

MEMORIAL

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Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
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° 1059

20 mai 2011

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E.N.A. Consulting S.A., Société Anonyme.

Siège social: L-8399 Windhof (Koerich), 11, rue des Trois Cantons.
R.C.S. Luxembourg B 82.241.

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE ORDINAIRE

qui aura lieu le vendredi 3 juin 2011 à 14.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Constatation du report de la date de l'Assemblée Générale Ordinaire pour l'approbation des comptes annuels clos au 31 décembre 2009 et approbation dudit report;
2. Présentation des comptes annuels clos au 31 décembre 2009 et au 31 décembre 2010 ainsi que des rapports de gestion du conseil d'administration et des rapports du commissaire aux comptes;
3. Approbation des comptes annuels et affectation du résultat des deux exercices;
4. Décharge aux organes de la société;
5. Nominations statutaires;
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2011059865/19.

E.R.M. Consulting S.A., Société Anonyme.

Siège social: L-1128 Luxembourg, 37, Val Saint André.
R.C.S. Luxembourg B 82.392.

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE ORDINAIRE

qui aura lieu le vendredi 3 juin 2011 à 14.30 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Constatation du report de la date de l'Assemblée Générale Ordinaire pour l'approbation des comptes annuels clos au 31 décembre 2009 et approbation dudit report;
2. Présentation des comptes annuels clos au 31 décembre 2009 et au 31 décembre 2010 ainsi que des rapports de gestion du conseil d'administration et des rapports du commissaire aux comptes;
3. Approbation des comptes annuels et affectation du résultat des deux exercices;
4. Décharge aux organes de la société;
5. Nominations statutaires;
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2011059866/19.

Espirito Santo Control S.A., Société Anonyme.

Siège social: L-2520 Luxembourg, 21-25, allée Scheffer.
R.C.S. Luxembourg B 13.634.

Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le vendredi 3 juin 2011 à 14.00 heures dans les bureaux de SG GROUP au 231, Val des Bons-Malades, L-2121 Luxembourg-Kirchberg

Ordre du jour:

1. Elections statutaires des Administrateurs et du Commissaire aux comptes.
2. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux comptes.
3. Approbation des bilan, compte de pertes et profits et attribution du résultat au 31 décembre 2010.
4. Décharge aux Administrateurs et au Commissaire aux comptes.

Le Conseil d'Administration.

Référence de publication: 2011068745/16.

Special Movie Production S.A., Société Anonyme.

Siège social: L-1638 Luxembourg, 78, rue du Golf.

R.C.S. Luxembourg B 76.371.

Sur base d'une ordonnance rendue par Monsieur le Président du tribunal d'arrondissement de Luxembourg le 8 avril 2011, et en application des dispositions de l'article 70 de la loi sur les sociétés commerciales, Mesdames et Messieurs les actionnaires de la société SPECIAL MOVIE PRODUCTION SA actuellement en faillite, ayant eu son siège social à L-1638 Senningerberg, 78 rue du Golf, sont invités à se présenter à

l'ASSEMBLEE GENERALE

des actionnaires ayant pour ordre du jour:

Ordre du jour:

1. «Festlegung der Zahl der Verwaltungsratsmitglieder auf drei Mitglieder, Ernennung von Herrn Günter Tarkotta, Herrn Charles Kaufhold und Herrn Alhard von Ketelhold als Verwaltungsmitglieder und Festlegung der Dauer ihres Mandats auf ein Jahr;
2. Ernennung von European Audit Sàrl als statutarischer Buchprüfer für eine Dauer von einem Jahr;
3. Bestimmung eines neuen Gesellschaftssitzes und dementsprechende Abänderung der Satzung».

L'assemblée générale des actionnaires se tiendra le 8 juin 2011 à 11h00 du matin en l'étude de Me Paul Bettingen, notaire de résidence à Niederanven.

Me Aloyse MAY.

Mandataire suivant l'ordonnance rendue par Monsieur le Président du tribunal d'arrondissement de Luxembourg le 8 avril 2011

Référence de publication: 2011060777/9396/23.

Uluru, Société Anonyme.

Siège social: L-8080 Bertrange, 1, rue Pletzer.

R.C.S. Luxembourg B 26.455.

Les actionnaires sont convoqués en

ASSEMBLEE GENERALE ORDINAIRE

le 9 juin 2011, à 11.00 heures, au siège social, à l'effet de délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Lecture du rapport de gestion et du rapport du commissaire aux comptes relatifs à l'exercice clôturant au 31/12/2010, présentation des comptes annuels arrêtés au 31/12/2010.
Approbation des comptes annuels de l'exercice clôturant au 31/12/2010.
2. Affectation du résultat de l'exercice clôturant au 31/12/2010.
3. Décharge à donner aux administrateurs et au commissaire aux comptes pour l'exercice clôturant au 31/12/2010.
4. Divers.

Tout actionnaire a le droit d'assister personnellement à cette assemblée ou de s'y faire représenter par une personne de son choix.

Le Conseil d'Administration.

Référence de publication: 2011062397/9323/19.

Société Maria Rheinsheim, Société Anonyme.

Siège social: L-2132 Luxembourg, 5, avenue Marie-Thérèse.

R.C.S. Luxembourg B 306.

Les actionnaires de la société sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

laquelle se tiendra à Luxembourg, 5, avenue Marie-Thérèse, Bloc G, salle de réunions (Service de Presse) du 1^{er} étage, le mercredi 8 juin 2011 à 19.30 heures, pour délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapport du conseil d'administration et du commissaire aux comptes.
2. Examen et approbation du bilan et du compte de profits et pertes de l'exercice 2010.
3. Affectation du résultat.
4. Décharge à donner au conseil d'administration et au commissaire aux comptes.

5. Nomination statutaire.
6. Divers.
Pour le Conseil d'Administration
Georges PIERRET
Président du Conseil d'Administration
par délégation
Jean VANOLST, administrateur délégué

Référence de publication: 2011065125/22.

Hottinger International Fund, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 14, boulevard Royal.
R.C.S. Luxembourg B 24.050.

Le Conseil d'Administration a l'honneur de convoquer les Actionnaires de la Sicav HOTTINGER INTERNATIONAL FUND à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *30 mai 2011* à 11.00 heures au siège social, afin de délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration et du réviseur d'entreprises agréé
2. Approbation des comptes annuels arrêtés au 31 décembre 2010
3. Affectation des résultats
4. Quitus aux Administrateurs
5. Renouvellement du mandat du réviseur d'entreprises agréé
6. Nominations statutaires.

Les Actionnaires sont informés que l'Assemblée n'a pas besoin de quorum pour délibérer valablement. Les résolutions, pour être valables, doivent réunir la majorité des voix exprimées des Actionnaires présents ou représentés. Des procurations sont disponibles au siège social de la Sicav.

Pour pouvoir assister à la présente Assemblée, les détenteurs d'actions au porteur doivent déposer leurs actions, au moins cinq jours francs avant l'Assemblée, auprès du siège ou d'une agence de la BANQUE DE LUXEMBOURG, Société Anonyme à Luxembourg. Les Actionnaires en nom seront admis sur justification de leur identité, à condition d'avoir, au moins cinq jours francs avant l'Assemblée, informé le Conseil d'Administration (fax : +352 49 924 2501 - dg.ifs.corporate.services@bdl.lu) de leur intention d'assister à l'Assemblée.

Référence de publication: 2011062401/755/25.

NAGERA S.A., Société de Gestion de Patrimoine Familial, SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1637 Luxembourg, 24-28, rue Goethe.
R.C.S. Luxembourg B 83.199.

Le quorum requis par l'article 67-1 de la loi du 10 août 1915 sur les sociétés commerciales n'ayant pas été atteint lors de l'assemblée générale extraordinaire du 13 mai 2011, l'assemblée n'a pas pu statuer sur l'ordre du jour.

Messieurs les Actionnaires sont priés d'assister à la

DEUXIEME ASSEMBLEE GENERALE EXTRAORDINAIRE

qui se tiendra au siège social de la société à Luxembourg, 24-28, rue Goethe, le mardi *21 juin 2011* à 11.00 heures avec l'ordre du jour suivant:

Ordre du jour:

1. Dissolution de la société;
2. Décharge aux administrateurs et au Commissaire aux comptes;
3. Nomination d'un ou de plusieurs liquidateurs et définition de ses ou de leurs pouvoirs;
4. Divers.

Les décisions sur l'ordre du jour seront prises quelle que soit la portion des actions présentes ou représentées et pour autant qu'au moins les deux tiers des voix des actionnaires présents ou représentés se soient prononcés en faveur de telles décisions.

Le Conseil d'Administration.

Référence de publication: 2011065872/546/22.

Business Contact Holding S.A., Société Anonyme Soparfi.

Siège social: L-1258 Luxembourg, 6, rue Jean-Pierre Brasseur.
R.C.S. Luxembourg B 98.253.

Les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra au 6, rue Jean-Pierre Brasseur L-1258 Luxembourg, le 6 juin 2011 à 14.00 heures, pour délibération sur l'ordre du jour conçu comme suit:

Ordre du jour:

1. Présentation des comptes annuels, du rapport de gestion du Conseil d'Administration et du rapport du Commissaire
2. Approbation des comptes au 31 décembre 2010
3. Affectation du résultat
4. Décharge à donner aux Administrateurs et au Commissaire
5. Divers

Le Conseil d'Administration.

Référence de publication: 2011065126/9378/17.

Les Combes Investments S.A., Société Anonyme.

Capital social: EUR 32.000,00.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 117.612.

The shareholders of the Company are kindly invited to attend the

ORDINARY GENERAL MEETING

of the shareholders of the Company which will be held at 5, rue Guillaume Kroll, L-1882 Luxembourg on 8 June 2011 at 2.00 pm with the following agenda:

Agenda:

1. Presentation and approval of the report of the Statutory Auditor for the accounting year ended December 31, 2010;
2. Presentation and approval of the annual accounts for the accounting year ended December 31, 2010;
3. Allocation of the results of the accounting year ended December 31, 2010;
4. Discharge of the Board of Directors and Statutory Auditor for the accounting year ended December 31, 2010;
5. Discussion upon the continuity of the Company activity;
6. Miscellaneous.

Référence de publication: 2011067490/581/19.

Jockey Holding, Société Anonyme Soparfi.

Siège social: L-1258 Luxembourg, 6, rue Jean-Pierre Brasseur.
R.C.S. Luxembourg B 68.793.

Les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

Qui se tiendra au siège social, L-1258 Luxembourg, 6, rue Jean-Pierre Brasseur, le 6 juin 2011 à 11 heures, pour délibération sur l'ordre du jour conçu comme suit:

Ordre du jour:

1. Présentation des comptes annuels, du rapport de gestion du Conseil d'Administration et du rapport du Commissaire
2. Approbation des comptes au 31 décembre 2010
3. Affectation du résultat
4. Décharge à donner aux Administrateurs et au Commissaire
5. Divers

Le Conseil d'Administration.

Référence de publication: 2011065127/9378/17.

Traviata Holding S.A. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 101.993.

Messieurs les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le 6 juin 2011 à 09.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes portant sur l'exercice se clôturant au 31 décembre 2010;
2. approbation des comptes annuels au 31 décembre 2010;
3. affectation des résultats au 31 décembre 2010;
4. vote spécial conformément à l'article 100, de la loi modifiée du 10 août 1915 sur les sociétés commerciales;
5. décharge aux Administrateurs et au Commissaire aux Comptes;
6. divers.

Le Conseil d'Administration.

Référence de publication: 2011066526/10/18.

Toys Investment S.A., Société Anonyme (en liquidation).

Siège social: L-1420 Luxembourg, 5, avenue Gaston Diderich.

R.C.S. Luxembourg B 77.292.

Mesdames et Messieurs les actionnaires sont invités à assister à

l'ASSEMBLEE GENERALE ORDINAIRE

de la Société TOYS INVESTMENT S.A. (en liquidation) qui se tiendra le 9 juin 2011 à 10.00 heures au 16 Piazza Della Riscossa, CH-6900 Lugano pour délibérer et statuer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapport du liquidateur concernant les exercices se clôturant au 31 décembre 2004, 31 décembre 2005, 31 décembre 2006, 31 décembre 2007, 31 décembre 2008, 31 décembre 2009 et 31 décembre 2010;
2. Approbation du bilan, du compte de profits et pertes et de l'annexe au 31 décembre 2004, 31 décembre 2005, 31 décembre 2006, 31 décembre 2007, 31 décembre 2008, 31 décembre 2009 et 31 décembre 2010;
3. Affectation des résultats;
4. Décharge aux organes sociaux et au liquidateur;
5. Divers.

Luxembourg le 18 mai 2011.

Le liquidateur

Marco Sterzi

Référence de publication: 2011067502/21.

Quilvest, Société Anonyme.

Siège social: L-1660 Luxembourg, 84, Grand-rue.

R.C.S. Luxembourg B 6.091.

Le Conseil d'Administration a l'honneur de convoquer les actionnaires de la Société pour le vendredi 10 juin 2011 à 11.00 heures dans les bureaux de CBP Quilvest S.A., 7, rue Thomas Edison, L-1445 Luxembourg-Strassen en

ASSEMBLEE GENERALE ORDINAIRE

Au cours de l'Assemblée Générale Ordinaire les actionnaires seront appelés à délibérer et voter sur l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration et du Réviseur d'Entreprises et approbation des comptes sur l'exercice 2010.
2. Rapport du Réviseur d'Entreprises sur l'exercice 2010 et approbation des comptes consolidés.
3. Rémunération du Conseil d'Administration.
4. Affectation du résultat.
5. Quitus aux Administrateurs.

6. Rachat d'actions propres.
7. Nomination d'Administrateurs.
8. Nomination du Réviseur d'Entreprises pour les comptes statutaires de la Société.
Nomination du Réviseur d'Entreprises pour les comptes consolidés du Groupe.
9. Vote sur toute autre proposition du Conseil d'Administration.

Les résolutions à l'ordre du jour de l'Assemblée Générale Ordinaire ne requièrent pas de quorum et seront adoptées si elles sont votées par la majorité des actionnaires présents ou représentés.

La documentation de convocation pour l'Assemblée Générale Ordinaire pourra être obtenue, soit au siège social de la Société, soit auprès de notre filiale, QUILVEST Banque Privée, 243, Boulevard Saint-Germain, Paris 7^e, soit auprès de la Dexia Banque Internationale à Luxembourg, 69, route d'Esch, L-2953 Luxembourg.

Pour pouvoir assister à l'Assemblée Générale Ordinaire, les actionnaires sont priés de déposer leurs titres auprès des banques et établissements financiers au Luxembourg ou à l'étranger, ainsi qu'au siège social de la Société jusqu'au 3 juin, date de clôture de la liste de présence.

Les procurations doivent parvenir à la Société à cette date.

La convocation à cette réunion est effectuée conformément à l'art. 19 des statuts.

Le Conseil d'Administration.

Référence de publication: 2011067491/1628/33.

Boduhura Resort S.A., Société Anonyme.

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

R.C.S. Luxembourg B 91.707.

The shareholders are hereby convened to the

ORDINARY SHAREHOLDERS' MEETING

which will be held on *June 9, 2011* at 11.00 a.m. at the registered office, with the following agenda:

Agenda:

1. Management report of the board of directors and report of the supervisory auditor.
2. Approval of the annual accounts as of December 31, 2010.
3. Appropriation of results.
4. Discharge to the directors and to the statutory auditor for the performance of their mandates during the related fiscal year.
5. Decision on the company's dissolution according to article 100 of the amended Corporate Act of August 10, 1915.
6. Sundry.

The board of directors.

Référence de publication: 2011069972/29/18.

Caribe Holding S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 49, boulevard du Prince Henri.

R.C.S. Luxembourg B 75.749.

Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE STATUTAIRE

des actionnaires qui se tiendra le *8 juin 2011* à 11.00 heures au siège social à Luxembourg pour délibérer de l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration et du Commissaire aux Comptes
2. Approbation des bilans, compte de pertes et profits et affectation des résultats au 31.12.2007, 31.12.2008, 31.12.2009 et 31.12.2010
3. Décharge aux administrateurs et au commissaire aux comptes
4. Nominations statutaires
5. Divers

Le Conseil d'Administration.

Référence de publication: 2011069973/788/18.

De Quartes S.A., Société Anonyme.

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.
R.C.S. Luxembourg B 73.387.

Le Conseil d'Administration a l'honneur de convoquer Messieurs les actionnaires par le présent avis, à
l'ASSEMBLEE GENERALE ORDINAIRE
qui aura lieu le 8 juin 2011 à 11.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et du compte de profits et pertes au 31 décembre 2010, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 31 décembre 2010.
4. Nominations statutaires.
5. Divers.

LE CONSEIL D'ADMINISTRATION.

Référence de publication: 2011069975/1023/17.

Chinalux SA, Société Anonyme.

Siège social: L-1470 Luxembourg, 7, route d'Esch.
R.C.S. Luxembourg B 116.256.

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

Qui se tiendra au siège social, en date du 3 juin 2011 à 18 heures, avec l'ordre du jour suivant:

Ordre du jour:

1. Discussion et approbation des comptes annuels arrêtés au 31 décembre 2010 et du compte de résultats.
2. Discussion et approbation du rapport du Commissaire.
3. Octroi de la décharge, telle que requise par la loi, aux Administrateurs et au Commissaire pour les fonctions exercées par ceux-ci dans la société durant l'exercice social qui s'est terminé le 31 décembre 2010.
4. Décision de l'affectation du résultat réalisé au cours de l'exercice écoulé.
5. Remplacement du commissaire aux comptes.
6. Le cas échéant, décision conformément à l'article 100 des LCSC.
7. Divers.

Le conseil d'administration.

Référence de publication: 2011069974/1004/19.

HDV International S.A., Société Anonyme.

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.
R.C.S. Luxembourg B 109.072.

Le Conseil d'Administration a l'honneur de convoquer Messieurs les actionnaires par le présent avis, à
l'ASSEMBLEE GENERALE ORDINAIRE
qui aura lieu le 7 juin 2011 à 14.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et du compte de profits et pertes au 31 décembre 2010, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 31 décembre 2010.
4. Décision de la continuation de la société en relation avec l'article 100 de la législation des sociétés.
5. Nominations statutaires.
6. Divers.

LE CONSEIL D'ADMINISTRATION.

Référence de publication: 2011069976/1023/18.

Hollerich Investment Holding S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.
R.C.S. Luxembourg B 20.324.

Mesdames et Messieurs les actionnaires sont priés d'assister à
l'ASSEMBLEE GENERALE ORDINAIRE
qui se tiendra le vendredi 10 juin 2011 à 10.00 heures au siège social avec pour

Ordre du jour:

- Lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes,
- Approbation des comptes annuels au 31 décembre 2010 et affectation des résultats,
- Quitus à donner aux Administrateurs et au Commissaire aux Comptes.
- Renouvellement du mandat des Administrateurs et du Commissaire aux Comptes.
- Fixation des émoluments du Commissaire aux Comptes.

Pour assister ou être représentés à cette Assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

Le Conseil d'Administration.

Référence de publication: 2011069977/755/18.

Jacky S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 49, boulevard du Prince Henri.
R.C.S. Luxembourg B 99.566.

Messieurs les actionnaires sont priés d'assister à
l'ASSEMBLEE GENERALE STATUTAIRE

des actionnaires qui se tiendra le 8 juin 2011 à 10.00 heures au siège social à Luxembourg pour délibérer de l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration et du Commissaire aux Comptes
2. Approbation des bilans, compte de pertes et profits et affectation des résultats au 31.12.2009 et 31.12.2010
3. Décharge aux administrateurs et au commissaire aux comptes
4. Divers

Le Conseil d'Administration.

