but lucratif.

Deuxième résolution

L'article 2 est supprimé et remplacé par un nouvel article qui aura la teneur suivante:

D'Foulschter Musik a.s.b.l. ass eng Gesellschaft ouni Gewënnzweck an huet hire Sëtz zu Foulscht am Centre culturel et sportif zu L-8834 Foulscht, 40, rue Principale.

Au vu de ces modifications statutaires, l'association porte dorénavant la dénomination suivante:

FOULSCHTER MUSIK A.S.B.L

Gesellschaftssëtz: L-8834 Foulscht, 40, rue Principale

Monsieur le Président constate que l'ordre du jour est épuisé et que plus personne ne demande la parole à ce sujet.

Au vu de ce qui précède, le présent procès-verbal peut être clôturé.

P. le conseil d'administration emp.

M^e Daniel BAULISCH

Référence de publication: 2009072323/39.

(090085587) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Capital-One Media S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 92.964.

Suite à une ordonnance du 4 juillet 2008 (réf. N°487/2008) rendue par Madame Monique FELTZ, Vice-Présidente au Tribunal d'Arrondissement de et à Luxembourg, siégeant comme juge des référés,

Me Alain RUKAVINA, avocat à la cour, a été nommé administrateur-provisoire de la société CAPITAL-ONE MEDIA S.A.,

avec la mission d'assurer l'administration de la société anonyme ACAPITAL-ONE MEDIA S.A., suivant les lois et usages du commerce, et en conformité avec son objet social jusqu'à ce qu'une décision coulée en force de chose jugée ait statué sur le fond du litige opposant les parties.

L'exécution provisoire de la susdite ordonnance a été rendue nonobstant appel et sans caution.

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

Boîte Postale 320

L-2013 Luxembourg

Jacques DELVAUX

Notaire

Référence de publication: 2009072330/20.

(090085782) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

C.F.I.M. Compagnie Financière d'Investissements Mobiliers S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 19-21, boulevard du Prince Henri.

R.C.S. Luxembourg B 79.532.

Extrait du procès-verbal de l'assemblée générale ordinaire tenue de manière extraordinaire le 28 mai 2009

Résolutions

Les mandats des administrateurs et du commissaire aux comptes venant à échéance, l'assemblée décide d'élire pour la période expirant à l'assemblée générale statuant sur l'exercice 2011 comme suit:

Conseil d'administration:

MM. Pascal Verdin-Pol, employé privé, né le 23 janvier 1964 à Algrange (France), demeurant professionnellement 19-21, bd du Prince Henri, L-1724 Luxembourg, administrateur et président;

Eric Scussel, employé privé, né le 1^{er} juillet 1974 à Villerupt (France), demeurant professionnellement 19-21, bd du Prince Henri, L-1724 Luxembourg, administrateur;

Francesco Moglia, employé privé, né le 27 mai 1968 à Rome (Italie), demeurant professionnellement 19-21, bd du Prince Henri, L-1724 Luxembourg, administrateur.

Commissaire aux comptes:

ComCo S.A., 5, rue Jean Monnet, L-2180 Luxembourg.

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

Pour extrait conforme

Société Européenne de Banque

Société Anonyme

Banque Domiciliaire

Signatures

Référence de publication: 2009072332/26.

(090085713) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Landmark S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 308, route d'Esch.

R.C.S. Luxembourg B 107.905.

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*Bestellung des Wirtschaftsprüfers
der Landmark S.A. für das am 31. Dezember 2009 endende Geschäftsjahr*

In der ordentlichen Generalversammlung der Landmark S.A. am 29. Mai 2009 wurde Deloitte, Dr. Wollert - Dr. Eimendorff S.à r.l., 560, rue de Neudorf, L-2220 Luxembourg, zum Wirtschaftsprüfer der Landmark S.A. für das am 31. Dezember 2009 endende Geschäftsjahr bestellt. Die Bestellung endet mit dem Abschluss der nächsten ordentlichen Generalversammlung im Jahre 2010.

Bestellung des Verwaltungsrates der Landmark S.A.

Am 29. Mai 2009 hat die ordentliche Generalversammlung der Landmark S.A. beschlossen, Herrn Lutz Kandzia als Verwaltungsratsvorsitzenden, Herrn Alexander Eggert und Herrn Dr. Martin Leinemann als ordentliche Verwaltungsratsmitglieder sowie Frau Maria Löwenbrück als geschäftsführendes Verwaltungsratsmitglied erneut in den Verwaltungsrat der Landmark S.A. zu bestellen.

Darüber hinaus hat die Generalversammlung der Landmark S.A. beschlossen, Herrn Matthias Gerloff mit Wirkung zum 5. Mai 2009 zum stellvertretenden Verwaltungsratsvorsitzenden zu bestellen.

Die Berufsadresse von Herrn Kandzia, Herrn Gerloff, Herrn Dr. Leinemann und Herrn Eggert lautet Caffamacherreihe, 8, D-20355 Hamburg. Die Berufsadresse von Frau Löwenbrück lautet 308, route d'Esch, L-1471 Luxembourg.

