MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg

MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 1649 **22 juillet 2011**

SOMMAIRE

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

Siège social: L-2267 Luxembourg, 18, rue d'Orange.

R.C.S. Luxembourg B 137.901.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 30 mai 2011.

Référence de publication: 2011074872/10.

(110083419) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Henderson Gartmore fund, Société d'Investissement à Capital Variable,

(anc. Gartmore Sicav).

Siège social: L-1160 Luxembourg, 16, boulevard d'Avranches.

R.C.S. Luxembourg B 77.949.

—

In the year two thousand and eleven, on the eighth of July.

Before the undersigned Maître Henri Hellinckx, notary, residing in Luxembourg.

Was held an extraordinary general meeting (the "Meeting") of the shareholders of GARTMORE SICAV, (the "Company") an investment company with variable capital (Société d'Investissement à Capital Variable), having its registered office at 16, boulevard d'Avranches, L-1160 Luxembourg, Grand Duchy of Luxemburg, registered with the Luxembourg Register of Trade and Companies under number B 77949 and incorporated under the laws of the Grand Duchy of Luxembourg pursuant to a deed dated 26 September 2000 and whose articles of incorporation (the "Articles") have been published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") on October 27, 2000 under number 790. The articles have been amended on 14 June 2004, such amendment having been published in the Mémorial on 10 July 2004, under number 713.

The extraordinary general meeting of shareholders is presided by Mr Jeremy Vickerstaff professionally residing in Luxembourg,

who appoints as secretary Mrs Bouchra Ermiti, professionally residing in Luxembourg.

The extraordinary general meeting of shareholders elects as scrutineer Mr Colin Poole professionally residing in Luxembourg.

The bureau of the extraordinary general meeting of shareholders having thus been constituted, the chairman declares and requests the notary to state that:

I. the agenda of the Meeting is the following:

Agenda:

1. To amend article 1 of the articles of incorporation of the Company (the "Articles of Incorporation") to change the name of the Company to "Henderson Gartmore Fund".

2. To amend article 4.2. of the Articles of Incorporation by replacing the reference to the law of 20 December 2002 and to the 2002 Law by references to the law of 17 December 2010 and the 2010 Law respectively.

3. To amend article 5 of the Articles of Incorporation to change the definitions of the "2002 Law" the "Company" the "Directive" the "Regulated Market" and of the "U.S. Person".

4. To amend article 6.3 of the Articles of Incorporation to replace the reference to article 133 of the 2002 Law by a reference to article 181 of the 2010 Law.

5. To amend article 12.2, III. a) of the Articles of Incorporation to replace reference to "capitalisation shares" with "dividend accumulation shares".

6. To amend article 13.2 of the Articles of Incorporation to add a paragraph f) providing that the issue, redemption and conversion of Shares may be suspended in case of a merger of a Fund or of the Company.

7. To amend article 18.2 of the Articles of Incorporation to change the contracting party with whom the Company may enter into an Investment Management Agreement from Gartmore Investment Limited to Henderson Global Investors Limited ("Investment Manager") or any affiliated or associated company thereof.

8. To amend article 19.2 of the Articles of Incorporation to enable use of derivatives for the purposes of investment.

9. To amend article 22.2 of the Articles of Incorporation to change the reference to the 2002 Law by a reference to the 2010 Law.

10. To amend article 23.3 of the Articles of Incorporation to replace "one fifth" with "one tenth".

11. To amend the heading of article 25 of the Articles of Incorporation to read "Termination and Amalgamation of Funds and Classes"

12. To replace articles 25.4 and 25.5 of the Articles of Incorporation by a new article 25.4 with respect to the merger provisions applicable to Fund mergers and to a merger of the Company.

13. To add a new article 25.5 in the Articles of Incorporation regarding the closure and merger of Share Classes.

14. To delete the second sentence of article 26 of the Articles of Incorporation.

15. To amend article 28.1 of the Articles of Incorporation to add "as amended from time to time" after "the law of April 5, 1993 on the financial sector.

16. To amend article 28.2 of the Articles of Incorporation to change the reference to the 2002 Law by a reference to the 2010 Law.

17. To amend article 33 of the Articles of Incorporation to change the reference to the 2002 Law by a reference to the 2010 Law.

18. To decide that the restated articles of the Company be solely drafted in English and be not followed by a French translation.

19. That the effective date of the changes is 11 July 2011.

II. a convening notice reproducing the above agenda was published on June 6, 2011 and on June 22, 2011 in the Mémorial, in the "Luxemburger Wort" and in the Tageblatt on June 8, 2011 and June 22, 2011 as it appears from the publication proofs presented to the bureau of the Meeting and the notice has been sent out to the Shareholders by registered mail on 6 June 2011.

The notary draws the attention of the bureau to the fact that the fifteen days period between the publication in the "Tageblatt" has not been observed. Notwithstanding this observation, the bureau decided to proceed with the meeting, full discharge being granted to the notary by the members of the bureau.

III. That it appears from the attendance list, that 154,564,688.19 shares are represented at the present extraordinary general meeting.

The Chairman informs the meeting that a first extraordinary general meeting had been convened with the same agenda as the agenda of the present meeting indicated hereabove, for June 3, 2011 and that the quorum requirements for voting the items of the agenda had not been attained.

In accordance with article 67-1 of the law of August 10 th , 1915 on commercial companies, the present meeting may thus deliberate validly no matter how many shares are present or represented

After deliberation the Extraordinary General Meeting of the shareholders of the Company resolves the following:

First resolution

The general meeting decides to amend article 1 to change the name of the Company to "Henderson Gartmore Fund" as follows:

" **Art. 1. Name.** There exists among the existing shareholders and those who may become owners of shares in the future, a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable") under the name of "HENDERSON GARTMORE FUND" (hereinafter the "Company")."

Second resolution

The general meeting decides to amend article 4.2. by replacing the reference to the law of 20 December 2002 and to the 2002 Law by references to the law of 17 December 2010 and the 2010 Law respectively as follows:

" **4.2.** The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under the Law of 17 December 2010 on undertakings for collective investment (the "2010 Law")."

Third resolution

The general meeting decides to amend article 5 to change the definitions of the "2002 Law" the "Company" the "Directive" the "Regulated Market" and of the "U.S. Person" as follows:

"2010 Law" means the Luxembourg law of 17 December 2010 on undertakings for collective investment.

"Company" means "HENDERSON GARTMORE FUND".

"Directive" means EC Directive 2009/65 of 13 July 2009 on the co-ordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities, as amended from time to time.

"Regulated Market" means a regulated market as defined in Directive 2004/39/EEC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments, as amended.

"U.S. Person" means a person who falls into either of the following two categories: (a) a person included in the definition of "U.S. person" under Rule 902 of Regulation S under the U.S. Securities Act of 1933, as amended (the "1933 Act"), or (b) a person excluded from the definition of a "Non-United States person" as used in Rule 4.7 of the Commodity Futures Trading Commission ("CFTC").