Référence de publication: 2011069978/788/16.

Luxembourg Investments Holding S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.
R.C.S. Luxembourg B 20.479.

Mesdames et Messieurs les actionnaires sont priés d'assister à
l'ASSEMBLEE GENERALE ORDINAIRE
qui se tiendra le vendredi 10 juin 2011 à 10.00 heures au siège social avec pour

Ordre du jour:

- Lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes,
- Approbation des comptes annuels au 31 décembre 2010 et affectation des résultats,
- Quitus à donner aux Administrateurs et au Commissaire aux Comptes,
- Renouvellement du mandat des Administrateurs et du Commissaire aux Comptes,
- Fixation des émoluments du Commissaire aux Comptes.

Pour assister ou être représentés à cette Assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

Le Conseil d'Administration.

Référence de publication: 2011069979/755/19.

Mainoria S.A. - SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1724 Luxembourg, 9B, boulevard du Prince Henri.
R.C.S. Luxembourg B 35.627.

Messieurs les actionnaires de la Société Anonyme MAINORIA S.A.-SPF sont priés d'assister à
l'ASSEMBLEE GENERALE ORDINAIRE
qui se tiendra le mardi, 7 juin 2011 à 11.00 heures au siège social de la société à Luxembourg, 9b, bd Prince Henri.

Ordre du jour:

1. Rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation des comptes annuels et affectation des résultats au 31.12.2010.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes.
4. Nominations statutaires.
5. Divers.

Le Conseil d'Administration.

Référence de publication: 2011069980/750/16.

Marimur S.A., Société Anonyme.

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.
R.C.S. Luxembourg B 114.179.

Le Conseil d'Administration a l'honneur de convoquer Messieurs les actionnaires par le présent avis, à
l'ASSEMBLEE GENERALE ORDINAIRE
qui aura lieu le 6 juin 2011 à 10.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et du compte de profits et pertes au 31 décembre 2010, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 31 décembre 2010.
4. Nominations statutaires.
5. Divers.

LE CONSEIL D'ADMINISTRATION.

Référence de publication: 2011069981/1023/17.

MFS Meridian Funds, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 49, avenue J.F. Kennedy.
R.C.S. Luxembourg B 39.346.

We have the pleasure of inviting the Shareholders to attend the

ANNUAL GENERAL MEETING

of Shareholders ("the Meeting") of the MFS Meridian Funds (the "Company"), which will be held on *June 20, 2011* at 10.00 a.m. (Luxembourg time) at the offices of State Street Bank Luxembourg S.A., 49, avenue J.F. Kennedy, L-1855 Luxembourg, with the following agenda:

Agenda:

1. Presentation of the Letter from the Chairman and approval of the Independent Auditor's report for the fiscal year ended January 31, 2011.
2. Approval of the financial statements (including the Balance Sheet, Profit & Loss Account) as of January 31, 2011.
3. Allocation of the net results (including distribution of dividends, where applicable) for the fiscal year ended January 31, 2011.
4. Discharge to be granted to the Directors of the Company for the year ended January 31, 2011. For avoidance of doubt, discharge shall not be granted to the Directors with respect to the performance of their duties from February 1, 2011 until the date of the Annual General Meeting to be held in 2012.
5. Re-election of the following persons as Directors of the Company until the next Annual General Meeting to be held in 2012 or until his or her successor is duly elected and qualified:
Mr. Martin E. Beaulieu

Ms. Maria F. DiOrioDwyer
Ms. Robin A. Stelmach

6. Re-election of Ernst & Young S.A. as Independent Auditor for the fiscal year beginning February 1, 2011 and until the next Annual General Meeting to be held in 2012.
7. Any other business which may be properly brought before the Meeting.

The shareholders are advised that no quorum for the items of the agenda is required and that the decisions will be taken at the majority vote of the shares present or represented at the Meeting. Each share is entitled to one vote. A shareholder may act at any Meeting by proxy. Please note that copies of the Company's financial statements are available free of charge, upon request, by contacting the Fund's registered office at the address noted above or by calling +352-46-40-10-549.

Should you not be able to attend the meeting, kindly date, sign and return the enclosed form of proxy by fax or by mail 48 hours before the Meeting to the attention of Jean-Baptiste Simba.

- Fax number: (+352) 46.40.10.413

- Address: State Street Bank Luxembourg S.A., 49, avenue J.F. Kennedy, L-1855 Luxembourg

By order of the Board of Directors.

Référence de publication: 2011069983/755/38.

Mayfair S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.

R.C.S. Luxembourg B 37.219.

Le Conseil d'Administration a l'honneur de convoquer Messieurs les actionnaires par le présent avis, à
l'ASSEMBLEE GENERALE ORDINAIRE
qui aura lieu le 8 juin 2011 à 10.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et du compte de profits et pertes au 31 décembre 2010, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 31 décembre 2010.
4. Divers.

LE CONSEIL D'ADMINISTRATION.

Référence de publication: 2011069982/1023/16.

Werec Industries S.A., Société Anonyme.

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

R.C.S. Luxembourg B 122.701.

DRAFT TERMS OF DIVISION

The board of directors of the Company (the "Board") has adopted the following draft terms of division (the "Draft Terms"):

1. The New Companies. The Board has decided at its meeting of April 4, 2011 to propose to the shareholders of the Company (the "Shareholders") the division of the Company (the "Division") which will be carried out by the incorporation of two (2) new Luxembourg companies (the "New Companies") namely:

- Werec I & Christiansund S.à.r.l. S.C.A, société en commandite par actions, which will have its registered office at 74, rue de Merl, L-2146 Luxembourg, Grand Duchy of Luxembourg ("Werec I"); and

- Werec II & Trier SG S.à.r.l. S.C.A, a société en commandite par actions, which will have its registered office at 74, rue de Merl, L-2146 Luxembourg, Grand Duchy of Luxembourg ("Werec II").

2. General Meeting of the Shareholders of the Company. At an extraordinary general meeting of shareholders (the "EGM") which will be held before a Luxembourg notary public at the earliest one month following the publication of the present Draft Terms, the shareholders of the Company shall approve the proposed Division, whereby, following its dissolution without liquidation, the Company will, in accordance with articles 288 and 307 of the law of 10th August 1915 on commercial companies, as amended (the "1915 Law"), transfer to the New Companies all of its assets and liabilities as set forth herein.

3. Effective Date of the Division. The Division will be effective from a legal point of view as from the date of the approval thereof by the EGM (the "Effective Date").

4. Exchange ratio of the shares and Terms of the delivery of the shares. All assets and liabilities of the Company mainly consist, as of today, in different participations as well as in loans, cash at bank, capital and reserves, provisions for liabilities and charges as they appear on the interim accounts as of February 22, 2011.

A part of the Company's assets and liabilities will be transferred to Werec I against the issue of 201.170 shares with a par value of EUR 100,00 in Werec I to the Shareholders of the Company. The shares in Werec I will be registered on the Effective Date in the share register of Werec I.

The remaining assets and liabilities will be transferred to Werec II against the issue of 201.170 shares with a par value of EUR 100,00 in Werec II. The shares in Werec II issued to the Shareholders will be registered on the Effective Date in the share register of Werec II.

Any one or the other part of the proposal can still be changed by the EGM approving the Division.

The shares of the Company will be cancelled on the Effective Date of the Division.

5. Date as from which the shares in the New Companies shall carry the right to participate in the profits and Any special conditions relating to that right. The shares of each of the New Companies shall carry the right to participate in any distribution of profit of the respective New Company as from the Effective Date.

6. Date as from which the operations of the Company shall be treated, for accounting purposes, as being carried out on behalf of the New Companies. For accounting purposes, the operations of the Company shall be considered as being carried out for and on behalf of the New Companies as from February 22, 2011.

7. Special advantages. No special advantages will be granted to the experts pursuant to article 294 of the 1915 Law (if any are appointed), to the members of the Board and to the supervisory auditor of the Company nor to the members of the board of directors and the supervisory auditors of the New Companies as a result of the Division.

8. Rights conferred by the New Companies to members having special rights and to the holder of securities other than shares. There are no shareholders or holders of securities other than shares in the Company having special rights.

9. Description and Allocation of the assets and liabilities to be transferred to each of the New Companies. Upon approval of the Division by the EGM, the assets and liabilities of the Company will be allocated as follows between the New Companies:

A. Assets and liabilities allocated to Werec I:

1. The assets allocated et Werec I Will consist of and only of the following:

	Retained Value EUR
- 6.447.059 shares in Leisure Resources International S.A., a société anonyme incorporated under the laws of the Grand-Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés de Luxembourg under the number B 37.044, having its registered office at L-2146 Luxembourg, 74, rue de Merl, with a par value of fifty Euros (EUR 50) each	7.955.738,34
- 99.999 shares in Ziaplent Trier SG S.C.A., a partnership limited by shares company (société commandite par actions), incorporated under the laws of the Grand-Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés de Luxembourg under the number B 110 115, having its registered office at L-2146 Luxembourg, 74, rue de Merl, with a par value of ten Euros (EUR 10) each	10.043.674,56
- 121.600 shares in Laxtron Energias Renovables, S.L., a Sociedad Limitada (société à responsabilité limitée), incorporated under the laws of Spain, registered with the Registro Mercantil de Vizcaya under the number M - 84358274, having its registered office at E- 28006 Madrid, calle Oquendo, 23, with a par value of ten Euros (EUR 10) each	1.257.691,50
- 213 shares in Manuque de Proyectos, S.L., a Sociedad Limitada (société à responsabilité limitée), incorporated under the laws of Spain, registered with the Registro Mercantil de Madrid under the number M-366326, having its registered office at E- 28006 Madrid, calle Zurbano, 76, with a par value of ten Euros (EUR 4.50) each	0,50
- a receivable amounting to EUR 30.627.308,50 against Ziaplent Trier SG S.C.A., a partnership limited by shares company (société commandite par actions), incorporated under the laws of the Grand-Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés de Luxembourg under the number B 110 115, having its registered office at L-2146 Luxembourg, 74, rue de Merl	30.627.308,50
- a receivable amounting to EUR 78.000,00 against Ziaplent Trier SG S.C.A., a partnership limited by shares company (société commandite par actions), incorporated under the laws of the Grand-Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés	78.000,00

de Luxembourg under the number B 110 115, having its registered office at L-2146 Luxembourg, 74, rue de Merl	
- a receivable amounting to EUR 7.500,00 against Signet Investments S.A., a société anonyme, incorporated under the laws of the Grand-Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés de Luxembourg under the number B 64.819, having its registered office at L-2146 Luxembourg, 74, rue de Merl	7.500,00
- a receivable amounting to EUR 1.603.687,14 against Manuque de Projectos, S.L., a Sociedad Limitada (société à responsabilité limitée), incorporated under the laws of Spain, registered with the Registro Mercantil de Madrid under the number M 366326, having its registered office at E- 28006 Madrid, calle Zurbano 76,	1.603.687,14
- a receivable amounting to EUR 3.902,20 against Trier SG S.à r.l., a société à responsabilité limitée, incorporated under the laws of the Grand-Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés de Luxembourg under the number B 109.754, having its registered office at L-1526 Luxembourg, 23, Val Fleuri	3.902,20
- Cash at bank in the amount of EUR 2.386,18	2.386,18
TOTAL ASSETS	51.579.888,92

2. The liabilities allocated to Werek I will consist in and only in the following:

In addition WEREC Industries S.A. has allocated to WEREC I liabilities amounting to EUR 30,50 which are small payments for services received	(30,50)
The net contribution is valued at EUR 51.579.858,42, of which an amount of EUR 2.011.700,00 is allocated to the legal reserve and EUR 29.451.158,42 to a free reserve.	51.579.858,42

B. Assets and liabilities allocated to Werek II:

The assets and liabilities of the Company allocated to Werek II will comprise all assets and liabilities of the Company other than the Company's assets and liabilities already allocated to Werek I.

I. The assets allocated to Werek II will consist of and only of the following:

	Retained Value EUR
- 6.447.059 shares in Leisure Resources International S.A., a société anonyme incorporated under the laws of the Grand-Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés de Luxembourg under the number B 37.044, having its registered office at L-2146 Luxembourg, 74, rue de Merl, with a par value of fifty Euros (EUR 50) each	7.955.738,34
- 99.999 shares in Binigaus Trier SG S.C.A., a partnership limited by shares company (société commandite par actions), incorporated under the laws of the Grand-Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés de Luxembourg under the number B 110 891, having its registered office at L-2146 Luxembourg, 74, rue de Merl, with a par value of ten Euros (EUR 10) each	10.043.674,56
- 121.600 shares in Laxtron Energias Renovables, S.L., a Sociedad Limitada (société à responsabilité limitée), incorporated under the laws of Spain, registered with the Registro Mercantil de Vizcaya under the number M - 84358274, having its registered office at E-28006 Madrid, calle Oquendo, 23, with a par value of ten Euros (EUR 10) each	1.257.691,50
- 213 shares in Manuque de Projectos S.L., a Sociedad Limitada (société à responsabilité limitée), incorporated under the laws of Spain, registered with the Registro Mercantil de Madrid under the number M 366326, having its registered office at E- 28006 Madrid, calle Zurbano, 76, with a par value of ten Euros (EUR 4.50) each	0,50
- a receivable amounting to EUR 30.627.308,50 against Binigaus Trier SG S.C.A., a partnership limited by shares company (société commandite par actions), incorporated under the laws of the Grand-Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés de Luxembourg under the number B 110 891, having its registered office at L-2146 Luxembourg, 74, rue de Merl	30.627.308,50
- a receivable amounting to EUR 78.000,00 against Binigaus Trier SG S.C.A., a partnership limited by shares company (société commandite par actions), incorporated under the laws of the Grand-Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés de Luxembourg under the number B 110 891, having its registered office at L-2146 Luxembourg,	78.000,00

74, rue de Merl	
- a receivable amounting to EUR 7.500,00 against Signet Investments S.A., a société anonyme, incorporated under the laws of the Grand-Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés de Luxembourg under the number B 64.819, having its registered office at L-2146 Luxembourg, 74, rue de Merl	7.500,00
- a receivable amounting to EUR 1.603.687,14 against Manuque de Projectos, S.L., a Sociedad Limitada (société à responsabilité limitée), incorporated under the laws of Spain, registered with the Registro Mercantil de Madrid under the number M-366326, having its registered office at E- 28006 Madrid, calle Zurbano, 76	1.603.687,14
- a receivable amounting to EUR 3.902,21 against Trier SG S.à r.l., a société à responsabilité limitée, incorporated under the laws of the Grand-Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés de Luxembourg under the number B 109.754, having its registered office at L-1526 Luxembourg, 23, Val Fleuri	3.902,21
- Cash at bank in the amount of EUR 2.386,17	2.386,17
TOTAL ASSETS	51.579.888,92

2. The liabilities allocated to Werek II will consist in and only in the following:

In addition WEREC Industries S.A. has allocated to WEREC II. liabilities amounting to EUR 30,50 which are small payments for services received	(30,50)
The net contribution is valued at EUR 51.579.858,42, of which an amount of EUR 2.011.700,00 is allocated to the legal reserve and EUR 29.451.158,42 to a free reserve.	51.579.858,42

10. Article 296 Waiver. Given the overall context of the Division, the Board will request the Shareholders in accordance with article 296 of the 1915 Law to waive their right to receive or have made available to them the directors' report provided for by article 293 and the expert report provided for by article 294, in each case of the 1915 Law.

11. Information about the New Companies. The articles of incorporation of Werek I & Christiansund S.à.r.l. S.C.A. are attached in Schedule 1.

The articles of incorporation of Werek II & Trier SG S.à.r.l. S.C.A. are attached in Schedule 2.

12. Documents available for inspection at the registered office of the Company. The Draft Terms, the annual accounts and the management reports of the Company for the last three financial years namely 2008, 2009 and 2010 as well as an accounting statement drawn up as at a date not earlier than the first day of the third month preceding the date of the Draft Terms are available for inspection by the Shareholders at the Company's registered office.

Luxembourg, April 4, 2011.

For the Board of Directors

M. LIESCH

The present document is worded in English followed by a French version. In case of divergences between the English and the French text, the English version shall prevail.

PROJET DE SCISSION

Le Conseil d'Administration de la Société (le "Conseil") a accepté le projet de Scission qui suit (le "Projet"):

1. Les Nouvelles Sociétés. Le Conseil a décidé lors de sa réunion du 4 avril 2011, de proposer aux actionnaires de la Société (les "Actionnaires") la scission de la Société (la "Scission") qui sera mise en oeuvre par la constitution de deux (2) nouvelles sociétés luxembourgeoises (les "Nouvelles Sociétés") à savoir:

- Werek I & Christiansund S.à.r.l. S.C.A., société en commandite par actions, qui aura son siège social à 74, rue de Merl, L-2146 Luxembourg, Grand Duché de Luxembourg ("Werek I"); et

- Werek II & Trier SG S.à.r.l. S.C.A, a société en commandite par actions, qui aura son siège social à 74, rue de Merl, L-2146 Luxembourg, Grand Duché de Luxembourg ("Werek II").

2. Assemblée générale des Actionnaires de la Société. Lors d'une assemblée générale extraordinaire des actionnaires ("AGE") qui se tiendra devant un notaire luxembourgeois au plus tôt un mois suivant la publication du présent projet, les actionnaires de la Société approuveront le projet de Scission, au moyen duquel, la Société, suite à sa dissolution sans liquidation, transférera aux Nouvelles Sociétés tous ses actifs et passifs, tel que cela est précisé dans les présentes, conformément aux articles 288 et 307 de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la "Loi").

3. Date à laquelle la Scission prendra effet. D'un point de vue juridique, la Scission prendra effet à partir de la date de son approbation par l'AGE (la "Date de Prise d'Effet").

4. Rapport d'échange des actions - Conditions de distribution des actions. Les actifs et les passifs de la Société se composent principalement à ce jour, de participations et de créances, d'avoirs en banque, de capital et de réserves et de provisions pour charges, telles qu'elles sont reprises sur des comptes intermédiaires établis au 22 février 2011.

Une partie des actifs et des passifs de la Société seront transférés à Werec I en contrepartie de l'émission de 201.170 actions d'une valeur nominale de EUR 100,00 dans Werec I aux Actionnaires de la Société. Les actions dans Werec I émises au bénéfice des Actionnaires, seront enregistrées à la "date d'effet" dans le registre des actions de Werec I.

Les actifs et passifs restants seront transférés à Werec II en contrepartie de l'émission de 201.170 actions d'une valeur nominale de EUR 100,00 dans Werec II. Les actions dans Werec II émises au bénéfice des Actionnaires, seront enregistrées à la "date d'effet" dans le registre des actions de Werec II.

Tout ou partie du présent projet peut encore être modifié par l'AGE statuant sur la Scission.

Les actions de la Société seront annulées à la date de Prise d'Effet de la Scission.

5. Date à partir de laquelle les actions des Nouvelles Sociétés donneront le droit de participer aux bénéfices et toutes conditions spécifiques relatives à ce droit. Les actions de chacune des Nouvelles Sociétés donneront le droit de participer à toute distribution de bénéfices des Nouvelles Sociétés respectives, à partir de la Date de Prise d'Effet.

6. Date à partir de laquelle les transactions de la Société seront considérées, à des fins comptables, comme avant été effectuées pour le compte des Nouvelles Sociétés. A des fins comptables, les transactions de la Société seront considérées comme ayant été effectuées au nom et pour le compte des Nouvelles Sociétés à partir du 22 février 2011.

