

MEMORIAL

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Luxembourg



MEMORIAL

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Luxemburg

RECUEIL DES SOCIÉTÉS 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° 2039

17 octobre 2009

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Compagnie Maritime Montaigne S.A. (Holding), Société Anonyme.

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

R.C.S. Luxembourg B 78.980.

L'an deux mille neuf, le neuf septembre.

Par-devant Maître Carlo WERSANDT, notaire de résidence à Luxembourg, soussigné.

Se réunit une assemblée générale extraordinaire des actionnaires de la société anonyme holding "COMPAGNIE MARITIME MONTAIGNE S.A. (HOLDING)", ayant son siège social à L-1653 Luxembourg, 2, avenue Charles de Gaulle, R.C.S. Luxembourg section B numéro 78.980, constituée suivant acte reçu le 21 novembre 2000, publié au Mémorial C, numéro 418 du 7 juin 2001, dont les statuts ont été modifiés suivant acte reçu le 23 mars 2004, publié au Mémorial C, numéro 835 du 13 août 2004.

L'assemblée est présidée par Monsieur Guy HORNICK, maître en sciences économiques, demeurant professionnellement à L-1653 Luxembourg, 2, avenue Charles de Gaulle.

Le président désigne comme secrétaire Mademoiselle Laurence WUIDART, graduée en comptabilité, demeurant professionnellement à L-1653 Luxembourg, 2, avenue Charles de Gaulle.

L'assemblée choisit comme scrutateur Monsieur Philippe PONSARD, ingénieur commercial, demeurant professionnellement à L-1653 Luxembourg, 2, avenue Charles de Gaulle

Le président prie le notaire d'acter que:

I.- Les actionnaires présents ou représentés et le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence. Cette liste et les procurations, une fois signées par les comparants et le notaire instrumentant, resteront ci-annexées pour être enregistrées avec l'acte.

II.- Il ressort de la liste de présence que les 1.100 (mille cent) actions, représentant l'intégralité du capital social sont représentées à la présente assemblée générale extraordinaire, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour, dont les actionnaires ont été préalablement informés.

III.- L'ordre du jour de l'assemblée est le suivant:

Ordre du jour:

1. Transfert du siège social et de l'administration centrale de la société du 2, avenue Charles de Gaulle, L-1653 Luxembourg au 6 Solonos Street, Ayios Tychonas, 4521 Limassol, Chypre et adoption de la nationalité chypriote, sans toutefois que ce changement de nationalité et de transfert de siège donne lieu, ni légalement, ni fiscalement à la constitution d'une personne juridique nouvelle, et le tout sous la condition de l'inscription de la Société auprès du "Registrar of Companies and Official Receiver (D.R.C.O.R.)" de la République de Chypre.

2. Changement de la dénomination de la société en "Compagnie Maritime Montaigne Limited".

3. Approbation d'une situation intérimaire au 9 septembre 2009.

4. Démission des administrateurs actuels et du commissaire aux comptes de la société et décharge à leur accorder.

5. Nomination de Madame Christine Spyrou Catras et Mme Elisavet Papadouri en tant qu'administrateurs.

6. Refonte complète des statuts (suivant projet en annexe) en vue de les adapter aux dispositions prévues par la loi chypriote.

7. Pouvoir à l'effet d'accomplir toutes les formalités administratives nécessaires à l'inscription de la société à Chypre.

8. Radiation de la société du Registre de Commerce de Luxembourg sur base de la preuve de l'inscription de la société à Chypre.

L'assemblée générale, après avoir délibéré, prend à l'unanimité des voix les résolutions suivantes:

Première résolution

L'assemblée décide de transférer le siège social et l'administration centrale avec effet à la date de ce jour du 2, avenue Charles de Gaulle, L-1653 Luxembourg au 6 Solonos Street, Ayios Tychonas, 4521 Limassol, Chypre, et de faire adopter par la Société la nationalité chypriote, sans toutefois que ce changement de nationalité et de transfert de siège donne lieu, ni légalement, ni fiscalement à la constitution d'une personne juridique nouvelle, et le tout sous la condition suspensive de l'inscription de la Société à Chypre.

L'assemblée constate que cette résolution a été prise en conformité avec l'article 67-1 (1) de la loi luxembourgeoise sur les sociétés commerciales.

L'assemblée constate en outre qu'aucun emprunt obligataire n'a été émis par la Société et que dès lors aucun accord des obligataires n'est requis en rapport avec les changements envisagés.

L'assemblée décide que l'adresse du siège social sera fixée au 6 Solonos Street, Ayios Tychonas, 4521 Limassol, Chypre, le tout sur base des comptes intérimaires arrêtés à la date du 9 septembre 2009.

Deuxième résolution

L'assemblée décide de modifier la dénomination de la société en "Compagnie Maritime Montaigne Limited".

Troisième résolution

L'assemblée décide d'approuver les comptes intérimaires arrêtés à la date du 9 septembre 2009.

Lesdits comptes intérimaires, après avoir été signés ne varietur par la mandataire et le notaire instrumentant, resteront annexés aux présentes pour être formalisés avec elles.

Quatrième résolution

L'assemblée décide d'accepter la démission des administrateurs et du commissaire aux comptes de la société et de leur accorder décharge pleine et entière pour l'exécution de leurs mandats jusqu'à la date de ce jour.

Cinquième résolution

L'assemblée décide de nommer Madame Christine Spyrou Catras et Mme Elisavet Papadouri en tant qu'administrateurs de la société.

Sixième résolution

L'assemblée décide de procéder à une refonte complète des statuts en vue de les adapter aux dispositions prévues par la loi chypriote, comme suit:

Part I.- Memorandum

1. The name of the Corporation is "Compagnie Maritime Montaigne Limited".

For so long, and only for so long, as the Corporation is governed by the Luxembourg Corporations Act, any provision in these articles shall be interpreted and construed in a manner that is consistent with the Luxembourg Corporations Act and, to the extent that any provision cannot be so interpreted and construed, the Luxembourg Corporations Act shall govern to the extent of any conflict or consistency.

2. The Registered Office of the Corporation will be situated in Luxembourg until its registration with the Department of Registrar of Companies and Official Receiver in Cyprus, and upon its registration with the Department of Registrar of Companies and Official Receiver in Cyprus, the Registered Office of the Corporation will be situated in Cyprus.

3. The objects of the Corporation are:

(1) To carry on either alone or jointly with others anywhere in the world, the business of an investment holding company and for this purpose to acquire by purchase, lease, exchange, concession, donation, assignment, license, or otherwise any kind of immovable property, buildings, rights, privileges, easements and generally any kind of immovable property of any nature or description and any interest or right in such property in relation to such property and to carry on the business of an investment company and for this purpose to acquire by purchase, exchange or otherwise shares, debentures, bonds, obligations and securities of any kind and description.

(2) To carry on either alone or jointly with others anywhere in the world, the business of digging up, excavating, extracting, crushing, selecting, sorting, processing, elaborating, packing and generally exploiting of soil, ground, sand, stones, precious stones, pebbles, rocks, marbles, minerals ore, petrifications which are situated on the surface and/or in the sub-soil, owning quarries, kilns and/or factories and/or other installations and/or establishments of any sort for the mining, digging up, extracting, crushing, selection, sorting, cleaning, processing, elaborating and packing of sand stones, pebbles, rocks marbles, petrifications, minerals ore, and the obtaining, registration, possession, sale, hire-purchase and exploitation of privileges and/or rights and/or licences of exclusivity and/or monopolies and/or State or local government concessions and/or permissions or licences or examinations and/or any other rights of any sort whatsoever concerning and/or attached to such petrifications, ore and minerals.

(3) To carry on either alone or jointly with others anywhere in the world, all or any of the businesses or undertakings of merchants, purchasers, makers, manufacturers, vendors, dealers, suppliers, distributors of any products, merchandise or chattels, to carry on the businesses of agents and managers of commercial enterprises, as well as to set-up and operate bonded factories and bonded warehouses for any kind and description of commodities, merchandise, machinery and manufacturing appliances for the transportation and movement of same through and from Cyprus to any other country.

(4) To undertake either alone or jointly with others anywhere in the world, agencies and any other kind of work on a commission basis in relation to any act, transaction or undertaking and generally to carry on the business and to provide services as consultants to any legal or natural person, State or Government, Public Corporation or Authority on commercial matters and to employ experts and other consultants for exploring the prospects and potential of any kind of commercial businesses or projects.

(5) To be engaged either alone or jointly with others in any part of the world with the production, import, trade, processing, exploitation, disposal, maintenance, advertising, promotion, acquisition of a user licence and concession for software programmes for computers and telecommunication systems and/or portals whether these belong to the Corporation or to third persons.

(6) To provide either alone or jointly with others in any part of the world the services of repairing of computers and telecommunication systems and their parts, annexes and printers, copiers, telefax apparatus and office machines, to organise and offer and generally to be interested in the organization and offering of lessons to third persons for learning matters relating to computer software, telecommunication or the computers as such.

(7) To act as computer software or internet portal designers, developers, distributors and consultants; to act as computer hardware designers, manufacturers, distributors and consultants; to provide (customised) internet-based applications, programming, web-designing and internet consulting; to create, establish, build-up, operate and maintain an organisation for the promotion, supply, management, recommendation and introduction of design, development, distribution and consultancy work of every description to persons, firms or companies; to carry on business as computer hardware and software designers, developers, manufacturers, suppliers, renovators, planning agents and consultants; to carry on business as computer contractors, installers, maintainers, repairers and general engineers and all other trades connected with domestic and commercial computers, to carry on business as general ware-housemen, factors, importers and converters and as workers of and dealers in all and every kind of material used in computer design, installation, conversion, renovation, maintenance, furnishing and preparation; to act as property owners; to enter into hire purchase agreements with the purchasers of such articles and goods aforesaid and to negotiate assign, mortgage or pledge such agreements for cash or otherwise or the payment due or rights accruing thereunder; and to manufacture, buy, sell and deal in goods, commodities and articles of all kinds likely to be required in connection with the foregoing businesses, or likely to be required by persons visiting or frequenting the Corporation's premises; to manufacture, buy, sell and deal in all plant, machinery, tools, implements, apparatus, articles and things of all kinds capable of being used in the foregoing businesses or any of them which may be conveniently dealt with or are necessary with such businesses or are likely to be required by any of the customers or persons having dealings with the Corporation.

(8) To carry on the business of owners, managers, proprietors and operators of computer bureaux and agencies of every and any description; to carry on the business of designers, producers, manufacturers, wholesalers, retailers, exporters, importers, agents for the sale of and general merchants, dealers, traders, marketers, suppliers and distributors, hirers and leasers of computers and ancillary and applied equipment of every and any description; to carry on the business of computer programmers, devisers of computer languages and codes, punch card operators and as consultants and advisers into all aspects of the computer and allied industries; to carry on the business of manufacturers and dealers in computer hardware and software and peripheral equipment and continuous stationery of all kinds; to undertake the supply of such staff and other personnel that may be required by persons having dealings with the Corporation; and to undertake, perform and carry out all services in connection with the computer trades and industries; and to carry on the business of dealers in electronic, electrical and other machinery and office supplies, furniture, furnishings, and equipment of all kinds; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Corporation on such terms and for such periods of time as the Corporation shall from time to time determine, on a commission or fee basis or otherwise; and to carry on any other trade or business, whatsoever, of a like and similar nature.

(9) To carry on business as advisers on problems relating to the administration and organisation of industry and business and the training of personnel for industry and business and to carry on all or any of the businesses of industrial business and personnel consultants and to advise upon the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

(10) To engage, hire and train professional, clerical, manual, technical and other staff and workers or their services or any of them and in any way and manner acquire, possess, manufacture or assemble property of any kind or description whatsoever (including any rights over or in connection with such property) and to allocate and make available the aforesaid personnel or services or make the use of such property available on hire purchase, sale, exchange or in any other manner whatsoever, to those requiring or requesting the same or who have need of the same or their use and otherwise to utilise to make available, use or the said services or property for the benefit or interest of the Corporation; to provide or procure the provision by others of every and any business related service, need, want or requirement of any nature required by any person, firm or corporation in or in connection with any business carried on by them.

(11) To carry on any other work, undertake any other activity or perform anything which may seem to the directors capable of being conveniently or advantageously carried on or done in connection with any of the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Corporation's business property or rights.

(12) To purchase, obtain by way of gift, take on lease or sub-lease or in exchange, or otherwise acquire or possess and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, permits, licenses, stock-in-trade, and movable and immovable property of any kind and description (whether mortgaged, charged or not) necessary or convenient for the purposes of or in connection with the Corporation's business or any branch or department thereof or which may enhance the value of any other property of the Corporation.

(13) To erect, maintain, work, manage, construct, reconstruct, alter, enlarge, repair, improve, adapt, furnish decorate, control, pull down, replace any shops, offices, flats, electric or water works, apartments, workshops, mills, plants, machinery, warehouses and any other works, buildings, plants, conveniences or structures whatsoever, which the Corporation may consider desirable for the purposes of its business and to contribute to, subsidize or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.

(14) To improve, manage, control, cultivate, develop, exploit, exchange, let on lease or otherwise assign, mortgage, charge, sell, dispose of, grant as gift, turn to account, grant rights and privileges in respect of the property, assets and rights of the Corporation or in which the Corporation is interested or otherwise deal with all or any part of the said

property interests of the Corporation and to adopt at the discretion of the Corporation such means of making known and advertising the business and products of the Corporation.

(15) To manufacture, repair, import, buy, sell, export, let on, hire and generally trade or deal in any kind of accessories, articles, apparatus, mechanical installations, machinery, tools, goods, properties, property rights and rights and thing of any description capable of being used or dealt with by the Corporation in connection with any of its objects.

(16) To trade in, develop for building or other purposes, let on, lease or sublease or hire, to assign or grant license over, the whole or any part or parts of the immovable property and charge, mortgage the whole or any part or parts of the immovable property belonging to the Corporation or the rights thereon or in which the Corporation has an interest on such terms as the Corporation shall determine.

(17) To purchase or otherwise acquire all or any part of the business, assets, property and liabilities of any Corporation, organization, partnership or person, formed for all or any of the purposes within the objects of this Corporation, or carrying on any business or intending to carry on any business which this Corporation is authorised to carry on, or possessing property suitable for the purposes of the Corporation and to undertake, conduct and carry on, or liquidate and wind up, any such business and in consideration for such acquisition to pay in cash, issue shares, undertake any liabilities or acquire any interest in the vendor's business.

(18) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, brevets d'invention, copyright or secret processes, which may be useful for the Corporation's objects, and to grant licenses to use the same.

(19) To pay all costs, charges and expenses incurred or sustained in or about the promotion, formation and establishment of the Corporation, or which the Corporation shall consider to be in the nature of preliminary expenses or expenses incurred prior to incorporation and with a view to incorporation, including therein professional fees, the cost of advertising, taxes, commissions for underwriting, brokerage, printing and stationery, salaries to employees and other similar expenses and expenses attendant upon the formation and functioning of agencies, local boards or local administration or other bodies, or expenses relating to any business or work carried on or performed prior to incorporation, which the Corporation decides to take over or continue.

(20) Upon any issue of shares, debentures or other securities of the Corporation, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by the issue of share debentures or other securities of the Corporation, or by granting of options to take the same, or in any other manner allowed by law.

(21) To borrow, raise money or secure obligations (whether of the Corporation or any other person) in such manner and on such terms as may seem expedient, including the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages or any other securities, founded or based upon all or any of the property and rights of the Corporation, including its uncalled capital, or without any such security and upon such terms as to priority or otherwise, as may be thought fit.

(22) To lend and advance money or give credit to any person, firm or Corporation; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person, firm or Corporation; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person, firm or Corporation; and otherwise to assist any person or Corporation as may be thought fit.

(23) To draw, execute, issue, accept, make, endorse, discount and negotiate bills of exchange, promissory notes, bills of lading, and other negotiable or transferable instruments or securities.

(24) To advance and lend money upon such security as may be thought proper, or without any security thereof.

(25) To invest the moneys of the Corporation not immediately required in such manner, other than in the shares of this Corporation, as from time to time may be determined by the directors.

(26) To issue, or guarantee the issue of or the payment of interest on, the shares, debentures, debentures stock, or other securities or obligations of any corporation or association, and to pay or provide for brokerage, commission and underwriting in respect of any such issue.

(27) To acquire by subscription, purchase or otherwise and to accept, take, hold, deal in, convert and sell, any kind of shares, stock, debentures or other securities or interests in any other corporation, organization or undertaking whatsoever.

(28) To issue and allot fully or partly paid shares in the capital of the Corporation or issue debenture or securities in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Corporation or any services rendered to the Corporation and to remunerate in cash or otherwise any person, firm or Corporation rendering services to this Corporation or grant donations to such persons.

(29) To establish anywhere in the world, branch offices, regional offices, agencies and local boards and to regulate and to discontinue the same.

(30) To provide for the welfare of the employees of the Corporation (including the officers of the Corporation) or of persons formerly in the employment of the Corporation or its predecessors in business (including the officers) or employees of any subsidiary or associated or allied corporation of this Corporation (including the officers) and the wives, widows, dependents and families of such persons, by grants of money, pensions or other payments (including payments

of insurance premiums) and to form, subscribe to, or otherwise aid, any trust, fund or scheme for the benefit of such persons, and any benevolent, religious, scientific, national or other institution or object having moral or other claims to support or aid, by the Corporation by reason of the nature or the locality of its operations or otherwise.