Die Amtszeit aller Verwaltungsratsmitglieder endet mit der ordentlichen Generalversammlung im Jahre 2015, die über den Jahresabschluss des am 31. Dezember 2014 endenden Geschäftsjahres beschließt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Landmark S.A.

308, route d'Esch, L-1471 Luxembourg

Unterschriften

Référence de publication: 2009072462/28.

(090085392) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Esther Eleven S.à r.l., Société à responsabilité limitée.

Siège social: L-1943 Luxembourg, 36, rue Gabriel Lippmann.

R.C.S. Luxembourg B 131.883.

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EXTRAIT

Il résulte du procès-verbal de l'Assemblée Générale Ordinaire tenue à Luxembourg en date du 27 mars 2009 que:

La démission de Madame Mary WARD, Administrateur de Sociétés, domiciliée à Castle Street, 12, St. Helier, Jersey JE2 3RT, en tant que Gérant de la société, a été acceptée avec effet au 27 mars 2009.

Monsieur Owen LYNCH, Administrateur de Sociétés, domicilié à 3rd Floor, 2 Hill Street, St Helier, Jersey, JE4 8RY Channel Islands, a été nommé en tant que Gérant de la société, avec effet au 27 mars 2009, pour une période de 2 ans se terminant à l'Assemblée Générale de 2011.

Pour extrait conforme, délivré aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société ESTHER ELEVEN SARL

Signature

Référence de publication: 2009072472/17.

(090085328) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Esther Ten S.à r.l., Société à responsabilité limitée.

Siège social: L-1943 Luxembourg, 36, rue Gabriel Lippmann.

R.C.S. Luxembourg B 131.882.

—
EXTRAIT

Il résulte du procès-verbal de l'Assemblée Générale Ordinaire tenue à Luxembourg en date du 27 mars 2009 que:

La démission de Madame Mary WARD, Administrateur de Sociétés, domiciliée à Castle Street, 12, St. Helier, Jersey JE2 3RT, en tant que Gérant de la société, a été acceptée avec effet au 27 mars 2009.

Monsieur Owen LYNCH, Administrateur de Sociétés, domicilié à 3rd Floor, 2 Hill Street, St Helier, Jersey, JE4 8RY Channel Islands, a été nommé en tant que Gérant de la société, avec effet au 27 mars 2009, pour une période de 2 ans se terminant à l'Assemblée Générale de 2011.

Pour extrait conforme, délivré aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société ESTHER TEN SARL
Signature

Référence de publication: 2009072473/17.

(090085324) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Perth Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-5367 Schuttrange, 64, rue Principale.

R.C.S. Luxembourg B 136.505.

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Extrait des résolutions des associés de la société

Les associés ont pris unanimement les décisions suivantes:

La confirmation de la nomination avec effet au 29 mai 2009 de SHRM Corporate Services Sàrl, avec adresse professionnelle au 64, rue Principale, L-5367 Schuttrange, Luxembourg, comme gérant de la société pour une durée indéterminée.

Le conseil de gérance se constitue donc avec effet au 29 mai 2009 de:

- Alex N.J. van Zeeland
- SHRM Corporate Services Sàrl

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

Pour extrait sincère et conforme
SHRM Financial Services (Luxembourg) S.A.
Domiciliataire
Alex van Zeeland

Référence de publication: 2009072482/20.

(090085110) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Esther Seven S.à r.l., Société à responsabilité limitée.

Siège social: L-1943 Luxembourg, 36, rue Gabriel Lippmann.

R.C.S. Luxembourg B 131.879.

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EXTRAIT

Il résulte du procès-verbal de l'Assemblée Générale Ordinaire tenue à Luxembourg en date du 27 mars 2009 que:

La démission de Madame Mary WARD, Administrateur de Sociétés, domiciliée à Castle Street, 12, St. Helier, Jersey JE2 3RT, en tant que Gérant de la société, a été acceptée avec effet au 27 mars 2009.

Monsieur Owen LYNCH, Administrateur de Sociétés, domicilié à 3rd Floor, 2 Hill Street, St Helier, Jersey, JE4 8RY Channel Islands, a été nommé en tant que Gérant de la société, avec effet au 27 mars 2009, pour une période de 2 ans se terminant à l'Assemblée Générale de 2011.

Pour extrait conforme, délivré aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société ESTHER SEVEN SARL
Signature

Référence de publication: 2009072476/17.

(090085310) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Fashion Style S.à r.l., Société à responsabilité limitée.

Capital social: EUR 3.829.000,00.

Siège social: L-1118 Luxembourg, 23, rue Aldringen.

R.C.S. Luxembourg B 126.905.

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Extrait des résolutions prises par l'associé unique en date du 12 juin 2009

L'associé unique a accepté avec effet au 20 mai 2009 la démission de Monsieur Erlend Smith en tant que gérant de la société. Il a été décidé qu'il ne serait pas pourvu à son remplacement.

Le conseil de gérance se compose dorénavant comme suit:

Michael Newton, Brian McMahon, Karl Heinz Horrer et Andreas Demmel.

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

Pour la société

Signature

Un mandataire

Référence de publication: 2009072486/17.

(090086477) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Pneuct S.A., Société Anonyme.

Siège social: L-1150 Luxembourg, 207, route d'Arlon.

R.C.S. Luxembourg B 54.474.