7. Avantages spéciaux. Aucun avantage spécial ne sera accordé ni aux experts en vertu de l'Article 294 de la Loi de 1915 (si des experts sont nommés), ni aux membres du Conseil ni au réviseur d'entreprises de la Société ni aux membres du conseil d'administration et aux réviseurs d'entreprises des Nouvelles Sociétés à la suite de la scission.

8. Droits conférés par les Nouvelles Sociétés aux membres possédant des droits spéciaux et aux détenteurs de titres autres que des actions. Aucun actionnaire ni détenteur de titres autres que des actions de la Société ne possèdent de droits spéciaux.

9. Description et Affectation des actifs et passives à transférer à chacune des Nouvelles Sociétés. Après approbation de la Scission par l'AGE, les actifs et passifs de la société sont alloués aux Nouvelles Sociétés comme suit:

A. Actifs et Passifs alloués à Werec I:

1. Les actifs alloués à Werec I se composent exclusivement comme suit:

	Valeur Retenue EUR
- 6.447.059 actions de Leisure Resources International S.A., une société anonyme de droit luxembourgeois, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 37.044, ayant son siège social à L-2146 Luxembourg, 74, rue de Merl, d'une valeur nominale de cinquante Euros (EUR 50) chacune	7.955.738,34
- 99.999 actions de Ziaplent Trier SG S.C.A., une société commandite par actions de droit luxembourgeois, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 110 115, ayant son siège social à L-2146 Luxembourg, 74, rue de Merl, avec une valeur nominale de dix Euros (EUR 10) chacune	10.043.674,56
- 121.600 actions de Laxtron Energias Renovables, S.L., une société à responsabilité limitée de droit Espagnol, enregistrée au Registre de Commerce de Vizcaya sous le numéro M - 84358274, ayant son siège social à E- 28006 Madrid, calle Oquendo, 23, avec une valeur nominale de dix Euros (EUR 10) chacune	1.257.691,50
- 213 actions de Manuque de Projectos, S.L., une société à responsabilité limitée de droit Espagnol, enregistrée au Registre de Commerce de Madrid sous le numéro M-366326, ayant son siège social à E- 28006 Madrid, calle Zurbano, 76, avec une valeur nominale de quatre Euros et cinquante Cent (EUR 4.50) chacune	0,50
- une créance s'élevant à 30.627.308,50 Euro à l'encontre de Ziaplent Trier SG S.C.A., une société commandite par actions de droit luxembourgeois, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 110 115, ayant son siège social à L-2146 Luxembourg, 74, rue de Merl	30.627.308,50
- une créance s'élevant à 78.000,00 Euro à l'encontre de Ziaplent Trier SG S.C.A., une société commandite par actions de droit luxembourgeois, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 110 115, ayant son siège social à L-2146 Luxembourg, 74, rue de Merl	78.000,00
- une créance de EUR 7.500,00 à l'encontre de Signet Investments S.A., une société anonyme de	7.500,00

droit luxembourgeois, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 64.819, ayant son siège social à L-2146 Luxembourg, 74, rue de Merl	
- une créance de EUR 1.603.687,14 à l'encontre de Manuque de Projectos, S.L., une société à responsabilité limitée de droit Espagnol, enregistrée au Registre de Commerce de Madrid sous le numéro M-366326, ayant son siège social à E- 28006 Madrid, calle Zurbano, 76	1.603.687,14
- une créance de EUR 3.902,20 à l'encontre de Trier SG S.à r.l., une société à responsabilité limitée de droit luxembourgeois, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 109.754, ayant son siège social à 23, Val Fleuri, L-1526 Luxembourg.	3.902,20
- des espèces détenues auprès de la banque pour un montant de EUR 2.386,18	2.386,18
TOTAL ACTIFS	51.579.888,92

2. Les passifs alloués à Werek I se composent exclusivement comme suit:

En plus WEREC Industries S.A. a alloué à WEREC I. des passifs s'élevant à EUR 30,50 qui représentent des paiements pour services reçus	(30,50)
L'apport net est évalué à EUR 51.579.858,42, dont un montant de EUR 2.011.700,00 est affecté à la réserve légale et un montant de EUR 29.451.158,42 est affecté à la réserve libre.	51.579.858,42

B. Actifs et Passifs alloués à Werek II:

Les actifs et passifs de la Société alloués à Werek II, comprendront tous les actifs et passifs autres que ceux déjà alloués à Werek I.

1. Les actifs alloués à Werek II se composent exclusivement comme suit:

	Valeur retenue EUR
- 6.447.059 actions de Leisure Resources International S.A., une société anonyme de droit luxembourgeois, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 37.044, ayant son siège social à L-2146 Luxembourg, 74, rue de Merl, d'une valeur nominale de cinquante Euros (EUR 50) chacune	7.955.738,34
- 99.999 actions de Binigaus Trier SG S.C.A., une société commandite par actions de droit luxembourgeois, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 110 891, ayant son siège social à L-2146 Luxembourg, 74, rue de Merl, avec une valeur nominale de dix Euros (EUR 10) chacune	10.043.674,56
- 121.600 actions de Laxtron Energias Renovables, S.L., une société à responsabilité limitée de droit Espagnol, enregistrée au Registre de Commerce de Vizcaya sous le numéro M - 84358274, ayant son siège social à E- 28006 Madrid, calle Oquendo, 23, avec une valeur nominale de dix Euros (EUR 10) chacune	1.257.691,50
- 213 actions de Manuque de Projectos, S.L., une société à responsabilité limitée de droit Espagnol, enregistrée au Registre de Commerce de Madrid sous le numéro M 366326, ayant son siège social à E- 28006 Madrid, calle Zurbano, 76, avec une valeur nominale de quatre Euros et cinquante Cent (EUR 4,50) chacune	0,50
- une créance s'élevant à 30.627.308,50 Euro à l'encontre de Binigaus Trier SG S.C.A., une société commandite par actions de droit luxembourgeois, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 110 891, ayant son siège social à L-2146 Luxembourg, 74, rue de Merl	30.627.308,50
- une créance s'élevant à 78.000,00 Euro à l'encontre de Binigaus Trier SG S.C.A., une société commandite par actions de droit luxembourgeois, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 110 891, ayant son siège social à L-2146 Luxembourg, 74, rue de Merl	78.000,00
- une créance de EUR 7.500,00 à l'encontre de Signet Investments S.A., une société anonyme de droit luxembourgeois, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 64.819, ayant son siège social à L-2146 Luxembourg, 74, rue de Merl	7.500,00
- une créance de EUR 1.603.687,14 à l'encontre de Manuque de Projectos, S.L., une société à responsabilité limitée de droit Espagnol, enregistrée au Registre de Commerce de Madrid sous le numéro M-366326, ayant son siège social à E- 28006 Madrid, calle Zurbano, 76	1.603.687,14
- une créance de EUR 3.902,21 à l'encontre de Trier SG S.à r.l., une société à responsabilité limitée de droit luxembourgeois, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 109.754, ayant son siège social à 23, Val Fleuri, L-1526 Luxembourg	3.902,21

- des espèces détenues auprès de la banque pour un montant de EUR 2.386,17	2.386,17
TOTAL ACTIFS	51.579.888,92

2. Les passifs alloués à Werek II se composent exclusivement comme suit:

En plus WEREC Industries S.A. a alloué à WEREC II. des passifs s'élevant à

EUR 30,50, qui représentent des paiements pour services reçus (30,50)

L'apport net est évalué à EUR 51.579.858,42, dont un montant de EUR 2.011.700,00 est affecté

à la réserve légale et un montant de EUR 29.451.158,42 a été affecté à la réserve libre. 51.579.858,42

10. Renonciation à l'Article 296. Eu égard au contexte général de la Scission, le Conseil demandera aux Actionnaires, en vertu de l'article 296 de la Loi de 1915, de renoncer à leur droit de recevoir ou d'avoir à disposition le rapport des administrateurs au sens de l'article 293, le rapport de l'expert au sens de l'article 294, dans chaque cas de la Loi de 1915.

11. Informations sur les Nouvelles Sociétés. Les statuts de Werek I & Christiansund S.à.r.l. S.C.A sont joints à l'Annexe 1.

Les statuts de Werek II & Trier SG S.à.r.l. S.C.A sont joints à l'Annexe II.

12. Documents pouvant être consultés au siège social de la Société. Le présent Projet, les comptes annuels et les rapports de gestion de la Société pour les trois derniers exercices sociaux, à savoir 2008, 2009 et 2010, ainsi qu'un état comptable établi au plus tôt le premier jour du troisième mois qui précède la date du Projet pourront être consultés par les Actionnaires au siège social de la Société.

Annex 1

STATUTES

Title I . Denomination, Registered office, Duration, Object

Art. 1^{er}. Denomination. There is hereby established among the subscribers and all these who may become owners of Shares hereafter a Luxembourg société en commandite par actions under the name of "Werek I & Christiansund S.à.r.l. S.C.A." (the "Company") governed by the laws of Luxembourg and these Articles of Incorporation (the "Articles").

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg.

Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a decision of the Manager (as defined in Article 12). Within the same borough, the registered office may be transferred through simple resolution of the Manager.

In the event that the Manager determines that extraordinary political, economical, and/or military events have occurred or are imminent which would interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such provisional measures shall have no effect on the nationality of the Company, which, notwithstanding such temporary transfer, shall remain a Luxembourg company.

Art. 3. Duration. The Company is established for an unlimited period of time. It may be dissolved at any time by a resolution of the shareholders adopted in the manner required for amendment of these Articles.

The Company shall not be dissolved in case the Manager resigns, is liquidated, is declared bankrupt or is unable to continue its business.

Art. 4. Object. The object of the Company is the acquisition of participations in any form whatsoever, in Luxembourg or abroad, in companies, partnerships or enterprises established in any other form and the management of such participations. The Company may in particular acquire by subscription, purchase or in any other manner as well as the transfer by sale, exchange or otherwise of stock and other securities of any kind, bonds, debentures, notes and the ownership, administration, development and management of its portfolio.

The Company may however participate in the establishment and development of any industrial or commercial enterprises.

The Company may borrow in any form. It may issue bonds and debentures and any kind of debt and/or equity securities. The Company may lend the proceeds or such borrowings or bond issues without limitation to its subsidiaries, affiliated companies, partnerships and/or any other entities in which it has an interest or intends to acquire an interest and may give security for any borrowings of bond issues.

In general the Company may take any controlling and supervisory measures and carry out any operation it may deem useful in the accomplishment and development of its purposes.

Title II. Share capital - Shares

Art. 5. Share Capital. The capital of the Company shall be represented by two categories of shares (each, a Category), namely management shares held by the Manager as unlimited liability shareholder (actionnaire commandité) ("Management

Shares") and ordinary shares held by the limited liability shareholders (actionnaires commanditaires) ("Ordinary Shares") of the Company. Ordinary Shares and Management Shares shall be referred to as a "Share" and collectively as the "Shares", whenever the reference to a specific category or class of shares is not justified.

The issued capital of the Company is set at twenty million four hundred and forty-one thousand two hundred Euro (€ 20.441.200) represented by one (1) Management Shares with a nominal value of one hundred (100) and two hundred and four thousand four hundred eleven (204,411) Ordinary Shares with a nominal value of one hundred (100).

The Management Shares shall be held by Christiansund S.à.r.l., as unlimited liability shareholder and as Manager of the Company.

Any available share premium shall be freely distributable.

Art. 6. Shares in registered form. All Shares of the Company shall be issued in registered form.

A share register shall be kept by the Company or by one or more persons designated thereto by the Company, and such share register shall contain the name of each holder of Shares, his residence or elected domicile as indicated to the Company and the number of Shares held by him.

The inscription of the shareholder's name in the share register evidences his right of ownership of such registered Shares.

Shareholders shall provide the Company with an address to be entered into the share register, to which all notices and announcements may be sent. Shareholders may, at any time, change their address as entered into the share register by means of a written notification to the Company.

The Company recognizes only one single owner per Share. If one or more Shares are jointly owned or if the ownership of such Share(s) is disputed, all persons claiming a right to such Share(s) have to appoint one single attorney to represent such Share(s) towards the Company. The failure to appoint such attorney implies a suspension of all rights attached to such Share(s).

Art. 7. Certification of shares. Written confirmation that an entry has been made in the share register will be provided to the shareholders.

The Manager(s) may accept and enter in the share register a transfer on the basis of any appropriated document recording the transfer between the transferor and the transferee.

Art. 8. Shares - Voting Rights. Subject as set forth in these Articles, each Share shall be entitled to one vote at all general meetings of shareholders.

Art. 9. Repurchase of Shares. The Company has the power to repurchase its own Shares at any time within the limitations set forth by law.

Title III. Liability of holders of shares

Art. 10. Management Shares and Ordinary Shares. The holders of Management Shares ("Unlimited Shareholders") are jointly and indefinitely and severally liable for all liabilities of the Company which cannot be met out of the assets of the Company.

The holders of Ordinary Shares (the "Limited Shareholders") shall refrain from acting on behalf of the Company in any manner or capacity other than by exercising their rights as shareholders in general meetings and shall in that capacity only be liable for payment to the Company of the par value and if applicable the issue premium of the shares they subscribe for and hold.

Art. 11. Transfer of Shares. The Management Shares held by the Manager are exclusively transferable to a successor or additional manager with unlimited liability for the Company's financial obligations.

Title IV. Management and Supervision

Art. 12. Management. The Company shall be managed by Christiansund S.à.r.l. (the "Manager") in its capacity as Unlimited Shareholder of the Company.

For its activities as Manager, the Manager may receive from the Company a management fee to be set by the annual general meeting of shareholders.

The Manager may not be removed from his capacity as Manager of the Company without his consent.

Art. 13. Management Powers. The Manager is invested with the broadest power to perform all acts of administration and disposition in compliance with the Company's corporate objects. All powers not expressly reserved by law or the present Articles to the general meeting of shareholders fall within the competence of the Manager.

The Manager shall have the power on behalf and in the name of the Company to carry out any and all of the purposes of the Company and to perform all acts and enter into and perform all contracts and other undertakings that it may deem necessary, advisable or useful or incidental thereto. Except as otherwise expressly provided, the Manager has, and shall have full authority in its discretion to exercise, on behalf of and in the name of the Company, all rights and powers necessary or convenient to carry out the purposes of the Company.

The Manager from time to time may appoint officers or agents of the Company considered necessary for the operation and management of the Company. The officers and/or agents appointed, unless otherwise stipulated in the Articles, shall have the powers and duties given to them by the Manager.

The Manager shall take appropriate action to protect the interests of the Company and its shareholders as a whole. The Manager shall undertake its best endeavours to ensure that the members of the Supervisory Board are granted similar functions in the principal subsidiary or subsidiaries of the Company.

In the event of legal incapacity, liquidation or other permanent situation preventing the Manager from acting as manager of the Company, the Company shall not be dissolved and liquidated, provided the Supervisory Board shall appoint an administrator, who need not to be a shareholder, to effect urgent or mere administrative acts, until a general meeting of shareholders is held, which such administrator shall convene within fifteen days of his appointment. At such general meeting, the shareholders may appoint, in accordance with the quorum and majority requirements for amendment of the Articles, a successor Manager. Failing such appointment, the Company shall be dissolved and liquidated.

Art. 14. Binding Signatures. The Company will be bound towards third parties by the sole signature of the Manager, acting through one or more of its duly authorised signatories as designated by the Manager in its sole discretion, or such person(s) to which such power has been delegated.

Any litigation involving the Company either as plaintiff or as defendant will be handled in the name of the Company by the above mentioned Manager.

Art. 15. Conflict of Interests. No contract or other transaction between the Company and any other company or entity shall be affected or invalidated by the fact that the Manager or any one more of shareholder, managers or officers of the Manager is interested in, or is a shareholder, director, officer or employee of such other company or entity with which the Company shall contract or otherwise engage in business or participate as any affiliate. The Manager or such officers shall not by reasons of such affiliation with such other company or entity be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

Art. 16. Supervisory Board. The operations of the Company are subject to the review and audit by a board of a minimum of three (3) members (the "Supervisory Board") whose members need not be shareholders directors or employees of the Manager or of the principal shareholder of the Manager or any entity in which the Company has a material direct or indirect interest. The Supervisory Board may be consulted by the Manager on such matters as the Manager may determine and no action of the Manager that may, pursuant to applicable law or under the Articles, exceed the powers of the Manager, shall be valid unless authorised by the Supervisory Board.

The Supervisory Board shall have the powers provided for by the law.

The members of the Supervisory Board shall neither participate in, nor interfere with the management of the Company.

The Supervisory Board shall have the general role of overseeing the operations including the financial situation of the Company, as well as the specific powers conferred by these Articles. Its members may inspect, but not remove, the books, accounts, correspondence, minutes and, in general, all the records of the Company.

The Supervisory Board must report to the general meeting of shareholders on the results of the mandate entrusted to them, making such recommendation as they consider fit.

The Supervisory Board may require any information from the independent auditor of the Company as it shall deem fit to fulfil its duties.

The members of the Supervisory Board shall be appointed by a resolution of the general meeting of shareholders which fixes their number, their remuneration as well as the term of their office and which shall not require the approval of the Manager. Members of the Supervisory Board will hold office until their successors are elected. They are re-eligible and they may be removed at any time, with or without cause, by a resolution adopted by the Shareholders' meeting.

In the event of the total number of members of the Supervisory Board falling below three, the Managers shall forthwith convene a Shareholders' meeting in order to fill such vacancy.

The Supervisory Board may elect one of its members as chairman. The Supervisory Board shall be convened by its chairman or by the Manager. A meeting of the Supervisory Board must be convened if any two members so require.

The chairman will preside at all meetings of the Supervisory Board, but in his/her absence the Supervisory Board will appoint another member of the Supervisory Board as chairman pro tempore by vote of the majority present at such meeting.

Written notice of any meeting of the Supervisory Board, indicating the place of the meeting and the agenda thereof, shall be given by letter, telegram, telefaxed letter and any other means of transmission ensuring the authenticity of the document and the identification of its author to all members of the Supervisory Board at least eight (8) days prior to the date set for such meeting, except in urgent circumstances, in which case the nature of such circumstances shall be set forth in the notice of meeting. Notice may be waived by consent in writing, by electronic message or by telefax or any other means of transmission capable of evidencing such waiver. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Supervisory Board.

Any member may act at any meeting of the Supervisory Board by appointing in writing or by telefax or any other means of transmission capable of evidencing such waiver another member as his proxy. A member may represent several of his colleagues.

The Supervisory Board can deliberate or act validly only if at least the majority of the members are present or represented.

Resolutions of the Supervisory Board will be recorded in minutes signed by the chairman of the meeting and by any member of the Supervisory Board or the secretary. The proxies shall remain attached hereto. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two members and by any member of the Supervisory Board or the secretary or by any two members.

Resolutions are taken by a majority vote of the members present or represented.

Resolutions in writing approved and signed by all the members of the Supervisory Board shall have the same effect as resolutions voted at the Supervisory Board meetings; each member shall approve such resolution in writing, by telegram, telex, facsimile or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such resolution has been taken. It can be documented in a single document or in several separate documents having the same content.

Any member of the Supervisory Board may participate in any meeting of the Supervisory Board by conference-call or by any similar means of communication enabling all the persons taking part in the meeting to hear one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting.

Title V. General meetings

Art. 17. Powers and Convening Notice. The general meeting of shareholders shall represent all the shareholders of the Company. Without prejudice of the provisions of Article 13 (Management Powers) of these Articles and to any other powers reserved to the Manager by virtue of law and the present Articles, it shall have the powers to order, carry out or ratify acts relating to the operations of the Company.