(31) From time to time to subscribe or contribute to any charitable, benevolent, or useful object of a public character, the support of which will, in the opinion of the Corporation, tend to increase its repute or popularity among its employees, its customers, or the public.

(32) To enter into and carry into effect any arrangement for joint ventures, union of interests, limiting competition, partnership or for sharing of profits, or for the amalgamation, with any other corporation, partnership or person carrying on business within the objects of this Corporation.

(33) To establish promote and otherwise assist any corporations or companies for the purpose of acquiring any of the property or furthering any of the objects of this Corporation or for any other purpose which may seem directly or indirectly calculated to benefit this Corporation.

(34) To apply for, promote and obtain any Law, Order, Regulation, By Law, Degree, Charter, concession, right, privilege, license or permit for enabling the Corporation to carry any of its objects into effect, or for effecting any modification of the Corporation's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may be calculated directly or indirectly to prejudice the Corporation's interest and to enter into and execute any arrangement with any Government or Authority, (supreme, municipal, local or otherwise) that may seem conducive to the Corporation's objects or any of them.

(35) To sell, dispose of, mortgage, charge, grant rights or options or transfer the business, property and undertakings of the Corporation, or any part or parts thereof, for any consideration which the Corporation may see fit to accept.

(36) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other corporation in payment or part payment for any services rendered or for any sale made to or debt owing from any such corporation.

(37) To distribute in specie or otherwise as may be resolved any assets of the Corporation among its members and particularly the shares, debentures or other securities of any other corporation belonging to this Corporation or which this Corporation may have the power of disposing.

(38) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as factors, trustees, principals, sub-contractors or agents for, any other corporation, firm or person, or by or through any factors, trustees, sub- contractors or agents.

(39) To procure the registration or recognition of the Corporation in any country or place; to act as secretary, manager, director or treasurer of any other corporation.

(40) Generally to do all such other things as may appear to the Corporation to be incidental or conducive to the attainment of the above objects or any of them.

Notwithstanding anything contained in the objects or in any other provision hereinabove, the Corporation:

(a) shall not provide any financial services other than to its shareholders or bodies corporate in its group of companies (for the purposes hereof the term "financial services" means dealing in investments, managing investments, giving investment advice or establishing and operating collective investment schemes and the term "investments" means shares, debentures, government and public securities, warrants, certificates representing securities, units in collective investment schemes, options, futures and contracts for difference) and

(b) shall not assume, directly or indirectly, any obligations to the public, whether in the form of deposits, securities or other evidence of debt (for the purposes hereof the term "public" does not include banking or credit institutions, the Corporation's shareholders or bodies corporate in the Corporation's own group of companies. The term "deposits" does not include sums of money received on terms which are referable to the provision of goods or services other than "financial services" as defined herein above. The term "debt" does not include credit obtained in relation to the provision of goods or service.

The objects set forth in any sub-clause of this clause shall not be restrictively construed, but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or marginal title or by the name of the Corporation. None of such sub-clauses or object therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Corporation shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

Provided always that the Corporation will not do any business within the Republic except with the permission of the Central Bank of Cyprus or any other appropriate Government body or authority where such permission is required, and subject to the conditions of such permission, if any.

4. The liability of the members is limited.

5. "The share capital of the Corporation is EUR 110.000 divided into 1,100 shares of EUR 100 each, with power for the Corporation to issue any of the shares in its capital, original or increased."

Part II.- Interpretation

Definitions:

"board" means the board of directors of the Corporation;

"director" means a director of the Corporation;

"electronic document" means any form of representation of information or of concepts fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by a person or by any means;

"information system" means a system used to generate, send, receive, store, or otherwise process an electronic document;

"non-business day" means Saturday, Sunday and any other day that is a public holiday in the place of the Corporation's registered office; and

"number of directors" means the number of directors of the Corporation most recently elected by the shareholders of the Corporation.

The singular includes the plural and the plural the singular and words in one gender include all genders.

Headings used herein are for convenience of reference only and shall not affect the construction or interpretation of the provisions contain herein.

Preliminary

The Corporation is a private, not a public corporation and accordingly:

(a) the right to transfer shares is restricted in manner hereinafter prescribed;

(b) the number of members of the Corporation (exclusive of persons who are in the employment of the Corporation and of persons who having been formerly in the employment of the Corporation were while in such employment and have continued after the determination of such employment to be members of the Corporation) is limited to fifty.

Provided that where two or more persons hold one or more shares in the Corporation jointly they shall for the purpose of this regulation be treated as a single member;

(c) any invitation to the public to subscribe for any shares or debentures of the Corporation is prohibited;

(d) the Corporation shall not have power to issue share warrants to bearer.

(e) by means of a special resolution of the Corporation's shareholders meeting the Registered Office of the Corporation may be transferred out the country or jurisdiction where such Registered Office is currently situated to any other country or jurisdiction.

Directors

Number. The minimum number of directors shall be one and the maximum number shall be ten.

Quorum. The quorum for the transaction of business at any meeting of the board shall consist of a majority of the number of directors. If, however, the number of directors is two, both directors must be present to constitute a quorum.

Election and Term. Subject to the provisions of the applicable law, the election of directors shall take place at each annual meeting of shareholders. A director not elected for an expressly stated term shall cease to hold office at the close of the first annual meeting following that director's election or appointment. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

Removal of Directors. Subject to the provisions of the applicable law, the shareholders may by ordinary resolution passed at an annual or special meeting remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the directors.

Vacation of Office. A director ceases to hold office when that director dies, is removed from office by the shareholders, or ceases to be qualified for election as a director according to the provisions of the applicable law. A director also ceases to hold office when that director's written resignation is received by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

Vacancies and election of additional directors. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a causal vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations. Any director so appointed shall hold office, only until the next following annual general meeting, and shall then be eligible for re-election.

Remuneration and Expenses. The remuneration of the directors shall, from time to time, be determined by the Corporation in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Corporation or in connection with the business of the Corporation. Nothing in this by-law precludes any director from serving the Corporation in any other capacity and receiving remuneration for doing so.

Powers. The business of the Corporation shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Corporation, and may exercise all such powers as are not, by the provisions of the applicable law or by these regulations, required to be exercised by the Corporation in general meeting, subject, nevertheless to any

of these regulations, to the provisions of the applicable law and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Corporation in general meeting but no regulation made by Corporation in a general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

The directors may, from time to time, and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Corporation for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

Meetings of Directors

General The directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A director may at any time, summon a meeting of the directors.

Meetings by Telephone. A director may, to the extent and in the manner permitted by law, participate in a meeting of directors or of a committee of directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, but only if all the directors of the Corporation have consented to that form of participation. A director participating in such a meeting by such means is deemed to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

Place of Meetings. All Board and Committee meetings may be held at any place within or outside Luxembourg, Cyprus or any other country.

Notice of Meeting. Notice of the time and place of each meeting of the board shall be given in the manner provided hereby to each director (a) not less than 48 hours before the time when the meeting is to be held if the notice is mailed, or (b) not less than 24 hours before the time the meeting is to be held if the notice is given personally or is delivered or is sent by any means of transmitted or recorded communication or as an electronic document.

Waiver of Notice. A director may in any manner or at any time waive notice of or otherwise consent to a meeting of the board including by sending an electronic document to that effect. Attendance of a director at a meeting of the board shall constitute a waiver of notice of that meeting except where a director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called.

Adjourned Meeting. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

Chairman. The directors may elect a chairman of their meeting and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

Votes to Govern. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

One Director Meeting. Where the board consists of only one director, that director may constitute a meeting.

Written Resolutions. A resolution in writing signed or approved by letter, telegram or cablegram by each director or his alternate shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held and when signed may consist of several documents each signed by one or more of the persons aforesaid.

Committee of Directors. The board may appoint from their number one or more committees of the board, however designated, and delegate to such committee any of the powers of the board except those which, under the provisions of the applicable law, a committee of the board has no authority to exercise.

Officers

Alternate Directors. Each director shall have power, from time to time, to nominate another director or any person, not being a director, to act as his alternate director and at his discretion to remove such alternate director.

An alternate director shall (except as regards power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors, and shall be entitled to receive notice of all meetings of the directors and to attend, speak and vote at any such meeting at which his appointer is not present.

One person may act as alternate director to more than one director and while he is so acting, shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.

Any appointment or removal of an alternate director may be made by cable, telegram or radiogram or in any other manner approved by the directors. Any cable, telegram or radiogram shall be confirmed, as soon as possible, by letter, but may be acted upon by the Corporation meanwhile.

If a director making any such appointment, as aforesaid, shall cease to be a director otherwise than by reason of vacating his office at a meeting of the Corporation at which he is re-elected, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.

A director shall not be liable for the acts and defaults of any alternate director appointed by him.

An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

Managing Director. If appointed, the managing director shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation. The managing director shall, subject to the provisions of the applicable law, have such other powers and duties as the board may specify.

Secretary. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. No person shall be appointed or hold office as secretary who is:-

- (a) the sole director of the Corporation; or
- (b) a company, the sole director of which, is the sole director of the Corporation; or
- (c) the sole director of a company which is the sole director of the Corporation.

Protection of Directors and Officers

Limitation of Liability. No director or officer shall be liable (i) for the acts, receipts, neglects or defaults of any other director, officer, employee, or agent, (ii) for joining in any receipt or other act for conformity, (iii) for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, (iv) for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, (v) for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, (vi) for any loss occasioned by any error of judgment or oversight on the part of that person, (vii) for any other loss, damage or misfortune whatever which happen in the execution of the duties of that person's office or in relation thereto, unless the same are occasioned by that person's own wilful neglect or default. Nothing in this by-law, however, relieves any director or officer from the duty to act in accordance with the provisions of the applicable law or from liability for any breach of the applicable law.

Indemnity. To the extent permissible by the provisions of the applicable law, the Corporation agrees to indemnify each director and officer of the Corporation, each former director and officer of the Corporation and each individual who acts or acted at the Corporation's request as a director or officer, or each individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

Meetings of Shareholders

Annual Meetings. Subject to the provisions of the applicable law the annual meeting of shareholders shall be held at such time in each year and at such place as the directors may from time to time determine. Such meetings shall be held for the purpose of declaring a dividend, if permissible by the applicable law, considering the financial statements and the report of the board of directors and the auditors electing directors, appointing auditors and fixing their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

Extraordinary Meetings. The directors may, whenever they think fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on such requisition, or, in default, may be convened by such requisitions of the holders of not less than ten percent (10%) of the issued shares of the Corporation that carry the right to vote at a meeting sought.. If at any time there are not sufficient directors capable of acting to form a quorum, any director or any two members of the Corporation may convene an extraordinary general meeting, in the same manner as nearly as possible as that in which meetings may be convened by the directors. Subject to the provisions of the applicable law such meetings of shareholders shall be held at such time in each year and at such place as the directors may from time to time determine.

Notice of Meetings. A meeting of the shareholders of the Corporation shall, notwithstanding that it is called by shorter notice than that specified in the applicable law, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding

Chairman of the Meeting. The Chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Corporation, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.

Quorum. A quorum for the transaction of business at any meeting of shareholders shall be two (2), present in person, each being a shareholder entitled to vote at that meeting or a duly appointed proxy for a shareholder so entitled. Notwithstanding the foregoing, if the Corporation has only one shareholder entitled to vote at that meeting, or only one shareholder of any class or series of shares entitled to vote at that meeting, the shareholder present in person or by proxy constitutes a meeting and a quorum for such meeting.

Proxies. Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxy holders, who need not be shareholders, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder or the attorney of that shareholder and shall conform with the requirements of the applicable law and these regulation.

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Corporation .

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Corporation, as is specified for that purpose in the notice convening the meeting, at any time before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, at any time before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.

An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

" Limited I/We,, of being a member/members of the above-named Corporation, hereby appoint of or failing him of, as my/our proxy to vote for me/us or my/our behalf at the (annual extraordinary, as the case may be) general meeting of the Corporation, to be held on the day of 20 and at any adjournment thereof.

Signed this day of 20"

Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

" Limited I/We,, of, being a member/members of the above-named Corporation, hereby appoint of or failing him of, as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Corporation, to be held on the day of 20 and at any adjournment thereof.

Signed this day of 20"

This form is to be used in favour of^{*/} against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid, shall have been received by the Corporation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Written resolutions. Subject to the provisions of the applicable law, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Corporation duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director or other authorised officer thereof or its duly appointed attorney.

Corporation acting by representatives at meetings. Any company which is a member of the Corporation may, by resolution of its directors or other governing body, authorise such persons as it thinks fit, to act as its representative at any meeting of the Corporation or of any class of members of the Corporation, and the person so authorised shall be entitled to exercise the same powers on behalf of the company which he represents, as that company could exercise if it were an individual member of the Corporation.

Votes to Govern. At any meeting of shareholders every question shall, unless otherwise required by the applicable law, be determined by the majority of the votes cast on the question. In the case of an equality of votes either upon a show of hands or upon a ballot, the chairman of the meeting shall not be entitled to a second or casting vote.

Show of Hands. Subject to the provisions of the applicable law, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting as to the result of the vote upon the question and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the shareholders upon such question.

Ballots. On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, any shareholder or proxy holder entitled to vote at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chairman shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the shareholders upon the question.

Transfer of Shares

Registration of Transfer. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of shareholders in respect thereof. Subject to the provisions of the applicable law, no transfer of shares shall be registered in the register of shareholders except upon presentation of the certificate representing such shares with an instrument of transfer duly executed by the registered holder or by the attorney of that holder or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the board of directors may from time to time prescribe, upon compliance with such restrictions on transfer as are authorized by these regulations and upon the fulfillment of all conditions set by the applicable law.

Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.

Restrictions on share transfers. The right to transfer shares of the Corporation shall be restricted so that no shares shall be registered without either:

- a) the consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of the directors then in office, or
- b) the consent of the holders of a majority of the shares carrying the right to vote expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by such shareholders.

Rights of pre-emption Except as hereinafter provided, no shares in the Corporation shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

Every member who desires to transfer any share or shares (hereinafter called the vendor) shall give to the Corporation notice in writing of such desire (hereinafter called the transfer notice). Subject as hereinafter mentioned, a transfer notice shall constitute the Corporation the vendor's agent for the sale of the share or shares specified therein (hereinafter called the said shares) in one or more lots at the discretion of the directors to the members other than the vendor, at the price to be agreed upon by the vendor and the remaining members of the Corporation, or, in case of difference or no such agreement, at the price which the auditor of the Corporation for the time being shall, by writing under his hand, certify to be in his opinion, the fair value thereof as between a willing seller and a willing buyer. A transfer notice may contain a provision that unless all the shares comprised therein are sold by the Corporation pursuant to this regulation, none shall be so sold and any such provision shall be binding on the Corporation.

If the auditor is asked to certify the fair price as aforesaid, the Corporation shall, as soon as it receives the auditor's certificate, furnish a certified copy thereof to the vendor and the vendor shall be entitled, by notice in writing given to the Corporation within ten days of the service upon him of the said certified copy, to cancel the Corporation's authority to sell the said shares. The cost of obtaining the certificate shall be borne by the Corporation unless the vendor shall give notice of cancellation as aforesaid in which case he shall bear the said cost.

Upon the price being fixed as aforesaid, and provided the vendor shall not give notice of cancellation, as aforesaid the Corporation shall forthwith, by notice in writing, inform each member other than the vendor and other than members holding employees' shares only of the number and price of the said shares and invite each such member to apply in writing to the Corporation within twenty-one days of the date of dispatch of the notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

If the said members shall within the said period of twenty-one days, apply for all or (except where the transfer notice provides otherwise) any of the said shares, the directors shall allocate the said shares (or so many of them as shall be applied for as aforesaid) to or amongst the applicants and in case of competition pro rata (as nearly as possible) according to the number of shares in the Corporation (other than employees' shares) of which they are registered or unconditionally entitled to be registered as holders, provided that no applicant shall be obliged to take more than the maximum number

of shares specified by him as aforesaid; and the Corporation shall forthwith give notice of such allocations (hereinafter called an allocation notice) to the vendor and to the persons to whom the shares have been allocated and shall specify in such notice the place and time (being not earlier than fourteen and not later than twenty-eight days after the date of the notice) at which the sale of the shares so allocated shall be completed.

The vendor shall be bound to transfer the shares comprised in an allocation notice to the purchasers named therein, at the time and place therein specified; and if he shall fail to do so, the chairman of the Corporation or some other person appointed by the directors shall be deemed to have been appointed attorney of the vendor with full power to execute, complete and deliver, in the name and on behalf of the vendor, transfers of the shares to the purchasers thereof against payment of the price to the Corporation. On payment of the price to the Corporation, the purchaser shall be deemed to have obtained a good guidance for such payment and on execution and delivery of the transfer, the purchaser shall be entitled to insist upon his name being entered in the register of members as the holder by transfer of the shares. The Corporation shall forthwith pay the price into a separate bank account in the Corporation's name and shall hold such price in trust for the vendor.

During the six months following the expiry of the said period of twenty-one days referred to herein, the vendor shall be at liberty to transfer to any person and at any price (not being less than the price fixed under paragraph (c) of this regulation any share not allocated by the directors in an allocation notice. Provided that, if the vendor stipulated in his transfer notice that unless all the shares comprised therein were sold pursuant to this regulation, none should be so sold, the vendor shall not be entitled, save with the written consent of all the other members of the Corporation, to sell hereunder only some of the shares comprised in his transfer notice. Any share may be transferred by a member to the spouse, child or remoter issue or parent, brother or sister of that member or to a Corporation beneficially owned or controlled by such member and any share of a deceased member may be transferred by his personal representatives to any widow, widower, child or remoter issue or parent, brother or sister of such deceased member and shares standing in the name of the trustees of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such will; and where the member is a body corporate any share may be transferred by such member to its subsidiary or holding company or to a company controlled by such holding company.