—
Extrait des résolutions prises lors de l'assemblée générale ordinaire du 29 mai 2009

Conformément à la Loi du 25 Août 2006 - "Art. 51 & 51 bis", publié au MEMORIAL, Journal Officiel du Grand-Duché de Luxembourg (Recueil de Législation) sous le n° A-N°152 du 31 août 2006, l'assemblée générale accepte de désigner comme représentant permanent pour une durée indéterminée en remplacement de Mme Sandrine ANTONELLI, avec prise d'effet au 16 avril 2008:

Mlle Claire SABBATUCCI, employée privée, née le 24 juin 1984 à Thionville (France), demeurant professionnellement 207, route d'Arlon à L-1150 Luxembourg.

Mademoiselle Claire SABBATUCCI exécutera sa mission de représentant permanent au nom et pour le compte de la société EDIFAC S.A.

Extrait sincère et conforme

PNEUACT S.A.

Signatures

Un mandataire

Référence de publication: 2009072521/20.

(090085323) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Sharkey S.A., Société Anonyme Holding.

Siège social: L-2213 Luxembourg, 16, rue de Nassau.

R.C.S. Luxembourg B 32.413.

—
Extrait des résolutions de l'assemblée générale statutaire tenue le 3 juin 2009

Les mandats des administrateurs A.T.T.C. Management s.à r.l., ayant son siège social 16, rue de Nassau, L-2213 Luxembourg, représentée par Monsieur Edward Patteet, représentant permanent, résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg; A.T.T.C. Directors s.à r.l. ayant son siège social 16, rue de Nassau, L-2213 Luxembourg, représentée par Monsieur Jean Pierre Van Keymeulen, représentant permanent résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg et A.T.T.C. Services s.à r.l. ayant son siège social 16, rue de Nassau, L-2213 Luxembourg représentée par Monsieur Edward Patteet, représentant permanent résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg ainsi que celui du commissaire aux comptes A.T.T.C. Control s.a., étant venus à échéance, les administrateurs et le commissaire sortants ont été réélus dans leurs mandats respectifs pour une nouvelle durée de 6 ans jusqu'à l'assemblée générale statutaire qui se tiendra en 2015.

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

A.T.T.C. Management s.à r.l. / A.T.T.C. Directors s.à r.l.

Administrateur / Administrateur

A.T.T.C. s.a. / A.T.T.C. s.a.
Gérant / Gérant
E. Patteet / J.P. Van Keymeulen
Administrateur-délégué / Administrateur-délégué

Référence de publication: 2009072505/24.

(090085568) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

SFS Europe S.A., Société Anonyme.

Siège social: L-2551 Luxembourg, 41, avenue du X Septembre.

R.C.S. Luxembourg B 128.505.

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EXTRAIT

Il résulte du Procès-verbal du Conseil d'Administration qui s'est tenue à Luxembourg en date du 5 mai 2009:

- A l'unanimité, le conseil d'administration de la société SFS EUROPE SA décide de nommer avec effet au 5 mai 2009:

* Monsieur David GILLES, administrateur de la société SFS EUROPE SA, né le 18 octobre 1978, de nationalité française, demeurant F-97438 Sainte Marie, 2, Impasse Mariotte, comme administrateur délégué chargé du suivi et du développement de l'activité dans les Départements et Territoires d'outre-mer;

* Madame Miss Nawarat KAEWKOET, administrateur de la société SFS EUROPE SA, demeurant TH-10260 Bangkok, Sukhumvit 81, comme administrateur délégué chargé du suivi et du développement de l'activité en Asie du Sud-est;

* Monsieur Francis Gilbert TOUYERAS, administrateur de la société SFS EUROPE SA, né le 29 juillet 1951, de nationalité française, demeurant F-28600 Luisant, 21, rue Jean Moulin, comme administrateur délégué chargé du suivi et du développement de l'activité en Afrique;

* Monsieur Albert GREVISSE, administrateur de la société SFS EUROPE SA, né le 7 mars 1959, de nationalité luxembourgeoise, demeurant L-4945 BASCHARAGE, 9, Um Bechel, comme administrateur délégué chargé du suivi et du développement de l'activité dans les Etats membres du BENELUX et certains pays membres de l'Espace Economique Européen (EEE);

* Monsieur Maximilien Charles GILLES, administrateur de la société SFS EUROPE SA, né le 16 décembre 1981, de nationalité française, demeurant F-25000 Besançon, 7, Chemin Joseph de Courvoisier, comme administrateur délégué chargé du suivi et du contrôle de qualité générale des services rendus par le groupe;

* Monsieur Gérard MARICHY, administrateur de la société SFS EUROPE SA, né le 12 septembre 1947, de nationalité française, demeurant F-21000 Dijon, 5, rue Maurice Deslandres, comme administrateur délégué chargé du suivi et du contrôle juridique, fiscale et financière au niveau du groupe.

Pour extrait sincère et conforme

Signature

Référence de publication: 2009072515/30.

(090085408) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Copenhagen Investment S.A., Société Anonyme Holding.

Siège social: L-2213 Luxembourg, 16, rue de Nassau.

R.C.S. Luxembourg B 38.655.