General meetings of shareholders shall be convened by the Manager or by the Supervisory Board. A general meeting must be convened if shareholders representing at least one fifth of the Company's capital so require. General meetings of shareholders shall be convened pursuant to a notice given by the Manager setting forth the agenda and sent by registered letter at least eight (8) days prior to the meeting to each shareholder at the shareholder's address recorded in the share register.

Art. 18. Procedure. The annual meeting of shareholders will be held in the City of Luxembourg at the registered office of the Company or at any other place in Luxembourg and before June 30th of each year. The annual general meeting may be held abroad if, in the absolute and final judgment of the Manager, exceptional circumstances so require.

Other meetings of shareholders may be held at such places and times as may be specified in the respective notices of meeting.

If all the shareholders are present or represented at the general meeting of the shareholders and if they state that they have been informed of the agenda of the meeting, the meeting may be held without prior notice.

All shareholders are invited to attend and speak at all general meetings of shareholders. A shareholder may act at any general meeting of shareholders by appointing another person, who need not be a shareholder, as his proxy, in writing, by electronic message or by telefax or any other means of transmission approved by the Manager capable of evidencing such proxy. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting. The general meetings of the shareholders shall be presided by the Manager or by a person designated by the Manager or, if convened by the Supervisory Board, by a person designated by the Supervisory Board. The chairman of the general meeting of shareholders shall appoint a secretary. The general meeting of shareholders may elect a scrutineer to be chosen from the shareholders present or represented. They together form the board of the general meeting of shareholders.

Except as otherwise required by law or as otherwise provided herein, resolutions at the meeting of shareholders duly convened will be passed by an absolute majority of those present and voting.

Art. 19. Ordinary Meetings. The business ordinarily to be considered at a shareholders' meeting shall be the discussion and approval of the annual accounts as presented by the Manager, the consideration and approval of the allocation of the results of the year proposed by the Manager (including without any limitation the distribution of dividends), the appointment, removal and remuneration of members of the Supervisory Board and the discharge to be given to the Manager and to members of the Supervisory Board.

All other business at a general meeting shall only be considered upon a proposal of the Manager unless otherwise provided by law or in these Articles.

Art. 20. Extraordinary General Meeting. Any general meeting of shareholders convened in order to consider a matter that does not fall within the scope of Article 19 (including any proposal to amend the Articles, or to resolve on issues for which the law refers to the conditions required for the amendment of the Articles) shall be convened as an extraor-

dinary general meeting. At any such meeting, the shareholders may only validly deliberate if the quorum required by the law is satisfied.

Resolutions shall be passed by at least two thirds of the votes cast, provided that no resolution at any extraordinary general meeting of shareholders shall be validly passed unless approved by the Manager, unless otherwise provided by law or herein.

Art. 21. Minutes. The minutes of the general meeting of shareholders shall be signed by the board of the meeting. Copies or extracts of these minutes to be produced in judicial proceedings or otherwise shall be signed by the Manager.

Title VI. Accounting year, Allocation of profits

Art. 22. Accounting Year. Each accounting year of the Company shall begin on 1st January and shall terminate on 31st December of the same year.

Art. 23. Accounts, Appropriation of Profits. The Manager shall have the responsibility to establish the annual balance sheet and profit and loss account of the Company in accordance with applicable provisions of law. Such account shall be audited by, or under the supervision of the Supervisory Board and shall be submitted to the shareholders' meeting for approval.

Out of the net profits of each year, an amount equal to five percent (5%) shall be allocated to the legal reserve account. This allocation ceases to be compulsory when such reserve is equal to ten percent (10%) of the issued share capital of the Company.

Out of the balance there may be a distribution to the holders of Shares upon a proposal of the Manager approved by decision of a general meeting of shareholders in accordance with the provisions set forth in these Articles, provided that such distribution cannot exceed the amount proposed by the Manager.

Interim dividends may be declared and paid by the Manager subject to observing the terms and conditions provided for by the law.

The share premium account may be distributed to shareholders upon proposal of the Manager approved by a decision of a general meeting of shareholders. The general meeting of shareholders may, upon a proposal of the Manager, decide to allocate any amount out of the share premium account to the legal reserve account.

Art. 24. Status of limitation. A dividend declared but not paid on a Share during five (5) years cannot thereafter be claimed by the holder of such Share, shall be forfeited by the holder of such Share, and shall revert to the Company.

No interest will be paid on dividends declared and unclaimed which are held by the Company on behalf of shareholders.

Title VII. Dissolution, Liquidation

Art. 25. Appointment of liquidators. In the event of a dissolution of the Company, the liquidation shall be carried out by one liquidator (if a legal entity) or one or more liquidators, (if natural persons) named by the general meeting of shareholders effecting such dissolution upon proposal by the Manager. Such meeting shall determine their powers and their remuneration.

Art. 26. Distribution of liquidation proceeds. The net liquidation proceeds shall be paid to the holders of Ordinary Shares and the holders of the Management Shares in the proportion of their respective holdings on the basis that the Ordinary Shares and the Management Shares shall rank *pari passu*.

Title VIII. General provisions

Art. 27. Applicable law. All matters not governed by these Articles of Incorporation are to be determined in accordance with the law of 10th August 1915 on commercial companies as amended.

STATUTES

Title I. Denomination, Registered office, Duration, Object

Art. 1. Denomination. There is hereby established among the subscribers and all these who may become owners of Shares hereafter a Luxembourg société en commandite par actions under the name of "Werec I & Christiansund S.à.r.l. S.C.A." (the "Company") governed by the laws of Luxembourg and these Articles of Incorporation (the "Articles").

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg.

Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a decision of the Manager (as defined in Article 12). Within the same borough, the registered office may be transferred through simple resolution of the Manager.

In the event that the Manager determines that extraordinary political, economical, and/or military events have occurred or are imminent which would interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad

until the complete cessation of these abnormal circumstances; such provisional measures shall have no effect on the nationality of the Company, which, notwithstanding such temporary transfer, shall remain a Luxembourg company.

Art. 3. Duration. The Company is established for an unlimited period of time. It may be dissolved at any time by a resolution of the shareholders adopted in the manner required for amendment of these Articles.

The Company shall not be dissolved in case the Manager resigns, is liquidated, is declared bankrupt or is unable to continue its business.

Art. 4. Object. The object of the Company is the acquisition of participations in any form whatsoever, in Luxembourg or abroad, in companies, partnerships or enterprises established in any other form and the management of such participations. The Company may in particular acquire by subscription, purchase or in any other manner as well as the transfer by sale, exchange or otherwise of stock and other securities of any kind, bonds, debentures, notes and the ownership, administration, development and management of its portfolio.

The Company may however participate in the establishment and development of any industrial or commercial enterprises.

The Company may borrow in any form. It may issue bonds and debentures and any kind of debt and/or equity securities. The Company may lend the proceeds or such borrowings or bond issues without limitation to its subsidiaries, affiliated companies, partnerships and/or any other entities in which it has an interest or intends to acquire an interest and may give security for any borrowings of bond issues.

In general the Company may take any controlling and supervisory measures and carry out any operation it may deem useful in the accomplishment and development of its purposes.

Title II. Share capital - Shares

Art. 5. Share Capital. The capital of the Company shall be represented by two categories of shares (each, a Category), namely management shares held by the Manager as unlimited liability shareholder (actionnaire commandité) ("Management Shares") and ordinary shares held by the limited liability shareholders (actionnaires commanditaires) ("Ordinary Shares") of the Company. Ordinary Shares and Management Shares shall be referred to as a "Share" and collectively as the "Shares", whenever the reference to a specific category or class of shares is not justified.

The issued capital of the Company is set at twenty million four hundred and forty-one thousand two hundred Euro (€ 20.441.200) represented by one (1) Management Shares with a nominal value of one hundred (100) and two hundred and four thousand four hundred eleven (204,411) Ordinary Shares with a nominal value of one hundred (100).

The Management Shares shall be held by Christiansund S.à.r.l., as unlimited liability shareholder and as Manager of the Company.

Any available share premium shall be freely distributable.

Art. 6. Shares in registered form. All Shares of the Company shall be issued in registered form.

A share register shall be kept by the Company or by one or more persons designated thereto by the Company, and such share register shall contain the name of each holder of Shares, his residence or elected domicile as indicated to the Company and the number of Shares held by him.

The inscription of the shareholder's name in the share register evidences his right of ownership of such registered Shares.

Shareholders shall provide the Company with an address to be entered into the share register, to which all notices and announcements may be sent. Shareholders may, at any time, change their address as entered into the share register by means of a written notification to the Company.

The Company recognizes only one single owner per Share. If one or more Shares are jointly owned or if the ownership of such Share(s) is disputed, all persons claiming a right to such Share(s) have to appoint one single attorney to represent such Share(s) towards the Company. The failure to appoint such attorney implies a suspension of all rights attached to such Share(s).

Art. 7. Certification of shares. Written confirmation that an entry has been made in the share register will be provided to the shareholders.

The Manager(s) may accept and enter in the share register a transfer on the basis of any appropriated document recording the transfer between the transferor and the transferee.

Art. 8. Shares - Voting Rights. Subject as set forth in these Articles, each Share shall be entitled to one vote at all general meetings of shareholders.

Art. 9. Repurchase of Shares. The Company has the power to repurchase its own Shares at any time within the limitations set forth by law.

Title III. Liability of holders of shares

Art. 10. Management Shares and Ordinary Shares. The holders of Management Shares ("Unlimited Shareholders") are jointly and indefinitely and severally liable for all liabilities of the Company which cannot be met out of the assets of the Company.

The holders of Ordinary Shares (the "Limited Shareholders") shall refrain from acting on behalf of the Company in any manner or capacity other than by exercising their rights as shareholders in general meetings and shall in that capacity only be liable for payment to the Company of the par value and if applicable the issue premium of the shares they subscribe for and hold.

Art. 11. Transfer of Shares. The Management Shares held by the Manager are exclusively transferable to a successor or additional manager with unlimited liability for the Company's financial obligations.

Title IV. Management and Supervision

Art. 12. Management. The Company shall be managed by Christiansund S.à.r.l. (the "Manager") in its capacity as Unlimited Shareholder of the Company.

For its activities as Manager, the Manager may receive from the Company a management fee to be set by the annual general meeting of shareholders.

The Manager may not be removed from his capacity as Manager of the Company without his consent.

Art. 13. Management Powers. The Manager is invested with the broadest power to perform all acts of administration and disposition in compliance with the Company's corporate objects. All powers not expressly reserved by law or the present Articles to the general meeting of shareholders fall within the competence of the Manager.

The Manager shall have the power on behalf and in the name of the Company to carry out any and all of the purposes of the Company and to perform all acts and enter into and perform all contracts and other undertakings that it may deem necessary, advisable or useful or incidental thereto. Except as otherwise expressly provided, the Manager has, and shall have full authority in its discretion to exercise, on behalf of and in the name of the Company, all rights and powers necessary or convenient to carry out the purposes of the Company.

The Manager from time to time may appoint officers or agents of the Company considered necessary for the operation and management of the Company. The officers and/or agents appointed, unless otherwise stipulated in the Articles, shall have the powers and duties given to them by the Manager.

The Manager shall take appropriate action to protect the interests of the Company and its shareholders as a whole. The Manager shall undertake its best endeavours to ensure that the members of the Supervisory Board are granted similar functions in the principal subsidiary or subsidiaries of the Company.

In the event of legal incapacity, liquidation or other permanent situation preventing the Manager from acting as manager of the Company, the Company shall not be dissolved and liquidated, provided the Supervisory Board shall appoint an administrator, who need not to be a shareholder, to effect urgent or mere administrative acts, until a general meeting of shareholders is held, which such administrator shall convene within fifteen days of his appointment. At such general meeting, the shareholders may appoint, in accordance with the quorum and majority requirements for amendment of the Articles, a successor Manager. Failing such appointment, the Company shall be dissolved and liquidated.

Art. 14. Binding Signatures. The Company will be bound towards third parties by the sole signature of the Manager, acting through one or more of its duly authorised signatories as designated by the Manager in its sole discretion, or such person(s) to which such power has been delegated.

Any litigation involving the Company either as plaintiff or as defendant will be handled in the name of the Company by the above mentioned Manager.

Art. 15. Conflict of Interests. No contract or other transaction between the Company and any other company or entity shall be affected or invalidated by the fact that the Manager or any one more of shareholder, managers or officers of the Manager is interested in, or is a shareholder, director, officer or employee of such other company or entity with which the Company shall contract or otherwise engage in business or participate as any affiliate. The Manager or such officers shall not by reasons of such affiliation with such other company or entity be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

Art. 16. Supervisory Board. The operations of the Company are subject to the review and audit by a board of a minimum of three (3) members (the "Supervisory Board") whose members need not be shareholders directors or employees of the Manager or of the principal shareholder of the Manager or any entity in which the Company has a material direct or indirect interest. The Supervisory Board may be consulted by the Manager on such matters as the Manager may determine and no action of the Manager that may, pursuant to applicable law or under the Articles, exceed the powers of the Manager, shall be valid unless authorised by the Supervisory Board.

The Supervisory Board shall have the powers provided for by the law.

The members of the Supervisory Board shall neither participate in, nor interfere with the management of the Company.

The Supervisory Board shall have the general role of overseeing the operations including the financial situation of the Company, as well as the specific powers conferred by these Articles. Its members may inspect, but not remove, the books, accounts, correspondence, minutes and, in general, all the records of the Company.

The Supervisory Board must report to the general meeting of shareholders on the results of the mandate entrusted to them, making such recommendation as they consider fit.

The Supervisory Board may require any information from the independent auditor of the Company as it shall deem fit to fulfil its duties.

The members of the Supervisory Board shall be appointed by a resolution of the general meeting of shareholders which fixes their number, their remuneration as well as the term of their office and which shall not require the approval of the Manager. Members of the Supervisory Board will hold office until their successors are elected. They are re-eligible and they may be removed at any time, with or without cause, by a resolution adopted by the Shareholders' meeting.

In the event of the total number of members of the Supervisory Board falling below three, the Managers shall forthwith convene a Shareholders' meeting in order to fill such vacancy.

The Supervisory Board may elect one of its members as chairman. The Supervisory Board shall be convened by its chairman or by the Manager. A meeting of the Supervisory Board must be convened if any two members so require.

The chairman will preside at all meetings of the Supervisory Board, but in his/her absence the Supervisory Board will appoint another member of the Supervisory Board as chairman pro tempore by vote of the majority present at such meeting.

Written notice of any meeting of the Supervisory Board, indicating the place of the meeting and the agenda thereof, shall be given by letter, telegram, telefaxed letter and any other means of transmission ensuring the authenticity of the document and the identification of its author to all members of the Supervisory Board at least eight (8) days prior to the date set for such meeting, except in urgent circumstances, in which case the nature of such circumstances shall be set forth in the notice of meeting. Notice may be waived by consent in writing, by electronic message or by telefax or any other means of transmission capable of evidencing such waiver. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Supervisory Board.

Any member may act at any meeting of the Supervisory Board by appointing in writing or by telefax or any other means of transmission capable of evidencing such waiver another member as his proxy. A member may represent several of his colleagues.

The Supervisory Board can deliberate or act validly only if at least the majority of the members are present or represented.

Resolutions of the Supervisory Board will be recorded in minutes signed by the chairman of the meeting and by any member of the Supervisory Board or the secretary. The proxies shall remain attached hereto. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two members and by any member of the Supervisory Board or the secretary or by any two members.

Resolutions are taken by a majority vote of the members present or represented.

Resolutions in writing approved and signed by all the members of the Supervisory Board shall have the same effect as resolutions voted at the Supervisory Board meetings; each member shall approve such resolution in writing, by telegram, telex, facsimile or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such resolution has been taken. It can be documented in a single document or in several separate documents having the same content.

Any member of the Supervisory Board may participate in any meeting of the Supervisory Board by conference-call or by any similar means of communication enabling all the persons taking part in the meeting to hear one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting.

Title V. General meetings

Art. 17. Powers and Convening Notice. The general meeting of shareholders shall represent all the shareholders of the Company. Without prejudice of the provisions of Article 13 (Management Powers) of these Articles and to any other powers reserved to the Manager by virtue of law and the present Articles, it shall have the powers to order, carry out or ratify acts relating to the operations of the Company.

General meetings of shareholders shall be convened by the Manager or by the Supervisory Board. A general meeting must be convened if shareholders representing at least one fifth of the Company's capital so require. General meetings of shareholders shall be convened pursuant to a notice given by the Manager setting forth the agenda and sent by registered letter at least eight (8) days prior to the meeting to each shareholder at the shareholder's address recorded in the share register.

Art. 18. Procedure. The annual meeting of shareholders will be held in the City of Luxembourg at the registered office of the Company or at any other place in Luxembourg and before June 30th of each year. The annual general meeting may be held abroad if, in the absolute and final judgment of the Manager, exceptional circumstances so require.

Other meetings of shareholders may be held at such places and times as may be specified in the respective notices of meeting.

If all the shareholders are present or represented at the general meeting of the shareholders and if they state that they have been informed of the agenda of the meeting, the meeting may be held without prior notice.

All shareholders are invited to attend and speak at all general meetings of shareholders. A shareholder may act at any general meeting of shareholders by appointing another person, who need not be a shareholder, as his proxy, in writing, by electronic message or by telefax or any other means of transmission approved by the Manager capable of evidencing such proxy. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting. The general meetings of the shareholders shall be presided by the Manager or by a person designated by the Manager or, if convened by the Supervisory Board, by a person designated by the Supervisory Board. The chairman of the general meeting of shareholders shall appoint a secretary. The general meeting of shareholders may elect a scrutineer to be chosen from the shareholders present or represented. They together form the board of the general meeting of shareholders.

Except as otherwise required by law or as otherwise provided herein, resolutions at the meeting of shareholders duly convened will be passed by an absolute majority of those present and voting.

Art. 19. Ordinary Meetings. The business ordinarily to be considered at a shareholders' meeting shall be the discussion and approval of the annual accounts as presented by the Manager, the consideration and approval of the allocation of the results of the year proposed by the Manager (including without any limitation the distribution of dividends), the appointment, removal and remuneration of members of the Supervisory Board and the discharge to be given to the Manager and to members of the Supervisory Board.

All other business at a general meeting shall only be considered upon a proposal of the Manager unless otherwise provided by law or in these Articles.

Art. 20. Extraordinary General Meeting. Any general meeting of shareholders convened in order to consider a matter that does not fall within the scope of Article 19 (including any proposal to amend the Articles, or to resolve on issues for which the law refers to the conditions required for the amendment of the Articles) shall be convened as an extraordinary general meeting. At any such meeting, the shareholders may only validly deliberate if the quorum required by the law is satisfied.

Resolutions shall be passed by at least two thirds of the votes cast, provided that no resolution at any extraordinary general meeting of shareholders shall be validly passed unless approved by the Manager, unless otherwise provided by law or herein.

Art. 21. Minutes. The minutes of the general meeting of shareholders shall be signed by the board of the meeting. Copies or extracts of these minutes to be produced in judicial proceedings or otherwise shall be signed by the Manager.

Title VI. Accounting year, Allocation of profits

Art. 22. Accounting Year. Each accounting year of the Company shall begin on 1st January and shall terminate on 31st December of the same year.

Art. 23. Accounts, Appropriation of Profits. The Manager shall have the responsibility to establish the annual balance sheet and profit and loss account of the Company in accordance with applicable provisions of law. Such account shall be audited by, or under the supervision of the Supervisory Board and shall be submitted to the shareholders' meeting for approval.