"U.S. person" under Rule 902 includes the following:

(a) any natural person resident in the United States;

(b) any partnership or corporation organised or incorporated under the laws of the United States;

(c) any estate of which any executor or administrator is a U.S. person;

(d) any trust of which any trustee is a U.S. person;

(e) any agency or branch of a non-U.S. entity located in the United States;

(f) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;

(g) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated or (if an individual) resident in the United States; and

(h) any partnership or corporation if:

(i) organised or incorporated under the laws of any non-U.S. jurisdiction; and

(ii) formed by a U.S. person principally for the purpose of investing in securities not registered under the 1933 Act, unless it is organised or incorporated, and owned, by accredited investors (as defined in Rule 501(a) of Regulation D under the 1933 Act) who are not natural persons, estates or trusts.

Notwithstanding the preceding paragraph, "U.S. person" under Rule 902 does not include: (i) any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organised, incorporated, or (if an individual) resident in the United States; (ii) any estate of which any professional fiduciary acting as executor or administrator is a U.S. person, if (A) an executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate, and (B) the estate is governed by non-United States law; (iii) any trust of which any professional fiduciary acting as trustee is a U.S. person if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. person; (iv) an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country; (v) any agency or branch of a U.S. person located outside the United States if (A) the agency or branch operates for valid business reasons, and (B) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and (vi) certain international organisations as specified in Rule 902(k)(2)(vi) of Regulation S under the 1933 Act.

CFTC Rule 4.7 provides in the relevant part that the following persons are considered "Non-United States persons":

(a) a natural person who is not a resident of the United States;

(b) a partnership, corporation or other entity, other than an entity organised principally for passive investment, organised under the laws of a non-U.S. jurisdiction and which has its principal place of business in a non-U.S. jurisdiction;

(c) an estate or trust, the income of which is not subject to United States income tax regardless of source;

(d) an entity organised principally for passive investment such as a pool, investment company or other similar entity provided that units of participation in the entity held by persons who do not qualify as Non-United States persons or otherwise as qualified eligible persons (as defined in CFTC Rule 4.7) represent in the aggregate less than ten per cent. of the beneficial interest in the entity, and that such entity was not formed principally for the purpose of facilitating investment by persons who do not qualify as Non-United States persons in a pool with respect to which the operator is exempt from certain requirements of Part 4 of the CFTC's regulations by virtue of its participants being Non-United States persons; and

(e) a pension plan for the employees, officers or principals of an entity organised and with its principal place of business outside the United States.

Fourth resolution

The general meeting decides to amend article 6.3 to replace the reference to article 133 of the 2002 Law by a reference to article 181 of the 2010 Law as follows:

" **6.3.** The Directors shall establish a portfolio of assets constituting a Fund within the meaning of Article 181 of the 2010 Law for each Class of Shares or for two or more Classes of Shares in the manner described in Article 11 hereof. Each portfolio of assets shall be invested for the exclusive benefit of the relevant Fund and each portfolio shall only be responsible for the obligations attributable to the relevant Fund."

Fifth resolution

The general meeting decides to amend article 12.2, III. a) to replace reference to "capitalisation shares" with "dividend accumulation shares" as follows:

"a) if two or more Classes of Shares relate to one Fund, the assets attributable to such Classes shall be commonly invested pursuant to the specific investment policy of the Fund concerned. Within a Fund, Classes of Shares may be defined from time to time by the Directors so as to correspond to (i) a specific distribution policy, such as entitling to

distributions ("distribution shares") or not entitling to distributions ("dividend accumulation shares") and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific assignment of distribution, shareholder services or other fees, and/or (v) a specific type of investor, and/or (vi) a specific currency, and/or (vii) any other specific features applicable to one Class of Shares;"

Sixth resolution

The general meeting decides to amend article 13.2 to add a paragraph f) providing that the issue, redemption and conversion of Shares may be suspended in case of a merger of a Fund or of the Company as follows:

" **13.2.** f) following a decision to merge a Fund or the Company, if justified with a view to protecting the interest of Shareholders."

Seventh resolution

The general meeting decides to amend article 18.2 to change the contracting party with whom the Company may enter into an Investment Management Agreement from Gartmore Investment Limited to Henderson Global Investors Limited ("Investment Manager") or any affiliated or associated company thereof as follows:

" **18.2.** The Company may enter into an investment management agreement with any affiliated or associated company of Henderson Global Investors Limited (the "Investment Manager") or any affiliated or associated company thereof, which shall supply the Company with recommendations and advice with respect to the Company's investment policy pursuant to Article 19 hereof and may, on a day-to-day basis and subject to the overall control and responsibility of the board of directors, have actual discretion to purchase and sell securities and other assets of the Company pursuant to the terms of a written agreement. Subject to the approval of the board of directors of the Company, the Investment Manager may delegate its powers to third parties at its own cost."

Eighth resolution

The general meeting decides to amend article 19.2 to enable use of derivatives for the purposes of investment as follows:

"The Company may also use techniques and instruments relating to transferable securities and money market instruments."

Ninth resolution

The general meeting decides to amend article 22.2 to change the reference to the 2002 Law by a reference to the 2010 Law as follows:

" **22.2.** The auditor shall fulfill all duties prescribed by the 2010 Law."

Tenth resolution

The general meeting decides to amend article 23.3 to replace "one fifth" with "one tenth" as follows:

" **23.3.** It may also be called upon the request of shareholders representing at least one tenth of the Share capital of the Company."

Eleventh resolution

The general meeting decides to amend the heading of article 25 to read "Termination and Amalgamation of Funds and Classes".

Twelfth resolution

The general meeting decides to replace articles 25.4 and 25.5 by a new article 25.4 with respect to the merger provisions applicable to Fund mergers and to a merger of the Company as follows:

" **25.4.** The Directors shall further have the power, in accordance with the provisions of the 2010 Law, to transfer the assets of a Fund into another Fund of the Company or to the assets of another UCITS (whether established in Luxembourg or another Member State and whether such UCITS is incorporated as a company or is a contractual type fund) or to the assets of a sub-fund of another such UCITS (the "new sub-fund") and re-qualify the Share(s) of the relevant Fund as shares of one or several new class(es) of shares (following a split or a consolidation, if necessary, and the payment to Shareholders of the full amount of fractional shares). The Company shall send a notice to the Shareholders of the relevant Funds in accordance with the provisions of CSSF Regulation 10-5. Every Shareholder of the relevant Funds shall have the opportunity of requesting the redemption or the conversion of his own shares without any cost (other than the cost of disinvestment) during a period of at least 30 days before the effective date of the merger, it being understood that the effective date of the merger takes place five business days after the expiry of the such notice period.

A merger having as effect that the Company as a whole will cease to exist must be decided by the shareholders of the Company before notary. No quorum is required and the decision shall be taken at a simple majority of the Shareholders present or represented and voting."

Thirteenth resolution

The general meeting decides to add a new article 25.5 regarding the closure and merger of Share Classes as follows:

" **25.5.** In the event that, and for any reason, the net asset value of a Class of Shares within a Fund falls below an amount of (i) Euro 2 million for non-hedged Classes of Shares or (ii) Euro 5 million for hedged Classes of Shares or when the range of investment products offered to clients is rationalised, the Directors may, in case they decide that the relevant Share Class shall not be maintained, decide to:

- close the Class and conduct a compulsory redemption operation on all Shares issued in such Class within the relevant Fund at the Net Asset Value per Share (including effective prices and expenses incurred for the realisation of investments) applicable at the Valuation Point on which the decision shall come into effect; or

- merge the Class into another Class of the same Fund or of a similar Fund of the Company and replace the participating Shareholders' Shares by Shares of the absorbing Class of Shares.