Share Certificates. Every holder of shares of the Corporation shall be entitled to a share certificate stating the number and class of shares held by that holder as shown on the members register. Share certificates, shall be in such form as the board shall from time to time approve.

Dividends and Rights

Dividends. Subject to the provisions of the applicable law, the Corporation in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

The directors may, from time to time, pay to the members such interim dividends as appear to the directors to be justified by the profits of the Corporation.

No dividend shall be paid otherwise than out of profits.

Corporate Seal

The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

Continuance into other Jurisdictions

Subject to the provisions of the applicable law, the Corporation may apply to the appropriate official or public body of another jurisdiction requesting that the Corporation be continued as if it had been incorporated under the laws of that other jurisdiction if the Corporation (i) is authorized by the shareholders in accordance with the provisions of the applicable law and (ii) establishes to the satisfaction of the competent authorities (e.g. the Director, the Registrar, etc) that its proposed continuance in the other jurisdiction will not adversely affect creditors or shareholders of the Corporation.

Notices

Method of Sending Notice. Any notice (which term includes any communication or document) to be sent to a shareholder, director, officer, or to the auditor shall be sufficiently sent if (i) delivered personally to the person to whom it is to be sent, (ii) delivered to the recorded address or mailed to the recorded address of that person by prepaid mail (iii) sent to that person at the recorded address by any means of prepaid transmitted or recorded communication or (iv) provided as an electronic document to the information system of that person. A notice so delivered shall be deemed to have been sent when it is delivered personally or to the recorded address. A notice so mailed shall be deemed to have been sent when deposited in a post office or public letter box and shall be deemed to have been received on the fifth day after so depositing. A notice so sent by any means of transmitted or recorded communication or provided as an electronic document shall be deemed to have been sent when dispatched by the Corporation if it uses its own facilities or information system and otherwise when delivered to the appropriate communication Corporation or agency or its representative for dispatch. Notices sent by any means of transmitted or recorded communication or provided as an electronic document

shall be deemed to have been received on the business day on which such notices were sent, or on the next business day following, if sent on a day other than a business day. The secretary may change or cause to be changed the recorded address, including any address to which electronic communications of any kind may be sent, of any shareholder, director, officer or auditor in accordance with any information believed by the secretary to be reliable. The recorded address of a director shall be the latest address of that director as shown in the records of the Corporation.

Waiver of Notice. Any shareholder (or the duly appointed proxy holder of that shareholder), director, officer or auditor may at any time waive any notice, or waive or abridge the time for any notice, required to be given to that shareholder under any provisions of the applicable law, and these regulations and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board which may be given in any manner.

Septième résolution

L'assemblée décide d'accorder tous pouvoirs généralement quelconques aux nouveaux administrateurs de la société, chacun d'eux agissant individuellement, à l'effet d'accomplir toutes les formalités administratives nécessaires à l'inscription de la société à Chypre.

Huitième résolution

L'assemblée décide d'accorder tous pouvoirs généralement quelconques à tout porteur d'une expédition des présentes, agissant individuellement, à l'effet de radier l'inscription de la société au Luxembourg sur base de la preuve de l'inscription de la société à Chypre.

Frais

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison des présentes, sont évalués sans nul préjudice à la somme de mille cinq cents euros.

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

DONT ACTE, passé à Luxembourg, les jour, mois et an qu'en tête des présentes.

Et après lecture faite aux comparants, ils ont tous signé avec Nous notaire la présente minute.

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

Suit la traduction en anglais du texte qui précède:

In the year two thousand nine, on the ninth of September.

Before Maître Carlo WERSANDT, notary public residing at Luxembourg.

Is held an Extraordinary General Meeting of the shareholders of "COMPAGNIE MARITIME MONTAIGNE S.A. (HOLDING)", a société anonyme holding, having its registered office in L-1653 Luxembourg, 2, avenue Charles de Gaulle, registered at the Trade and Companies' Register of Luxembourg B number 78.980, incorporated by deed dated on November 21, 2000, published in the Mémorial C, number 418 of June 7, 2001; and whose Articles of Association have been amended by deed dated March 23, 2004, published in the Mémorial C, number 835 of August 13, 2004.

The meeting is presided by Mr Guy HORNICK, maître en sciences économiques, with professional address in L-1653 Luxembourg, 2, avenue Charles de Gaulle.

The chairman appoints as secretary Ms Laurence WUIDART, graduée en comptabilité, with professional address in L-1653 Luxembourg, 2, avenue Charles de Gaulle.

The meeting elects as scrutineer Mr Philippe PONSARD, ingénieur commercial, with professional address in L-1653 Luxembourg, 2, avenue Charles de Gaulle.

The chairman requests the notary to act that:

I.- The shareholders present or represented and the number of shares held by each of them are shown on an attendance list. That list and proxies, signed by the appearing persons and the notary, shall remain here annexed to be registered with the minutes.

II.- As appears from the attendance list, the 1,100 (one thousand one hundred) shares, representing the whole capital of the corporation, are represented so that the meeting can validly decide on all the items of the agenda of which the shareholders have been beforehand informed.

III.- The agenda of the meeting is the following:

Agenda:

1. Transfer of the domicile, the registered office and the central administrative seat of the company from 2, avenue Charles de Gaulle, L-1653 Luxembourg to 6 Solonos Street, Ayios Tychonas, 4521 Limassol, Cyprus, and adoption of the Cypriot nationality, without however that such change in nationality and transfer of the registered office will imply from a legal and tax point of view the incorporation of a new legal entity, the whole subject to the registration of the company with the Registrar of Companies and Official Receiver (D.R.C.O.R.) of the Republic of Cyprus.

2. Change of the company's denomination into "Compagnie Maritime Montaigne Limited."
3. Approval of an interim balance sheet as at September 9, 2009.
4. Resignation of the directors and the statutory auditor and discharge to be given to them.
5. Appointment of Mrs Christine Spyrou Catras and Mrs Elisavet Papadouri as new directors.
6. Complete updating of the by-laws (according to the attached draft) in order to adapt them to the provisions laid down by Cypriot Law.
7. Power to be given in order to handle all administrative formalities relating to the registration of the Company in Cyprus.
8. Cancellation of the Company from the Luxembourg Trade and Companies Register on basis of an evidence of the Company's registration in Cyprus.
9. Miscellaneous.

After the foregoing was approved by the meeting, the meeting unanimously takes the following resolutions:

First resolution

The meeting decides to transfer the registered office and the central administrative seat of the company with effect as of today from the Grand Duchy of Luxembourg to the Republic of Cyprus and to change the Company's nationality into Cypriot nationality, without however that such change in nationality and transfer of the registered office will imply from a legal and tax point of view the incorporation of a new legal entity, the whole under the suspensive condition of registration of the Company with the Registrar of Companies and Official Receiver (D.R.C.O.R.) of the Republic of Cyprus.

The meeting states that this resolution has been taken in compliance with article 67-1 (1) of the Luxembourg company law.

The meeting states that no bond has been issued by the Company and consequently no agreement of the bond holders is required in relation with the expected changes.

The meeting resolves that the address of its registered office in Cyprus shall be fixed at 6 Solonos Street, Ayios Tychonas, 4521 Limassol, Cyprus,

the whole on basis on the accounts as at September 9, 2009.

Second resolution

The meeting decides to change the company's denomination into "Compagnie Maritime Montaigne Limited".

Third resolution

The meeting decides to approve the accounts as at September 9, 2009.

The said accounts signed "ne varietur" by the persons appearing and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.

Fourth resolution

The meeting decides to accept the resignation of the current directors and of the statutory auditor of the company and to grant them full and entire discharge for the execution of their mandates up to this day.

Fifth resolution

The meeting decides to appoint Mrs Christine Spyrou Catras and Mrs Elisavet Papadouri as new directors of the company.

Sixth resolution

The meeting decides to proceed with the complete updating of the by-laws in order to adapt them to the provisions laid down by Cypriot Law as follows:

Part I.- Memorandum

1. The name of the Corporation is "Compagnie Maritime Montaigne Limited".

For so long, and only for so long, as the Corporation is governed by the Luxembourg Corporations Act, any provision in these articles shall be interpreted and construed in a manner that is consistent with the Luxembourg Corporations Act and, to the extent that any provision cannot be so interpreted and construed, the Luxembourg Corporations Act shall govern to the extent of any conflict or consistency.

2. The Registered Office of the Corporation will be situated in Luxembourg until its registration with the Department of Registrar of Companies and Official Receiver in Cyprus, and upon its registration with the Department of Registrar of Companies and Official Receiver in Cyprus, the Registered Office of the Corporation will be situated in Cyprus.

3. The objects of the Corporation are:

(1) To carry on either alone or jointly with others anywhere in the world, the business of an investment holding company and for this purpose to acquire by purchase, lease, exchange, concession, donation, assignment, license, or otherwise any kind of immovable property, buildings, rights, privileges, easements and generally any kind of immovable property of any nature or description and any interest or right in such property in relation to such property and to carry

on the business of an investment company and for this purpose to acquire by purchase, exchange or otherwise shares, debentures, bonds, obligations and securities of any kind and description.

(2) To carry on either alone or jointly with others anywhere in the world, the business of digging up, excavating, extracting, crushing, selecting, sorting, processing, elaborating, packing and generally exploiting of soil, ground, sand, stones, precious stones, pebbles, rocks, marbles, minerals ore, petrifications which are situated on the surface and/or in the sub-soil, owning quarries, kilns and/or factories and/or other installations and/or establishments of any sort for the mining, digging up, extracting, crushing, selection, sorting, cleaning, processing, elaborating and packing of sand stones, pebbles, rocks marbles, petrifications, minerals ore, and the obtaining, registration, possession, sale, hire-purchase and exploitation of privileges and/or rights and/or licences of exclusivity and/or monopolies and/or State or local government concessions and/or permissions or licences or examinations and/or any other rights of any sort whatsoever concerning and/or attached to such petrifications, ore and minerals.

(3) To carry on either alone or jointly with others anywhere in the world, all or any of the businesses or undertakings of merchants, purchasers, makers, manufacturers, vendors, dealers, suppliers, distributors of any products, merchandise or chattels, to carry on the businesses of agents and managers of commercial enterprises, as well as to set-up and operate bonded factories and bonded warehouses for any kind and description of commodities, merchandise, machinery and manufacturing appliances for the transportation and movement of same through and from Cyprus to any other country.

(4) To undertake either alone or jointly with others anywhere in the world, agencies and any other kind of work on a commission basis in relation to any act, transaction or undertaking and generally to carry on the business and to provide services as consultants to any legal or natural person, State or Government, Public Corporation or Authority on commercial matters and to employ experts and other consultants for exploring the prospects and potential of any kind of commercial businesses or projects.

(5) To be engaged either alone or jointly with others in any part of the world with the production, import, trade, processing, exploitation, disposal, maintenance, advertising, promotion, acquisition of a user licence and concession for software programmes for computers and telecommunication systems and/or portals whether these belong to the Corporation or to third persons.

(6) To provide either alone or jointly with others in any part of the world the services of repairing of computers and telecommunication systems and their parts, annexes and printers, copiers, telefax apparatus and office machines, to organise and offer and generally to be interested in the organization and offering of lessons to third persons for learning matters relating to computer software, telecommunication or the computers as such.

(7) To act as computer software or internet portal designers, developers, distributors and consultants; to act as computer hardware designers, manufacturers, distributors and consultants; to provide (customised) internet-based applications, programming, web-designing and internet consulting; to create, establish, build-up, operate and maintain an organisation for the promotion, supply, management, recommendation and introduction of design, development, distribution and consultancy work of every description to persons, firms or companies; to carry on business as computer hardware and software designers, developers, manufacturers, suppliers, renovators, planning agents and consultants; to carry on business as computer contractors, installers, maintainers, repairers and general engineers and all other trades connected with domestic and commercial computers, to carry on business as general ware-housemen, factors, importers and converters and as workers of and dealers in all and every kind of material used in computer design, installation, conversion, renovation, maintenance, furnishing and preparation; to act as property owners; to enter into hire purchase agreements with the purchasers of such articles and goods aforesaid and to negotiate assign, mortgage or pledge such agreements for cash or otherwise or the payment due or rights accruing thereunder; and to manufacture, buy, sell and deal in goods, commodities and articles of all kinds likely to be required in connection with the foregoing businesses, or likely to be required by persons visiting or frequenting the Corporation's premises; to manufacture, buy, sell and deal in all plant, machinery, tools, implements, apparatus, articles and things of all kinds capable of being used in the foregoing businesses or any of them which may be conveniently dealt with or are necessary with such businesses or are likely to be required by any of the customers or persons having dealings with the Corporation.

(8) To carry on the business of owners, managers, proprietors and operators of computer bureaux and agencies of every and any description; to carry on the business of designers, producers, manufacturers, wholesalers, retailers, exporters, importers, agents for the sale of and general merchants, dealers, traders, marketers, suppliers and distributors, hirers and leasers of computers and ancillary and applied equipment of every and any description; to carry on the business of computer programmers, devisers of computer languages and codes, punch card operators and as consultants and advisers into all aspects of the computer and allied industries; to carry on the business of manufacturers and dealers in computer hardware and software and peripheral equipment and continuous stationery of all kinds; to undertake the supply of such staff and other personnel that may be required by persons having dealings with the Corporation; and to undertake, perform and carry out all services in connection with the computer trades and industries; and to carry on the business of dealers in electronic, electrical and other machinery and office supplies, furniture, furnishings, and equipment of all kinds; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Corporation on such terms and for such periods of time as the Corporation shall from time to time determine, on a commission or fee basis or otherwise; and to carry on any other trade or business, whatsoever, of a like and similar nature.

(9) To carry on business as advisers on problems relating to the administration and organisation of industry and business and the training of personnel for industry and business and to carry on all or any of the businesses of industrial business and personnel consultants and to advise upon the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

(10) To engage, hire and train professional, clerical, manual, technical and other staff and workers or their services or any of them and in any way and manner acquire, possess, manufacture or assemble property of any kind or description whatsoever (including any rights over or in connection with such property) and to allocate and make available the aforesaid personnel or services or make the use of such property available on hire purchase, sale, exchange or in any other manner whatsoever, to those requiring or requesting the same or who have need of the same or their use and otherwise to utilise to make available, use or the said services or property for the benefit or interest of the Corporation; to provide or procure the provision by others of every and any business related service, need, want or requirement of any nature required by any person, firm or corporation in or in connection with any business carried on by them.

(11) To carry on any other work, undertake any other activity or perform anything which may seem to the directors capable of being conveniently or advantageously carried on or done in connection with any of the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Corporation's business property or rights.

(12) To purchase, obtain by way of gift, take on lease or sub-lease or in exchange, or otherwise acquire or possess and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, permits, licenses, stock-in-trade, and movable and immovable property of any kind and description (whether mortgaged, charged or not) necessary or convenient for the purposes of or in connection with the Corporation's business or any branch or department thereof or which may enhance the value of any other property of the Corporation.

(13) To erect, maintain, work, manage, construct, reconstruct, alter, enlarge, repair, improve, adapt, furnish decorate, control, pull down, replace any shops, offices, flats, electric or water works, apartments, workshops, mills, plants, machinery, warehouses and any other works, buildings, plants, conveniences or structures whatsoever, which the Corporation may consider desirable for the purposes of its business and to contribute to, subsidize or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.

(14) To improve, manage, control, cultivate, develop, exploit, exchange, let on lease or otherwise assign, mortgage, charge, sell, dispose of, grant as gift, turn to account, grant rights and privileges in respect of the property, assets and rights of the Corporation or in which the Corporation is interested or otherwise deal with all or any part of the said property interests of the Corporation and to adopt at the discretion of the Corporation such means of making known and advertising the business and products of the Corporation.

(15) To manufacture, repair, import, buy, sell, export, let on, hire and generally trade or deal in any kind of accessories, articles, apparatus, mechanical installations, machinery, tools, goods, properties, property rights and rights and thing of any description capable of being used or dealt with by the Corporation in connection with any of its objects.

(16) To trade in, develop for building or other purposes, let on, lease or sublease or hire, to assign or grant license over, the whole or any part or parts of the immovable property and charge, mortgage the whole or any part or parts of the immovable property belonging to the Corporation or the rights thereon or in which the Corporation has an interest on such terms as the Corporation shall determine.

(17) To purchase or otherwise acquire all or any part of the business, assets, property and liabilities of any Corporation, organization, partnership or person, formed for all or any of the purposes within the objects of this Corporation, or carrying on any business or intending to carry on any business which this Corporation is authorised to carry on, or possessing property suitable for the purposes of the Corporation and to undertake, conduct and carry on, or liquidate and wind up, any such business and in consideration for such acquisition to pay in cash, issue shares, undertake any liabilities or acquire any interest in the vendor's business.

(18) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, brevets d'invention, copyright or secret processes, which may be useful for the Corporation's objects, and to grant licenses to use the same.

(19) To pay all costs, charges and expenses incurred or sustained in or about the promotion, formation and establishment of the Corporation, or which the Corporation shall consider to be in the nature of preliminary expenses or expenses incurred prior to incorporation and with a view to incorporation, including therein professional fees, the cost of advertising, taxes, commissions for underwriting, brokerage, printing and stationery, salaries to employees and other similar expenses and expenses attendant upon the formation and functioning of agencies, local boards or local administration or other bodies, or expenses relating to any business or work carried on or performed prior to incorporation, which the Corporation decides to take over or continue.