Out of the net profits of each year, an amount equal to five percent (5%) shall be allocated to the legal reserve account. This allocation ceases to be compulsory when such reserve is equal to ten percent (10%) of the issued share capital of the Company.

Out of the balance there may be a distribution to the holders of Shares upon a proposal of the Manager approved by decision of a general meeting of shareholders in accordance with the provisions set forth in these Articles, provided that such distribution cannot exceed the amount proposed by the Manager.

Interim dividends may be declared and paid by the Manager subject to observing the terms and conditions provided for by the law.

The share premium account may be distributed to shareholders upon proposal of the Manager approved by a decision of a general meeting of shareholders. The general meeting of shareholders may, upon a proposal of the Manager, decide to allocate any amount out of the share premium account to the legal reserve account.

Art. 24. Status of limitation. A dividend declared but not paid on a Share during five (5) years cannot thereafter be claimed by the holder of such Share, shall be forfeited by the holder of such Share, and shall revert to the Company.

No interest will be paid on dividends declared and unclaimed which are held by the Company on behalf of shareholders.

Title VII. Dissolution, Liquidation

Art. 25. Appointment of liquidators. In the event of a dissolution of the Company, the liquidation shall be carried out by one liquidator (if a legal entity) or one or more liquidators, (if natural persons) named by the general meeting of shareholders effecting such dissolution upon proposal by the Manager. Such meeting shall determine their powers and their remuneration.

Art. 26. Distribution of liquidation proceeds. The net liquidation proceeds shall be paid to the holders of Ordinary Shares and the holders of the Management Shares in the proportion of their respective holdings on the basis that the Ordinary Shares and the Management Shares shall rank pari passu.

Title VIII. General provisions

Art. 27. Applicable law. All matters not governed by these Articles of Incorporation are to be determined in accordance with the law of 10th August 1915 on commercial companies as amended.

Annex 2

STATUTES

Title I. Denomination, Registered office, Duration, Object

Art. 1. Denomination. There is hereby established among the subscribers and all these who may become owners of Shares hereafter a Luxembourg société en commandite par actions under the name of "Werec II & Trier SG S.à.r.l. S.C.A." (the "Company") governed by the laws of Luxembourg and these Articles of Incorporation (the "Articles").

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg.

Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a decision of the Manager (as defined in Article 13). Within the same borough, the registered office may be transferred through simple resolution of the Manager.

In the event that the Manager determines that extraordinary political, economical, and/or military events have occurred or are imminent which would interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such provisional measures shall have no effect on the nationality of the Company, which, notwithstanding such temporary transfer, shall remain a Luxembourg company.

Art. 3. Duration. The Company is established for an unlimited period of time. It may be dissolved at any time by a resolution of the shareholders adopted in the manner required for amendment of these Articles.

The Company shall not be dissolved in case the Manager resigns, is liquidated, is declared bankrupt or is unable to continue its business.

Art. 4. Object. The object of the Company is the acquisition of participations in any form whatsoever, in Luxembourg or abroad, in companies, partnerships or enterprises established in any other form and the management of such participations. The Company may in particular acquire by subscription, purchase or in any other manner as well as the transfer by sale, exchange or otherwise of stock and other securities of any kind, bonds, debentures, notes and the ownership, administration, development and management of its portfolio.

The Company may however participate in the establishment and development of any industrial or commercial enterprises.

The Company may borrow in any form. It may issue bonds and debentures and any kind of debt and/or equity securities. The Company may lend the proceeds or such borrowings or bond issues without limitation to its subsidiaries, affiliated companies, partnerships and/or any other entities in which it has an interest or intends to acquire an interest and may give security for any borrowings of bond issues.

In general the Company may take any controlling and supervisory measures and carry out any operation it may deem useful in the accomplishment and development of its purposes.

Title II. Share capital - Shares

Art. 5. Share Capital. The capital of the Company shall be represented by two categories of shares (each, a Category), namely management shares held by the Manager as unlimited liability shareholder (actionnaire commandité) ("Management Shares") and ordinary shares held by the limited liability shareholders (actionnaires commanditaires) ("Ordinary Shares") of the Company. Ordinary Shares and Management Shares shall be referred to as a "Share" and collectively as the "Shares", whenever the reference to a specific category or class of shares is not justified.

The issued capital of the Company is set at twenty million four hundred and forty-one thousand two hundred Euro (€ 20.441.200) represented by one (1) Management Shares with a nominal value of one hundred (100) and two hundred and four thousand four hundred eleven (204,411) Ordinary Shares with a nominal value of one hundred (100).

The Management Shares shall be held by Trier SG S.à.r.l., as unlimited liability shareholder and as Manager of the Company.

Any available share premium shall be freely distributable.

Art. 6. Shares in registered form. All Shares of the Company shall be issued in registered form.

A share register shall be kept by the Company or by one or more persons designated thereto by the Company, and such share register shall contain the name of each holder of Shares, his residence or elected domicile as indicated to the Company and the number of Shares held by him.

The inscription of the shareholder's name in the share register evidences his right of ownership of such registered Shares.

Shareholders shall provide the Company with an address to be entered into the share register, to which all notices and announcements may be sent. Shareholders may, at any time, change their address as entered into the share register by means of a written notification to the Company.

The Company recognizes only one single owner per Share. If one or more Shares are jointly owned or if the ownership of such Share(s) is disputed, all persons claiming a right to such Share(s) have to appoint one single attorney to represent such Share(s) towards the Company. The failure to appoint such attorney implies a suspension of all rights attached to such Share(s).

Art. 7. Certification of shares. Written confirmation that an entry has been made in the share register will be provided to the shareholders.

The Manager(s) may accept and enter in the share register a transfer on the basis of any appropriated document recording the transfer between the transferor and the transferee.

Art. 8. Shares - Voting Rights. Subject as set forth in these Articles, each Share shall be entitled to one vote at all general meetings of shareholders.

Art. 9. Repurchase of Shares. The Company has the power to repurchase its own Shares at any time within the limitations set forth by law.

Title III. Liability of holders of shares

Art. 10. Management Shares and Ordinary Shares. The holders of Management Shares ("Unlimited Shareholders") are jointly and indefinitely and severally liable for all liabilities of the Company which cannot be met out of the assets of the Company.

The holders of Ordinary Shares (the "Limited Shareholders") shall refrain from acting on behalf of the Company in any manner or capacity other than by exercising their rights as shareholders in general meetings and shall in that capacity only be liable for payment to the Company of the par value and if applicable the issue premium of the shares they subscribe for and hold.

Art. 11. Transfer of Shares. The Management Shares held by the Manager are exclusively transferable to a successor or additional manager with unlimited liability for the Company's financial obligations.

Title IV. Management and Supervision

Art. 12. Management. The Company shall be managed by Trier SG S.à.r.l. (the "Manager") in its capacity as Unlimited Shareholder of the Company.

For its activities as Manager, the Manager may receive from the Company a management fee to be set by the annual general meeting of shareholders.

The Manager may not be removed from his capacity as Manager of the Company without his consent.

Art. 13. Management Powers. The Manager is invested with the broadest power to perform all acts of administration and disposition in compliance with the Company's corporate objects. All powers not expressly reserved by law or the present Articles to the general meeting of shareholders fall within the competence of the Manager.

The Manager shall have the power on behalf and in the name of the Company to carry out any and all of the purposes of the Company and to perform all acts and enter into and perform all contracts and other undertakings that it may deem necessary, advisable or useful or incidental thereto. Except as otherwise expressly provided, the Manager has, and shall have full authority in its discretion to exercise, on behalf of and in the name of the Company, all rights and powers necessary or convenient to carry out the purposes of the Company.

The Manager from time to time may appoint officers or agents of the Company considered necessary for the operation and management of the Company. The officers and/or agents appointed, unless otherwise stipulated in the Articles, shall have the powers and duties given to them by the Manager.

The Manager shall take appropriate action to protect the interests of the Company and its shareholders as a whole. The Manager shall undertake its best endeavours to ensure that the members of the Supervisory Board are granted similar functions in the principal subsidiary or subsidiaries of the Company.

In the event of legal incapacity, liquidation or other permanent situation preventing the Manager from acting as manager of the Company, the Company shall not be dissolved and liquidated, provided the Supervisory Board shall appoint an administrator, who need not to be a shareholder, to effect urgent or mere administrative acts, until a general meeting of shareholders is held, which such administrator shall convene within fifteen days of his appointment. At such general meeting, the shareholders may appoint, in accordance with the quorum and majority requirements for amendment of the Articles, a successor Manager. Failing such appointment, the Company shall be dissolved and liquidated.

Art. 14. Binding Signatures. The Company will be bound towards third parties by the sole signature of the Manager, acting through one or more of its duly authorised signatories as designated by the Manager in its sole discretion, or such person(s) to which such power has been delegated.

Any litigation involving the Company either as plaintiff or as defendant will be handled in the name of the Company by the above mentioned Manager.

Art. 15. Conflict of Interests. No contract or other transaction between the Company and any other company or entity shall be affected or invalidated by the fact that the Manager or any one more of shareholder, managers or officers of the Manager is interested in, or is a shareholder, director, officer or employee of such other company or entity with which the Company shall contract or otherwise engage in business or participate as any affiliate: The Manager or such officers shall not by reasons of such affiliation with such other company or entity be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

Art. 16. Supervisory Board. The operations of the Company are subject to the review and audit by a board of a minimum of three (3) members (the "Supervisory Board") whose members need not be shareholders directors or employees of the Manager or of the principal shareholder of the Manager or any entity in which the Company has a material direct or indirect interest. The Supervisory Board may be consulted by the Manager on such matters as the Manager may determine and no action of the Manager that may, pursuant to applicable law or under the Articles, exceed the powers of the Manager, shall be valid unless authorised by the Supervisory Board.

The Supervisory Board shall have the powers provided for by the law.

The members of the Supervisory Board shall neither participate in, nor interfere with the management of the Company.

The Supervisory Board shall have the general role of overseeing the operations including the financial situation of the Company, as well as the specific powers conferred by these Articles. Its members may inspect, but not remove, the books, accounts, correspondence, minutes and, in general, all the records of the Company.

The Supervisory Board must report to the general meeting of shareholders on the results of the mandate entrusted to them, making such recommendation as they consider fit.

The Supervisory Board may require any information from the independent auditor of the Company as it shall deem fit to fulfil its duties.

The members of the Supervisory Board shall be appointed by a resolution of the general meeting of shareholders which fixes their number, their remuneration as well as the term of their office and which shall not require the approval of the Manager. Members of the Supervisory Board will hold office until their successors are elected. They are re-eligible and they may be removed at any time, with or without cause, by a resolution adopted by the Shareholders' meeting.

In the event of the total number of members of the Supervisory Board falling below three, the Managers shall forthwith convene a Shareholders' meeting in order to fill such vacancy.

The Supervisory Board may elect one of its members as chairman. The Supervisory Board shall be convened by its chairman or by the Manager. A meeting of the Supervisory Board must be convened if any two members so require.

The chairman will preside at all meetings of the Supervisory Board, but in his/her absence the Supervisory Board will appoint another member of the Supervisory Board as chairman pro tempore by vote of the majority present at such meeting.

Written notice of any meeting of the Supervisory Board, indicating the place of the meeting and the agenda thereof, shall be given by letter, telegram, telefaxed letter and any other means of transmission ensuring the authenticity of the document and the identification of its author to all members of the Supervisory Board at least eight (8) days prior to the date set for such meeting, except in urgent circumstances, in which case the nature of such circumstances shall be set forth in the notice of meeting. Notice may be waived by consent in writing, by electronic message or by telefax or any other means of transmission capable of evidencing such waiver. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Supervisory Board.

Any member may act at any meeting of the Supervisory Board by appointing in writing or by telefax or any other means of transmission capable of evidencing such waiver another member as his proxy. A member may represent several of his colleagues.

The Supervisory Board can deliberate or act validly only if at least the majority of the members are present or represented.

Resolutions of the Supervisory Board will be recorded in minutes signed by the chairman of the meeting and by any member of the Supervisory Board or the secretary. The proxies shall remain attached hereto. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two members and by any member of the Supervisory Board or the secretary or by any two members.

Resolutions are taken by a majority vote of the members present or represented.

Resolutions in writing approved and signed by all the members of the Supervisory Board shall have the same effect as resolutions voted at the Supervisory Board meetings; each member shall approve such resolution in writing, by telegram, telex, facsimile or any other similar means of communication. Such approval shall be confirmed in writing and all documents

shall form the record that proves that such resolution has been taken. It can be documented in a single document or in several separate documents having the same content.

Any member of the Supervisory Board may participate in any meeting of the Supervisory Board by conference-call or by any similar means of communication enabling all the persons taking part in the meeting to hear one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting.

Title V. General meetings

Art. 17. Powers and Convening Notice. The general meeting of shareholders shall represent all the shareholders of the Company. Without prejudice of the provisions of Article 13 (Management Powers) of these Articles and to any other powers reserved to the Manager by virtue of law and the present Articles, it shall have the powers to order, carry out or ratify acts relating to the operations of the Company.

General meetings of shareholders shall be convened by the Manager or by the Supervisory Board. A general meeting must be convened if shareholders representing at least one fifth of the Company's capital so require. General meetings of shareholders shall be convened pursuant to a notice given by the Manager setting forth the agenda and sent by registered letter at least eight (8) days prior to the meeting to each shareholder at the shareholder's address recorded in the share register.

Art. 18. Procedure. The annual meeting of shareholders will be held in the City of Luxembourg at the registered office of the Company or at any other place in Luxembourg and before June 30th of each year. The annual general meeting may be held abroad if, in the absolute and final judgment of the Manager, exceptional circumstances so require.

Other meetings of shareholders may be held at such places and times as may be specified in the respective notices of meeting.

If all the shareholders are present or represented at the general meeting of the shareholders and if they state that they have been informed of the agenda of the meeting, the meeting may be held without prior notice.

All shareholders are invited to attend and speak at all general meetings of shareholders. A shareholder may act at any general meeting of shareholders by appointing another person, who need not be a shareholder, as his proxy, in writing, by electronic message or by telefax or any other means of transmission approved by the Manager capable of evidencing such proxy. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting. The general meetings of the shareholders shall be presided by the Manager or by a person designated by the Manager or, if convened by the Supervisory Board, by a person designated by the Supervisory Board. The chairman of the general meeting of shareholders shall appoint a secretary. The general meeting of shareholders may elect a scrutineer to be chosen from the shareholders present or represented. They together form the board of the general meeting of shareholders.

Except as otherwise required by law or as otherwise provided herein, resolutions at the meeting of shareholders duly convened will be passed by an absolute majority of those present and voting.

Art. 19. Ordinary Meetings. The business ordinarily to be considered at a shareholders' meeting shall be the discussion and approval of the annual accounts as presented by the Manager, the consideration and approval of the allocation of the results of the year proposed by the Manager (including without any limitation the distribution of dividends), the appointment, removal and remuneration of members of the Supervisory Board and the discharge to be given to the Manager and to members of the Supervisory Board.

All other business at a general meeting shall only be considered upon a proposal of the Manager unless otherwise provided by law or in these Articles.

Art. 20. Extraordinary General Meeting. Any general meeting of shareholders convened in order to consider a matter that does not fall within the scope of Article 19 (including any proposal to amend the Articles, or to resolve on issues for which the law refers to the conditions required for the amendment of the Articles) shall be convened as an extraordinary general meeting. At any such meeting, the shareholders may only validly deliberate if the quorum required by the law is satisfied.

Resolutions shall be passed by at least two thirds of the votes cast, provided that no resolution at any extraordinary general meeting of shareholders shall be validly passed unless approved by the Manager, unless otherwise provided by law or herein.

Art. 21. Minutes. The minutes of the general meeting of shareholders shall be signed by the board of the meeting. Copies or extracts of these minutes to be produced in judicial proceedings or otherwise shall be signed by the Manager.

Title VI. Accounting year, Allocation of profits

Art. 22. Accounting Year. Each accounting year of the Company shall begin on 1st January and shall terminate on 31st December of the same year.

Art. 23. Accounts, Appropriation of Profits. The Manager shall have the responsibility to establish the annual balance sheet and profit and loss account of the Company in accordance with applicable provisions of law. Such account shall be

audited by, or under the supervision of the Supervisory Board and shall be submitted to the shareholders' meeting for approval.

Out of the net profits of each year, an amount equal to five percent (5%) shall be allocated to the legal reserve account. This allocation ceases to be compulsory when such reserve is equal to ten percent (10%) of the issued share capital of the Company.

Out of the balance there may be a distribution to the holders of Shares upon a proposal of the Manager approved by decision of a general meeting of shareholders in accordance with the provisions set forth in these Articles, provided that such distribution cannot exceed the amount proposed by the Manager.

Interim dividends may be declared and paid by the Manager subject to observing the terms and conditions provided for by the law.

The share premium account may be distributed to shareholders upon proposal of the Manager approved by a decision of a general meeting of shareholders. The general meeting of shareholders may, upon a proposal of the Manager, decide to allocate any amount out of the share premium account to the legal reserve account.

Art. 24. Status of limitation. A dividend declared but not paid on a Share during five (5) years cannot thereafter be claimed by the holder of such Share, shall be forfeited by the holder of such Share, and shall revert to the Company.

No interest will be paid on dividends declared and unclaimed which are held by the Company on behalf of shareholders.

Title VII. Dissolution, Liquidation

Art. 25. Appointment of liquidators. In the event of a dissolution of the Company, the liquidation shall be carried out by one liquidator (if a legal entity) or one or more liquidators, (if natural persons) named by the general meeting of shareholders effecting such dissolution upon proposal by the Manager. Such meeting shall determine their powers and their remuneration.

Art. 26. Distribution of liquidation proceeds. The net liquidation proceeds shall be paid to the holders of Ordinary Shares and the holders of the Management Shares in the proportion of their respective holdings on the basis that the Ordinary Shares and the Management Shares shall rank *pari passu*.

Title VIII. General provisions

Art. 27. Applicable law. All matters not governed by these Articles of Incorporation are to be determined in accordance with the law of 10th August 1915 on commercial companies as amended.

STATUTES

Title I. Denomination, Registered office, Duration, Object

Art. 1. Denomination. There is hereby established among the subscribers and all these who may become owners of Shares hereafter a Luxembourg société en commandite par actions under the name of "Werec II & Trier SG S.à.r.l. S.C.A." (the "Company") governed by the laws of Luxembourg and these Articles of Incorporation (the "Articles").

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg.

Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a decision of the Manager (as defined in Article 13). Within the same borough, the registered office may be transferred through simple resolution of the Manager.

In the event that the Manager determines that extraordinary political, economical, and/or military events have occurred or are imminent which would interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such provisional measures shall have no effect on the nationality of the Company, which, notwithstanding such temporary transfer, shall remain a Luxembourg company.

Art. 3. Duration. The Company is established for an unlimited period of time. It may be dissolved at any time by a resolution of the shareholders adopted in the manner required for amendment of these Articles.

The Company shall not be dissolved in case the Manager resigns, is liquidated, is declared bankrupt or is unable to continue its business.

Art. 4. Object. The object of the Company is the acquisition of participations in any form whatsoever, in Luxembourg or abroad, in companies, partnerships or enterprises established in any other form and the management of such participations. The Company may in particular acquire by subscription, purchase or in any other manner as well as the transfer by sale, exchange or otherwise of stock and other securities of any kind, bonds, debentures, notes and the ownership, administration, development and management of its portfolio.

The Company may however participate in the establishment and development of any industrial or commercial enterprises.