—
Extrait des résolutions de l'assemblée générale statutaire tenue le 3 juin 2009

Les mandats des administrateurs A.T.T.C. Management s.à r.l., ayant son siège social 16, rue de Nassau, L-2213 Luxembourg, représentée par Monsieur Edward Patteet, représentant permanent, résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg; A.T.T.C. Directors s.à r.l. ayant son siège social 16, rue de Nassau, L-2213 Luxembourg, représentée par Monsieur Jean Pierre Van Keymeulen, représentant permanent résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg et A.T.T.C. Services s.à r.l. ayant son siège social 16, rue de Nassau, L-2213 Luxembourg représentée par Monsieur Edward Patteet, représentant permanent résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg ainsi que celui du commissaire aux comptes A.T.T.C. Control s.a., étant venus à échéance, les administrateurs et le commissaire sortants ont été réélus dans leurs mandats respectifs pour une nouvelle durée de 6 ans jusqu'à l'assemblée générale statutaire qui se tiendra en 2015.

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

A.T.T.C. Management s.à r.l. / A.T.T.C. Directors s.à r.l.

Administrateur / Administrateur

A.T.T.C. s.a. / A.T.T.C. s.a.

Gérant / Gérant

E. Patteet / J.P. Van Keymeulen
Administrateur-délégué / Administrateur-délégué

Référence de publication: 2009072506/24.

(090085560) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Eprec S.A., Société Anonyme.

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

R.C.S. Luxembourg B 114.266.

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Extrait des décisions prises par le conseil d'administration en date du 23 avril 2009

1. M. Julio CAVESTANY CORSINI a démissionné de son mandat de président du conseil d'administration.
2. M. Ignacio Francisco MENCOS VALDES a été nommé comme président du conseil d'administration jusqu'à l'issue de l'assemblée générale ordinaire de 2010.
3. M. Daniel GOMEZ GARCIA a été nommé comme vice-président du conseil d'administration jusqu'à l'issue de l'assemblée générale ordinaire de 2010.

Luxembourg, le 7 mai 2009.

Pour extrait sincère et conforme

Pour EPREC S.A.

Fortis Intertrust (Luxembourg) S.A.

Signatures

Référence de publication: 2009072516/18.

(090086524) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

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

Siège social: L-1471 Luxembourg, 412F, route d'Esch.

R.C.S. Luxembourg B 144.331.

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Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

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

Belvaux, le 9 juin 2009.

Jean-Joseph WAGNER

Notaire

Référence de publication: 2009072301/239/12.

(090085230) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Blue S.A., Société Anonyme.

Siège social: L-1943 Luxembourg, 36, rue Gabriel Lippmann.

R.C.S. Luxembourg B 99.145.

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EXTRAIT

Il résulte du procès-verbal de l'Assemblée Générale Ordinaire tenue à Luxembourg en date du 9 avril 2009 que:

- La démission de Madame Mary WARD, Administrateur de Sociétés, domiciliée à Castle Street. 12. St. Helier. Jersey JE2 3RT, en tant que membre du Conseil d'Administration, a été acceptée avec effet au 20 mars 2009.

- Monsieur Owen LYNCH, Administrateur de Sociétés, domicilié à 2 Hill Street, 3^e étage, St Helier, Jersey, JE4 8RY, Channel Island, a été accepté en tant que nouveau membre du Conseil d'Administration, avec effet au 20 mars 2009. La durée de son mandat sera de deux ans et se terminera à l'Assemblée Générale de 2011.

Pour extrait conforme délivré aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 7 mai 2009.

Pour la société

Signature

Director

Référence de publication: 2009072481/19.

(090085263) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Euronimbus S.A., Société Anonyme.**Capital social: EUR 6.197.338,00.**

Siège social: L-3844 Schifflange, Zone Industrielle Lëtzebuerger Heck.
R.C.S. Luxembourg B 58.075.

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RECTIFICATIF

Extrait et notice rectificative relative au dépôt du 17 mars 2008 sous la référence L080041010.04

Il résulte du procès-verbal de l'assemblée générale annuelle ordinaire des actionnaires de la Société tenue en date du 11 février 2009 et adoptant les comptes annuels de l'année 2006, que l'assemblée a procédé à la rectification d'une erreur matérielle s'étant produite à l'occasion de l'assemblée générale annuelle ordinaire de la Société tenue en date du 5 mars 2008. Ainsi, l'assemblée a révoqué Ernst & Young S.A. en tant que réviseur externe de la Société, et nommé KPMG Audit S.à r.l., établie et ayant son siège social à 9, Allée Scheffer, L-2520 Luxembourg, inscrite auprès du Registre de Commerce et des Sociétés Luxembourg sous le numéro B 103.590, en tant que réviseur externe de la Société, avec effet rétroactif au 5 mars 2008 et jusqu'à l'assemblée générale annuelle ordinaire de la Société de l'année 2009.

Il résulte de l'assemblée générale annuelle ordinaire des actionnaires de la Société du 11 février 2009, adoptant les comptes annuels de l'année 2007, que le mandat des administrateurs Messieurs Alfred de Lassence, Robert Sweet, Thierry Gayet, Roy Fossett et Rachid Varachia a été renouvelé jusqu'à l'assemblée générale annuelle ordinaire des actionnaires de la Société de l'année 2009.