In case the Directors take any such decision to close or merge a Class of Shares within a Fund, the Company shall send a notice to the Shareholders of the relevant Class of Shares of the relevant Fund before the effective date of compulsory redemption / merger. Shareholders of a Class of Shares to be closed / merged may continue to request redemption or conversion of their Shares free of charge for at least 30 days in case of a merger (but taking into account actual realisation prices of investments and realisation expenses) prior to the date effective for the compulsory redemption or merger.

The assets not distributed to former Shareholders of the Company after the closure of the Class shall be deposited as soon as possible with the Caisse de Consignations for the benefit of the relevant former Shareholders of the Company.

All redeemed Shares shall be cancelled."

Fourteenth resolution

The general meeting decides to delete the second sentence of article 26.

Fifteenth resolution

The general meeting decides to amend article 28.1 to add "as amended from time to time" after "the law of April 5, 1993 on the financial sector as follows:

" **28.1.** To the extent required by law, the Company shall enter into a custody agreement with a banking or saving institution as defined by the law of April 5, 1993 on the financial sector, as amended from time to time (herein referred to as the "custodian")."

Sixteenth resolution

The general meeting decides to amend article 28.2 to change the reference to the 2002 Law by a reference to the 2010 Law as follows:

" **28.2.** The custodian shall fulfil the duties and responsibilities as provided for by the 2010 Law."

Seventeenth resolution

The general meeting decides to amend article 33 to change the reference to the 2002 Law by a reference to the 2010 Law as follows:

"All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies and the 2010 Law, as such laws have been or may be amended from time to time."

Eighteenth resolution

The general meeting decides that the restated articles of the Company be solely drafted in English and be not followed by a French translation.

Nineteenth resolution

The general meeting decides that the effective date of the changes is 11 July 2011.

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

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

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

Signé: J. VICKERSTAFF, B. ERMITI, C. POOLE et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 13 juillet 2011. Relation: LAC/2011/31911. Reçu soixante-quinze euros (75.-EUR).

Le Receveur (signé): F. SANDT.

- POUR EXPEDITION CONFORME délivrée à la société sur demande.

Luxembourg, le 15 juillet 2011.

Référence de publication: 2011099316/263.

(110113440) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juillet 2011.

Celux Finance S.A., Société Anonyme Holding.

Siège social: L-2120 Luxembourg, 16, allée Marconi.

R.C.S. Luxembourg B 19.846.

—

Extrait des résolutions prises lors de l'assemblée générale ordinaire en date du 27 septembre 2010.

Ratification de la décision prise par le Conseil d'Administration du 05 novembre 2009 relative à la cooptation d'un Administrateur.

Monsieur Luc BRAUN, domicilié professionnellement au 16, Allée Marconi, L-2120 Luxembourg, est élu Administrateur en remplacement de Monsieur Paul LUTGEN, administrateur démissionnaire.

Son mandat viendra à échéance lors de l'Assemblée Générale Ordinaire de 2011.

Pour la société
CELUX FINANCE S.A.
Société Anonyme

Référence de publication: 2011074875/16.

(110082833) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

CEPF Apex S.à r.l., Société à responsabilité limitée.

Capital social: GBP 15.000,00.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 159.215.

—

Extrait des résolutions prises par l'associé unique en date du 30 mai 2011

- La démission de Monsieur Alan BOTFIELD de sa fonction de gérant de la Société a été acceptée par l'associé unique avec effet au 20 Mai 2011.

- Est nommé gérant de la Société pour une durée indéterminée avec effet rétroactif au 20 Mai 2011:

* Monsieur Michel VAN KRIMPEN née le 19 février 1968 à Rotterdam, Pays-Bas, avec adresse professionnelle au 40, avenue Monterey, L-2163 Luxembourg;

Luxembourg, le 30 Mai 2011.

Pour extrait conforme
Pour la Société
Un gérant

Référence de publication: 2011074876/18.

(110083708) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Chambolle S.A., Société Anonyme Soparfi.

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

R.C.S. Luxembourg B 109.492.

—

Le Bilan au 30.09.2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2011074879/10.

(110083583) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Checkmate Sicav, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 111.581.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

CHECKMATE SICAV
Société Européenne de Banque
Société Anonyme
Banque domiciliataire
Signatures

Référence de publication: 2011074881/14.

(110083404) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Monyx Fund, Société d'Investissement à Capital Variable,

(anc. Capinordic Funds, SICAV).

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

R.C.S. Luxembourg B 67.545.

—

In the year two thousand and eleven, on the fourth day of July.

Before Us Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg.

Was held an extraordinary general meeting of shareholders (the "Meeting") of Capinordic Funds, SICAV (hereafter referred to as the "Corporation"), a société d'investissement à capital variable having its registered office in L-2520 Luxembourg, 5, allée Scheffer (R.C.S. Luxembourg B 67 545), incorporated by a deed of Maître Reginald Neuman, then notary residing in Luxembourg, on 16 December 1998, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 127 of 1 March 1999.

The Meeting was opened with Mr Lars Purlund, residing in Denmark as chairman of the Meeting (the "Chairman").

The Chairman appointed as secretary, Ms Belinda Henig, lawyer, professionally residing in Luxembourg.

The Meeting elected as scrutineer Mr Kim Kirsch, avocat, professionally residing in Luxembourg.

The bureau of the Meeting (hereafter referred to as the "Bureau") having thus been constituted, the Chairman declared and requested the notary to state:

I. That the agenda of the Meeting is the following:

Agenda

1. Change of the name of the Corporation from Capinordic Funds, SICAV to MONYX FUND;

2. Amendment of article 3 of the articles of incorporation of the Corporation (the "Articles") as follows: "The exclusive object of the Corporation is to place the funds available to it in transferable securities, money market instruments, and other permitted assets referred to in Part I of the law of 20 th December 2002 relating to undertakings for collective investment, as amended (the "Law"), including shares or units of other undertakings for collective investment, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio. As from 1 July 2011, references to the Law shall be deemed to be references to the law of 17 December 2010 on undertakings for collective investment. The Corporation may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law.";

3. Full restatement of the Articles;

4. Acknowledgment of the resignation of Mr Fredrik Sjöstrand as director of the Corporation;

5. Appointment of the following persons as directors of the Corporation: Ms Ann-Charlotte Lawyer, Mr Olivier Scholtes and Mr Patrik Burnäs.

II. That the shareholders present or represented, the proxyholders of the represented shareholders and the number of their shares are shown on an attendance list; this attendance list, signed by the shareholders, the proxyholders of the represented shareholders and by the members of the Bureau, will remain annexed to the present deed to be filed at the same time with the registration authorities.

III. That all the shares outstanding are registered shares and that the shareholders have been informed of the present Meeting by a convening notice sent by registered mail on 21 June 2011.

IV. It appears from the attendance list that, out of the 32,738,865.805 shares in issue, 32,644,294.0000 shares are represented at the Meeting.