(20) Upon any issue of shares, debentures or other securities of the Corporation, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by the issue of share debentures or other securities of the Corporation, or by granting of options to take the same, or in any other manner allowed by law.

(21) To borrow, raise money or secure obligations (whether of the Corporation or any other person) in such manner and on such terms as may seem expedient, including the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages or any other securities, founded or based upon all or any of the property and rights of the Corporation, including its uncalled capital, or without any such security and upon such terms as to priority or otherwise, as may be thought fit.

(22) To lend and advance money or give credit to any person, firm or Corporation; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person, firm or Corporation; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person, firm or Corporation; and otherwise to assist any person or Corporation as may be thought fit.

(23) To draw, execute, issue, accept, make, endorse, discount and negotiate bills of exchange, promissory notes, bills of lading, and other negotiable or transferable instruments or securities.

(24) To advance and lend money upon such security as may be thought proper, or without any security thereof.

(25) To invest the moneys of the Corporation not immediately required in such manner, other than in the shares of this Corporation, as from time to time may be determined by the directors.

(26) To issue, or guarantee the issue of or the payment of interest on, the shares, debentures, debentures stock, or other securities or obligations of any corporation or association, and to pay or provide for brokerage, commission and underwriting in respect of any such issue.

(27) To acquire by subscription, purchase or otherwise and to accept, take, hold, deal in, convert and sell, any kind of shares, stock, debentures or other securities or interests in any other corporation, organization or undertaking whatsoever.

(28) To issue and allot fully or partly paid shares in the capital of the Corporation or issue debenture or securities in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Corporation or any services rendered to the Corporation and to remunerate in cash or otherwise any person, firm or Corporation rendering services to this Corporation or grant donations to such persons.

(29) To establish anywhere in the world, branch offices, regional offices, agencies and local boards and to regulate and to discontinue the same.

(30) To provide for the welfare of the employees of the Corporation (including the officers of the Corporation) or of persons formerly in the employment of the Corporation or its predecessors in business (including the officers) or employees of any subsidiary or associated or allied corporation of this Corporation (including the officers) and the wives, widows, dependents and families of such persons, by grants of money, pensions or other payments (including payments of insurance premiums) and to form, subscribe to, or otherwise aid, any trust, fund or scheme for the benefit of such persons, and any benevolent, religious, scientific, national or other institution or object having moral or other claims to support or aid, by the Corporation by reason of the nature or the locality of its operations or otherwise.

(31) From time to time to subscribe or contribute to any charitable, benevolent, or useful object of a public character, the support of which will, in the opinion of the Corporation, tend to increase its repute or popularity among its employees, its customers, or the public.

(32) To enter into and carry into effect any arrangement for joint ventures, union of interests, limiting competition, partnership or for sharing of profits, or for the amalgamation, with any other corporation, partnership or person carrying on business within the objects of this Corporation.

(33) To establish promote and otherwise assist any corporations or companies for the purpose of acquiring any of the property or furthering any of the objects of this Corporation or for any other purpose which may seem directly or indirectly calculated to benefit this Corporation.

(34) To apply for, promote and obtain any Law, Order, Regulation, By Law, Degree, Charter, concession, right, privilege, license or permit for enabling the Corporation to carry any of its objects into effect, or for effecting any modification of the Corporation's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may be calculated directly or indirectly to prejudice the Corporation's interest and to enter into and execute any arrangement with any Government or Authority, (supreme, municipal, local or otherwise) that may seem conducive to the Corporation's objects or any of them.

(35) To sell, dispose of, mortgage, charge, grant rights or options or transfer the business, property and undertakings of the Corporation, or any part or parts thereof, for any consideration which the Corporation may see fit to accept.

(36) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other corporation in payment or part payment for any services rendered or for any sale made to or debt owing from any such corporation.

(37) To distribute in specie or otherwise as may be resolved any assets of the Corporation among its members and particularly the shares, debentures or other securities of any other corporation belonging to this Corporation or which this Corporation may have the power of disposing.

(38) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as factors, trustees, principals, sub-contractors or agents for, any other corporation, firm or person, or by or through any factors, trustees, sub- contractors or agents.

(39) To procure the registration or recognition of the Corporation in any country or place; to act as secretary, manager, director or treasurer of any other corporation.

(40) Generally to do all such other things as may appear to the Corporation to be incidental or conducive to the attainment of the above objects or any of them.

Notwithstanding anything contained in the objects or in any other provision hereinabove, the Corporation:

(a) shall not provide any financial services other than to its shareholders or bodies corporate in its group of companies (for the purposes hereof the term "financial services" means dealing in investments, managing investments, giving investment advice or establishing and operating collective investment schemes and the term "investments" means shares, debentures, government and public securities, warrants, certificates representing securities, units in collective investment schemes, options, futures and contracts for difference) and

(b) shall not assume, directly or indirectly, any obligations to the public, whether in the form of deposits, securities or other evidence of debt (for the purposes hereof the term "public" does not include banking or credit institutions, the Corporation's shareholders or bodies corporate in the Corporation's own group of companies. The term "deposits" does not include sums of money received on terms which are referable to the provision of goods or services other than "financial services" as defined herein above. The term "debt" does not include credit obtained in relation to the provision of goods or service.

The objects set forth in any sub-clause of this clause shall not be restrictively construed, but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or marginal title or by the name of the Corporation. None of such sub-clauses or object therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Corporation shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

Provided always that the Corporation will not do any business within the Republic except with the permission of the Central Bank of Cyprus or any other appropriate Government body or authority where such permission is required, and subject to the conditions of such permission, if any.

4. The liability of the members is limited.

5. "The share capital of the Corporation is EUR 110.000 divided into 1,100 shares of EUR 100 each, with power for the Corporation to issue any of the shares in its capital, original or increased."

Part II.- Interpretation

Definitions:

"board" means the board of directors of the Corporation;

"director" means a director of the Corporation;

"electronic document" means any form of representation of information or of concepts fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by a person or by any means;

"information system" means a system used to generate, send, receive, store, or otherwise process an electronic document;

"non-business day" means Saturday, Sunday and any other day that is a public holiday in the place of the Corporation's registered office; and

"number of directors" means the number of directors of the Corporation most recently elected by the shareholders of the Corporation.

The singular includes the plural and the plural the singular and words in one gender include all genders.

Headings used herein are for convenience of reference only and shall not affect the construction or interpretation of the provisions contain herein.

Preliminary

The Corporation is a private, not a public corporation and accordingly:

(a) the right to transfer shares is restricted in manner hereinafter prescribed;

(b) the number of members of the Corporation (exclusive of persons who are in the employment of the Corporation and of persons who having been formerly in the employment of the Corporation were while in such employment and have continued after the determination of such employment to be members of the Corporation) is limited to fifty.

Provided that where two or more persons hold one or more shares in the Corporation jointly they shall for the purpose of this regulation be treated as a single member;

(c) any invitation to the public to subscribe for any shares or debentures of the Corporation is prohibited;

(d) the Corporation shall not have power to issue share warrants to bearer.

(e) by means of a special resolution of the Corporation's shareholders meeting the Registered Office of the Corporation may be transferred out the country or jurisdiction where such Registered Office is currently situated to any other country or jurisdiction.

Directors

Number. The minimum number of directors shall be one and the maximum number shall be ten.

Quorum. The quorum for the transaction of business at any meeting of the board shall consist of a majority of the number of directors. If, however, the number of directors is two, both directors must be present to constitute a quorum.

Election and Term. Subject to the provisions of the applicable law, the election of directors shall take place at each annual meeting of shareholders. A director not elected for an expressly stated term shall cease to hold office at the close of the first annual meeting following that director's election or appointment. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

Removal of Directors. Subject to the provisions of the applicable law, the shareholders may by ordinary resolution passed at an annual or special meeting remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the directors.

Vacation of Office. A director ceases to hold office when that director dies, is removed from office by the shareholders, or ceases to be qualified for election as a director according to the provisions of the applicable law. A director also ceases to hold office when that director's written resignation is received by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

Vacancies and election of additional directors. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a causal vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations. Any director so appointed shall hold office, only until the next following annual general meeting, and shall then be eligible for re-election.

Remuneration and Expenses. The remuneration of the directors shall, from time to time, be determined by the Corporation in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Corporation or in connection with the business of the Corporation. Nothing in this by-law precludes any director from serving the Corporation in any other capacity and receiving remuneration for doing so.

Powers. The business of the Corporation shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Corporation, and may exercise all such powers as are not, by the provisions of the applicable law or by these regulations, required to be exercised by the Corporation in general meeting, subject, nevertheless to any of these regulations, to the provisions of the applicable law and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Corporation in general meeting but no regulation made by Corporation in a general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

The directors may, from time to time, and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Corporation for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

Meetings of Directors

General The directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A director may at any time, summon a meeting of the directors.

Meetings by Telephone. A director may, to the extent and in the manner permitted by law, participate in a meeting of directors or of a committee of directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, but only if all the directors of the Corporation have consented to that form of participation. A director participating in such a meeting by such means is deemed to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

Place of Meetings. All Board and Committee meetings may be held at any place within or outside Luxembourg, Cyprus or any other country.

Notice of Meeting. Notice of the time and place of each meeting of the board shall be given in the manner provided hereby to each director (a) not less than 48 hours before the time when the meeting is to be held if the notice is mailed, or (b) not less than 24 hours before the time the meeting is to be held if the notice is given personally or is delivered or is sent by any means of transmitted or recorded communication or as an electronic document.

Waiver of Notice. A director may in any manner or at any time waive notice of or otherwise consent to a meeting of the board including by sending an electronic document to that effect. Attendance of a director at a meeting of the board

shall constitute a waiver of notice of that meeting except where a director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called.

Adjourned Meeting. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

Chairman. The directors may elect a chairman of their meeting and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

Votes to Govern. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

One Director Meeting. Where the board consists of only one director, that director may constitute a meeting.

Written Resolutions A resolution in writing signed or approved by letter, telegram or cablegram by each director or his alternate shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held and when signed may consist of several documents each signed by one or more of the persons aforesaid.

Committee of Directors. The board may appoint from their number one or more committees of the board, however designated, and delegate to such committee any of the powers of the board except those which, under the provisions of the applicable law, a committee of the board has no authority to exercise.

Officers

Alternate Directors. Each director shall have power, from time to time, to nominate another director or any person, not being a director, to act as his alternate director and at his discretion to remove such alternate director.

An alternate director shall (except as regards power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors, and shall be entitled to receive notice of all meetings of the directors and to attend, speak and vote at any such meeting at which his appointer is not present.

One person may act as alternate director to more than one director and while he is so acting, shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.

Any appointment or removal of an alternate director may be made by cable, telegram or radiogram or in any other manner approved by the directors. Any cable, telegram or radiogram shall be confirmed, as soon as possible, by letter, but may be acted upon by the Corporation meanwhile.

If a director making any such appointment, as aforesaid, shall cease to be a director otherwise than by reason of vacating his office at a meeting of the Corporation at which he is re-elected, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.

A director shall not be liable for the acts and defaults of any alternate director appointed by him.

An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

Managing Director. If appointed, the managing director shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation. The managing director shall, subject to the provisions of the applicable law, have such other powers and duties as the board may specify.

Secretary. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. No person shall be appointed or hold office as secretary who is:-

- (a) the sole director of the Corporation; or
- (b) a company, the sole director of which, is the sole director of the Corporation; or
- (c) the sole director of a company which is the sole director of the Corporation.

Protection of Directors and Officers

Limitation of Liability. No director or officer shall be liable (i) for the acts, receipts, neglects or defaults of any other director, officer, employee, or agent, (ii) for joining in any receipt or other act for conformity, (iii) for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, (iv) for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, (v) for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, (vi) for any loss occasioned by any error of judgment or oversight on the part of that person, (vii) for any other loss, damage or misfortune whatever which happen in the execution of the duties of that person's office or in relation thereto, unless the same are occasioned by that person's own wilful neglect or default. Nothing in this by-law, however, relieves any director or officer from the duty to act in accordance with the provisions of the applicable law or from liability for any breach of the applicable law.

Indemnity. To the extent permissible by the provisions of the applicable law, the Corporation agrees to indemnify each director and officer of the Corporation, each former director and officer of the Corporation and each individual who acts or acted at the Corporation's request as a director or officer, or each individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

Meetings of Shareholders

Annual Meetings. Subject to the provisions of the applicable law the annual meeting of shareholders shall be held at such time in each year and at such place as the directors may from time to time determine. Such meetings shall be held for the purpose of declaring a dividend, if permissible by the applicable law, considering the financial statements and the report of the board of directors and the auditors electing directors, appointing auditors and fixing their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

Extraordinary Meetings. The directors may, whenever they think fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on such requisition, or, in default, may be convened by such requisitions of the holders of not less than ten percent (10%) of the issued shares of the Corporation that carry the right to vote at a meeting sought.. If at any time there are not sufficient directors capable of acting to form a quorum, any director or any two members of the Corporation may convene an extraordinary general meeting, in the same manner as nearly as possible as that in which meetings may be convened by the directors. Subject to the provisions of the applicable law such meetings of shareholders shall be held at such time in each year and at such place as the directors may from time to time determine.

Notice of Meetings. A meeting of the shareholders of the Corporation shall, notwithstanding that it is called by shorter notice than that specified in the applicable law, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding

Chairman of the Meeting. The Chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Corporation, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.

Quorum. A quorum for the transaction of business at any meeting of shareholders shall be two (2), present in person, each being a shareholder entitled to vote at that meeting or a duly appointed proxy for a shareholder so entitled. Notwithstanding the foregoing, if the Corporation has only one shareholder entitled to vote at that meeting, or only one shareholder of any class or series of shares entitled to vote at that meeting, the shareholder present in person or by proxy constitutes a meeting and a quorum for such meeting.

Proxies. Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxy holders, who need not be shareholders, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder or the attorney of that shareholder and shall conform with the requirements of the applicable law and these regulation.

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Corporation .

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Corporation, as is specified for that purpose in the notice convening the meeting, at any time before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, at any time before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.

An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

" Limited I/We, of being a member/members of the above-named Corporation, hereby appoint of or failing him of, as my/our proxy to vote for me/us or my/our behalf at the (annual extraordinary, as the case may be) general meeting of the Corporation, to be held on the day of 20..... and at any adjournment thereof.

Signed this day of 20"

Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

" Limited I/We, of, being a member/members of the above-named Corporation, hereby appoint of or failing him

of, as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary , as the case may be) general meeting of the Corporation, to be held on the day of 20..... and at any adjournment thereof.

Signed this day of 20"

This form is to be used in favour of*/ against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid, shall have been received by the Corporation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Written resolutions. Subject to the provisions of the applicable law, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Corporation duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director or other authorised officer thereof or its duly appointed attorney.

Corporation acting by representatives at meetings. Any company which is a member of the Corporation may, by resolution of its directors or other governing body, authorise such persons as it thinks fit, to act as its representative at any meeting of the Corporation or of any class of members of the Corporation, and the person so authorised shall be entitled to exercise the same powers on behalf of the company which he represents, as that company could exercise if it were an individual member of the Corporation.

Votes to Govern. At any meeting of shareholders every question shall, unless otherwise required by the applicable law, be determined by the majority of the votes cast on the question. In the case of an equality of votes either upon a show of hands or upon a ballot, the chairman of the meeting shall not be entitled to a second or casting vote.

Show of Hands. Subject to the provisions of the applicable law, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting as to the result of the vote upon the question and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the shareholders upon such question.

Ballots. On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, any shareholder or proxy holder entitled to vote at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chairman shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the shareholders upon the question.

Transfer of Shares

Registration of Transfer. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of shareholders in respect thereof. Subject to the provisions of the applicable law, no transfer of shares shall be registered in the register of shareholders except upon presentation of the certificate representing such shares with an instrument of transfer duly executed by the registered holder or by the attorney of that holder or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the board of directors may from time to time prescribe, upon compliance with such restrictions on transfer as are authorized by these regulations and upon the fulfillment of all conditions set by the applicable law.

Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.

Restrictions on share transfers. The right to transfer shares of the Corporation shall be restricted so that no shares shall be registered without either:

- a) the consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of the directors then in office, or
- b) the consent of the holders of a majority of the shares carrying the right to vote expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by such shareholders.

Rights of pre-emption Except as hereinafter provided, no shares in the Corporation shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

Every member who desires to transfer any share or shares (hereinafter called the vendor) shall give to the Corporation notice in writing of such desire (hereinafter called the transfer notice). Subject as hereinafter mentioned, a transfer notice shall constitute the Corporation the vendor's agent for the sale of the share or shares specified therein (hereinafter called the said shares) in one or more lots at the discretion of the directors to the members other than the vendor, at the price to be agreed upon by the vendor and the remaining members of the Corporation, or, in case of difference or no such agreement, at the price which the auditor of the Corporation for the time being shall, by writing under his hand, certify to be in his opinion, the fair value thereof as between a willing seller and a willing buyer. A transfer notice may contain a provision that unless all the shares comprised therein are sold by the Corporation pursuant to this regulation, none shall be so sold and any such provision shall be binding on the Corporation.

If the auditor is asked to certify the fair price as aforesaid, the Corporation shall, as soon as it receives the auditor's certificate, furnish a certified copy thereof to the vendor and the vendor shall be entitled, by notice in writing given to the Corporation within ten days of the service upon him of the said certified copy, to cancel the Corporation's authority to sell the said shares. The cost of obtaining the certificate shall be borne by the Corporation unless the vendor shall give notice of cancellation as aforesaid in which case he shall bear the said cost.