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

Pour extrait conforme

Me Christian Jungers

Référence de publication: 2009072489/24.

(090084973) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Tube IV S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

Siège social: L-2340 Luxembourg, 6, rue Philippe II.
R.C.S. Luxembourg B 143.298.

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Extrait des résolutions prises par l'associé unique en date du 28 mai 2009

L'associé unique a accepté avec effet au 20 mai 2009 la démission de Monsieur Erlend Smith en tant que gérant de la société. Il a été décidé qu'il ne serait pas pourvu à son remplacement.

Le conseil de gérance se compose dorénavant comme suit:

Michael Newton, Brian McMahan et Andreas Demmel.

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

Pour la société

Signature

Un mandataire

Référence de publication: 2009072502/17.

(090086482) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Moving International S.A., Société Anonyme.

Siège social: L-2180 Luxembourg, 8-10, rue Jean Monnet.
R.C.S. Luxembourg B 120.166.

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Extrait des résolutions prises lors de l'assemblée générale ordinaire tenue de manière extraordinaire le 29 décembre 2008

L'Assemblée renouvelle les mandats d'administrateur de Madame Nathalie Mager, employée privée, avec adresse professionnelle 8-10, Rue Jean Monnet à L-2180 Luxembourg, et de Madame Helena Tonini Di-Vito, employée privée, avec adresse professionnelle 8-10, Rue Jean Monnet à L-2180 Luxembourg. Ces mandats prendront fin lors de l'Assemblée Générale statutaire qui se tiendra en 2015.

L'Assemblée décide de ratifier la nomination de Monsieur Pierfrancesco Ambrogio, employé privé, avec adresse professionnelle 8-10, Rue Jean Monnet à L-2180 Luxembourg au poste d'administrateur. Ce mandat se terminera lors de l'Assemblée Générale statutaire qui se tiendra en 2015.

L'Assemblée renouvelle le mandat de commissaire aux comptes de la société ALTER AUDIT S.à r.l., ayant son siège social au 69, rue de la Semois à L-2533 Luxembourg. Ce mandat se terminera lors de l'Assemblée Générale statutaire qui se tiendra en 2015.

Luxembourg, le 27 avril 2009.

Pour extrait conforme

Pour la société

Signature

Un mandataire

Référence de publication: 2009072588/23.

(090085748) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

TERECO, Technical Reinsurance Company, Société Anonyme.

Siège social: L-2146 Luxembourg, 74, rue de Merl.

R.C.S. Luxembourg B 44.337.

Extrait du procès-verbal de l'Assemblée Générale Ordinaire qui s'est tenue le vendredi 8 mai 2009 à 11.00 heures au 74, rue de Merl L-2146 Luxembourg

- L'Assemblée a pris les résolutions suivantes:

* L'Assemblée décide de renouveler le mandat des Administrateurs suivants:

* M. Georges Cornet, demeurant 4b, Clos Albert Crommelynck, B-1160 Bruxelles, Administrateur et Président

* M. Jean Van Vliet, demeurant Avenue Ariane, 4, B-1200 Bruxelles, Administrateur

* Mme Monique Van Rysselberghe, demeurant 270, bte 5, Avenue de Broqueville, B-1200 Woluwe-Saint-Lambert, Administrateur

* Marsh Management Services Luxembourg S.A., siège social au 74, rue de Merl, L-2146 Luxembourg, Administrateur

Leur mandat viendra à expiration à l'issue de l'Assemblée Générale Ordinaire de 2012 délibérant sur les comptes annuels de 2011.

- L'Assemblée renouvelle le mandat du réviseur d'entreprises indépendant Mazars S.A., 10A, rue Henri M. Schnadt, L-2530 Luxembourg. Son mandat viendra à expiration à l'issue de l'Assemblée Générale Ordinaire de 2010 délibérant sur les comptes annuels de 2009.

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

Pour extrait sincère et conforme

Signature

Un mandataire

Référence de publication: 2009072537/25.

(090086068) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Gelins, Société Anonyme.

Siège social: L-2146 Luxembourg, 74, rue de Merl.

R.C.S. Luxembourg B 53.199.

Extrait du procès-verbal de l'Assemblée Générale qui s'est tenue le 29 mai 2009 à 11.00 heures au 74, rue de Merl. L-2146 Luxembourg

L'assemblée générale ordinaire a pris les résolutions suivantes:

- L'assemblée décide de renommer comme Administrateurs:

1. M. Pierre Metzler, Director

2. M. Georges Gudenburg, Director

3. M. Jacques Reckinger, Director

4. M. Claude Weber, Director

Leur mandat prendra fin à l'issue de l'assemblée générale ordinaire à tenir en 2010 et qui aura à statuer sur les comptes de l'exercice social de 2009.

- L'assemblée décide de renouveler le mandat du réviseur d'entreprises indépendant,

KPMG Audit Sàrl jusqu'à l'issue de l'assemblée générale ordinaire à tenir en 2010 et qui aura à statuer sur les comptes de l'exercice social de 2009.

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

Pour extrait sincère et conforme

Signature

Un mandataire

Référence de publication: 2009072536/24.