The Company may borrow in any form. It may issue bonds and debentures and any kind of debt and/or equity securities. The Company may lend the proceeds or such borrowings or bond issues without limitation to its subsidiaries, affiliated companies, partnerships and/or any other entities in which it has an interest or intends to acquire an interest and may give security for any borrowings of bond issues.

In general the Company may take any controlling and supervisory measures and carry out any operation it may deem useful in the accomplishment and development of its purposes.

Title II. Share capital - Shares

Art. 5. Share Capital. The capital of the Company shall be represented by two categories of shares (each, a Category), namely management shares held by the Manager as unlimited liability shareholder (actionnaire commandité) ("Management Shares") and ordinary shares held by the limited liability shareholders (actionnaires commanditaires) ("Ordinary Shares") of the Company. Ordinary Shares and Management Shares shall be referred to as a "Share" and collectively as the "Shares", whenever the reference to a specific category or class of shares is not justified.

The issued capital of the Company is set at twenty million four hundred and forty-one thousand two hundred Euro (€ 20.441.200) represented by one (1) Management Shares with a nominal value of one hundred (100) and two hundred and four thousand four hundred eleven (204,411) Ordinary Shares with a nominal value of one hundred (100).

The Management Shares shall be held by Trier SG S.à.r.l., as unlimited liability shareholder and as Manager of the Company.

Any available share premium shall be freely distributable.

Art. 6. Shares in registered form. All Shares of the Company shall be issued in registered form.

A share register shall be kept by the Company or by one or more persons designated thereto by the Company, and such share register shall contain the name of each holder of Shares, his residence or elected domicile as indicated to the Company and the number of Shares held by him.

The inscription of the shareholder's name in the share register evidences his right of ownership of such registered Shares.

Shareholders shall provide the Company with an address to be entered into the share register, to which all notices and announcements may be sent. Shareholders may, at any time, change their address as entered into the share register by means of a written notification to the Company.

The Company recognizes only one single owner per Share. If one or more Shares are jointly owned or if the ownership of such Share(s) is disputed, all persons claiming a right to such Share(s) have to appoint one single attorney to represent such Share(s) towards the Company. The failure to appoint such attorney implies a suspension of all rights attached to such Share(s).

Art. 7. Certification of shares. Written confirmation that an entry has been made in the share register will be provided to the shareholders.

The Manager(s) may accept and enter in the share register a transfer on the basis of any appropriated document recording the transfer between the transferor and the transferee.

Art. 8. Shares - Voting Rights. Subject as set forth in these Articles, each Share shall be entitled to one vote at all general meetings of shareholders.

Art. 9. Repurchase of Shares. The Company has the power to repurchase its own Shares at any time within the limitations set forth by law.

Title III. Liability of holders of shares

Art. 10. Management Shares and Ordinary Shares. The holders of Management Shares ("Unlimited Shareholders") are jointly and indefinitely and severally liable for all liabilities of the Company which cannot be met out of the assets of the Company.

The holders of Ordinary Shares (the "Limited Shareholders") shall refrain from acting on behalf of the Company in any manner or capacity other than by exercising their rights as shareholders in general meetings and shall in that capacity only be liable for payment to the Company of the par value and if applicable the issue premium of the shares they subscribe for and hold.

Art. 11. Transfer of Shares. The Management Shares held by the Manager are exclusively transferable to a successor or additional manager with unlimited liability for the Company's financial obligations.

Title IV. Management and Supervision

Art. 12. Management. The Company shall be managed by Trier SG S.à.r.l. (the "Manager") in its capacity as Unlimited Shareholder of the Company.

For its activities as Manager, the Manager may receive from the Company a management fee to be set by the annual general meeting of shareholders.

The Manager may not be removed from his capacity as Manager of the Company without his consent.

Art. 13. Management Powers. The Manager is invested with the broadest power to perform all acts of administration and disposition in compliance with the Company's corporate objects. All powers not expressly reserved by law or the present Articles to the general meeting of shareholders fall within the competence of the Manager.

The Manager shall have the power on behalf and in the name of the Company to carry out any and all of the purposes of the Company and to perform all acts and enter into and perform all contracts and other undertakings that it may deem necessary, advisable or useful or incidental thereto. Except as otherwise expressly provided, the Manager has, and shall have full authority in its discretion to exercise, on behalf of and in the name of the Company, all rights and powers necessary or convenient to carry out the purposes of the Company.

The Manager from time to time may appoint officers or agents of the Company considered necessary for the operation and management of the Company. The officers and/or agents appointed, unless otherwise stipulated in the Articles, shall have the powers and duties given to them by the Manager.

The Manager shall take appropriate action to protect the interests of the Company and its shareholders as a whole. The Manager shall undertake its best endeavours to ensure that the members of the Supervisory Board are granted similar functions in the principal subsidiary or subsidiaries of the Company.

In the event of legal incapacity, liquidation or other permanent situation preventing the Manager from acting as manager of the Company, the Company shall not be dissolved and liquidated, provided the Supervisory Board shall appoint an administrator, who need not to be a shareholder, to effect urgent or mere administrative acts, until a general meeting of shareholders is held, which such administrator shall convene within fifteen days of his appointment. At such general meeting, the shareholders may appoint, in accordance with the quorum and majority requirements for amendment of the Articles, a successor Manager. Failing such appointment, the Company shall be dissolved and liquidated..

Art. 14. Binding Signatures. The Company will be bound towards third parties by the sole signature of the Manager, acting through one or more of its duly authorised signatories as designated by the Manager in its sole discretion, or such perspn(s) to which such power has been delegated.

Any litigation involving the Company either as plaintiff or as defendant will be handled in the name of the Company by the above mentioned Manager.

Art. 15. Conflict of Interests. No contract or other transaction between the Company and any other company or entity shall be affected or invalidated by the fact that the Manager or any one more of shareholder, managers or officers of the Manager is interested in, or is a shareholder, director, officer or employee of such other company or entity with which the Company shall contract or otherwise engage in business or participate as any affiliate. The Manager or such officers shall not by reasons of such affiliation with such other company or entity be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

Art. 16. Supervisory Board. The operations of the Company are subject to the review and audit by a board of a minimum of three (3) members (the "Supervisory Board") whose members need not be shareholders directors or employees of the Manager or of the principal shareholder of the Manager or any entity in which the Company has a material direct or indirect interest. The Supervisory Board may be consulted by the Manager on such matters as the Manager may determine and no action of the Manager that may, pursuant to applicable law or under the Articles, exceed the powers of the Manager, shall be valid unless authorised by the Supervisory Board.

The Supervisory Board shall have the powers provided for by the law.

The members of the Supervisory Board shall neither participate in, nor interfere with the management of the Company.

The Supervisory Board shall have the general role of overseeing the operations including the financial situation of the Company, as well as the specific powers conferred by these Articles. Its members may inspect, but not remove, the books, accounts, correspondence, minutes and, in general, all the records of the Company.

The Supervisory Board must report to the general meeting of shareholders on the results of the mandate entrusted to them, making such recommendation as they consider fit.

The Supervisory Board may require any information from the independent auditor of the Company as it shall deem fit to fulfil its duties.

The members of the Supervisory Board shall be appointed by a resolution of the general meeting of shareholders which fixes their number, their remuneration as well as the term of their office and which shall not require the approval of the Manager. Members of the Supervisory Board will hold office until their successors are elected. They are re-eligible and they may be removed at any time, with or without cause, by a resolution adopted by the Shareholders' meeting.

In the event of the total number of members of the Supervisory Board falling below three, the Managers shall forthwith convene a Shareholders' meeting in order to fill such vacancy.

The Supervisory Board may elect one of its members as chairman. The Supervisory Board shall be convened by its chairman or by the Manager. A meeting of the Supervisory Board must be convened if any two members so require.

The chairman will preside at all meetings of the Supervisory Board, but in his/her absence the Supervisory Board will appoint another member of the Supervisory Board as chairman pro tempore by vote of the majority present at such meeting.

Written notice of any meeting of the Supervisory Board, indicating the place of the meeting and the agenda thereof, shall be given by letter, telegram, telefaxed letter and any other means of transmission ensuring the authenticity of the document and the identification of its author to all members of the Supervisory Board at least eight (8) days prior to the date set for such meeting, except in urgent circumstances, in which case the nature of such circumstances shall be set forth in the notice of meeting. Notice may be waived by consent in writing, by electronic message or by telefax or any other means of transmission capable of evidencing such waiver. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Supervisory Board.

Any member may act at any meeting of the Supervisory Board by appointing in writing or by telefax or any other means of transmission capable of evidencing such waiver another member as his proxy. A member may represent several of his colleagues.

The Supervisory Board can deliberate or act validly only if at least the majority of the members are present or represented.

Resolutions of the Supervisory Board will be recorded in minutes signed by the chairman of the meeting and by any member of the Supervisory Board or the secretary. The proxies shall remain attached hereto. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two members and by any member of the Supervisory Board or the secretary or by any two members.

Resolutions are taken by a majority vote of the members present or represented.

Resolutions in writing approved and signed by all the members of the Supervisory Board shall have the same effect as resolutions voted at the Supervisory Board meetings; each member shall approve such resolution in writing, by telegram, telex, facsimile or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such resolution has been taken. It can be documented in a single document or in several separate documents having the same content.

Any member of the Supervisory Board may participate in any meeting of the Supervisory Board by conference-call or by any similar means of communication enabling all the persons taking part in the meeting to hear one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting.

Title V. General meetings

Art. 17. Powers and Convening Notice. The general meeting of shareholders shall represent all the shareholders of the Company. Without prejudice of the provisions of Article 13 (Management Powers) of these Articles and to any other powers reserved to the Manager by virtue of law and the present Articles, it shall have the powers to order, carry out or ratify acts relating to the operations of the Company.

General meetings of shareholders shall be convened by the Manager or by the Supervisory Board. A general meeting must be convened if shareholders representing at least one fifth of the Company's capital so require. General meetings of shareholders shall be convened pursuant to a notice given by the Manager setting forth the agenda and sent by registered letter at least eight (8) days prior to the meeting to each shareholder at the shareholder's address recorded in the share register.

Art. 18. Procedure. The annual meeting of shareholders will be held in the City of Luxembourg at the registered office of the Company or at any other place in Luxembourg and before June 30th of each year. The annual general meeting may be held abroad if, in the absolute and final judgment of the Manager, exceptional circumstances so require.

Other meetings of shareholders may be held at such places and times as may be specified in the respective notices of meeting.

If all the shareholders are present or represented at the general meeting of the shareholders and if they state that they have been informed of the agenda of the meeting, the meeting may be held without prior notice.

All shareholders are invited to attend and speak at all general meetings of shareholders. A shareholder may act at any general meeting of shareholders by appointing another person, who need not be a shareholder, as his proxy, in writing, by electronic message or by telefax or any other means of transmission approved by the Manager capable of evidencing such proxy. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting. The general meetings of the shareholders shall be presided by the Manager or by a person designated by the Manager or, if convened by the Supervisory Board, by a person designated by the Supervisory Board. The chairman of the general meeting of shareholders shall appoint a secretary. The general meeting of shareholders may elect a scrutineer to be chosen from the shareholders present or represented. They together form the board of the general meeting of shareholders.

Except as otherwise required by law or as otherwise provided herein, resolutions at the meeting of shareholders duly convened will be passed by an absolute majority of those present and voting.

Art. 19. Ordinary Meetings. The business ordinarily to be considered at a shareholders' meeting shall be the discussion and approval of the annual accounts as presented by the Manager, the consideration and approval of the allocation of the results of the year proposed by the Manager (including without any limitation the distribution of dividends), the appointment, removal and remuneration of members of the Supervisory Board and the discharge to be given to the Manager and to members of the Supervisory Board.

All other business at a general meeting shall only be considered upon a proposal of the Manager unless otherwise provided by law or in these Articles.

Art. 20. Extraordinary General Meeting. Any general meeting of shareholders convened in order to consider a matter that does not fall within the scope of Article 19 (including any proposal to amend the Articles, or to resolve on issues for which the law refers to the conditions required for the amendment of the Articles) shall be convened as an extraordinary general meeting. At any such meeting, the shareholders may only validly deliberate if the quorum required by the law is satisfied.

Resolutions shall be passed by at least two thirds of the votes cast, provided that no resolution at any extraordinary general meeting of shareholders shall be validly passed unless approved by the Manager, unless otherwise provided by law or herein.

Art. 21. Minutes. The minutes of the general meeting of shareholders shall be signed by the board of the meeting. Copies or extracts of these minutes to be produced in judicial proceedings or otherwise shall be signed by the Manager.

Title VI. Accounting year, Allocation of profits

Art. 22. Accounting Year. Each accounting year of the Company shall begin on 1st January and shall terminate on 31st December of the same year.

Art. 23. Accounts, Appropriation of Profits. The Manager shall have the responsibility to establish the annual balance sheet and profit and loss account of the Company in accordance with applicable provisions of law. Such account shall be audited by, or under the supervision of the Supervisory Board and shall be submitted to the shareholders' meeting for approval.

Out of the net profits of each year, an amount equal to five percent (5%) shall be allocated to the legal reserve account. This allocation ceases to be compulsory when such reserve is equal to ten percent (10%) of the issued share capital of the Company.

Out of the balance there may be a distribution to the holders of Shares upon a proposal of the Manager approved by decision of a general meeting of shareholders in accordance with the provisions set forth in these Articles, provided that such distribution cannot exceed the amount proposed by the Manager.

Interim dividends may be declared and paid by the Manager subject to observing the terms and conditions provided for by the law.

The share premium account may be distributed to shareholders upon proposal of the Manager approved by a decision of a general meeting of shareholders. The general meeting of shareholders may, upon a proposal of the Manager, decide to allocate any amount out of the share premium account to the legal reserve account.

Art. 24. Status of limitation. A dividend declared but not paid on a Share during five (5) years cannot thereafter be claimed by the holder of such Share, shall be forfeited by the holder of such Share, and shall revert to the Company.

No interest will be paid on dividends declared and unclaimed which are held by the Company on behalf of shareholders.

Title VII. Dissolution, Liquidation

Art. 25. Appointment of liquidators. In the event of a dissolution of the Company, the liquidation shall be carried out by one liquidator (if a legal entity) or one or more liquidators, (if natural persons) named by the general meeting of shareholders effecting such dissolution upon proposal by the Manager. Such meeting shall determine their powers and their remuneration.

Art. 26. Distribution of liquidation proceeds. The net liquidation proceeds shall be paid to the holders of Ordinary Shares and the holders of the Management Shares in the proportion of their respective holdings on the basis that the Ordinary Shares and the Management Shares shall rank *pari passu*.

Title VIII. General provisions

Art. 27. Applicable law. All matters not governed by these Articles of Incorporation are to be determined in accordance with the law of 10th August 1915 on commercial companies as amended.

Référence de publication: 2011050139/1271.

(110055851) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2011.

Bellux 2004 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 80.000.000,00.

Siège social: L-1724 Luxembourg, 9B, boulevard du Prince Henri.
R.C.S. Luxembourg B 103.293.

Belron OPS S.à r.l., Société à responsabilité limitée.

Capital social: EUR 2.421.012.000,00.

Siège social: L-1724 Luxembourg, 9B, boulevard du Prince Henri.
R.C.S. Luxembourg B 156.240.

Belron International S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 9B, boulevard du Prince Henri.
R.C.S. Luxembourg B 71.640.

Belron NS S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.989.012.000,00.

Siège social: L-1724 Luxembourg, 9B, boulevard du Prince Henri.
R.C.S. Luxembourg B 156.237.

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In the year two thousand and eleven, on the ninth day of the month of May.

Before M^e Martine Schaeffer, notary residing in Luxembourg, Grand Duchy of Luxembourg.

There appeared:

1) Bellux 2004 S.à r.l., a société à responsabilité limitée, with registered office at 9b, boulevard Prince Henri, L-1724 Luxembourg, registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 103 293 (hereafter named "B2004"), incorporated pursuant to a deed of 20 September 2009 of Maître Joseph Elvinger, notary residing in Luxembourg, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 1236 of 2 December 2004 whose articles of incorporation have been amended for the last time on 3 November 2004 pursuant to a deed of Maître Joseph Elvinger, prenamed, published in the Mémorial number 321 of 12 April 2005;

2) Belron OPS S.à r.l., a société à responsabilité limitée, with registered office at 9b, boulevard Prince Henri, L-1724 Luxembourg, registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 156 240 (hereafter named "BOPS"), incorporated pursuant to a deed of 20 October 2010 of Maître Blanche Moutrier, notary residing in Esch-sur-Alzette, Grand Duchy of Luxembourg, published in the Mémorial number 2580 of 26 November 2010 and whose articles of incorporation have been amended for the last time on 8 December 2010 pursuant to a deed of Maître Blanche Mouter, prenamed, published in the Mémorial number 177 of 28 January 2011;

3) Belron International S.A., a société anonyme, with registered office at 9b, boulevard Prince Henri, L-1724 Luxembourg, registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 71 640 (hereafter named "BISA"), incorporated pursuant to a deed of 17 September 1999 of Maître Jean-Joseph Wagner, notary residing in Sanem, Grand Duchy of Luxembourg, published in the Mémorial number 895 of 26 November 1999 and whose articles of incorporation have been amended for the last time on 26 March 2001 pursuant to a deed of Maître Joseph Elvinger, prenamed, published in the Mémorial number 1049 of 22 November 2001;

4) Belron NS S.à r.l., a société à responsabilité limitée, with registered office at 9b, boulevard Prince Henri, L-1724 Luxembourg, registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 156 237 (hereafter named "BNS"), incorporated pursuant to a deed of 20 October 2010 of Maître Blanche Mouter, prenamed, published in the Mémorial number 2575 of 25 November 2010 and whose articles of incorporation have been amended for the last time on 8 December 2010 pursuant to a deed of Maître Blanche Mouter, prenamed, published in the Mémorial number 178 of 28 January 2011;

each represented by Me Antoine Daurel, avocat, residing in Luxembourg, pursuant to proxies dated 5 May 2011, which shall be registered with the present deed.

The appearing parties, represented as stated hereabove, have requested the undersigned notary to record the following merger proposal:

Condition to merger

The present merger proposal is subject to completion of the merger between Carglass Luxembourg S.a r.l., as merged company, and BOPS, as merging company, as described in the merger proposal published in the Memorial number 728 of 15 April 2011, and confirmation thereof before a notary in Luxembourg, prior to one month following the publication of the present merger proposal in the Memorial.

MERGER PROPOSAL

1) Step 1. B2004 intends to merge with and to absorb BOPS. In this respect, the board of managers of B2004 and the board of managers of BOPS approved the merger of B2004 and of BOPS by acquisition by B2004 of BOPS.

2) Step 2. Upon completion of step 1, BISA intends to merge with and to absorb B2004. In this respect, the board of directors of BISA and the board of managers of B2004 approved the merger of BISA and of B2004 by acquisition by BISA of B2004.

3) Step 3: Upon completion of step 2, BNS intends to merge with and to absorb BISA. In this respect, the board of managers of BNS and the board of directors of BISA approved the merger of BNS and of BISA by acquisition by BNS of BISA.

4) Each of B2004 in relation to step 1, BISA in relation to step 2 and BNS in relation to step 3 are hereafter referred to as the "Absorbing Companies", and each of BOPS in relation to step 1, B2004 in relation to step 2 and BISA in relation to step 3 are hereafter referred to as the "Absorbed Companies". Each of the Absorbing Companies and each of Absorbed Companies are hereafter referred to as the "Merging Companies". For the avoidance of doubt, each of the following items 5) to 16) applies to each of steps 1, 2 and 3 in accordance with the sequence described herebefore.