Upon the price being fixed as aforesaid, and provided the vendor shall not give notice of cancellation, as aforesaid the Corporation shall forthwith, by notice in writing, inform each member other than the vendor and other than members holding employees' shares only of the number and price of the said shares and invite each such member to apply in writing to the Corporation within twenty-one days of the date of dispatch of the notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

If the said members shall within the said period of twenty-one days, apply for all or (except where the transfer notice provides otherwise) any of the said shares, the directors shall allocate the said shares (or so many of them as shall be applied for as aforesaid) to or amongst the applicants and in case of competition pro rata (as nearly as possible) according to the number of shares in the Corporation (other than employees' shares) of which they are registered or unconditionally entitled to be registered as holders, provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid; and the Corporation shall forthwith give notice of such allocations (hereinafter called an allocation notice) to the vendor and to the persons to whom the shares have been allocated and shall specify in such notice the place and time (being not earlier than fourteen and not later than twenty-eight days after the date of the notice) at which the sale of the shares so allocated shall be completed.

The vendor shall be bound to transfer the shares comprised in an allocation notice to the purchasers named therein, at the time and place therein specified; and if he shall fail to do so, the chairman of the Corporation or some other person appointed by the directors shall be deemed to have been appointed attorney of the vendor with full power to execute, complete and deliver, in the name and on behalf of the vendor, transfers of the shares to the purchasers thereof against payment of the price to the Corporation. On payment of the price to the Corporation, the purchaser shall be deemed to have obtained a good guidance for such payment and on execution and delivery of the transfer, the purchaser shall be entitled to insist upon his name being entered in the register of members as the holder by transfer of the shares. The Corporation shall forthwith pay the price into a separate bank account in the Corporation's name and shall hold such price in trust for the vendor.

During the six months following the expiry of the said period of twenty-one days referred to herein, the vendor shall be at liberty to transfer to any person and at any price (not being less than the price fixed under paragraph (c) of this regulation any share not allocated by the directors in an allocation notice. Provided that, if the vendor stipulated in his transfer notice that unless all the shares comprised therein were sold pursuant to this regulation, none should be so sold, the vendor shall not be entitled, save with the written consent of all the other members of the Corporation, to sell hereunder only some of the shares comprised in his transfer notice. Any share may be transferred by a member to the spouse, child or remoter issue or parent, brother or sister of that member or to a Corporation beneficially owned or controlled by such member and any share of a deceased member may be transferred by his personal representatives to any widow, widower, child or remoter issue or parent, brother or sister of such deceased member and shares standing in the name of the trustees of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such will; and where the member is a body corporate any share may be transferred by such member to its subsidiary or holding company or to a company controlled by such holding company.

Share Certificates. Every holder of shares of the Corporation shall be entitled to a share certificate stating the number and class of shares held by that holder as shown on the members register. Share certificates, shall be in such form as the board shall from time to time approve.

Dividends and Rights

Dividends. Subject to the provisions of the applicable law, the Corporation in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

The directors may, from time to time, pay to the members such interim dividends as appear to the directors to be justified by the profits of the Corporation.

No dividend shall be paid otherwise than out of profits.

Corporate Seal

The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

Continuance into other Jurisdictions

Subject to the provisions of the applicable law, the Corporation may apply to the appropriate official or public body of another jurisdiction requesting that the Corporation be continued as if it had been incorporated under the laws of that other jurisdiction if the Corporation (i) is authorized by the shareholders in accordance with the provisions of the applicable law and (ii) establishes to the satisfaction of the competent authorities (e.g. the Director, the Registrar, etc) that its proposed continuance in the other jurisdiction will not adversely affect creditors or shareholders of the Corporation.

Notices

Method of Sending Notice. Any notice (which term includes any communication or document) to be sent to a shareholder, director, officer, or to the auditor shall be sufficiently sent if (i) delivered personally to the person to whom it is to be sent, (ii) delivered to the recorded address or mailed to the recorded address of that person by prepaid mail (iii) sent to that person at the recorded address by any means of prepaid transmitted or recorded communication or (iv) provided as an electronic document to the information system of that person. A notice so delivered shall be deemed to have been sent when it is delivered personally or to the recorded address. A notice so mailed shall be deemed to have been sent when deposited in a post office or public letter box and shall be deemed to have been received on the fifth day after so depositing. A notice so sent by any means of transmitted or recorded communication or provided as an electronic document shall be deemed to have been sent when dispatched by the Corporation if it uses its own facilities or information system and otherwise when delivered to the appropriate communication Corporation or agency or its representative for dispatch. Notices sent by any means of transmitted or recorded communication or provided as an electronic document shall be deemed to have been received on the business day on which such notices were sent, or on the next business day following, if sent on a day other than a business day. The secretary may change or cause to be changed the recorded address, including any address to which electronic communications of any kind may be sent, of any shareholder, director, officer or auditor in accordance with any information believed by the secretary to be reliable. The recorded address of a director shall be the latest address of that director as shown in the records of the Corporation.

Waiver of Notice. Any shareholder (or the duly appointed proxy holder of that shareholder), director, officer or auditor may at any time waive any notice, or waive or abridge the time for any notice, required to be given to that shareholder under any provisions of the applicable law, and these regulations and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board which may be given in any manner.

Seventh resolution

The meeting decides to grant all powers to the new directors of the company, each of them acting individually, to handle all administrative formalities relating to the registration of the Company in Cyprus.

Eighth resolution

The meeting decides to grant all powers to any holder of a certified copy of the present deed, acting individually, in order to carry out the radiation of the company in Luxembourg on basis of the evidence of the inscription in Cyprus.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever, which shall be borne by the company as a result of the present deed, are estimated at approximately one thousand five hundred euros.

There being no further business before the meeting, the same was thereupon adjourned.

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

The document having been read to the persons appearing, they signed together with us, the notary, the present original deed.

The undersigned notary who understands and speaks English states herewith that on request of the above appearing persons, the present deed is worded in French followed by an English translation. On request of the same appearing persons and in case of discrepancies between the French and the text English, the French version will prevail.

Signé: Guy HORNICK, Laurence WUIDART, Philippe PONSARD, Carlo WERSANDT.

Enregistré à Luxembourg A.C., le 15 septembre 2009. LAC/2009/37284. Reçu soixante-quinze euros

75,00 €

Le Receveur ff. (signé): Franck Schneider.

Pour copie conforme.

Référence de publication: 2009129015/1326.

(090155497) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 octobre 2009.

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

Capital social: EUR 12.500,00.

Siège social: L-1469 Luxembourg, 67, rue Ermesinde.

R.C.S. Luxembourg B 129.696.

—
Extrait des décisions prises lors de l'assemblée générale tenue en date du 07 septembre 2009

Première résolution

L'Assemblée accepte la démission de Monsieur Eddy DÔME de son poste de gérant de la société avec effet au 31 août 2009.

Deuxième résolution

L'Assemblée nomme Mme Sandrine KLUSA, résidant professionnellement au 67, rue Ermesinde L-1469 Luxembourg, au poste de gérant de la société avec effet au 31 août 2009.

Troisième résolution

L'Assemblée accepte la démission de Monsieur Szymon BODJANSKI de son poste de gérant et Vice Président de la société avec effet immédiat.

Quatrième résolution

L'Assemblée nomme Mr Thomas DEWÉ, résidant professionnellement au 19-21 Boulevard du Prince Henri L-1724 Luxembourg, au poste de gérant et Vice Président de la société avec effet immédiat.

Pour extrait

Pour la société

Signature

Référence de publication: 2009127365/24.

(090153274) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

St. Louis S.A., Société Anonyme.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 83.206.

—
Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2009127343/10.

(090153688) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

G.S.E. International S.A., Société Anonyme.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 139.964.

—
Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2009127344/10.

(090153686) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

G.O. IB - Luxembourg Three S. à r.l., Société à responsabilité limitée.

Siège social: L-1736 Senningerberg, 1B, Heienhaff.

R.C.S. Luxembourg B 107.549.

—
Les comptes annuels au 31.12.2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2009127345/10.

(090153272) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

SEB 10 - SICAV - FIS, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1347 Luxembourg, 6A, Circuit de la Foire Internationale.

R.C.S. Luxembourg B 133.426.

Der Geschäftsbericht zum 31. März 2009 wurde am beim Handelsregister in Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Unterschriften.

Référence de publication: 2009127369/10.

(090153405) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Blue Finance S.A., Société Anonyme.

Siège social: L-1469 Luxembourg, 67, rue Ermesinde.

R.C.S. Luxembourg B 79.348.

Extrait des décisions prises par l'assemblée générale ordinaire du 30 septembre 2009

Cinquième résolution

L'Assemblée prend note de la démission de Monsieur Damiano Luigi DELLA CA de son poste d'administrateur de la Société avec effet au 29 mai 2009.

Pour extrait

Pour la société

Signature

Référence de publication: 2009127361/14.

(090153306) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Logo-Trans s.à.r.l., Société à responsabilité limitée.

Siège social: L-8838 Wahl, 31, rue Principale.

R.C.S. Luxembourg B 96.246.

Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2009127377/10.

(090153362) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Caribbean Property Investing S.A., Société Anonyme.

Siège social: L-2730 Luxembourg, 67, rue Michel Welter.

R.C.S. Luxembourg B 96.560.

Les comptes annuels au 31.12.2006 ont été déposés 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 05.10.09.

Signature.

Référence de publication: 2009127375/10.

(090153373) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Jet Service Corporate S.A., Société Anonyme.

Siège social: L-1650 Luxembourg, 6, avenue Guillaume.

R.C.S. Luxembourg B 93.151.

Je vous informe par la présente de ma démission en tant qu'Administrateur et administrateur délégué de votre société, avec effet immédiat.

Le 30.09.2009.

E. Wirtz.

Référence de publication: 2009127359/10.

(090153639) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Jet Service Corporate S.A., Société Anonyme.

Siège social: L-1650 Luxembourg, 6, avenue Guillaume.

R.C.S. Luxembourg B 93.151.

Je vous informe par la présente de ma démission en tant qu'Administrateur de votre société, avec effet immédiat.

Le 30.09.2009.

C. Giovannacci.

Référence de publication: 2009127358/9.

(090153641) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

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

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

R.C.S. Luxembourg B 80.041.

Veillez noter que les 200 parts sociales détenues auparavant par BEN POWER HOLDINGS (USA) Inc. ont été cédées en date du 18 décembre 2000 à la société à responsabilité limitée BECHTEL ENTERPRISES ENERGY S.à.r.l., R.C.S. Luxembourg B n° 80042, avec siège social à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

Luxembourg, le 2 octobre 2009.

Pour avis sincère et conforme

Pour BAYPOWER S.à.r.l.

Intertrust (Luxembourg) S.A.

Signatures

Référence de publication: 2009127348/15.

(090153281) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Jet Service Corporate S.A., Société Anonyme.

Siège social: L-1650 Luxembourg, 6, avenue Guillaume.

R.C.S. Luxembourg B 93.151.

Je vous informe par la présente de ma démission en tant qu'Administrateur de votre société, avec effet immédiat.

Le 30.09.2009.

M. Ernzerhof.

Référence de publication: 2009127360/9.

(090153635) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Blue Finance S.A., Société Anonyme.

Siège social: L-1469 Luxembourg, 67, rue Ermesinde.

R.C.S. Luxembourg B 79.348.

Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2009127381/10.

(090153357) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Gavazza S.A., Société Anonyme.

Siège social: L-1469 Luxembourg, 67, rue Ermesinde.
R.C.S. Luxembourg B 124.140.

Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2009127379/10.

(090153358) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Gremalux Holding S.A.H., Société Anonyme.

Capital social: EUR 100.000,00.

Siège social: L-2530 Luxembourg, 4, rue Henri M. Schnadt.
R.C.S. Luxembourg B 24.035.

Extrait de résolution de l'Assemblée Générale Ordinaire du 16 avril 2009

Les actionnaires de la société GREMALUX HOLDING S.A.H. réunis en Assemblée Générale Ordinaire du 16 avril, ont décidé à l'unanimité, de prendre les résolutions suivantes:

L'assemblée générale, constatant que les mandats d'administrateurs de:

- Monsieur Max Galowich, juriste, demeurant professionnellement à L-2530 Luxembourg, 4, rue Henri Schnadt,
 - Monsieur Georges Gredt, employé privé, demeurant professionnellement à L-2530 Luxembourg, 4, rue Henri Schnadt,
 - Monsieur Dan Epps, conseiller fiscal, demeurant professionnellement à L-2530 Luxembourg, 4, rue Henri Schnadt
- sont arrivés à leur terme en 2009, décide de les renouveler dans leurs fonctions pour une nouvelle période de six années, soit jusqu'à l'assemblée générale ordinaire qui se tiendra en 2015.

D'autre part, le mandat de:

- LUX-AUDIT S.A., ayant son siège social à L-1510 Luxembourg, 57, avenue de la Faïencerie, étant arrivé à expiration, l'assemblée générale décide de le renouveler pour une nouvelle période de six ans, soit jusqu'à l'assemblée générale ordinaire qui se tiendra en 2015.

Luxembourg, le 16 avril 2009.

Pour extrait conforme

Signatures

Référence de publication: 2009127356/25.

(090153591) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Egospirit S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.
R.C.S. Luxembourg B 144.803.

Extrait des résolutions prise lors de la réunion du Conseil d'administration du 21 septembre 2009

- Il est pris acte de la démission de Madame Cynthia Schwickerath de son mandat d'Administrateur avec effet au 31 juillet 2009.

- Madame Corinne Bitterlich, employée privée, demeurant professionnellement au 412F, route d'Esch, L-2086 Luxembourg, est cooptée en tant qu'Administrateur en remplacement de Madame Schwickerath, démissionnaire, avec effet au 31 juillet 2009 et ce pour la durée du mandat restant à courir de son prédécesseur, mandat venant à échéance lors de l'Assemblée générale statutaire de l'an 2015.

Fait à Luxembourg, le 21 septembre 2009.

Certifié sincère et conforme

EGOSPIRIT S.A.

F. LANNERS / P. STANKO

Administrateur et Président du Conseil d'Administration / Administrateur

Référence de publication: 2009127353/19.

(090153313) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Technical Holdings S.A., Société Anonyme.

Capital social: EUR 160.000,00.

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

R.C.S. Luxembourg B 65.665.

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Extrait de résolution de l'Assemblée Générale Ordinaire du 11 septembre 2009

Les actionnaires de la société TECHNICAL HOLDINGS S.A. réunis en Assemblée Générale Ordinaire du 11 septembre, ont décidé à l'unanimité, de prendre les résolutions suivantes:

L'assemblée générale, constatant que les mandats d'administrateurs de:

- Monsieur Max Galowich, juriste, demeurant professionnellement à L-2530 Luxembourg, 4, rue Henri Schnadt,
- Monsieur Georges Gredt, employé privé, demeurant professionnellement à L-2530 Luxembourg, 4, rue Henri Schnadt,
- Monsieur Jean-Paul Frank, expert-comptable, demeurant professionnellement à L-2530 Luxembourg, 4, rue Henri Schnadt, et

sont arrivés à leur terme en 2009, décide de les renouveler dans leurs fonctions pour une nouvelle période de six années, soit jusqu'à l'assemblée générale ordinaire qui se tiendra en 2015.

D'autre part, le mandat de:

- LUX-AUDIT S.A., ayant son siège social à L-1510 Luxembourg, 57, avenue de la Faïencerie, étant arrivé à expiration, l'assemblée générale décide de le renouveler pour une nouvelle période de six ans, soit jusqu'à l'assemblée générale ordinaire qui se tiendra en 2015.

Luxembourg, le 11 septembre 2009.

Pour extrait conforme

Signatures

Référence de publication: 2009127355/26.

(090153598) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Lyreco Luxembourg, Société Anonyme.

Siège social: L-2449 Luxembourg, 26, boulevard Royal.

R.C.S. Luxembourg B 38.924.

—
Les comptes annuels au 31.12.2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2009127960/9.

(090153329) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Immo Penfret S.A., Société Anonyme.

Siège social: L-8211 Mamer, 53, route d'Arlon.

R.C.S. Luxembourg B 92.956.

—
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 30 septembre 2009.

Sonia Livoir.

Référence de publication: 2009127965/10.

(090153818) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Bel Air, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 133.172.

—
Les comptes annuels au 30 juin 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signatures.

Référence de publication: 2009127968/10.

(090153824) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Türkisfund, Société d'Investissement à Capital Variable.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 61.596.

Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signatures.

Référence de publication: 2009127970/10.

(090153826) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Unicorn Management (Luxembourg) S.A., Société Anonyme.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 71.657.

Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signatures.

Référence de publication: 2009127980/10.

(090153831) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

BMG RM Investments Luxembourg S.à.r.l., Société à responsabilité limitée.**Capital social: EUR 1.000.000,00.**

Siège social: L-2440 Luxembourg, 63, rue de Rollingergrund.

R.C.S. Luxembourg B 146.948.

EXTRAIT

Le siège social de la Société a été transféré au 63, rue Rollingergrund, L-2440 Luxembourg le 1^{er} octobre 2009.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 2 octobre 2009.

Pour la société

Signature

Référence de publication: 2009127998/14.

(090153454) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Prada Company S.A., Société Anonyme.

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

R.C.S. Luxembourg B 69.206.

Le Bilan au 31 janvier 2009 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 06/10/2009.

Signature.

Référence de publication: 2009127952/10.

(090153482) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Prada S.A., Société Anonyme.