(090086087) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

CP-BK Reinsurance S.A., Société Anonyme.

Siège social: L-2146 Luxembourg, 74, rue de Merl.

R.C.S. Luxembourg B 60.539.

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Extrait du procès-verbal de l'Assemblée Générale Ordinaire qui s'est tenue le 27 mai 2009 à 11.00 heures au 74, rue de Merl, L-2146 Luxembourg

1. L'Assemblée Générale décide de nommer comme administrateurs pour une durée d'un an les personnes suivantes:

- Monsieur Werner Rogiers, Président du Conseil d'Administration
- Monsieur Jean-Christophe Vanhuysse, Administrateur
- Monsieur Ivo Eelen, Administrateur
- Monsieur Pierre Colle, Administrateur
- Monsieur Bernard Le Bras, Administrateur

Leur mandat expirera à l'issue de l'Assemblée Générale Ordinaire à tenir en 2010 qui aura à statuer sur les comptes de l'exercice social 2009

2. L'Assemblée nomme Deloitte S.A. comme Réviseur d'entreprises indépendant. Ce mandat viendra à expiration à l'issue de l'Assemblée Générale à tenir en 2010 et qui aura à statuer sur les comptes de l'exercice de 2009.

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

Pour extrait sincère et conforme

Signature

Un mandataire

Référence de publication: 2009072538/23.

(090086049) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

HEDF II Luxembourg 3 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 45.900,00.

Siège social: L-1150 Luxembourg, 205, route d'Arlon.

R.C.S. Luxembourg B 132.663.

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Extrait du procès-verbal des résolutions de l'associé unique prises en date du 10 juin 2009

L'Associé Unique de la Société a décidé comme suit:

- D'accepter la démission de:

* David Braaten en tant que gérant B de la Société avec effet immédiat.

- D'accepter la nomination de:

* Monsieur Adam Kruszynski, résidant professionnellement au 205, Route d'Arlon L-1150 Luxembourg, en tant que gérant B de la Société avec effet immédiat.

Luxembourg, le 15 juin 2009.

Pour extrait analytique conforme

Elisa Gottardi

Référence de publication: 2009072532/18.

(090086441) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

CETP Mill S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 121.236.

—
Extrait du procès-verbal de l'assemblée générale annuelle tenue à Luxembourg le 5 juin 2009.

Il résulte des décisions de l'assemblée générale annuelle de la Société du 5 juin 2009:

- que l'assemblée a accepté la démission de CETP GP (Cayman) Limited de sa fonction de membre du conseil de gestion de la Société avec effet au 5 juin 2009;

- que l'assemblée a nommé CETP Managing GP Holdings, Ltd., avec adresse à Walker House, PO Box 908GT, Mary Street, George Town, Grand Cayman, Iles Caïmanes, comme nouveau membre du conseil de gestion de la Société, avec effet au 5 juin 2009 et pour une période indéterminée.

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

Luxembourg, le 8 juin 2009.

CETP Mill S.à r.l.

Signature

Un mandataire

Référence de publication: 2009072534/19.

(090086178) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Tonfa International S.A., Société Anonyme Holding.

Siège social: L-2213 Luxembourg, 16, rue de Nassau.

R.C.S. Luxembourg B 37.563.

Extrait des résolutions de l'assemblée générale statutaire tenue le 1^{er} juin 2009

Les mandats des administrateurs A.T.T.C. Management s.à r.l., ayant son siège social 16, rue de Nassau, L-2213 Luxembourg, représentée par Monsieur Edward Patteet, représentant permanent, résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg; A.T.T.C. Directors s.à r.l. ayant son siège social 16, rue de Nassau, L-2213 Luxembourg, représentée par Monsieur Jean Pierre Van Keymeulen, représentant permanent résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg et A.T.T.C. Services s.à r.l. ayant son siège social 16, rue de Nassau, L-2213 Luxembourg représentée par Monsieur Edward Patteet, représentant permanent résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg ainsi que celui du commissaire aux comptes A.T.T.C. Control s.a., étant venus à échéance, les administrateurs et le commissaire sortants ont été réélus dans leurs mandats respectifs pour une nouvelle durée de 6 ans jusqu'à l'assemblée générale statutaire qui se tiendra en 2015.

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

A.T.T.C. Management s.à r.l. / A.T.T.C. Directors s.à r.l.

Administrateur / Administrateur

A.T.T.C. s.a. / A.T.T.C. s.a.

Gérant / Gérant

E. Patteet / J.P. Van Keymeulen

Administrateur-délégué / Administrateur-délégué

Référence de publication: 2009072503/24.

(090085586) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Juvaco S.A., Société Anonyme Soparfi.

Siège social: L-2213 Luxembourg, 16, rue de Nassau.

R.C.S. Luxembourg B 51.075.