5) Each of the Absorbing Companies holds all the shares in each of the Absorbed Companies.

Consequently, the merger will be accomplished pursuant to articles 278 and following of the law of 10 August 1915 on commercial companies, as amended (the "Law on Commercial Companies").

6) Each merger shall become effective on the first business day following one month after the publication of the present merger proposal in the Mémorial.

7) For accounting purposes, all operations of each of the Absorbed Companies shall be considered as operations of each of the Absorbing Companies as of 1st March 2011.

8) None of the shareholders of the Merging Companies has any special rights and no securities other than shares (parts sociales / actions) have been issued by the Merging Companies.

9) No particular advantages are granted to the managers and/or directors or the auditors or experts (to the extent appointed) of the Merging Companies.

10) The shareholder(s) of each of the Absorbing Companies are entitled to inspect the documents specified under article 267 paragraph (1) a) and b) of the Law on Commercial Companies (namely, (i) the common draft terms of merger and (ii) the annual accounts and the annual reports of the Merging Companies for the last three financial years) during a period of one month starting from the date of publication of the present deed in the Memorial at the registered office of each of the Absorbing Companies; on simple request any shareholder can obtain copies of these documents free of charge.

11) One or more shareholders of each of the Absorbing Companies holding at least 5% of the shares in the subscribed capital are entitled during the period provided for under point 10) to require that a general meeting be called in order to decide whether or not to approve the merger. It is noted that on the date hereof each of the Absorbing Companies has a sole shareholder.

12) Unless a contrary decision by a general meeting of any Merging Company is passed, the merger shall, as set out herebefore, become effective and will ipso jure, as set out under article 274 of the Law on Commercial Companies and point 3) herebefore, with the exception of article 274 paragraph (1) b), have the following consequences in accordance with the sequence of steps 1, 2 and 3 as described herebefore:

a) the universal transfer, both as between each of the Absorbed Companies and each of the Absorbing Companies and vis-à-vis third parties, of all assets and liabilities of each of the Absorbed Companies to each of the Absorbing Companies;

b) each of the Absorbed Companies shall cease to exist; and

c) the cancellation of the shares of each of the Absorbed Companies held by each of the Absorbing Companies.

13) The articles of incorporation of each of the Absorbing Companies shall not be altered as a result of the merger. The share capital of each of the Absorbing Companies shall not be increased as a result of the merger.

14) Each of the Absorbing Companies shall proceed with all formalities necessary or useful in order to give effect to the mergers and the universal transfers of all assets and liabilities of each of the Absorbed Companies in accordance with the sequence of steps 1, 2 and 3 as described herebefore.

15) The mandates of the managers/directors of each of the Absorbed Companies shall end at the effective date of the mergers.

16) The corporate documents relating to each of the Absorbed Companies will be kept at the registered office of BNS, the surviving Absorbing Company, for the period provided for by law.

In accordance with the provisions of article 271 paragraph (2) of the Law on Commercial Companies the undersigned notary certifies the lawfulness of the present merger proposal established in accordance with the Law on Commercial Companies.

The undersigned notary who understands and speaks English acknowledges that, at the request of the parties hereto, this deed is drafted in English, followed by a French translation; at the request of the same parties, in case of divergences between the English and the French version, the English version shall prevail.

Whereof the present deed was drawn up in Luxembourg, on the day herebefore mentioned.

The document having been read to the appearing persons, all known to the notary by their surnames, names, civil status and residences, the said persons signed together with us, the notary, the present original deed.

Suit la traduction française du texte qui précède:

L'an deux mille onze, le neuvième jour du mois de mai.

Par devant Maître Martine Schaeffer, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

Ont comparu:

1) Bellux 2004 S.à r.l., une société à responsabilité limitée ayant son siège social au 9b, boulevard Prince Henri, L-1724 Luxembourg, inscrite auprès du Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 130 2893 (ci-après nommée «B2004»), constituée le 20 septembre 2009 suivant acte reçu de Maître Joseph Elvinger, notaire de résidence à Luxembourg, Grand Duché de Luxembourg, publié au Mémorial C, Recueil des Sociétés et Associations (le «Mémorial») numéro 1236 du 2 décembre 2004 et dont les statuts ont été modifiés pour la dernière fois le 3 novembre 2004 suivant acte reçu de Maître Joseph Elvinger, prénommé, publié au Mémorial numéro 321 du 12 avril 2005;

2) Belron OPS S.à r.l., une société à responsabilité limitée ayant son siège social au 9b, boulevard Prince Henri, L-1724 Luxembourg, inscrite auprès du Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 156 240 (ci-après nommée «BOPS»), constituée le 20 octobre 2010 suivant acte reçu de Me Blanche Mouter, notaire de résidence à Esch-sur-Alzette, Grand Duché de Luxembourg, publié au Mémorial numéro 2580 du 26 novembre 2010, dont les statuts ont été modifiés pour la dernière fois suivant acte reçu de Me Blanche Moutrier, prénommée, le 8 décembre 2010, publié au Mémorial numéro 177 du 28 janvier 2011;

3) Belron International S.A., une société anonyme ayant son siège social au 9b, boulevard Prince Henri, L-1724 Luxembourg, inscrite auprès du Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 71 640 (ci-après nommée «BISA»), constituée le 17 septembre 1999 suivant acte reçu de Maître Jean-Joseph Wagner, notaire de résidence à Sanem, Grand Duché de Luxembourg, publié au Mémorial numéro 895 du 26 novembre 1999 et dont les statuts ont été modifiés pour la dernière fois le 26 mars 2001 suivant acte reçu de Maître Joseph Elvinger, prénommé, publié au Mémorial numéro 1049 du 22 novembre 2001;

4) Belron NS S.à r.l., une société à responsabilité limitée ayant son siège social au 9b, boulevard Prince Henri, L-1724 Luxembourg, inscrite auprès du Registre de Commerce et des Sociétés à Luxembourg sous le numéro ? 156 237 (ci-après nommée «BNS»), constituée le 20 octobre 2010 suivant acte reçu de Maître Blanche Moutrier, notaire de résidence à Esch-sur-Alzette, Grand Duché de Luxembourg, publié au Mémorial numéro 2575 du 25 novembre 2010, dont les statuts ont été modifiés pour la dernière fois le 8 décembre 2010 suivant acte reçu de Maître Blanche Moutrier, prénommée, publié au Mémorial numéro 178 du 28 janvier 2011;

chacune représentée par M^e Antoine Daurel, avocat, demeurant à Luxembourg, en vertu de procurations en date du 5 mai 2011, qui seront enregistrées ensemble avec le présent acte.

Les parties comparantes, ès qualités qu'elles agissent, ont demandé au notaire instrumentant d'acter le projet de fusion comme suit:

Condition préalable

Le présent projet de fusion est soumis à la réalisation de la fusion entre Carglass Luxembourg S.à r.l., en tant que société absorbée, et BOPS, en tant que société absorbante, telle que décrite dans le projet de fusion publié au Mémorial numéro 728 du 15 avril 2011, et confirmation de cette fusion devant un notaire luxembourgeois au plus tard un mois suivant la publication du présent projet de fusion au Mémorial.

PROJET DE FUSION

1) Etape 1: B2004 a l'intention de fusionner par absorption avec BOPS. Dans ce contexte, le conseil de gérance de B2004 et le conseil de gérance de BOPS ont approuvé la fusion de B2004 et de BOPS par absorption de BOPS par B2004.

2) Etape 2: Dès réalisation de l'étape 1, BISA a l'intention de fusionner par absorption avec B2004. Dans ce contexte, le conseil d'administration de BISA et le conseil de gérance de B2004 ont approuvé la fusion de BISA et de B2004 par absorption de B2004 par BISA.

3) Etape 3: Dès réalisation de l'étape 2, BNS a l'intention de fusionner par absorption avec BISA. Dans ce contexte, le conseil de gérance de BNS et le conseil d'administration de BISA ont approuvé la fusion de BNS et de BISA par absorption de BISA par BNS.

4) B2004 dans le cadre de l'étape 1, BISA dans le cadre de l'étape 2 et BNS dans le cadre de l'étape 3 sont désignées ci-après les «Sociétés Absorbantes», et BOPS dans le cadre de l'étape 1, B2004 dans le cadre de l'étape 2 et BISA dans le cadre de l'étape 3 sont désignées ci-après les «Sociétés Absorbées». Chacune des Sociétés Absorbantes et chacune des Sociétés Absorbées sont désignées ci-après les «Sociétés Fusionnantes». Afin d'éviter tout doute, chacun des points 5) à 16) suivants s'applique à chacune des étapes 1, 2 et 3 conformément à la séquence décrite ci-après.

5) Chacune des Sociétés Absorbantes détient toutes les parts sociales de chacune des Sociétés Absorbées.

En conséquence, la fusion sera effectuée sur base des articles 278 et suivants de la loi sur les sociétés commerciales du 10 août 1915, telle que modifiée (la «Loi sur les Sociétés Commerciales»).

6) Chaque fusion sera effective le premier jour ouvrable à compter de l'écoulement d'un délai d'un mois à partir de la publication du présent projet de fusion dans le Mémorial.

7) Du point de vue comptable, toutes les opérations de chacune des Sociétés Absorbées seront considérées accomplies pour le compte de chacune des Sociétés Absorbantes à partir du 1^{er} mars 2011.

8) Aucun des associés / actionnaires des Sociétés Fusionnantes n'a des droits spéciaux et il n'y a pas d'autres titres que des parts sociales / actions qui ont été émis par les Sociétés Fusionnantes.

9) Aucun avantage particulier n'est attribué aux gérants et/ou administrateurs ou réviseurs ou experts (dans la mesure où ils étaient nommés) des Sociétés Fusionnantes.

10) L' / Les associé(s) / actionnaire(s) de chacune des Sociétés Absorbantes auront le droit, pendant une période d'un mois suivant la publication du présent acte au Mémorial, de prendre connaissance des documents mentionnés à l'article 267 paragraphe (1) a) et b) de la Loi sur les Sociétés Commerciales (à savoir, (i) le projet commun de fusion et (ii) les comptes annuels et les rapports de gestion des Sociétés Fusionnantes des trois derniers exercices comptables) au siège social de chacune des Sociétés Absorbantes; les associés sont autorisés à recevoir copie de ces documents sans frais sur simple demande.

11) Un ou plusieurs associés / actionnaires de chacune des Sociétés Absorbantes détenant au moins 5% des parts sociales / actions auront le droit de requérir, pendant la période prévue sous le point 10), qu'une assemblée générale soit convoquée afin de statuer sur l'approbation de la fusion. Il est constaté qu'à la date des présentes chacune des Sociétés Absorbantes est détenue par un associé / actionnaire unique.

12) Sous réserve d'une décision contraire de l'assemblée générale de toute Société Fusionnante, la fusion, comme précédemment mentionné, sera effective et entraînera ipso jure, tel que mentionné à l'article 274 de la Loi sur les Sociétés Commerciales et du point 3) ci-dessus, avec exception de l'article 274 (1) b), les effets suivants conformément à la séquence des étapes 1, 2 et 3 telles que décrites ci-avant:

a) la transmission universelle, tant entre chacune des Sociétés Absorbées et chacune des Sociétés Absorbantes qu'à l'égard des tiers, de l'ensemble du patrimoine actif et passif de chacune des Sociétés Absorbées à chacune des Sociétés Absorbantes;

b) chacune des Sociétés Absorbées cesse d'exister; et

c) l'annulation des parts sociales / actions de chacune des Sociétés Absorbées, détenues par chacune des Sociétés Absorbantes.

13) Les statuts de chacune des Sociétés Absorbantes ne seront pas modifiés en conséquence de la fusion. Le capital social de chacune des Sociétés Absorbantes ne sera pas augmenté en conséquence de la fusion.

14) Chacune des Sociétés Absorbantes procédera à toutes les formalités nécessaires ou utiles afin de donner effet à la fusion et à la transmission universelle de l'ensemble du patrimoine actif et passif de chacune des Sociétés Absorbées conformément à la séquence des étapes 1, 2 et 3 telles que décrites ci-avant.

15) Les mandats des gérants / administrateurs de chacune des Sociétés Absorbées prendront fin à la date effective des fusions.

16) Les livres et documents de chacune des Sociétés Absorbantes seront conservés au siège social de BNS, la Société Absorbante survivante, pendant le délai prévu par la loi.

Conformément à l'article 271 paragraphe (2) de la Loi sur les Sociétés Commerciales, le notaire instrumentant atteste la légalité du, présent: projet, de fusion établi conformément à la Loi sur les Sociétés Commerciales,

Le notaire instrumentant, qui comprend et parle l'anglais, déclare par les présentes qu'à la demande des parties comparantes le présent acte est rédigé en anglais suivi d'une traduction française; à la demande des mêmes parties comparantes, en cas de divergences entre la version anglaise et la version française, la version anglaise fera foi.

En foi de quoi le présent acte a été rédigé à Luxembourg à la date indiquée au début des présentes.

Le document ayant été lu, aux comparants, qui sont connus du notaire de par leur nom, prénom, statut civil et résidence, les Comparants ont signé avec Nous notaire l'original de cet acte.

Signé: A. Daurel et M. Schaeffer.

Enregistré à Luxembourg A.C., le 12 mai 2011. LAC/2011/21649. Reçu douze euros (12,- €).

Le Receveur (signé): Francis Sandt.

POUR EXPEDITION CONFORME, délivrée à la demande, de la prédite société, aux fins: d'inscription au Registre de Commerce.

Luxembourg, le 16 mai 2011.

Martine SCHAEFFER.

Référence de publication: 2011068287/222.

(110075595) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 mai 2011.

Braunfinanz, Société Anonyme.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 54.240.

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *1^{er} juin 2011* à 10.00 heures à l'adresse du siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation des comptes annuels et des rapports du conseil d'administration et du commissaire aux comptes.
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2011063845/534/15.

NYLOF, société de gestion de patrimoine familial, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 4.573.

Mesdames et Messieurs les actionnaires sont priés d'assister à une

ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra jeudi, *9 juin 2011* à 13.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du conseil d'administration et rapport du commissaire.
2. Approbation des comptes annuels au 31 décembre 2010.
3. Affectation des résultats au 31 décembre 2010.
4. Décharge aux administrateurs et au commissaire quant à l'exercice sous revue.
5. Démission de M. Hugo FROMENT de son mandat d'administrateur et décharge.
6. Nomination de M. Jacques CLAEYS, administrateur de sociétés, né à Namur (Belgique), le 29 septembre 1952, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, comme administrateur jusqu'à l'issue de l'assemblée générale statutaire de 2012.
7. Divers.

Le conseil d'administration.

Référence de publication: 2011069984/29/21.

Soparlec Spf S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.
R.C.S. Luxembourg B 30.482.

Messieurs les Actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

de la société qui se tiendra le *09.06.2011* à 14.30 heures au siège avec pour

Ordre du jour:

- Rapports du Conseil d'Administration et du Commissaire;
- Approbation du Bilan et du compte de Profits et Pertes arrêtés au 31.12.2010;
- Affectation du résultat au 31.12.2010;
- Quitus aux administrateurs et au commissaire;
- Divers.

Pour assister à cette Assemblée, Messieurs les Actionnaires, sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au Siège Social.

LE CONSEIL D'ADMINISTRATION.

Référence de publication: 2011069985/18.

Thalan S.A., SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1116 Luxembourg, 6, rue Adolphe.
R.C.S. Luxembourg B 149.023.

Les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra au siège social 6, rue Adolphe, L-1116 Luxembourg, le 9 juin 2011 à 9.30 heures, pour délibérer sur l'ordre du jour conçu comme suit:

Ordre du jour:

1. Présentation des comptes annuels, du rapport du conseil d'administration et du rapport du commissaire aux comptes pour l'exercice clos au 31 décembre 2010,
2. Approbation des comptes annuels au 31 décembre 2010 et affectation du résultat,
3. Décharge à donner aux administrateurs et au commissaire aux comptes,
4. Nominations statutaires,
5. Divers.

Le Conseil d'administration.

Référence de publication: 2011069986/833/18.

Venezuela Investment Company S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 49, boulevard du Prince Henri.
R.C.S. Luxembourg B 75.780.

Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE STATUTAIRE

des actionnaires qui se tiendra le 8 juin 2011 à 10.00 heures au siège social à Luxembourg pour délibérer de l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration et du Commissaire aux Comptes
2. Approbation des bilans, compte de pertes et profits et affectation des résultats aux 31.12.2009 et 31.12.2010
3. Décharge aux administrateurs et au commissaire aux comptes
4. Nominations statutaires
5. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi du 10 août 1915
6. Divers

Le Conseil d'Administration.

Référence de publication: 2011069987/788/19.

Broad Development S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.
R.C.S. Luxembourg B 88.224.

Messieurs les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le 30 mai 2011 à 17.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes portant sur l'exercice se clôturant au 31 décembre 2010;
2. approbation des comptes annuels au 31 décembre 2010;
3. affectation des résultats au 31 décembre 2010;
4. vote spécial conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales;
5. décharge aux Administrateurs et au Commissaire aux Comptes;
6. divers.

Le Conseil d'Administration.

Référence de publication: 2011052611/10/18.

LS Alloys, Société Anonyme.

Siège social: L-8440 Steinfort, 71, route de Luxembourg.
R.C.S. Luxembourg B 82.463.

Mesdames, Messieurs les actionnaires sont invités à assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra au siège social, le mardi 14 juin 2011 à 11 heures avec l'ordre du jour suivant :

Ordre du jour:

- Rapport de gestion du conseil d'administration sur les opérations de l'exercice 2010;
- Approbation des comptes 2010;
- Affectation du résultat;
- Décharges à donner aux administrateurs;
- Décharges à donner au Réviseur d'Entreprise;
- Divers.

Aucun quorum n'est requis pour la tenue de cette assemblée. Les décisions de l'assemblée seront prises à la majorité simple des actionnaires présents ou représentés votants.

Le Conseil d'Administration.

Référence de publication: 2011053901/19.

Air Services Finances, Société Anonyme.

Siège social: L-1470 Luxembourg, 7, route d'Esch.
R.C.S. Luxembourg B 74.909.

Messieurs les Actionnaires, sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra au siège social, en date du 3 juin 2011 à 11 heures, avec l'ordre du jour suivant :

Ordre du jour:

1. Discussion et approbation des comptes annuels arrêtés au 31 décembre 2010.
2. Discussion et approbation du rapport du Commissaire.
3. Octroi de la décharge, telle que requise par la loi, aux Administrateurs et au Commissaire pour les fonctions exercées par ceux-ci dans la société durant l'exercice social qui s'est terminé le 31 décembre 2010.
4. Décision de l'affectation du résultat réalisé au cours de l'exercice écoulé.
5. Le cas échéant, décision conformément à l'article 100 des LCSC.
6. Divers.

Le conseil d'administration.

Référence de publication: 2011057591/1004/18.

Adamas S.A., Société Anonyme.

Siège social: L-1470 Luxembourg, 7, route d'Esch.
R.C.S. Luxembourg B 33.450.

Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

Qui se tiendra au siège social en date du 1^{er} juin 2011 à 11 heures avec l'ordre du jour suivant :

Ordre du jour:

- a. Discussion et approbation des comptes annuels arrêtés au 31 décembre 2010.
- b. Discussion et approbation du rapport du Commissaire.
- c. Octroi de la décharge, telle que requise par la loi, aux Administrateurs et au Commissaire pour les fonctions exercées par ceux-ci dans la société durant l'exercice social qui s'est terminé le 31 décembre 2010.
- d. Décision de l'affectation du résultat réalisé au cours de l'exercice écoulé.
- e. Décision conformément à l'article 100 des L.C.S.C., le cas échéant.
- f. Divers

Le conseil d'administration.