V. As a result of the foregoing, the present Meeting is regularly constituted and may validly deliberate on the items on the agenda. After deliberation, the Meeting resolves as follows:

First resolution

The Meeting with 32,644,294 votes in favour, no votes against and no abstentions decides to change the name of the Corporation from Capinordic Funds, SICAV to MONYX FUND.

Second resolution

The Meeting with 32,644,294 votes in favour, no votes against and no abstentions decides to amend articles 3 of the Articles as follows: "The exclusive object of the Corporation is to place the funds available to it in transferable securities, money market instruments, and other permitted assets referred to in Part I of the law of 20 th December 2002 relating to undertakings for collective investment, as amended (the "Law"), including shares or units of other undertakings for collective investment, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio. As from 1 July 2011, references to the Law shall be deemed to be references to the law of 17 December 2010 on undertakings for collective investment. The Corporation may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law."

Third resolution

The Meeting with 32,644,294 votes in favour, no votes against and no abstentions decides to fully restate the Articles as follows:

Art. 1. There exists among the subscribers and all those who may become holders of shares, a corporation in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" under the name of "MONYX FUND" (the "Corporation").

Art. 2. The Corporation is established for an indefinite period. The Corporation may be dissolved at any time by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation (hereinafter the "Articles").

Art. 3. The exclusive object of the Corporation is to place the funds available to it in transferable securities, money market instruments, and other permitted assets referred to in Part I of the law of 20 th December 2002 relating to undertakings for collective investment, as amended (the "Law"), including shares or units of other undertakings for collective investment, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

As from 1 July 2011, references to the Law shall be deemed to be references of the law of 17 December 2010 on undertakings for collective investment.

The Corporation may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law.

Art. 4. The registered office of the Corporation is established in Luxembourg, in the Grand-Duchy of Luxembourg. Wholly owned subsidiaries, branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors.

If permitted by and under the conditions set forth in Luxembourg laws and regulations, the board of directors may transfer the registered office of the Corporation to any other municipality in the Grand Duchy of Luxembourg.

In the event that the board of directors determines that extraordinary political, military, economic or social developments have occurred or are imminent that would interfere with the normal activities of the Corporation 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 temporary measures shall have no effect on the nationality of the Corporation which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg corporation.

Art. 5. The minimum capital of the Corporation shall be the equivalent in Sweden Krona (SEK) of one million two hundred fifty thousand Euro (EUR 1,250,000).

The capital of the Corporation shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Corporation as defined in Article twenty-three hereof.

The board of directors is authorised without limitation to issue further shares to be fully paid at any time at a price based on the net asset value per share or the respective net asset values per share determined in accordance with Article twenty-three hereof without reserving to the existing shareholders a preferential right to subscription of the shares to be issued.

The board of directors may delegate to any duly authorised director or officer of the Corporation or to any other duly authorised person or entity, the duty of accepting subscriptions and of delivering and receiving payment for such new shares.

Such shares may, as the board of directors shall determine, be of different classes and the proceeds of the issue of each class of shares shall be invested pursuant to Article three hereof in transferable securities, money market instruments or other assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities, as the board of directors shall from time to time determine in respect of each class of shares.

Under the conditions set forth in Luxembourg laws and regulations, the board of directors may, at any time it deems appropriate and to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with

the provisions set forth in the sales documents of the Corporation, (i) create any class qualifying either as a feeder UCITS or as a master UCITS, (ii) convert any existing class into a feeder UCITS class or (iii) change the master UCITS of any of its feeder UCITS classes.

The board of directors may further decide to create within each class of shares two or more sub-classes whose assets will be commonly invested pursuant to the specific investment policy of the class concerned but where different currency hedging techniques and/or subscription, conversion or redemption fees and management charges and/or distribution policies, minimum subscription or holding amount or any other specific feature may be applied. If sub-classes are created, references to "classes" in these Articles should, where appropriate, be construed as references to such "sub-classes".

For the purpose of determining the capital of the Corporation, the net assets attributable to each class shall, if not expressed in SEK be translated into SEK and the capital shall be the total net assets of all the classes.

Art. 6. The Corporation shall only issue shares in registered form. Shareholders will receive a confirmation of their shareholding. No share certificate will be issued. However Global certificates may be issued at the discretion of the board of directors.

Shares may be issued only upon acceptance of the subscription and after receipt of the purchase price. The subscriber will, without undue delay, upon acceptance of the subscription and receipt of the purchase price, receive title to the shares purchased by him and upon application obtain delivery of definitive confirmation of his shareholding.

Payments of dividends, if any, will be made to shareholders, at their address in the register of shareholders or to designated third parties.

All issued shares of the Corporation shall be inscribed in the register of shareholders, which shall be kept by the Corporation or by one or more persons designated therefore by the Corporation and such register shall contain the name of each holder of shares, his residence or elected domicile and the number of shares held by him. Every transfer of shares shall be entered in the register of shareholders.

Transfer of shares shall be effected by written declaration of transfer to be inscribed in the register of shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. The Corporation may also recognise any other evidence of transfer satisfactory to it.

Every shareholder must provide the Corporation with an address to which all notices and announcements from the Corporation may be sent. Such address will also be entered in the register of shareholders.

In the event that such shareholder does not provide such an address, the Corporation may permit a notice to this effect to be entered in the register of shareholders and the shareholder's address will be deemed to be at the registered office of the Corporation, or such other address as may be so entered by the Corporation from time to time, until another address shall be provided to the Corporation by such shareholder. The shareholder may, at any time, change his address as entered in the register of shareholders by means of a written notification to the Corporation at its registered office, or at such other address as may be set by the Corporation from time to time.

If payment made by any subscriber results in the issue of a share fraction, such fraction shall be entered into the register of shareholders. It shall not be entitled to vote but shall, to the extent the Corporation shall determine, be entitled to a corresponding fraction of the dividend or other distributions.

The Corporation will recognise only one holder in respect of a share in the Corporation. In the event of joint ownership the Corporation may suspend the exercise of any right deriving from the relevant share or shares until one person shall have been designated to represent the joint owners vis-à-vis the Corporation.

In the case of joint shareholders, the Corporation reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Corporation may consider to be the representative of all joint holders, or to all joint shareholders together, at its absolute discretion.

Art. 7. If any shareholder can prove to the satisfaction of the Corporation that his confirmation of shareholding has been mislaid or destroyed, then, at his request, a duplicate confirmation of shareholding may be issued under such conditions and guarantees as the Corporation may determine. At the issuance of the new confirmation of shareholding, on which it shall be recorded that it is a duplicate, the original confirmation of shareholding in place of which the new one has been issued shall become void.

Mutilated confirmations of shareholding may be exchanged for new ones by order of the Corporation. The mutilated confirmations shall be delivered to the Corporation and shall be cancelled immediately.

The Corporation may, at its election, charge the shareholder for the costs of a duplicate or of a new confirmation of shareholding and all reasonable expenses undergone by the Corporation in connection with the issuance and registration thereof, or in connection with the cancellation of the old confirmation of shareholding.