Extrait des résolutions de l'assemblée générale statutaire tenue le 28 mai 2009

Les mandats des administrateurs A.T.T.C. Management s.à r.l., ayant son siège social 16, rue de Nassau, L-2213 Luxembourg, représentée par Monsieur Edward Patteet, représentant permanent, résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg; A.T.T.C. Directors s.à r.l. ayant son siège social 16, rue de Nassau, L-2213 Luxembourg, représentée par Monsieur Jean Pierre Van Keymeulen, représentant permanent résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg et A.T.T.C. Services s.à r.l. ayant son siège social 16, rue de Nassau, L-2213 Luxembourg représentée par Monsieur Edward Patteet, représentant permanent résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg ainsi que celui du commissaire aux comptes A.T.T.C. Control s.a., étant venus à échéance, les administrateurs et le commissaire sortants ont été réélus dans leurs mandats respectifs pour une nouvelle durée de 6 ans jusqu'à l'assemblée générale statutaire qui se tiendra en 2015.

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

A.T.T.C. Management s.à r.l. / A.T.T.C. Directors s.à r.l.

Administrateur / Administrateur

A.T.T.C. s.a. / A.T.T.C. s.a.

Gérant / Gérant

E. Patteet / J.P. Van Keymeulen
Administrateur-délégué / Administrateur-délégué

Référence de publication: 2009072504/24.

(090085577) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Mawashi Geri S.A., Société Anonyme Holding.

Siège social: L-2213 Luxembourg, 16, rue de Nassau.

R.C.S. Luxembourg B 32.114.

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Extrait des résolutions de l'assemblée générale statutaire tenue le 3 juin 2009

Les mandats des administrateurs A.T.T.C. Management s.à r.l., ayant son siège social 16, rue de Nassau, L-2213 Luxembourg, représentée par Monsieur Edward Patteet, représentant permanent, résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg; A.T.T.C. Directors s.à r.l. ayant son siège social 16, rue de Nassau, L-2213 Luxembourg, représentée par Monsieur Jean Pierre Van Keymeulen, représentant permanent résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg et A.T.T.C. Services s.à r.l. ayant son siège social 16, rue de Nassau, L-2213 Luxembourg représentée par Monsieur Edward Patteet, représentant permanent résidant professionnellement au 16, rue de Nassau, L-2213 Luxembourg ainsi que celui du commissaire aux comptes A.T.T.C. Control s.a., étant venus à échéance, les administrateurs et le commissaire sortants ont été réélus dans leurs mandats respectifs pour une nouvelle durée de 6 ans jusqu'à l'assemblée générale statutaire qui se tiendra en 2015.

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

A.T.T.C. Management s.à r.l. / A.T.T.C. Directors s.à r.l.

Administrateur / Administrateur

A.T.T.C. s.a. / A.T.T.C. s.a.

Gérant / Gérant

E. Patteet / J.P. Van Keymeulen

Administrateur-délégué / Administrateur-délégué

Référence de publication: 2009072501/24.

(090085593) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

B & S Interpart S.A., Société Anonyme.

Siège social: L-2530 Luxembourg, 4A, rue Henri M. Schnadt.

R.C.S. Luxembourg B 104.026.

—
Les actionnaires de la société anonyme B & S Interpart S.A., réunis en assemblée générale extraordinaire à Luxembourg, le 26 mai 2009, ont décidé, à l'unanimité, de transférer le siège de la société de 4, rue Henri Schnadt, L-2530 Luxembourg à l'adresse suivante:

L-2530 Luxembourg, 4A, rue Henri Schnadt,

Ce transfert de siège prend effet ce jour.

Luxembourg, le 26 mai 2009.

Pour extrait conforme

Signature

Référence de publication: 2009072593/15.

(090085020) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

MVM Lux Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1445 Strassen, 4, rue Thomas Edison.

R.C.S. Luxembourg B 83.256.

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*Auszug aus dem Protokoll
der Ordentlichen Generalversammlung der MVM LUX SICAV*

Die Ordentliche Generalversammlung der MVM LUX SICAV vom 26. Mai 2009 hat folgende Beschlüsse gefasst:

...

4. Für den Zeitraum bis zur nächsten Ordentlichen Generalversammlung im Jahre 2010 werden folgende Personen als Verwaltungsratsmitglieder gewählt:

Herr Julien Zimmer Vorsitzender

Herr Josef Koppers Mitglied

Herr Michael Hohmann Mitglied

Herr Michael Hirz Mitglied

Alle Verwaltungsräte mit Berufsadresse: 4, rue Thomas Edison, L-1445 Luxemburg-Strassen.

Die Aktionäre beschließen einstimmig bis zur nächsten Ordentlichen Generalversammlung PricewaterhouseCoopers S.à r.l. als Wirtschaftsprüfer wieder zu wählen.

Luxemburg, den 26. Mai 2009.

Für MVM LUX SICAV

DZ BANK International S.A.

V. Augsdörfer / T. Haselhorst

Référence de publication: 2009072539/24.

(090085151) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

BSI Luxembourg S.A., Société Anonyme.

Siège social: L-2132 Luxembourg, 6, avenue Marie-Thérèse.

R.C.S. Luxembourg B 74.425.