Référence de publication: 2011057592/1004/18.

Prodex S.A., Société Anonyme.

Siège social: L-2314 Luxembourg, 2A, place de Paris.
R.C.S. Luxembourg B 62.484.

Messieurs les actionnaires sont priés de bien vouloir assister à

L'ASSEMBLEE GENERALE EXTRAORDINAIRE

qui se tiendra le *31 mai 2011* à 14h30 heures à l'étude de Maître Paul Decker, 3, rue Nicolas Welter L- 2740 Luxembourg avec l'ordre du jour suivant:

Ordre du jour:

1. Décision de mettre la société PRODEX S.A en liquidation
2. Nomination d'un liquidateur et détermination de ses pouvoirs
3. Divers

Le conseil d'administration.

Référence de publication: 2011057000/15.

2512 H S.A., Société Anonyme.

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.
R.C.S. Luxembourg B 152.678.

Mesdames et Messieurs les actionnaires sont priés d'assister à

L'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le mercredi *1^{er} juin 2011* à 14.00 heures au siège social avec pour

Ordre du jour:

- Lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes,
- Approbation des comptes annuels au 31 décembre 2010 et affectation des résultats,
- Quitus à donner aux Administrateurs et au Commissaire aux Comptes,
- Nominations statutaires,
- Fixation des émoluments du Commissaire aux Comptes.

Pour assister ou être représentés à cette Assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

Le Conseil d'Administration.

Référence de publication: 2011061847/755/18.

AC Technologies, Société Anonyme.

Siège social: L-9970 Leithum, 2, Driicht.
R.C.S. Luxembourg B 107.060.

Die Damen und Herren Aktionäre werden eingeladen zur

ORDENTLICHEN GENERALVERSAMMLUNG

welche stattfinden wird in L-2146 Luxembourg, 63-65, rue de Merl, am Freitag den *27. Mai 2011*, um 13.00 Uhr mit folgender Tagesordnung:

Tagesordnung:

1. Verlesen des Jahresabschlusses per 31. Dezember 2010;
2. Verlesen des Berichts des Verwaltungsrates betreffend das Geschäftsjahr 2010;
3. Verlesen des Berichts des Kommissars betreffend das Geschäftsjahr 2010;
4. Verabschiedung des Jahresabschlusses;
5. Ergebnisverwendung;
6. Entlastung des Verwaltungsrates und des Kommissars;
7. Statutarische Ernennungen;
8. Beschlussfassung über die eventuelle Auflösung der Gesellschaft;
9. Verschiedenes

Der Verwaltungsrat.

Référence de publication: 2011058769/21.

Peculium Holding S.A., Société Anonyme.

Siège social: L-1258 Luxembourg, 6, rue Jean-Pierre Brasseur.

R.C.S. Luxembourg B 64.242.

Les actionnaires sont priés d'assister à:

L'ASSEMBLEE GENERALE ORDINAIRE

Qui se tiendra au siège social, L-1258 Luxembourg, 6, rue Jean-Pierre Brasseur, le lundi 30 mai 2011 à 10.00 heures, pour délibération sur l'ordre du jour conçu comme suit :

Ordre du jour:

1. Présentation des comptes annuels, du rapport de gestion du Conseil d'Administration et du rapport du Commissaire
2. Approbation des comptes au 31 décembre 2010
3. Affectation du résultat
4. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi du 10 août 1915 sur les sociétés commerciales
5. Décharge à donner aux Administrateurs et au Commissaire
6. Divers

Le Conseil d'Administration.

Référence de publication: 2011059274/19.

Bersy S.A., Société Anonyme.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 55.219.

Messieurs les actionnaires sont priés d'assister à:

L'ASSEMBLEE GENERALE ORDINAIRE

qui aura lieu le 30 mai 2011 à 11.00 heures au 5, rue Guillaume Kroll, L-1882 Luxembourg, avec l'ordre du jour suivant :

Ordre du jour:

1. Presentation and approval of the annual accounts of the Company for the year ended December 31, 2010 and of the report of the statutory auditor;
2. Allocation of the results;
3. Discharge of the Board of Directors and Statutory Auditor for the accounting year ended December 31, 2010;
4. Statutory elections
5. Miscellaneous

Référence de publication: 2011060963/581/16.

Oyster, Société d'Investissement à Capital Variable.

Siège social: L-1470 Luxembourg, 69, route d'Esch.

R.C.S. Luxembourg B 55.740.

L'Assemblée Générale Ordinaire convoquée le 21 avril 2011 n'ayant pu valablement délibérer faute de quorum sur l'élection du Conseil d'Administration, une

SECONDE ASSEMBLEE GENERALE

des actionnaires (" l'Assemblée ") de OYSTER aura lieu au siège social de la société le 3 juin 2011 à 15.00 heures

Ordre du jour:

1. Election du Conseil d'Administration pour l'exercice 2011:
 - M. Alfredo Piacentini;
 - M. Massimo Paolo Gentili;
 - M. Régis Deymié;
 - Me Claude Kremer.

Les Administrateurs mentionnés ci-dessus sont tous proposés par les détenteurs d'actions de la Classe P conformément aux statuts de la Sicav. Une liste complète des Administrateurs proposés à l'élection par les détenteurs d'actions de la Classe P et, le cas échéant par tout autre actionnaire, est disponible au siège social de la Sicav.

2. Divers.

Les actionnaires sont informés que les points à l'ordre du jour de l'Assemblée Générale ne requièrent aucun quorum et que la décision concernant l'élection du Conseil d'Administration sera prise par vote favorable d'au moins deux tiers des voix des actions présentes ou représentées à l'assemblée.

Les actionnaires qui désirent assister personnellement à l'Assemblée sont priés, pour des raisons d'organisation, de s'inscrire jusqu'au 1 juin 2011 auprès de OYSTER, 69, route d'Esch, L-1470 Luxembourg c/o 14, porte de France, L-4360 Esch-sur-Alzette, à l'attention de Fund Corporate Services - Domiciliation (Fax N° +352 / 2460-3331).

OYSTER

CONSEIL D'ADMINISTRATION

Référence de publication: 2011060048/755/28.

Cnig S.A., Société Anonyme.

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.

R.C.S. Luxembourg B 102.307.

Mesdames et Messieurs les actionnaires sont priés d'assister à

L'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le mercredi *1er juin 2011* à 10.15 heures au siège social avec pour

Ordre du jour:

- Lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes,
- Approbation des comptes annuels au 31 décembre 2010 et affectation des résultats,
- Quitus à donner aux Administrateurs et au Commissaire aux Comptes,
- Décision à prendre quant à la poursuite de l'activité de la société,
- Nominations statutaires,
- Fixation des émoluments du commissaire aux comptes.

Pour assister ou être représentés à cette Assemblée, Mesdames et Messieurs les actionnaires sont priés de déposer leurs titres cinq jours francs avant l'Assemblée au siège social.

Le Conseil d'Administration.

Référence de publication: 2011062398/755/19.

Asian Capital Holdings Fund, Société d'Investissement à Capital Variable.

Siège social: L-2535 Luxembourg, 20, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 43.100.

You are hereby convened to assist at the

ANNUAL GENERAL MEETING

of Shareholders ("AGM") of Asian Capital Holdings Fund (the "Corporation") on *30 May 2011* at 3:30 p.m. to be held at the registered office at 20 Boulevard Emmanuel Servais, L-2535 Luxembourg, to deliberate and vote on the following:

Agenda:

1. Report of the Board of Directors for the fiscal year ended on 31 December 2010.
2. Report of the Auditor for the fiscal year ended on 31 December 2010.
3. Approval of the Financial Statements for the fiscal year ended on 31 December 2010.
4. Allocation of the net result of the sub-funds ACH and CHINA for the fiscal year ended on 31 December 2010:
 - USD 0.25 per Class A share
 - EUR 0.17 per Class B share
5. Discharge of the Directors from their duties for the fiscal year ended on 31 December 2010.
6. Appointment of the Directors for a period ending with the Annual General Meeting of Shareholders to be held in 2012:
 - Mr. John ALEXANDER
 - Mr. Sylvain RODITI
 - Mr. Richard KATZ
 - Mr. Dirk WIEDMANN
 - Mr. Geoffroy LINARD DE GUERTECHIN
 - Mr. Dick VAN OMMEREN
 - Mr. Lionel AESCHLIMANN, subject to the CSSF's nihil obstat
7. Appointment of Deloitte S.A., Luxembourg, as "Réviseur d'entreprises agréé" for a period ending with the Annual General Meeting of Shareholders to be held in 2012.
8. Any other business.

There is no quorum required for this meeting and the resolutions will be passed by a simple majority of the votes cast. Shareholders may vote in person or by proxy.

Shareholders who are not able to attend this AGM, are kindly requested to execute the enclosed proxy form and return it duly signed to Mrs. Nathalie SCHROEDER at Banque Privée Edmond de Rothschild Europe, 20 Boulevard Emmanuel Servais, L-2535 Luxembourg (fax number 00352 24 88 8491). To be valid proxy should be received in Luxembourg by the Corporation before noon (Luxembourg time) on 30 May 2011.

Luxembourg, 12 May 2011.

For and on behalf of the Board of Directors .

Référence de publication: 2011064385/755/37.

Universal Invest, Société d'Investissement à Capital Variable.

Siège social: L-1150 Luxembourg, 287, route d'Arlon.

R.C.S. Luxembourg B 47.025.

Le Conseil d'Administration a l'honneur de convoquer les Actionnaires de la Sicav UNIVERSAL INVEST à
l'ASSEMBLEE GENERALE ORDINAIRE
qui se tiendra le mercredi 1^{er} juin 2011 à 14 heures, au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration et du Réviseur d'Entreprises
2. Approbation des comptes annuels et affectation des résultats au 31 mars 2011
3. Décharge à donner aux Administrateurs et au Réviseur d'Entreprises pour l'exercice se clôturant au 31 mars 2011
4. Election des Administrateurs et du Réviseur d'Entreprises
5. Divers.

Pour pouvoir assister à la présente Assemblée, les détenteurs d'actions au porteur doivent déposer leurs actions, au moins cinq jours francs avant l'Assemblée, auprès du siège de la Banque Delen à Luxembourg.

Les actionnaires sont informés que l'Assemblée n'a pas besoin de quorum pour délibérer valablement. Les résolutions, pour être valables, doivent réunir la majorité des voix des actionnaires présents ou représentés.

Le Conseil d'Administration.

Référence de publication: 2011062404/755/20.

Deseret Adventure S.A., Société Anonyme.

Siège social: L-1150 Luxembourg, 287, route d'Arlon.

R.C.S. Luxembourg B 46.626.

Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui aura lieu le 3 juin 2011 à 10.00 heures, au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du commissaire.
2. Approbation des comptes annuels et affectation des résultats au 31.12.2010.
3. Décharge à donner aux administrateurs et au commissaire.
4. Divers.

Pour le Conseil d'Administration.

Référence de publication: 2011063846/660/15.

SFP, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 14, boulevard Royal.

R.C.S. Luxembourg B 133.891.

The Board of Directors convenes the Shareholders of "SFP", Sicav to attend the

ANNUAL GENERAL MEETING

to be held at the registered office of the company on 30 May 2011 at 11.00 a.m. with the following agenda:

Agenda:

1. Report of the Board of Directors and of the Authorised Auditor
2. Approval of the Financial Statements as at 31 December 2010

3. Allocation of Results
4. Discharge to the Directors
5. Appointment of the Authorised Auditor
6. Statutory Elections.

The Shareholders are advised that no quorum for the statutory general meeting is required and that decisions will be taken by a simple majority of the votes cast. Proxies are available at the registered office of the Sicav.

In order to attend the meeting, the owners of bearer shares will have to deposit their shares five clear days before the meeting at the registered office of the Sicav or at one of the offices of BANQUE DE LUXEMBOURG, Société Anonyme, in Luxembourg. The Shareholders who wish to attend the Meeting must inform the Board of Directors (Fax nr: +352 49 924 2501 - dg.ifs.corporate.services@bdl.lu) at least five calendar days before the Meeting.

Référence de publication: 2011062735/755/22.

Mas Luc S.A., Société Anonyme.

Siège social: L-2311 Luxembourg, 3, avenue Pasteur.
R.C.S. Luxembourg B 71.574.

Le Conseil d'Administration a l'honneur de convoquer Messieurs les actionnaires par le présent avis, à

L'ASSEMBLEE GENERALE ORDINAIRE

qui aura lieu le *30 mai 2011* à 15.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et du compte de profits et pertes au 31 décembre 2010, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 31 décembre 2010.
4. Nominations statutaires.
5. Divers.

LE CONSEIL D'ADMINISTRATION.

Référence de publication: 2011064393/1023/17.

Deseret SPF S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1150 Luxembourg, 287, route d'Arlon.
R.C.S. Luxembourg B 52.206.

Messieurs les actionnaires sont priés d'assister à

L'ASSEMBLEE GENERALE ORDINAIRE

qui aura lieu le *3 juin 2011* à 11.00 heures, au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du commissaire.
2. Approbation des comptes annuels et affectation des résultats au 31.12.2010.
3. Décharge à donner aux administrateurs et au commissaire.
4. Divers.

Pour le Conseil d'Administration.

Référence de publication: 2011063847/660/15.

Hibiscus S.A.- SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1116 Luxembourg, 6, rue Adolphe.
R.C.S. Luxembourg B 37.665.

Les actionnaires sont priés d'assister à

L'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra au siège social 6, rue Adolphe, L-1116 Luxembourg, le *30 mai 2011* à 15.00 heures, pour délibérer sur l'ordre du jour conçu comme suit:

Ordre du jour:

1. Présentation des comptes annuels, du rapport du conseil d'administration et du rapport du commissaire aux comptes pour l'exercice clos au 31 décembre 2010,

2. Approbation des comptes annuels au 31 décembre 2010 et affectation du résultat,
3. Décharge à donner aux administrateurs et au commissaire aux comptes,
4. Nominations statutaires,
5. Décision à prendre en vertu de l'article 100 de la loi sur les sociétés commerciales
6. Divers.

Le Conseil d'administration.

Référence de publication: 2011063849/833/19.

Immo Nord SA, Société Anonyme.

Siège social: L-1116 Luxembourg, 6, rue Adolphe.

R.C.S. Luxembourg B 86.366.

Les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra au siège social 6, rue Adolphe, L-1116 Luxembourg, le *1er juin 2011* à 11.00 heures, pour délibérer sur l'ordre du jour conçu comme suit:

Ordre du jour:

1. Présentation des comptes annuels, du rapport du conseil d'administration et du rapport du commissaire aux comptes pour l'exercice clos au 31 décembre 2010,
2. Approbation des comptes annuels au 31 décembre 2010 et affectation du résultat,
3. Décharge à donner aux administrateurs et au commissaire aux comptes,
4. Nominations statutaires,
5. Décision à prendre en vertu de l'article 100 de la loi sur les sociétés commerciales
6. Divers.

Le Conseil d'administration.

Référence de publication: 2011063850/833/19.

Mariva S.A.- SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1724 Luxembourg, 9B, boulevard du Prince Henri.

R.C.S. Luxembourg B 19.260.

Messieurs les actionnaires de la Société Anonyme MARIVA S.A.-SPF sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le mardi, *31 mai 2011* à 14.30 heures au siège social de la société à Luxembourg, 9b, bd Prince Henri.

Ordre du jour:

1. Rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation des comptes annuels et affectation des résultats au 31.12.2010.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes.
4. Nominations statutaires.
5. Divers.

Le Conseil d'Administration.

Référence de publication: 2011065112/750/16.

Selekta, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 14, boulevard Royal.

R.C.S. Luxembourg B 145.370.

DISSOLUTION

L'an deux mille onze, le huit avril.

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

A COMPARU:

Madame Marie-Cécile MAHY-DUBOURG, employée privée, demeurant professionnellement à Luxembourg, agissant en sa qualité de mandataire spécial de BANQUE DE LUXEMBOURG, une société anonyme ayant son siège social au 14, Boulevard Royal, L-2449 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 5.310,

en vertu d'une procuration sous seing privé datée du 1^{er} avril 2011.

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

Lequel comparant, ès-qualité qu'il agit, a requis le notaire instrumentant d'acter:

- que la société SELEKTA, une société d'investissement à capital variable, ayant son siège social à L-2449 Luxembourg, 14, boulevard Royal, a été constituée suivant acte notarié en date 23 mars 2009, publié au Mémorial, Recueil des Sociétés et Associations numéro 793 du 14 avril 2009 et dont les statuts n'ont pas été modifiés jusqu'à ce jour;
- que BANQUE DE LUXEMBOURG précitée, étant devenue seule propriétaire de toutes les actions et qu'il déclare avoir parfaite connaissance des statuts et de la situation financière de la Société SELEKTA;
- que la partie comparante, en sa qualité d'actionnaire unique de la Société, a décidé de procéder à la dissolution anticipée et immédiate de la Société et de la mettre en liquidation;
- que l'actionnaire unique, en sa qualité de liquidateur de la Société et au vu de la balance comptable de la Société au 31 mars 2011, déclare que tout le passif de la Société, y compris le passif lié à la liquidation de la Société, est réglé ou dûment provisionné;

La partie comparante déclare encore que:

- l'activité de la Société a cessé;
 - l'actionnaire unique est investie de l'entière de l'actif de la Société et déclare prendre à sa charge l'entière de du passif de la Société qu'il soit connu et impayé, ou inconnu et non encore payé, la balance comptable au 31 mars 2011 étant seulement un des éléments d'information à cette fin;
 - suite aux résolutions ci-avant, la liquidation de la Société est à considérer comme accomplie et clôturée;
 - décharge pleine et entière est accordée aux administrateurs et réviseur de la Société;
- il y a lieu de procéder à l'annulation de toutes les actions et ou du registre des actionnaires;
- les livres et documents de la Société devront être conservés pendant la durée légale de cinq ans à L2529 Luxembourg, 55, rue des Scillas.

Il est précisé qu'aucune confusion de patrimoine entre la société dissoute et l'avoir social de, ou remboursement à, l'actionnaire unique ne pourra se faire avant le délai de trente jours (article 69 (2) de la loi sur les sociétés commerciales) à compter de la publication et sous réserve qu'aucun créancier de la Société présentement dissoute et liquidée n'aura exigé la constitution de sûretés.

Frais.

Les frais, dépenses, rémunérations ou charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison des présentes, sont évalués approximativement à mille euros (EUR 1.000.-).

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

Et après lecture faite et interprétation donnée au mandataire du comparant connu du notaire par ses noms, prénom usuels, état et demeure, ledit comparant a signé le présent acte avec le notaire.

Signé: M.-C. MAHY-DUBOURG, G.LECUIT.

Enregistré à Luxembourg Actes Civils, le 11 avril 2011. Relation: LAC/2011/16879. Reçu: soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): C.FRISING.

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

Luxembourg, le 26 avril 2011.

Référence de publication: 2011059227/55.

(110066978) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 mai 2011.

PensionProtect, Fonds Commun de Placement.

Das Verwaltungsreglement des Umbrella-Fonds PensionProtect, in Kraft getreten am 13. April 2001, wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxembourg, den 16. Mai 2011.

Structured Invest S.A.

Silvia Mayers / Maren Duscynski

Référence de publication: 2011068635/11.

(110075303) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 mai 2011.