Art. 8. The Corporation may restrict or prevent the ownership of shares in the Corporation by any person, firm or corporate body if the holding of shares by such person results in a breach of Luxembourg or foreign laws or regulations or if such holding may be detrimental to the Corporation or the majority of its shareholders. More specifically, the

Corporation may restrict or prevent the ownership of shares by any "U.S. person" as defined hereafter. For such purposes the Corporation may:

a) decline to issue any share and decline to register any transfer of a share, where it appears to it that such registration or transfer would or might result in beneficial ownership of such share by a person who is precluded from holding such shares or might result in beneficial ownership of such shares by any person who is a national of, or who is resident or domiciled in a specific country determined by the board of directors exceeding the maximum percentage fixed by the board of directors of the Corporation's capital which can be held by such persons (the "maximum percentage") or might entail that the number of such persons who are shareholders of the Corporation exceeds a number fixed by the board of directors (the "maximum number");

b) at any time require any person whose name is entered in, or any person seeking to register the transfer of shares in the register of shareholders to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests or will rest in a U.S. person or a person who is a national of, or who is resident or domiciled in such other country determined by the board of directors;

c) where it appears that a holder of shares of a class restricted to institutional investors (within the meaning of the Luxembourg law) is not an institutional investor, the Corporation will either redeem the relevant shares or convert such shares into shares of a class which is not restricted to institutional investors (provided there exists such a class with similar characteristics) and notify the relevant shareholder of such conversion;

d) where it appears to the Corporation that any person who is a national of, or who is resident or domiciled in any such country determined by the board of directors, either alone or in conjunction with any other person is a beneficial owner of shares or holds shares in excess of the maximum percentage or would entail that the maximum number or maximum percentage would be exceeded or has produced forged certificates and guarantees or has omitted to produce the certificates or guarantees determined by the board of directors, compulsorily redeem from any such shareholder all or part of shares held by such shareholder in the following manner:

1) The Corporation shall serve a notice (hereinafter called the "redemption notice") upon the shareholder holding such shares or appearing in the register of shareholders as the owner of the shares to be redeemed, specifying the shares to be redeemed as aforesaid, the price to be paid for such shares, and the place at which the redemption price in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Corporation. The said shareholder shall thereupon forthwith be obliged to deliver without undue delay to the Corporation the confirmation of shareholding representing the shares specified in the redemption notice. Immediately after the close of business on the date specified in the redemption notice, such shareholder shall cease to be a shareholder and the shares previously held or owned by him shall be cancelled.

2) The price at which the shares specified in any redemption notice shall be redeemed (hereinafter referred to as "the redemption price") shall be the redemption price defined in Article twenty-one hereof.

3) Payment of the redemption price will be made to the owner of such shares in the currency in which the net asset value of the shares of the class concerned is determined except in periods of exchange restrictions and the redemption price will be deposited with a bank in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such owner upon surrender of the confirmation of shareholding, specified in such notice. Upon deposit of such price as aforesaid no person interested in the shares specified in such redemption notice shall have any further interest in such shares or any of them, or any claim against the Corporation or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank upon effective surrender of the confirmation of shareholding, as aforesaid.

4) The exercise by the Corporation of the powers conferred by this Article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of shares by any person or that the true ownership of any shares was otherwise than appeared to the Corporation at the date of any redemption notice, provided that in such case the said powers were exercised by the Corporation in good faith; and

e) decline to accept the vote of any person who is precluded from holding shares in the Corporation or any shareholder holding a number of shares exceeding the maximum percentage or maximum number at any meeting of shareholders of the Corporation.

Whenever used in these Articles the term "U.S. person" shall have the same meaning as in Regulation S, as amended from time to time, of the United States Securities Act of 1933, as amended ("the 1933 Act") or as in any other regulation or act which shall come into force within the United States of America and which shall in the future replace regulation S or the 1933 Act. The board of directors shall define the word "U.S. Person" on the basis of these provisions and publicise this definition in the sales documents of the Corporation.

Art. 9. Any regularly constituted meeting of the shareholders of the Corporation shall represent the entire body of shareholders of the Corporation. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Corporation.

Art. 10. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, at the registered office of the Corporation, or at such other place in Luxembourg as may be specified in the notice of meeting, on the last Thursday of the month of April at 3 p.m. (Luxembourg time). If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the immediately preceding bank business day. The annual general meeting may be held abroad if, in the absolute and final judgement of the board of directors, exceptional circumstances so require.

If permitted by and under the conditions set forth in Luxembourg laws and regulations, the annual general meeting of shareholders may be held at a date, time or place other than those set forth in the preceding paragraph, that date, time or place to be decided by the board of directors.

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

Art. 11. The quorum required by law shall govern the conduct of the meetings of shareholders of the Corporation, unless otherwise provided herein.

Each share of whatever class and regardless of the net asset value per share within its class, is entitled to one vote subject to the restrictions contained in these Articles. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by telefax or similar means of communication capable of evidencing such proxy form as permitted by law. Such proxy shall be valid for any reconvened meeting unless it is specifically revoked. At the directors' discretion, a shareholder may also participate at any meeting of shareholders by video conference or any other means of telecommunication allowing to identify such shareholder. Such means must allow the shareholder to effectively act at such meeting of shareholders, the proceedings of which must be retransmitted continuously to such shareholder.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of the votes cast. Votes cast shall not include votes attaching to shares for which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

The board of directors may determine all other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders.

Art. 12. Shareholders will meet upon call by the board of directors, pursuant to a notice setting forth the agenda.

Such notice shall be published in the Mémorial, Recueil des Sociétés et Associations of Luxembourg (to the extent required by Luxembourg law) and in such other newspapers as the board of directors may decide.

Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of shareholders may provide that the quorum and the majority at this general meeting shall be determined according to the shares issued and outstanding at a certain date and time preceding the general meeting (the "Record Date"). The right of a shareholder to attend a general meeting of shareholders and to exercise the voting rights attaching to his/its/her shares shall be determined by reference to the shares held by this shareholder as at the Record Date.

Art. 13. The Corporation shall be managed by a board of directors composed of not less than three members; members of the board of directors need not be shareholders of the Corporation.

The directors shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until their successors are elected and qualify, provided, however, that a director may be removed with or without cause and/or replaced at any time by a resolution adopted by the shareholders.

In the event of a vacancy in the office of director because of death, retirement or otherwise, the remaining directors may elect, by majority vote, a director to fill such vacancy until the next meeting of shareholders.

Art. 14. The board of directors shall choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who need not be a director, who shall be responsible for keeping the minutes of the meetings of the board of directors and of the shareholders. The board of directors shall meet upon call by the chairman, or two directors, at the place indicated in the notice of meeting.

The chairman shall preside at all meetings of shareholders and of the board of directors, but in his absence the shareholders or the board of directors may appoint another director (and, in respect of shareholders' meetings, any other person) as chairman pro tempore by vote of the majority of the votes cast or of the directors present at any such meeting respectively.

The board of directors from time to time may appoint the officers of the Corporation, including a general manager, and any assistant general managers, assistant secretaries or other officers considered necessary for the operation and management of the Corporation. Any such appointment may be revoked at any time by the board of directors. Officers need not be directors or shareholders of the Corporation. The officers appointed, unless otherwise stipulated in these Articles, shall have the powers and duties given to them by the board of directors.