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

R.C.S. Luxembourg B 48.328.

Le Bilan au 31 janvier 2009 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 06/10/2009.

Signature.

Référence de publication: 2009127949/10.

(090153480) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Active Security Company S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-8436 Steinfort, 60, rue de Kleinbettingen.

R.C.S. Luxembourg B 107.872.

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.

Référence de publication: 2009127946/10.

(090153455) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Luna Rossa Trademark S.à r.l., Société à responsabilité limitée,

(anc. Immobiliare2 S.à r.l.).

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

R.C.S. Luxembourg B 98.340.

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 06/10/2009.

Référence de publication: 2009127943/11.

(090153486) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Signature.

Tanent Properties S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1511 Luxembourg, 121, avenue de la Faiencerie.

R.C.S. Luxembourg B 131.977.

Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour Tanent Properties S.à r.l.

Signature

Un mandataire

Référence de publication: 2009127993/13.

(090153920) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

BlackRock RE Management Company (Luxembourg) S.A., Société Anonyme.

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

R.C.S. Luxembourg B 131.354.

Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2009127992/10.

(090153918) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Signature.

Pikata S.A., Société Anonyme Holding.

Siège social: L-1469 Luxembourg, 67, rue Ermesinde.

R.C.S. Luxembourg B 36.263.

Les comptes annuels au 31 mars 2007 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2009127995/10.

(090153922) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Signature.

Liam Finance S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1855 Luxembourg, 43, avenue J.F. Kennedy.

R.C.S. Luxembourg B 124.814.

1/ En date du 10 juin 2009, les cessions de parts suivantes ont eu lieu:

- l'associé Doric Luxe LLP, avec siège social au 2 Meadow, GU7 3HN Godalming, Royaume Uni, a cédé 5 parts sociales de classe B à Apollo European Real Estate III Cooperatief U.A. avec siège social au 1, Locatellikade Parnassustoren, 1076 AZ Amsterdam, Pays-Bas qui les acquiert.

- l'associé Doric Luxe LLP, précité, a cédé 5 parts sociales de classe B à Apollo European Real Estate III (EU) Cooperatief U.A. avec siège social au 1, Locatellikade Parnassustoren, 1076 AZ Amsterdam, Pays-Bas qui les acquiert.

En conséquence, les associés de la société sont les suivants:

- Apollo European Real Estate III Cooperatief U.A., précité, détient 39 parts sociales de classe A et 5 parts sociales de classe B

- Apollo European Real Estate III (EU) Cooperatief U.A., précité, détient 51 parts sociales de classe A et 5 parts sociales de classe B

2/ Par résolutions signées en date du 13 juillet 2009, les associés ont pris les décisions suivantes:

- Acceptation de la démission d'Andrea Orlandi, avec adresse au 1, Knightsbridge, SW1X7LX Londres, Royaume Uni, de son mandat de gérant A avec effet au 1^{er} juillet 2009

- Acceptation de la démission de Priscille Fourneaux, avec adresse au 43, Avenue J.F. Kennedy, L-1855 Luxembourg, de son mandat de gérant A avec effet au 1^{er} juillet 2009

- Acceptation de la démission de Simon Hillcox, avec adresse au 19, Devonshire street, SW1G 7AG Londres, Royaume Uni, de son mandat de gérant B avec effet au 1^{er} juillet 2009

- Acceptation de la démission de Bruno Bagnouls, avec adresse professionnelle au 5, Rue Guillaume Kroll, L-1882 Luxembourg, de son mandat de gérant B avec effet au 1^{er} juillet 2009

- Nomination de Luke Hamill, avec adresse professionnelle au 1, Knightsbridge, SW1X 7LX Londres, Royaume Uni, au mandat de gérant A avec effet au 1^{er} juillet et pour une durée indéterminée

- Nomination de Priscille Fourneaux, avec adresse professionnelle au 43, Avenue J.F. Kennedy, L-1855 Luxembourg, au mandat de gérant B avec effet au 1^{er} juillet et pour une durée indéterminée

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

Luxembourg, le 24 septembre 2009.

Signature.

Référence de publication: 2009128024/34.

(090154318) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 octobre 2009.

Pikata S.A., Société Anonyme Holding.

Siège social: L-1469 Luxembourg, 67, rue Ermesinde.

R.C.S. Luxembourg B 36.263.

Les comptes annuels au 31 mars 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2009127996/10.

(090153923) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

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

Siège social: L-1449 Luxembourg, 4, rue de l'Eau.

R.C.S. Luxembourg B 130.985.

Les comptes annuels au 31/12/2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

DANTE S.à r.l.

Signatures

Référence de publication: 2009127982/11.

(090153889) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Fifth Avenue S.A., Société Anonyme.

Siège social: L-2714 Luxembourg, 6-12, rue du Fort Wallis.

R.C.S. Luxembourg B 101.913.

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*Extrait des résolutions de l'Assemblée Générale
Extraordinaire des actionnaires tenue le 29 septembre 2009*

Résolutions

L'assemblée accepte la démission de la fonction d'administrateur de:

- Monsieur Guy Hornick;
- Monsieur John Seil;
- Monsieur Pierre Lentz.

L'assemblée nomme au poste d'administrateur jusqu'à l'assemblée générale ordinaire qui se tiendra en 2015:

- Monsieur Marek Mieczyslaw SLEDZIEWSKI, producteur de films, né le 27 février 1968 à Varsovie (Pologne), demeurant à 1, Monmouth road, Nottinghill Gate, W2 5SE London, Royaume-Uni;
- Madame Margaret COLLINS, pharmacologue, née le 23 mai 1943 à Varsovie (Pologne), demeurant 16, Craven Terrace, W2 3QD London, Royaume-Uni;
- Monsieur Romain ZIMMER, expert-comptable, né le 14 mas 1959 à Pétange (Luxembourg), demeurant professionnellement à L-2714 Luxembourg, 6-12, rue du Fort Wallis.

La société est engagée par la signature conjointe de deux administrateurs, dont obligatoirement celle de Monsieur Romain ZIMMER.

L'assemblée accepte la démission du commissaire «AUDIEX S.A.» et nomme la société «KOBU S.à r.l.», inscrite au R.C.S. Luxembourg sous le numéro B 84.077, avec siège social à L-2714 Luxembourg, 6-12, rue du Fort Wallis au poste de commissaire jusqu'à l'assemblée générale annuelle qui se tiendra en l'an 2015.

L'assemblée décide de transférer le siège social de la société à l'intérieur de la commune de 5, Boulevard de la Foire, L-1528 Luxembourg au 6-12, rue du Fort Wallis à L-2714 Luxembourg.

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

Luxembourg, le 29 septembre 2009.

FIFTH AVENUE S.A.

Romain ZIMMER

Administrateur

Référence de publication: 2009128057/33.

(090154182) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 octobre 2009.

P.A.R.A.D.I.S.O. Trust II S.A., Société Anonyme.

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

R.C.S. Luxembourg B 101.971.

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Les comptes annuels au 31 décembre 2006 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour P.A.R.A.D.I.S.O. TRUST II S.A.

Intertrust (Luxembourg) S.A.

Signatures

Référence de publication: 2009127991/12.

(090153912) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Operations Technologies S.A., Société Anonyme.

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

R.C.S. Luxembourg B 59.412.

—
Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour OPERATIONS TECHNOLOGIES S.A.
Intertrust (Luxembourg) S.A.
Signatures

Référence de publication: 2009127990/12.

(090153910) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Solaia Re S.à r.l., Société à responsabilité limitée.

Capital social: EUR 13.000,00.

Siège social: L-2449 Luxembourg, 25B, boulevard Royal.

R.C.S. Luxembourg B 134.805.

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*Extrait des décisions prises lors
de l'assemblée générale tenue en date du 1^{er} octobre 2009*

Première résolution

L'Assemblée accepte la démission de M. Alain HEINZ de son poste de gérant de la société avec effet au 2 février 2009.

Deuxième résolution

L'Assemblée nomme M. Emmanuel MOUGEOLLE, résidant professionnellement au 67, rue Ermesinde L-1469 Luxembourg, au poste de gérant de la société avec effet au 2 février 2009 pour une durée indéterminée.

Troisième résolution

L'Assemblée accepte la démission de M. Eddy DOME de son poste de gérant de la société avec effet au 31 août 2009.

Quatrième résolution

L'Assemblée nomme M. Alan DUNDON, résidant professionnellement au 67, rue Ermesinde, L-1469 Luxembourg, au poste de gérant de la société avec effet au 31 août 2009 pour une durée indéterminée.

Cinquième résolution

L'assemblée générale décide de transférer le siège social de la Société du 25B, boulevard Royal, L-2449 Luxembourg au 67, rue Ermesinde, L-1469 Luxembourg avec effet au 21 septembre 2009.

SCHMIT Géraldine, gérant de la Société a également transféré son adresse professionnelle au 67, rue Ermesinde, L-1469 Luxembourg.

L'assemblée générale informe que le siège social de l'Associé de la Société, G.O. II - LUXEMBOURG ONE S.à r.l., se trouve désormais au 1B, rue Heienhaff, L-1736 Senningerberg.

Pour extrait
Pour la société
Signature

Référence de publication: 2009128010/30.

(090153349) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

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

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

R.C.S. Luxembourg B 107.185.

—
Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour Centauro Investments S.à r.l.
Intertrust (Luxembourg) S.A.
Signatures

Référence de publication: 2009127989/12.

(090153908) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Layetana Development Partners 1 - LUX, GP, S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 123.299.

Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Layetana Development Partners 1 - LUX, GP, S.à r.l.

Intertrust (Luxembourg) S.A.

Signatures

Référence de publication: 2009127988/12.

(090153899) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

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

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

R.C.S. Luxembourg B 102.456.

Les comptes annuels au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour LEMYAN INVESTMENTS S.à r.l.

Intertrust (Luxembourg) S.A.

Signatures

Référence de publication: 2009127986/12.

(090153896) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Panikom S.A., Société Anonyme.

Siège social: L-1219 Luxembourg, 23, rue Beaumont.

R.C.S. Luxembourg B 98.294.

CLOTURE DE LIQUIDATION

Extrait

Il résulte du procès-verbal de l'assemblée générale qui s'est tenue en date du 25 septembre 2009 que:

- l'assemblée a décidé la clôture de la liquidation et constaté la dissolution définitive de la Société,
- les documents de la société seront conservés pendant la durée légale de cinq ans au siège de la Société à L-1219 Luxembourg, 23, rue Beaumont,
- plus aucune remise n'étant à effectuer, aucune mesure de consignation n'a été jugée nécessaire.

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

Luxembourg, le 25 septembre 2009.

Claude GEIBEN

Liquidateur

Référence de publication: 2009127997/18.

(090153961) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Frozen Holding S.A., Société Anonyme.

Siège social: L-1145 Luxembourg, 180, rue des Aubépines.

R.C.S. Luxembourg B 136.588.

Les comptes annuels au 31.03.2009 ont été enregistrés et déposés 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 6 octobre 2009.

Pour FROZEN HOLDING S.A., Société anonyme
Experta Luxembourg, Société anonyme
Mireille WAGNER / Catherine DAY-ROYEMANS

Référence de publication: 2009128093/14.

(090154550) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 octobre 2009.

Refina International Holding S.A., Société Anonyme Holding.

Siège social: L-1145 Luxembourg, 180, rue des Aubépines.

R.C.S. Luxembourg B 12.786.

Les comptes annuels au 31.12.2008 ont été enregistrés et déposés 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 6 octobre 2009.

Pour REFINA INTERNATIONAL HOLDING S.A., Société anonyme holding
Experta Luxembourg, Société anonyme
Mireille WAGNER / Catherine DAY-ROYEMANS

Référence de publication: 2009128095/14.

(090154564) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 octobre 2009.

Harbin Holding S.A., Société Anonyme Holding.

Siège social: L-1145 Luxembourg, 180, rue des Aubépines.

R.C.S. Luxembourg B 108.888.

Les comptes annuels au 31.03.2009 ont été enregistrés et déposés 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 6 octobre 2009.

Pour HARBIN HOLDING S.A., Société anonyme holding
Experta Luxembourg, Société anonyme
Mireille WAGNER / Catherine DAY-ROYEMANS

Référence de publication: 2009128092/14.

(090154548) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 octobre 2009.

J & J S.A., Société Anonyme.

Siège social: L-8210 Mamer, 106, route d'Arlon.

R.C.S. Luxembourg B 79.460.

Le Bilan au 31.12.2007 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Mamer, le 06.10.2009.

Van Lanschot Management S.A. / Van Lanschot Corporate Services S.A.
Signatures / Signatures

Référence de publication: 2009128099/12.

(090154459) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 octobre 2009.

Farta V S.A., Société Anonyme.

Siège social: L-8210 Mamer, 106, route d'Arlon.

R.C.S. Luxembourg B 64.502.

Le Bilan au 31.12.2008 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.

Mamer, le 05.10.2009.

Van Lanschot Management S.A. / Van Lanschot Corporate Services S.A.
Signatures / Signatures

Référence de publication: 2009128100/12.

(090154461) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 octobre 2009.

Filiaris S.A., Société Anonyme.

Siège social: L-8210 Mamer, 106, route d'Arlon.

R.C.S. Luxembourg B 62.397.

Le Bilan au 31.12.2008 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.

Mamer, le 22.09.2009.

Van Lanschot Management S.A. / Van Lanschot Corporate Services S.A.
Signatures / Signatures

Référence de publication: 2009128102/12.

(090154463) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 octobre 2009.

Canal House S.A., Société Anonyme.

Siège social: L-8210 Mamer, 106, route d'Arlon.

R.C.S. Luxembourg B 61.207.

Le Bilan au 31.12.2007 a été déposé au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Mamer, le 25.08.2009.

Van Lanschot Management S.A. / Van Lanschot Corporate Services S.A.
Signatures / Signatures

Référence de publication: 2009128103/12.

(090154466) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 octobre 2009.

Fregenda B.V., Société à responsabilité limitée.

Capital social: EUR 45.400,00.

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.

R.C.S. Luxembourg B 113.298.

In the year two thousand and nine, on the eleventh day of September.

Before Us, Maître Gérard Lecuit, notary residing at Luxembourg

There appeared:

Mr Alejandro Junco de la Vega Gonzalez, company director, born in Monterrey, Mexico on August 28, 1948, residing at Washington 629 Ote, 64000 Monterrey, Mexico, (the Sole Partner),

here represented by Ms Mariana VERISSIMO, private employee, residing professionally in L-1931 Luxembourg, 13-15, avenue de la Liberté, by virtue of a power of attorney given on 1 September 2009.

The said proxy, having been signed "ne varietur" by the representative of the appearing party and the undersigned notary, shall remain attached to the present deed to be filed with such deed with the registration authorities.

Such appearing party, through his representative, has requested the notary to state that:

- the appearing party is the Sole Partner of the private limited liability company (société à responsabilité limitée) existing under the name of FREGENDA B.V. Société à responsabilité limitée, having its registered office at 1076EE Amsterdam (The Netherlands), Fred Roeskestraat, 123 and the place of effective management at L-1931 Luxembourg, 13-15, avenue de la Liberté, registered with the Luxembourg Register of Commerce and Companies under the number B 113.298. The place of effective management of the Company has been transferred to Luxembourg by a deed of Maître Henri Hellinckx, notary then residing in Mersch, dated December 30, 2005, published in the Mémorial C, Recueil des Sociétés et Associations, n° 715 on April 7, 2006 (the Company);

- the capital of the Company is set at forty-five thousand four hundred euro (EUR 45,400.-) divided into thousand eight hundred and sixteen (1,816) shares with a par value of twenty-five euro (EUR 25.-) each;

- the sole Partner has taken the following resolutions:

First resolution

The Sole Partner of the Company has decided to dissolve the Company with immediate effect and to put the Company into liquidation.

Second resolution

The Sole Partner of the Company has decided to appoint Mr Alejandro Junco de la Vega Gonzalez, company director, born in Monterrey, Mexico on August 28, 1948, residing at Washington 629 Ote, 64000 Monterrey, Mexico, as liquidator.

The Sole Partner of the Company has decided to dispense the liquidator from drawing up a detailed inventory of the Company's assets and liabilities, that the liquidator will have the broadest powers and particularly these set forth in articles 144 and following of the law of August 10, 1915 on commercial companies, as amended, to perform his duties and that the Company will be bound towards third parties by the sole signature of the liquidator. The liquidator may delegate, under its responsibility, all or part of its powers to one or more proxies with respect to specific acts or deeds.

Third resolution

The Sole Partner decides to grant full discharge to the manager for the exercise of his mandate.
Nothing else being on the agenda, the meeting was closed.

Costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed are estimated at approximately two thousand Euro (EUR 2,000.-).

The undersigned notary, who understands and speaks English, states that on request of the appearing parties, the present deed is worded in English, followed by a French version and in case of discrepancies between the English and the French text, the English version will prevail.

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

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

Suit la traduction française du texte qui précède:

L'an deux mille neuf, le onze septembre,

Par-devant Nous Maître Gérard Lecuit, notaire de résidence à Luxembourg.

A comparu:

Monsieur Alejandro Junco de la Vega Gonzalez, directeur de sociétés, né à Monterrey, (Mexique) le 28 août 1948, et demeurant à Washington 629 Ote, 64000 Monterrey, (Mexique), (l'Associé Unique),

ici représenté par Madame Mariana VERISSIMO, employée privée, demeurant professionnellement à L-1931 Luxembourg, 13-15, avenue de la Liberté, en vertu d'une procuration donnée le 1^{er} septembre 2009.