—
Extrait des résolutions du Conseil d'Administration de la Société du 4 juin 2008

En date du 4 juin 2008, le Conseil d'Administration de la Société a pris les résolutions suivantes:
de remplacer

- PRICEWATERHOUSECOOPERS en tant que réviseur de la Société avec effet immédiat,

par

- ERNST & YOUNG, une société anonyme, constituée et régie selon les lois du Grand-Duché de Luxembourg, ayant son siège social à 7, Parc d'Activité Syrdall, L-5365 Münsbach, enregistrée auprès du Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 47771

en tant que réviseur de la Société avec effet immédiat et à durée déterminée jusqu'à l'assemblée générale qui se tiendra en 2009.

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

Luxembourg, le 9 juin 2009.

BSI Luxembourg S.A.

Signature

Référence de publication: 2009072495/21.

(090085777) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Global Facilities S.A., Société Anonyme.

Siège social: L-3372 Leudelange, 2, rue Léon Laval.

R.C.S. Luxembourg B 85.115.

—
Extrait du procès-verbal de l'assemblée générale du 28 avril 2009 à Luxembourg

L'assemblée générale constate que les mandats des administrateurs sont venus à échéance.

L'assemblée générale décide renouveler le mandat des administrateurs suivants jusqu'à l'assemblée générale de l'année 2010:

Adler Marc, administrateur, avec adresse à L-3362 Leudelange, 26, rue de la Montée

Kieffer Mil, administrateur, avec adresse à L-1870 Luxembourg, 32, Kohlenberg

Kieffer Pierre-Emil, administrateur, avec adresse à L-1420 Luxembourg, 271, avenue Gaston Diderich

Santinelli Jean-Luc, administrateur, avec adresse à L-8132 Bridel, 12, rue François Christian Gerden.

L'assemblée générale constate que le mandat du réviseur d'entreprises est venu à échéance. L'assemblée générale décide de renouveler le mandat du réviseur d'entreprises comme suit jusqu'à l'assemblée générale de l'année 2010:

Interfiduciaire Sàrl, avec adresse à L-1511 Luxembourg, 119, avenue de la Faïencerie, RCS B 29.501.

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

Pour extrait conforme

Fiduplan S.A.

Signature

Référence de publication: 2009072517/22.

(090085388) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Ducal S.A., Société Anonyme.

Siège social: L-1150 Luxembourg, 207, route d'Arlon.
R.C.S. Luxembourg B 81.248.

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Extrait des résolutions prises lors de l'assemblée générale ordinaire du 7 mai 2009

Conformément à la Loi du 25 Août 2006 - "Art. 51 & 51 bis", publié au MEMORIAL, Journal Officiel du Grand-Duché de Luxembourg (Recueil de Législation) sous le n° A-N°152 du 31 août 2006, l'assemblée générale accepte de désigner comme représentant permanent pour une durée indéterminée en remplacement de Mme Sandrine ANTONELLI, avec prise d'effet au 16 avril 2008: Mlle Claire SABBATUCCI, employée privée, née le 24 juin 1984 à Thionville (France), demeurant professionnellement 207, route d'Arlon à L-1150 Luxembourg.

Mademoiselle Claire SABBATUCCI exécutera sa mission de représentant permanent au nom et pour le compte de la société EDIFAC S.A.

Extrait sincère et conforme
DUCAL S.A.
Signatures
Un mandataire

Référence de publication: 2009072525/19.

(090085287) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 juin 2009.

Moller Green Energy S.à r.l., Société à responsabilité limitée.

Siège social: L-1661 Luxembourg, 95, Grand-rue.
R.C.S. Luxembourg B 144.466.

—
Il résulte de la résolution des associés en date du 04.06.2009 que:

- Monsieur Poul MOLLER, né le 18/10/1938 à Nebsager (Danemark), demeurant à 1516 McDonald ranch Drive, Henderson NV 89012, est nommé gérant pour une durée indéterminée

- Monsieur Daniel MOLLER, né le 06/01/1966 à Californie (Etats-Unis) demeurant à 350 S.E. 2nd St. Suite 1880, Florida 33301 est nommé gérant pour une durée indéterminée

- Monsieur Steffen JENSEN, né le 11/01/1954 à Arhus (Danemark), demeurant à 95, Grand-Rue, L-1661 Luxembourg est nommé gérant pour une durée indéterminée

- Monsieur Colm Smith, demeurant à L-1222 Luxembourg, 16, rue Beck est confirmé gérant pour une durée indéterminée

La société est valablement engagée par la signature conjointe de deux gérants.

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

Luxembourg, le 09.06.2009.

G.T. Experts Comptables sàrl
Luxembourg
Signature

Référence de publication: 2009072527/22.

(090085842) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

LSFC Capital S.à r.l., Société à responsabilité limitée (en liquidation).

Siège social: L-2557 Luxembourg, 7, rue Robert Stümper.
R.C.S. Luxembourg B 90.196.

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Le bilan au 31 décembre 2008 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.

Luxembourg, le 11 juin 2009.

Signature.

Référence de publication: 2009072497/10.

(090085825) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2009.

Azure Invest S.A., Société Anonyme.

Siège social: L-1145 Luxembourg, 180, rue des Aubépines.
R.C.S. Luxembourg B 133.050.

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Pour AZURE INVEST S.A., Société anonyme

Experta Luxembourg, Société anonyme

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Experta Luxembourg, Société anonyme

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Pour KAWAI PARTICIPATIONS S.à r.l., Société à responsabilité limitée

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