Written notice of any meeting of the board of directors shall be given to all directors at least twenty-four hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by telefax or similar means of communication capable of evidencing such waiver of each director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the board of directors.

Any director may act at any meeting of the board of directors by appointing another director as his proxy in writing or by telefax or similar means of communication capable of evidencing such proxy as permitted by law.

Directors may also assist at board meetings and board meetings may be held by telephone link or telephone conference, provided that the vote be confirmed in writing.

A director may also participate at any meeting of the board of directors by video conference or any other means of telecommunication allowing to identify such director. Such means must allow the director to effectively act at such meeting of the board of directors, the proceedings of which must be retransmitted continuously to such director. Such a board meeting held at distance by way of such communication means shall be deemed to have taken place at the registered office of the Corporation.

The directors may only act at duly convened meetings of the board of directors. Directors may not bind the Corporation by their individual acts, except as specifically permitted by resolution of the board of directors.

The board of directors can deliberate or act validly only if at least half of the directors are present or represented at a meeting of the board of directors. Decisions shall be taken by a majority of the votes of the directors present or represented at such meeting. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman shall have a casting vote.

Decisions may also be taken by circular resolutions signed by all the directors.

The board of directors may delegate its powers to conduct the daily management and affairs of the Corporation and its powers to carry out acts in furtherance of the corporate policy and purpose, to officers of the Corporation or to other contracting parties.

Art. 15. The minutes of any meeting of the board of directors shall be signed by the chairman or, in his absence, by the chairman pro tempore who presided at such meeting.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman, or by the secretary, or by two directors.

Art. 16. The board of directors shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy and the course of conduct of the management and business affairs of the Corporation.

The board of directors shall also determine any restrictions which shall from time to time be applicable to the investments of the Corporation, in accordance with Part I of the Law.

Any class may, to the widest extent permitted by and under the conditions set forth in Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Corporation, subscribe, acquire and/or hold shares to be issued or issued by one or more class(es) of the Corporation. In such case and subject to conditions set forth in applicable Luxembourg laws and regulations, the voting rights, if any, attaching to these shares are suspended for as long as they are held by the class concerned. In addition and for as long as these shares are held by a class, their value will not be taken into consideration for the calculation of the net assets of the Corporation for the purposes of verifying the minimum threshold of the net assets imposed by the Luxembourg Law of 17 December 2010 on undertakings for collective investment.

The board of directors may decide that investments of the Corporation be made (i) in transferable securities and money market instruments admitted to or dealt in on a regulated market as defined by the Law, (ii) in transferable securities and money market instruments dealt in on another market in a Member State of the European Union which is regulated, operates regularly and is recognised and open to the public, (iii) in transferable securities and money market instruments admitted to official listing in Eastern and Western Europe, Africa, the American continents, Asia, Australia and Oceania, or dealt in on another market in the countries referred to above, provided that such market is regulated, operates regularly and is recognised and open to the public, (iv) in recently issued transferable securities and money market instruments provided the terms of the issue provide that application be made for admission to official listing in any of the stock exchanges or other regulated markets referred to above and provided that such admission is secured within one year of the issue, as well as (v) in any other securities, instruments or other assets within the restrictions as shall be set forth by the board of directors in compliance with applicable laws and regulations and disclosed in the sales documents of the Corporation.

The board of directors of the Corporation may decide to invest up to one hundred per cent of the total net assets of each class of shares of the Corporation in different transferable securities and money market instruments issued or guaranteed by any Member State of the European Union, its local authorities, a non-Member State of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the sales documents of the Corporation, or public international bodies of which one or more of such Member States of the European Union are members, or by any Member State of the Organisation for Economic Cooperation and Development, provided that in the case where the Corporation decides to make use of this provision it must hold, on behalf of the class concerned, securities from at least six different issues and securities from any one issue may not account for more than thirty per cent of such class' total net assets.

The board of directors may decide that investments of the Corporation be made in financial derivative instruments, including equivalent cash settled instruments, dealt in on a regulated market as referred to in the Law and/or financial derivative instruments dealt in over-the-counter provided that, among others, the underlying consists of instruments

covered by Article 41 (1) of the Law, financial indices, interest rates, foreign exchange rates or currencies, in which the Corporation may invest according to its investment objectives as disclosed in its sales documents.

The board of directors may decide that investments of a class to be made with the aim to replicate a certain stock or bond index provided that the relevant index is recognised by the Luxembourg supervisory authority on the basis that it is sufficiently diversified, represents an adequate benchmark for the market to which it refers and is published in an appropriate manner.

The Corporation will not invest more than a certain percentage (as disclosed in the sales documents of the Corporation) of the net assets of any class in undertakings for collective investment as defined in Article 41 (1) (e) of the Law.

The board of directors may invest and manage all or any part of the pools of assets established for two or more classes of shares on a pooled basis, as described in Article twenty-four, where it is appropriate with regard to their respective investment sectors to do so.

Art. 17. No contract or other transaction between the Corporation and any other corporation or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Corporation is interested in, or is a director, associate, officer or employee of such other corporation or firm. Any director or officer of the Corporation who serves as a director, officer or employee of any corporation or firm with which the Corporation shall contract or otherwise engage in business shall not, by reason of such affiliation with such other corporation or firm be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any director or officer of the Corporation may have any personal interest in any transaction of the Corporation, such director or officer shall make known to the board of directors such personal interest and shall not consider or vote on any such transaction, and such transaction, and such director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving SEB Group or the investment manager(s), any parent undertaking, any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the board of directors on its discretion, unless such "personal interest" is considered to be a conflicting interest by applicable laws and regulations.

Art. 18. The Corporation may indemnify any director or officer and his heirs, executors and administrators against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation or, at its request, of any other corporation of which the Corporation is a shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 19. The Corporation will be bound by the joint signature of any two directors or by the joint or individual signature (s) of any other person(s) to whom signatory authority has been delegated by the board of directors.

Art. 20. The Corporation shall appoint an independent auditor ("réviseur d'entreprises agréé") who shall carry out the duties prescribed by the Law. The independent auditor shall be elected by the annual general meeting of shareholders and shall serve until its successor shall have been elected.

Art. 21. As is more especially prescribed hereinbelow, the Corporation has the power to redeem its own shares at any time within the sole limitations set forth by law.

Any shareholder may at any time request the redemption of all or part of his shares by the Corporation in the minimum amount as disclosed in the sales documents of the Corporation. The redemption price shall normally be paid not later than ten business days after the date on which the applicable net asset value was determined and shall be equal to the net asset value for the relevant class of shares as determined in accordance with the provisions of Article twenty-three hereof less an adjustment or charge, including deferred sales charge or redemption charge, if any, as the sales documents may provide. Any redemption request must be filed by such shareholder in written form at the registered office of the Corporation in Luxembourg or with any other person or entity appointed by the Corporation as its agent for redemption of shares, together with the delivery of the confirmation of shareholding for such shares in proper form (if issued) and accompanied by proper evidence of transfer or assignment.

If redemption requests for more than 10% of the net asset value of a class are received, then the Corporation shall have the right to limit redemptions so they do not exceed this threshold amount of 10%. Redemptions shall be limited with respect to all shareholders seeking to redeem shares as of a same Valuation Day so that each such shareholder shall have the same percentage of its redemption request honoured. The balance of such redemption requests shall be processed by the Corporation on the next day on which redemption requests are accepted, subject to the same limitation. On such day, such requests for redemption will be complied with in priority to subsequent requests.