Laquelle procuration restera, après avoir été signée "ne varietur" par le mandataire du comparant et le notaire instrumentant, annexée au présent acte avec lequel elle sera soumise à la formalité de l'enregistrement.

Lequel comparant, représenté comme dit ci-avant, a requis le notaire instrumentant d'acter ce qui suit :

- le comparant est l'Associé unique de la société à responsabilité limitée existant sous la dénomination de FREGENDA B.V. Société à responsabilité limitée, ayant son siège social statutaire à 1076EE Amsterdam (Pays-Bas), Fred Roeskestraat, 123 et son siège de direction effective à L-1931 Luxembourg, 13-15, avenue de la Liberté, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 113.298. Le principal établissement et le siège de direction effective a été transféré des Pays-Bas à Luxembourg suivant acte de Maître Henri Hellinckx, notaire alors de résidence à Mersch, en date du 30 décembre 2005, publié au Mémorial C, Recueil des Sociétés et Associations, n° 715 du 7 avril, 2006 (la Société);

- le capital social de la Société est fixé à quarante-cinq mille quatre cents euros (EUR 45.400.-), divisé en mille huit cent seize (1.816) parts sociales ayant une valeur nominale de vingt-cinq euros (EUR 25.-) chacune;

- Qu'il a pris les résolutions suivantes:

Première résolution

L'Associé unique de la Société a décidé de dissoudre la Société avec effet immédiat et de mettre la Société en liquidation.

Deuxième résolution

L'Associé unique de la Société a décidé de nommer comme liquidateur Monsieur Alejandro Junco de la Vega Gonzalez, directeur de sociétés, né à Monterrey, (Mexique) le 28 août 1948, et demeurant à Washington 629 Ote, 64000 Monterrey, (Mexique).

L'Associé unique de la Société a décidé de dispenser le liquidateur de préparer un inventaire détaillé des actifs et passifs de la Société et qu'il pourra se référer aux documents comptables, que le liquidateur disposera des pouvoirs les plus étendus et particulièrement ceux prévus aux articles 144 et suivants de la loi du 10 août 1915 sur les sociétés commer-

ciales, telle que modifiée, pour effectuer sa mission et que la Société sera engagée envers les tiers par la signature individuelle du liquidateur. Le liquidateur pourra, sous sa responsabilité, déléguer tout ou partie de ses pouvoirs à un ou plusieurs mandataires pour des opérations ou actes spécifiques.

Troisième résolution

L'Associé unique a décidé de donner décharge pleine et entière au gérant de la Société pour l'exercice de son mandat. Plus rien n'étant à l'ordre du jour, la séance est levée.

Frais

Les dépenses, frais, rémunérations et charges, de quelque nature qu'ils soient, incombant à la société à raison du présent acte, sont estimés à DEUX MILLE EUROS (EUR 2.000,-).

Le notaire soussigné, qui comprend et parle l'anglais, déclare que le comparant l'a requis de documenter le présent acte en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais prévaudra.

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

Et après lecture faite et interprétation donnée à la mandataire du comparant, connu du notaire instrumentant par ses nom, prénom usuel, état et demeure, elle a signé le présent acte avec le notaire.

Signé: M. VERISSIMO, G. LECUIT.

Enregistré à Luxembourg Actes Civils, le 14 septembre 2009. Relation: LAC/2009/37115. Reçu douze euros (EUR 12,-).

Le Receveur ff. (signé): F. SCHNEIDER.

Pour copie conforme, délivrée à la société sur sa demande, aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 octobre 2009.

Gérard LECUIT.

Référence de publication: 2009128622/103.

(090155339) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 octobre 2009.

CoPROcess S.A., Société Anonyme.

Siège social: L-1611 Luxembourg, 11, avenue de la Gare.

R.C.S. Luxembourg B 79.541.

L'an deux mille neuf, le onze septembre.

Par-devant, Maître Gérard LECUIT, notaire de résidence à Luxembourg.

S'est réunie:

L'assemblée générale extraordinaire des actionnaires de la société anonyme CoPROcess S.A., avec siège social à L-5653 Mondorf-les-Bains, 7, rue Adolphe Klein, constituée par acte notarié, en date du 11 décembre 2000, publié au Mémorial, Recueil des Sociétés et Associations, numéro 542 du 18 juillet 2001 et dont les statuts n'ont pas été modifiés jusqu'à ce jour.

L'assemblée est ouverte sous la présidence de Monsieur Mustafa NEZAR, juriste, demeurant à Russange, qui désigne comme secrétaire Madame Maggy STRAUSS, employée privée, demeurant à Olm.

L'assemblée choisit comme scrutateur Monsieur Jean-Paul FELIX, consultant, demeurant à F-57050 Longeville les Metz, 15b, rue des Villas.

Le bureau ainsi constitué, le Président expose et prie le notaire instrumentant d'acter:

I.- Que la présente assemblée générale extraordinaire a pour

Ordre du jour:

- Constatation de la transformation des actions nominatives en actions au porteur.
- Modification du dernier alinéa de l'article 5 des statuts.
- Transfert du siège social de la société de Mondorf-les-Bains à Luxembourg, 11, avenue de la Gare.
- Modification de l'article 3 des statuts.
- Changement de la date de l'assemblée générale annuelle qui se tiendra dorénavant le 15 du mois de juin de 10.00 à 12.00 heures.
- Modification de l'article 11 des statuts.
- Renouvellement des mandats des administrateurs et du commissaire aux comptes.
- Divers.

II.- Que les actionnaires présents ou représentés, les mandataires des actionnaires représentés, ainsi que le nombre d'actions qu'ils détiennent sont indiqués sur une liste de présence. Cette liste de présence, après avoir été signée "ne

varietur" par les actionnaires présents, les mandataires des actionnaires représentés ainsi que par les membres du bureau et le notaire instrumentant, restera annexée au présent procès-verbal pour être soumise avec lui à la formalité de l'enregistrement.

Resteront pareillement annexées aux présentes les procurations des actionnaires représentés, après avoir été signées "ne varietur" par les comparants et le notaire instrumentant.

III.- Que la présente assemblée, réunissant l'intégralité du capital social, est régulièrement constituée et peut délibérer valablement, telle qu'elle est constituée, sur les points portés à l'ordre du jour.

Ces faits ayant été reconnus exacts par l'assemblée, celle-ci prend à l'unanimité des voix les résolutions suivantes:

Première résolution

L'assemblée générale constate que les anciennes actions nominatives de la société ont été échangées en actions au porteur et décide de modifier le troisième paragraphe de l'article 5 des statuts pour lui donner la teneur suivante:

Art. 5. (troisième paragraphe)

Les actions de la société sont au porteur, elles peuvent être créées au choix du propriétaire en titres unitaires ou en certificats représentatifs de plusieurs actions."

Deuxième résolution

L'assemblée générale donne mandat au conseil d'administration pour procéder aux différentes formalités nécessaires suite à la résolution précédente et notamment les formalités de modifications du registre des actionnaires et d'impression des actions au porteur.

Troisième résolution

L'assemblée générale décide de transférer le siège social de la société de L-5653 Mondorf-les-Bains, 7, rue Adolphe Klein à L-1611 Luxembourg, 11, avenue de la Gare.

En conséquence l'article 3 des statuts est modifié et aura désormais la teneur suivante:

Art. 3. Le siège social de la société est établi à Luxembourg."

Quatrième résolution

L'assemblée générale décide de changer la date de l'assemblée générale annuelle qui se tiendra dorénavant le 15 du mois de juin de 10.00 à 12.00 heures et de modifier l'article 11 des statuts comme suit:

Art. 11. L'assemblée générale annuelle se réunit de plein droit le 15 du mois de juin de 10.00 à 12.00 heures au siège social ou à tout autre endroit à désigner par les avis de convocation. Si ce jour est un jour férié, un samedi ou un dimanche, l'assemblée se réunira le premier jour ouvrable suivant."

Cinquième résolution

L'assemblée générale décide de renouveler le mandat d'administrateur resp. d'administrateur-délégué de la société de: Madame Martine CONSTANTIN, employée privée, demeurant à CH-1217 Meyrin, 103b, avenue de Mategnin, née le 19 août 1954 à Ayent (Suisse).

Monsieur Jack DUQUESNE, consultant, demeurant à F-57000 Metz, 94, rue du Lavoisier, né le 13 mars 1948 à Violaines (France).

Monsieur Jean-Paul FELIX, consultant, demeurant à F-57050 Longeville les Metz, 15b, rue des Villas, né le 23 mai 1965 à Sarreguemines.

Leur mandat expirera lors de l'assemblée générale annuelle de l'an 2015.

Sixième résolution

L'assemblée générale décide de renouveler le mandat du commissaire aux comptes Monsieur Gérard ROCCO.

Son mandat expirera lors de l'assemblée générale annuelle de l'an 2015.

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société en raison des présentes est évalué à environ mille deux cents euros (1.200,- EUR).

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

Dont acte, fait et passé à Luxembourg, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée aux membres du bureau et au mandataire des comparants ceux-ci ont signé avec le notaire le présent acte.

Signé: M. NEZAR, M. STRAUSS, J.-P. FELIX, G. LECUIT.

Enregistré à Luxembourg Actes Civils, le 14 septembre 2009. Relation: LAC/2009/37116. Reçu soixante-quinze euros (EUR 75,-).

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

Le Receveur (signé): F. SANDT.

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

Luxembourg, le 5 octobre 2009.

Gérard LECUIT.

Référence de publication: 2009128619/87.

(090155328) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 octobre 2009.

**Global Cargo Services S.à r.l., Société à responsabilité limitée,
(anc. Global Cargo Services S.A.).**

Siège social: L-1940 Luxembourg, 370, route de Longwy.
R.C.S. Luxembourg B 142.304.

L'an deux mille neuf, le trois septembre.

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

S'est tenue l'assemblée générale extraordinaire des actionnaires de la société anonyme GLOBAL CARGO SERVICES S.A., ayant son siège social à L-2138 Luxembourg, 24, rue St. Mathieu, constituée suivant acte reçu par le notaire instrumentant, en date du 3 octobre 2008, publié au Mémorial, Recueil des Sociétés et Associations C numéro 2646 du 29 octobre 2008.

L'assemblée est ouverte sous la présidence de Mademoiselle Stéphanie SALIN, employée privée, demeurant professionnellement au 24, rue Saint Mathieu, L-2138 Luxembourg,

Le Président désigne comme secrétaire Madame Annick BRAQUET, employée privée, demeurant professionnellement au 101, rue Cents, L-1319 Luxembourg.

L'assemblée élit comme scrutateur Monsieur Frederik ROB, employé privé, demeurant professionnellement au 24, rue Saint Mathieu, L-2138 Luxembourg.

Le président déclare et prie le notaire instrumentaire de documenter ce qui suit:

I.- Les actionnaires présents ou représentés, les mandataires des actionnaires représentés et le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence, signée par le bureau de l'assemblée, les actionnaires présents, les mandataires des actionnaires représentés et le notaire soussigné. Ladite liste de présence restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Les procurations des actionnaires représentés, après avoir été paraphées ne varietur par les comparants, resteront également annexées au présent acte.

II.- Qu'il ressort de cette liste de présence que toutes les actions représentant l'intégralité du capital social, sont présentes ou représentées à la présente assemblée générale extraordinaire, de sorte que l'assemblée peut statuer valablement sur les points portés à l'ordre du jour, les actionnaires présents ou représentés se reconnaissant dûment convoqués. Ils déclarent par ailleurs avoir pris connaissance de l'ordre du jour préalablement communiqué.

III.- Que l'ordre du jour de la présente assemblée est le suivant:

1. Echange des trois mille cent (3.100) actions sans désignation de valeur nominale en trois mille cent (3.100) parts sociales dont la valeur nominale est de DIX EUROS (EUR 10,-);
2. Démission des administrateurs et du commissaire aux comptes et décharge;
3. Modification de la forme légale de la société d'une société anonyme en une société à responsabilité limitée;
4. Modification de l'objet social de la société;
5. Modification subséquente des statuts;
6. Transfert du siège social de la société à l'adresse suivante: 370, route de Longwy L-1940 Luxembourg;
7. Nomination de Monsieur Philippe LARONZE en qualité de gérant unique;
8. Divers.

Ces faits ayant été reconnus exacts par l'assemblée, celle-ci prend à l'unanimité des voix les résolutions suivantes:

Première résolution

L'assemblée décide de substituer les trois mille cent (3.100) actions sans désignation de valeur nominale en trois mille cent (3.100) parts sociales d'une valeur nominale de DIX EUROS (EUR 10,-) chacune, réparties comme suit:

1. GLOBAL LOGISTICS SERVICES S.A., une société anonyme de droit luxembourgeois, ayant son siège social au 24, rue Saint Mathieu, L-2138 Luxembourg, trois cent dix parts sociales 310
2. Monsieur Philippe LARONZE, dirigeant de sociétés, né à Nevers (France), le 2 juin 1955, demeurant 168, Val Saint Croix, L-1370 Luxembourg, deux mille sept cent quatre-vingt-dix 2.790

Deuxième résolution

L'assemblée décide d'accepter la démission des administrateurs Messieurs Karl LOUARN, Joeri STEEMAN, Frédéric MONCEAU, et Philippe LARONZE, et du commissaire aux comptes, Monsieur Régis PIVA et de leur donner décharge pour l'exercice de leurs mandats jusqu'à ce jour.

Troisième résolution

L'assemblée décide de transformer la forme juridique de la société de société anonyme en société à responsabilité limitée sans changer la personnalité juridique de la société transformée.

Le capital et les réserves demeurent intacts, de même que tous les éléments de l'actif et du passif, les amortissements, les moins-values et les plus-values et la société à responsabilité limitée poursuit les écritures et la comptabilité tenues par la société anonyme.

La transformation se fait sur base du bilan arrêté au 31 août 2009, dont une copie, après avoir été signée ne varietur par les comparants et le notaire soussigné, restera annexée aux présentes pour être formalisée avec elles. Aucun élément significatif n'est à déclarer après la clôture des comptes.

Quatrième résolution

L'assemblée décide de modifier l'objet social de la société pour y insérer le paragraphe suivant: "La société a pour objet la prestation de services aux professionnels de la route.", de sorte que les articles 4 et 14 des statuts auront désormais la teneur suivante:

"La société a pour objet la prestation de services aux professionnels de la route.

La société a également pour objet toutes les opérations se rapportant directement ou indirectement à la prise de participations sous quelque forme que ce soit, dans toute entreprise, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations.

Elle pourra notamment employer ses fonds à la création, à la gestion, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous titres et brevets de toute origine, participer à la création, au développement et au contrôle de toute entreprise, acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres et brevets, les réaliser par voie de vente, de cession, d'échange ou autrement, faire mettre en valeur ces affaires et brevets, accorder aux sociétés auxquelles elle s'intéresse tous concours, prêts, avances ou garanties.

La société pourra en outre accomplir toutes opérations commerciales, industrielles ou financières, ainsi que tous transferts de propriété immobiliers ou mobiliers."

"La loi du 10 août 1915 et ses modifications ultérieures trouveront leur application partout où il n'y a pas été dérogé par les présents statuts."

Cinquième résolution

En conséquence, l'assemblée décide d'adapter les statuts de la société à sa nouvelle forme juridique et de les arrêter comme suit:

" Art. 1^{er} .

Il est formé par les présentes, par le comparant, et toutes les personnes qui pourraient devenir associés par la suite, une société à responsabilité limitée qui sera régie par les lois y relatives, et notamment celle du 10 août 1915 sur les sociétés commerciales, telle que modifiée, ainsi que par les présents statuts (ci-après la "Société").

Art. 2.

La société a pour objet la prestation de services aux professionnels de la route.

La société a également pour objet l'accomplissement de toutes opérations se rapportant directement ou indirectement à la prise de participations sous quelque forme que ce soit, dans toute entreprise, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations. Elle peut encore réaliser toutes des opérations commerciales, financières, patrimoniales et industrielles généralement quelconques. Elle peut notamment vendre et acheter, importer et exporter tant pour son compte que pour le compte de tiers, et à titre d'intermédiaire, tous biens économiques.

Elle pourra notamment employer ses fonds à la création, à la gestion, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous titres et brevets de toute origine, participer à la création, au développement et au contrôle de toute entreprise, acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres et brevets, les réaliser par voie de vente, de cession, d'échange ou autrement, faire mettre en valeur ces affaires et brevets, accorder aux sociétés auxquelles elle s'intéresse tous concours, prêts, avances ou garanties.

Elle prendra toutes les mesures pour sauvegarder ses droits et fera toutes opérations généralement quelconques, qui se rattachent à son objet ou qui le favorisent.

Art. 3.

La Société est constituée pour une durée illimitée.

La dissolution de la société peut être demandée en justice pour justes motifs. Sauf dissolution judiciaire, la dissolution de la société ne peut résulter que d'une décision prise par l'assemblée générale dans les formes prescrites pour les modifications des statuts.

Art. 4.

La Société prend la dénomination sociale de "GLOBAL CARGO SERVICES S.à r.l."

Art. 5.

Son siège social est établi à Luxembourg.

Il peut être transféré en tout autre endroit de la commune de Luxembourg par décision du gérant ou du conseil de gérance le cas échéant, et en tout endroit du Grand-Duché de Luxembourg aux termes d'une décision rendue par assemblée tenue dans les formes prescrites pour les modifications des statuts.

La Société peut ouvrir des succursales dans tout autre lieu du pays, ainsi qu'à l'étranger.

Art. 6.