In exceptional circumstances, the board of directors may offer to a shareholder redemption in kind. The shareholder may always request a cash redemption payment in the reference currency of the relevant class. Where the shareholder agrees to accept redemption in kind he will, as far as possible, receive a representative selection of the relevant class' holdings pro rata to the number of shares redeemed and the board of directors will make sure that the remaining shareholders do not suffer any loss therefrom. The value of the redemption in kind will be certified by certificate drawn up by the independent auditors of the Corporation to the extent required by Luxembourg laws and regulations, except where the redemption in kind exactly reflects the shareholder's prorata share of investments.

Any request for redemption shall be irrevocable except in the event of suspension of redemption pursuant to the previous paragraph or to Article twenty-two hereof. In the absence of revocation, redemption will occur as of the first Valuation Day after the end of the suspension.

Shares of the capital stock of the Corporation redeemed by the Corporation shall be cancelled.

Any shareholder may request conversion of whole or part of his shares of one class into shares of another class at the respective net asset values of the shares of the relevant class, provided that the board of directors may impose such restrictions as to, inter alia, frequency of conversion, and may make conversion subject to payment of a charge as specified in the sales documents.

No redemption or conversion by a single shareholder may, unless otherwise decided by the board of directors, be for an amount of less than that of the minimum holding requirement for each registered shareholder as determined from time to time by the board of directors.

If a redemption or conversion or sale of shares would reduce the value of the holdings of a single shareholder of shares of one class below the minimum holding as the board of directors shall determine from time to time, then such shareholder shall be deemed to have requested the redemption or conversion, as the case may be, of all his shares of such class.

The Corporation shall not give effect to any transfer of shares in its register as a consequence of which an investor would not meet the minimum holding requirement.

The Corporation will require from each registered shareholder acting on behalf of other investors that any assignment of rights to the shares of the Corporation be made in compliance with applicable securities laws in the jurisdictions where such assignment is made and that in unregulated jurisdictions such assignment be made in compliance with the minimum holding requirement.

Art. 22. For the purpose of determining the issue, conversion, and redemption price thereof, the net asset value of shares in the Corporation shall be determined up to two decimal places as to the shares of each class of shares by the Corporation from time to time, but in no instance less than twice monthly, as the board of directors by resolution may direct (every such day or time for determination of net asset value being referred to herein as a "Valuation Day"). Depending on the volume of issues, redemptions or conversions requested by shareholders, the Corporation reserves the right to allow for the net asset value per share to be adjusted by dealing and other costs and fiscal charges which would be payable on the effective acquisition or disposal of assets in the relevant class of shares if the net capital activity exceeds, as a consequence of the sum of all issues, redemptions or conversions of shares in such a class, such threshold percentage as may be determined from time to time by the Corporation, of the class of share's total net assets on a given Valuation Day (herein referred to as "swing pricing technique").

The Corporation may suspend the determination of the net asset value of shares of any particular class and the issue and redemption of its shares from its shareholders as well as conversion from and to shares of each class if at any time, the board of directors believes that exceptional circumstances constitute forcible reasons for doing so. Such circumstances can arise during

(a) any period when any of the principal markets or stock exchanges on which a substantial portion of the investments of the Corporation attributable to such class of shares from time to time is quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended; or

(b) the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets owned by the Corporation would be impracticable, not accurate or not without seriously prejudicing the interests of the shareholders of the Corporation; or

(c) any breakdown in the means of communication normally employed in determining the price or value of any of the investments of the relevant class of shares or the current price or values on any market or stock exchange; or

(d) any period when the Corporation is unable to repatriate funds for the purpose of making payments on the redemption of the shares of such class or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot in the opinion of the directors be effected at normal rates of exchange;

(e) in the event of the publication (i) of the convening notice to a general meeting of shareholders at which a resolution to wind up the Corporation or a class is to be proposed, or of the decision of the board of directors to wind up one or more classes, or (ii) to the extent that such a suspension is justified for the protection of the shareholders, of the notice of the general meeting of shareholders at which the merger of the Corporation or a class is to be proposed, or of the decision of the board of directors to merge one or more classes; or

(f) where in the opinion of the board of directors, circumstances which are beyond the control of the board of directors make it impracticable or unfair vis-à-vis the shareholders to continue trading the shares or in any other circumstance or circumstances where a failure to do so might result in the Corporation or its shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment to which the Corporation or its shareholders might not otherwise have suffered.

Any such suspension shall be publicised, if appropriate and as described in the sales documents, by the Corporation and shall be notified to investors who have applied for shares and to shareholders requesting redemption or conversion of their shares by the Corporation at the time of the filing of the written request for such redemption or conversion.

Such suspension as to any class of shares shall have no effect on the calculation of the net asset value, the issue, redemption and conversion of the shares of any other class of shares.

Art. 23. The net asset value of shares of each class of shares shall be expressed as a per share figure in the currency of the relevant class of shares as determined by the board of directors and shall be determined, not less than twice a month, in respect of any Valuation Day by dividing the net assets of the Corporation corresponding to each class of shares, being the value of the assets of the Corporation corresponding to such class, less its liabilities attributable to such class at such time or times as the board of directors may determine, by the number of shares of the relevant class then outstanding adjusted to reflect any dealing charges, swing pricing technique or fiscal charges which the board of directors considers appropriate to take into account and by rounding the resulting sum to the nearest smallest unit of the currency concerned in the following manner:

A. The assets of the Corporation shall be deemed to include: a) all cash on hand or on deposit, including any interest accrued thereon; b) all bills and demand notes and accounts receivable (including proceeds of securities sold but not delivered);

c) all bonds, time notes, shares, stock, units in undertakings for collective investment, debenture stocks, subscription rights, warrants, options and other investments (including derivative instruments) and securities owned or contracted for by the Corporation;

d) all stock dividends, cash dividends and cash distributions receivable by the Corporation (provided that the Corporation may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

e) all interest accrued on any interest-bearing securities owned by the Corporation except to the extent that the same is included or reflected in the principal amount of such security;

f) the preliminary expenses of the Corporation insofar as the same have not been written off, and

g) all other assets of every kind and nature, including prepaid expenses.