Le capital social de la Société est fixé à la somme de TRENTE ET UN MILLE EUROS (EUR 31.000,-) représenté par trois mille cent (3.100) parts sociales d'une valeur nominale de DIX EUROS (EUR 10,-) chacune.

Art. 7.

Le capital social pourra à tout moment être modifié moyennant décision écrite et régulièrement publiée de l'associé unique, sinon de l'assemblée des associés, conformément aux termes de l'article 14 des présents statuts.

Art. 8.

Chaque part sociale ouvre un droit à l'actif social de même qu'aux bénéfices réalisés au cours de l'exercice, fonction et proportionnel aux parts existantes.

Art. 9.

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

Art. 10.

Les cessions de parts sociales doivent être constatées par un acte notarié ou sous seing privé.

Au surplus, il ne pourra être contracté d'emprunt par voie publique d'obligations, ni procédé à une émission publique de parts sociales.

Les parts sociales ne peuvent être cédées entre vifs à des non-associés qu'avec l'agrément donné en assemblée générale des associés représentant au moins les trois quarts du capital social.

Les parts sociales de la Société peuvent être cédées sans le consentement unanime des associés.

En cas de pluralité d'associés, les parts sociales sont cessibles sous réserve de la stricte observation des dispositions énoncées à l'article 189 de la loi du 10 août 1915 dite " loi sur les sociétés commerciales ".

Toute opération de cession n'est opposable à la société comme aux tiers qu'à la condition d'avoir été notifiée à la société ou acceptée par elle conformément aux dispositions prescrites à l'article 1690 du Code civil.

Art. 11.

La société n'est pas dissoute par le décès, l'interdiction, la faillite ou la déconfiture d'un des associés.

Art. 12.

La Société est gérée par un ou plusieurs mandataires (dénommé "Gérant" s'il s'agit d'un mandataire unique, ou formant un "Conseil de gérance" dans l'hypothèse d'une pluralité de mandataires), associés ou non, salariés ou gratuits.

Ils sont nommés soit dans l'acte de société, pour un temps limité, ou sans limitation de durée, soit par décision des associés réunis en assemblée, et représentant plus de la moitié du capital social.

Chaque gérant peut accomplir tous les actes nécessaires ou utiles à l'accomplissement de l'objet social, sauf ceux que la loi réserve à la décision des associés. Toutefois, les restrictions apportées aux pouvoirs des gérants par les statuts ne sont pas opposables aux tiers, même si elles sont publiées.

Chaque gérant représente la société à l'égard des tiers et en justice, en demandant ou en défendant.

Les exploits pour ou contre la société sont valablement faits au nom de la société seule.

Art. 13.

Le ou les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société.

Toutefois, la société est liée par les actes accomplis par les gérants, même si ces actes excèdent l'objet social, à moins qu'elle ne prouve que le tiers savait que l'acte dépassait l'objet social ou qu'il ne pouvait l'ignorer compte tenu des circonstances, sans que la publication des statuts suffise à constituer cette preuve.

Art. 14.

L'associé unique exerce les pouvoirs attribués à l'assemblée des associés.

En cas de pluralité des associés, chaque associé peut participer aux décisions collectives quel que soit le nombre de parts qui lui appartiennent. Chaque associé a un nombre de voix égal au nombre de parts qu'il possède ou représente.

En cas de pluralité d'associés, les décisions collectives ne sont valablement prises que pour autant qu'elles ont été adoptées par des associés représentant plus de la moitié du capital social.

Cependant, les résolutions modifiant les statuts de la Société ne pourront être prises que par l'accord de la majorité des associés représentant au moins les trois quarts du capital social, sous réserve des dispositions de la loi du 10 août 1915, telle que modifiée.

Art. 15.

L'année sociale de la Société commence le premier janvier et se termine le trente et un décembre de chaque année.

Art. 16.

Chaque année, au trente et un décembre, les comptes sont arrêtés et, suivant le cas, le gérant ou le Conseil de gérance dresse un inventaire comprenant l'indication des valeurs actives et passives de la Société.

Tout associé peut par lui-même ou par un fondé de pouvoir, prendre au siège social de la Société, communication de l'inventaire, du bilan et du rapport du conseil de surveillance (si la société compte plus de vingt-cinq associés parmi ses rangs, conformément aux dispositions prescrites par la loi).

Art. 17.

Les profits bruts de la Société, constatés dans les comptes annuels, déduction faite des frais généraux, amortissements et charges, constituent le bénéfice net. Sur le bénéfice net, il est prélevé cinq pour cent pour la constitution d'un fonds de réserve jusqu'à ce que celui-ci atteigne dix pour cent du capital social. Le solde du bénéfice net est à la libre disposition de l'assemblée générale. Le gérant unique ou, en cas de pluralité de gérants, le Conseil de gérance pourra décider de verser un dividende intérimaire.

Art. 18.

Lors de la dissolution de la Société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui fixeront leurs pouvoirs et leurs émoluments.

Art. 19.

Pour tout ce qui n'est pas réglé par les présents statuts, les associés s'en réfèrent aux dispositions légales de la loi du 10 août 1915."

Sixième résolution

L'assemblée décide de transférer le siège social de la Société de L-2138 Luxembourg, 24, rue Saint Mathieu à L-1940 Luxembourg, 370, route de Longwy.

Septième résolution

L'assemblée générale décide de nommer en tant que gérant pour une durée illimitée:

- Monsieur Philippe LARONZE, dirigeant de sociétés, né à Nevers (France), le 2 juin 1955, demeurant 168, Val Saint Croix, L-1370 Luxembourg.

Le gérant a les pouvoirs les plus étendus pour engager la société en toutes circonstances par sa seule signature.

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société à raison du présent acte est évalué à environ EUR 1.200,- (mille deux cents euros).

L'ordre du jour est épuisé, la séance est levée.

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

Et après lecture faite et interprétation donnée aux comparants, tous connus du notaire par leurs nom, prénoms, état et demeure, les comparants ont tous signé avec Nous notaire le présent acte.

Signé: S. SALIN, A. BRAQUET, F. ROB et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 11 septembre 2009. Relation: LAC/2009/36879. Reçu soixante-quinze euros (75,- EUR).

Le Releveur ff. (signé): F. SCHNEIDER.

Pour copie conforme, délivrée à la société sur demande, aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 21 septembre 2009.

Henri HELLINCKX.

Référence de publication: 2009128612/206.

(090154920) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 octobre 2009.

**Truvo A1 S.à r.l., Société à responsabilité limitée,
(anc. Apax Truvo 1).**

Siège social: L-1724 Luxembourg, 41, boulevard du Prince Henri.
R.C.S. Luxembourg B 143.283.

L'an deux mille neuf, le huit septembre.

Par-devant Maître Gérard LECUIT, notaire de résidence à Luxembourg.

A COMPARU:

APAX WW NOMINEES LTD, une société constituée sous les lois d'Angleterre et du Pays de Galles, ayant son siège social au 33, Jermyn Street, Londres SW1Y 6DN, inscrite au Companies House à Londres sous le numéro 4693597, ici représentée par Madame Cindy TEIXEIRA, employée privée, demeurant professionnellement à Luxembourg, en vertu d'une procuration datée du 7 septembre 2009.

Laquelle procuration restera, après avoir été signée "ne varietur" par le mandataire du comparant et le notaire instrumentant, annexée aux présentes pour être formalisée avec elles.

Laquelle, représentée comme dit-est, a requis le notaire instrumentant d'acter ce qui suit:

- Qu'elle est la seule et unique associée de la société Apax Truvo 1, société à responsabilité limitée unipersonnelle, constituée suivant acte notarié du 26 novembre 2008, publié au Mémorial Recueil C numéro 2987 du 18 décembre 2008, et dont les statuts n'ont pas été modifiés jusqu'à ce jour.

- Qu'elle a pris la résolution unique suivante:

Résolution unique

L'associé unique décide de changer la dénomination de la société en "Truvo A1 S.à r.l." et de modifier en conséquence l'article 1^{er} des statuts comme suit:

Version anglaise

" Art. 1. Denomination.

The name of the limited liability company ("société à responsabilité limitée") is Truvo A1 S.à r.l. (the "Company"). The Company will be governed by these articles of association and the relevant legislation. "

Version française

" Art. 1^{er} Dénomination.

Il existe une société à responsabilité limitée sous la dénomination de Truvo A1 S.à r.l. (la "Société"). La Société sera régie par les présents statuts et les dispositions légales afférentes."

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

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

Et après lecture faite et interprétation donnée au comparant, celui-ci ont signé le présent acte avec le notaire.

Signé: C. TEIXEIRA, G. LECUIT.

Enregistré à Luxembourg Actes Civils, le 9 septembre 2009. Relation: LAC/2009/36543. Reçu soixante-quinze euros (EUR 75,-).

Le Receveur (signé): F. SANDT.

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

Luxembourg, le 5 octobre 2009.

Gérard LECUIT.

Référence de publication: 2009128617/42.

(090155353) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 octobre 2009.

Anigolet S.A., Société Anonyme.

Siège social: L-1445 Strassen, 3, rue Thomas Edison.
R.C.S. Luxembourg B 12.005.

Les Comptes annuels au 31/12/2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Strassen, le 06/10/2009.

Pour ANIGOLET S.A.

p.p. J. REUTER

Référence de publication: 2009128130/12.

(090154161) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 octobre 2009.

**Boston Holding S.à r.l., Société à responsabilité limitée,
(anc. Apax Boston S.à r.l.).**

Siège social: L-1724 Luxembourg, 41, boulevard du Prince Henri.
R.C.S. Luxembourg B 140.340.

L'an deux mille neuf, le huit septembre.

Par-devant Maître Gérard LECUIT, notaire de résidence à Luxembourg.

ONT COMPARU:

1) Apax Boston A (Gibraltar) Limited, une limited company constituée sous les lois de Gibraltar, ayant son siège social à 57/63 Line Wall Road (Gibraltar), inscrite auprès du Registrar of Companies de Gibraltar sous le numéro 101179,

2) Apax US VII, L.P., une limited partnership ayant son siège social à c/o Walkers SPV Limited, Walker House, 87 Mary Street, George Town, Grand Cayman, Iles Cayman, et inscrite en tant que limited partnership exemptée aux Iles Cayman sous le numéro WK-17014,

3) Apax Boston B1 (Gibraltar) Limited, une limited company constituée sous les lois de Gibraltar, ayant son siège social à 57/63 Line Wall Road (Gibraltar), inscrite auprès du Registrar of Companies de Gibraltar sous le numéro 101.180:

toutes trois ici représentées par Madame Cindy TEIXEIRA, employée privée, demeurant professionnellement à Luxembourg,

en vertu de trois procurations datées du 7 septembre 2009.

Lesquelles procurations resteront, après avoir été signées "ne varietur" par le mandataire des comparantes et le notaire instrumentant, annexées aux présentes pour être formalisées avec elles.

Lesquelles comparantes, représentées comme dit-est, ont requis le notaire instrumentant d'acter ce qui suit:

- Qu'elles sont les seules associées de la société Apax Boston S.à r.l., société à responsabilité limitée, constituée sous la dénomination de "Apax Boston US S.à r.l." suivant acte notarié du 3 juillet 2008, publié au Mémorial Recueil C numéro 1964 du 12 août 2008, et dont les statuts ont été modifiés pour la dernière fois par acte notarié du 14 août 2008, publié au Mémorial Recueil C numéro 2377 du 29 septembre 2008.

- Qu'elles ont pris à l'unanimité la résolution unique suivante:

Résolution unique

Les associés décident de changer la dénomination de la société en "Boston Holding S.à r.l." et de modifier en conséquence l'article 1^{er} des statuts comme suit:

Version anglaise:

" Art. 1. Denomination.

The name of the limited liability company ("société à responsabilité limitée") is Boston Holding S.à r.l. (the "Company"). The Company will be governed by these articles of association and the relevant legislation."

Version française:

" Art. 1^{er} . Dénomination.

Il existe une société à responsabilité limitée sous la dénomination de Boston Holding S.à r.l. (la "Société"). La Société sera régie par les présents statuts et les dispositions légales afférentes."

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

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

Et après lecture faite et interprétation donnée au comparant, celui-ci ont signé le présent acte avec le notaire.

Signé: C. TEIXEIRA, G. LECUIT.

Enregistré à Luxembourg Actes Civils, le 9 septembre 2009. Relation: LAC/2009/36540. Reçu soixante-quinze euros (EUR 75,-).

Le Receveur (signé): F. SANDT.

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

Luxembourg, le 5 octobre 2009.

Gérard LECUIT.

Référence de publication: 2009128609/49.

(090155302) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 octobre 2009.

France Property Holdco II S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 15.000,00.

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

R.C.S. Luxembourg B 133.049.

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EXTRAIT

Il résulte du procès-verbal de l'Assemblée Générale Ordinaire de la Société tenue au siège social le 1^{er} Octobre 2009 que:

- Jérôme DELAUNAY, résidant professionnellement au 170, Place Henry Regnault, F-92043 Paris la Défense Cedex a démissionné de ses fonctions de gérant de la Société avec effet immédiat.

- Anthony GUERARD, résidant professionnellement au 170, Place Henry Regnault, F-92043 Paris la Défense Cedex a été nommé en qualité de gérant de la Société avec effet immédiat et pour une durée indéterminée.

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

Munsbach, le 1^{er} Octobre 2009.

Pour la société

Signature

Un mandataire

Référence de publication: 2009127189/20.

(090153119) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 octobre 2009.

Duke Fashion S.A., Société Anonyme.

Siège social: L-2346 Luxembourg, 22, rue de la Poste.

R.C.S. Luxembourg B 99.040.

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Constitué par acte passé par devant Maître Gérard Lecuit, notaire de résidence à Luxembourg, en date du 28 janvier 2004 publié au Mémorial Recueil des Sociétés et Associations C no. 339 du 25 mars 2004; et dont les statuts ont été modifiés suivant acte reçu par Maître Jean Seckler, notaire de résidence à Junglinster, en date du 6 août 2008.

Assemblée Générale Ordinaire du 22 septembre 2009

Il résulte de l'assemblée générale ordinaire de la société Duke Fashion S.A., tenue au siège social en date du 22 septembre 2009, que les actionnaires ont pris à l'unanimité des voix les résolutions suivantes:

1- Prorogation du mandat de Fiduciaire Fibetrust, ayant son siège social à L-2210 Luxembourg, 38, boulevard Napoléon I^{er} au poste de commissaire aux comptes pour une durée supplémentaire de 6 ans (jusqu'en 2015).

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

Duke Fashion S.A.

Signature

Référence de publication: 2009127204/19.

(090153014) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 octobre 2009.

Coast Holding S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 115.939.

—
Il résulte d'un contrat de transfert du 31 août 2009 entre CEP II Participations S.à r.l. SICAR, (les "Cédant"), R.C.S.: B 96 017, existant sous les lois du Luxembourg, ayant son siège au 2, avenue Charles de Gaulle, L-1653 Luxembourg, et CEP III Participations S.à r.l. SICAR, (le "Cessionnaire"), R.C.S.: B 127 711, existant sous les lois du Luxembourg, ayant son siège au 2, avenue Charles de Gaulle, L-1653 Luxembourg, que trois mille quatre cent seize (3,416) parts sociales ordinaires de la Société ont été transférées du Cédant au Cessionnaire.

Depuis cette date, les 12,500 parts sociales de la Société sont détenues comme suit:

CEP II Participations S.à r.l. SICAR: 7,834 parts sociales
CEP III Participations S.à r.l. SICAR: 4,666 parts sociales

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

Luxembourg, le 1^{er} octobre 2009.

Coast Holding S.à r.l.

Signature

Un mandataire

Référence de publication: 2009127181/20.

(090153215) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 octobre 2009.

The Cutting Room S.à r.l., Société à responsabilité limitée.

Siège social: L-3450 Dudelange, 25, rue du Commerce.

R.C.S. Luxembourg B 111.607.

—
Modification des données relatives aux associés

- 1) Monsieur DANIELE Michele n'est plus associé
- 2) Monsieur COTRONE Cesare possède 499 parts sociales ordinaires.
- 3) Mademoiselle Claudia COTRONE, née le 10 septembre 1985 à Algrange (France), demeurant 48, rue Wilson à F-57440 Algrange possède 1 part sociale ordinaire.

Pour extrait sincère et conforme

Signature

Un mandataire

Référence de publication: 2009127208/15.

(090152958) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 octobre 2009.

Cameco Luxembourg S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 67, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 68.998.

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Veillez prendre note du changement d'adresse du commissaire aux comptes, la société à responsabilité limitée Kohnen & Associés S.à r.l., qui se situe désormais à L-1930 Luxembourg, 62, avenue de la Liberté.

Luxembourg, le 1^{er} octobre 2009.

Pour avis sincère et conforme

Pour CAMECO LUXEMBOURG S.A.

Signatures

Référence de publication: 2009127293/13.

(090153830) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.

Hess Collection S.A., Société Anonyme.

Siège social: L-5326 Contern, 13, rue Edmond Reuter.

R.C.S. Luxembourg B 65.013.

—
Suite à la démission de Monsieur Thomas Bruce SELFRIDGE de sa fonction d'administrateur de la Société avec effet au 1^{er} septembre 2009, le conseil d'administration se compose dorénavant comme suit:

- Monsieur Donald M. HESS, administrateur;
- Monsieur Martin KRONENBERG, administrateur;
- Monsieur Lee WILLIAMS, administrateur.

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

Luxembourg, le 1^{er} octobre 2009.

Signature.

Référence de publication: 2009127300/14.

(090153981) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 octobre 2009.