The value of such assets shall be determined as follows:

(a) securities listed on a stock exchange or on other regulated markets, which operate regularly and are recognised and open to the public, will be valued at the last available price; in the event that there should be several such markets, on the basis of the last available price of the main market for the relevant security. Should the last available price for a given security not truly reflect its fair market value, then that security shall be valued on the basis of the probable sales price which the board of directors deem it is prudent to assume;

(b) securities not listed on a stock exchange or on any other regulated markets, which operate regularly and are recognised and open to the public, will be valued on the basis of their last available price. Should the last available price for a given security not truly reflect its fair market value, then that security will be valued by the board of directors on the basis of the probable sales price which the board of directors deem it is prudent to assume;

(c) swaps are valued at their fair value based on the underlying securities (at close of business or intraday) as well as on the characteristics of the underlying commitments;

(d) The liquidating value of futures, forward and options contracts (or any other financial derivative instruments) not traded on regulated markets or stock exchanges shall mean their net liquidating value determined, pursuant to the policies established in good faith by the board of directors, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward and options contracts (or any other financial derivative instruments) traded on regulated markets or stock exchanges shall be based upon the last available settlement prices of these contracts on regulated markets or stock exchanges on which the particular futures, forward or options contracts (or any other financial derivative instruments) are traded by the Corporation; provided that if a futures, forward or options contract (or any other financial derivative instruments) could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the board of directors may deem fair and reasonable;

(e) shares or units in underlying open-ended investment funds shall be valued at their last available price;

(f) liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortised cost basis. All other assets, where practice allows, may be valued in the same manner; short-term investments that have a remaining maturity of one year or less may be valued (i) at market value, or (ii) where market value is not available or not representative, at amortised cost;

(g) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid, and not yet received shall be deemed to be the full amount thereof, unless, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the board of directors may consider appropriate in such case to reflect the true value thereof.

In the event that extraordinary circumstances render such a valuation impracticable or inadequate, other valuation methods may be used if the board of directors considers that another method better reflects the value or the liquidation value of the investments and is in accordance with the accounting practice, in order to achieve a fair valuation of the assets of the Corporation.

B. The liabilities of the Corporation shall be deemed to include:

a) all loans, bills and accounts payable;

b) all accrued or payable administrative expenses (including but not limited to investment advisory fee or management fee, custodian fee and corporate agents' fees);

c) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Corporation where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;

d) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Corporation, and other reserves if any authorised and approved by the board of directors; and

e) all other liabilities of the Corporation of whatsoever kind and nature except liabilities represented by shares in the Corporation. In determining the amount of such liabilities the Corporation shall take into account all expenses payable by the Corporation comprising formation expenses, fees payable to its investment advisers or investment managers, fees and expenses payable to its directors or officers, its accountants, custodian and its correspondents, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, any other agent employed by the Corporation, fees and expenses incurred in connection with the general infrastructure of the Corporation, the listing of the shares of the Corporation at any stock exchange or to obtain a quotation on another regulated market, the cost of holding shareholders' meetings, fees for legal or auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of the prospectuses, explanatory memoranda, registration statements, or of interim and annual reports, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, interest, currency conversion costs, bank charges and brokerage, postage, telephone and telex. The Corporation may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

C. There shall be established a portfolio of assets for each class of shares in the following manner:

a) the proceeds from the issue of one or several classes of shares shall be applied in the books of the Corporation to the portfolio of assets established for the class or classes of shares, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such portfolio subject to the provisions of this Article;

b) if within any portfolio class specific assets are held by the Corporation for a specific class of shares, the value thereof shall be allocated to the class concerned and the purchase price paid therefore shall be deducted, at the time of acquisition, from the proportion of the other net assets of the relevant portfolio which otherwise would be attributable to such class;

c) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Corporation to the same portfolio or, if applicable, the same class of shares as the asset from which it was derived and on each revaluation of an asset, the increase or diminution in value shall be applied to the relevant portfolio and/or class;

d) where the Corporation incurs a liability which relates to any asset attributable to a particular portfolio or class of shares or to any action taken in connection with an asset attributable to a particular portfolio or class of shares, such liability shall be allocated to the relevant portfolio and/or class of shares;

e) in the case where any asset or liability of the Corporation cannot be considered as being attributable to a particular portfolio or class of shares, such asset or liability shall be equally divided between all the portfolios or, insofar as justified by the amounts, shall be allocated to the portfolios or, as the case may be, the classes, prorata to the net asset values;

f) upon the record date for determination of the person entitled to any dividend declared on any class of shares, the net asset value of such class of shares shall be reduced by the amount of such dividends;

g) upon the payment of an expense attributable to a specific portfolio or a particular class of shares, the amount thereof shall be deducted from the assets of the portfolio concerned and, if applicable, from the proportion of the net assets attributable to the class concerned;

h) if there have been created within a class, as provided in Article five, sub-classes of shares, the allocations rules set forth above shall be applicable mutatis mutandis to such sub-classes.

D. Each portfolio of assets and liabilities shall consist of a portfolio of transferable securities, money market instruments and other assets in which the Corporation is authorised to invest, and the entitlement of each share class which is issued by the Corporation in relation with a same portfolio will change in accordance with the rules set out below.

In addition there may be held within each portfolio on behalf of one specific share class or several specific share classes, assets which are class specific and kept separate from the portfolio which is common to all share classes related to such portfolio and there may be assumed on behalf of such class or share classes specific liabilities.

The proportion of the portfolio which shall be common to each of the share classes related to a same portfolio which shall be allocable to each class of shares shall be determined by taking into account issues, redemptions, distributions, as well as payments of class specific expenses or contributions of income or realisation proceeds derived from class specific assets, whereby the valuation rules set out below shall be applied mutatis mutandis.

The percentage of the net asset value of the common portfolio of any such portfolio to be allocated to each class of shares shall be determined as follows:

1) initially the percentage of the net assets of the common portfolio to be allocated to each share class shall be determined by reference to the allocations made on behalf of the relevant class of shares;

2) the issue price received upon the issue of shares of a specific class shall be allocated to the common portfolio and result in an increase of the proportion of the common portfolio attributable to the relevant share class;

3) if in respect of one share class the Corporation acquires specific assets or pays class specific expenses (including any portion of expenses in excess of those payable by other share classes) or makes specific distributions or pays the redemption price in respect of shares of a specific class, the proportion of the common portfolio attributable to such class shall be reduced by the acquisition cost of such class specific assets, the specific expenses paid on behalf of such class, the distributions made on the shares of such class or the redemption price paid upon redemption of shares of such class;

4) the value of class specific assets and the amount of class specific liabilities are attributed only to the share class or classes to which such assets or liabilities relate and this shall increase or decrease the net asset value per share of such specific share class or classes.

E. For the purposes of this Article:

a) shares in respect of which subscription has been accepted but payment has not yet been received shall be deemed to be existing as from the close of business on the Valuation Day on which they have been allotted and the price therefore, until received by the Corporation, shall be deemed a debt due to the Corporation;

b) shares of the Corporation to be redeemed under Article twenty-one hereof shall be treated as existing and taken into account until immediately after the close of business on the Valuation Day referred to in this Article, and from such time and until paid the price therefore shall be deemed to be a liability of the Corporation;

c) all investments, cash balances and other assets of the Corporation not expressed in the currency in which the net asset value of any class is denominated, shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the net asset value of shares; and

d) effect shall be given on any Valuation Day to any purchases or sales of securities contracted for by the Corporation on such Valuation Day, to the extent practicable.

If the Corporation's board of directors so determines, the net asset value of the shares of each class may be converted at the middle market rate into such other currencies than the currency of denomination of the relevant class, referred to above, and in such case the issue and redemption price per share of such class may also be determined in such currency based upon the result of such conversion.

The net asset value may be adjusted as the Corporation's board of directors may deem appropriate to reflect inter alia any dealing charges, including any dealing spreads, fiscal charges and potential market impact resulting from the shareholder transactions.

Art. 24.

1) The board of directors may invest and manage all or any part of the portfolios of assets established for one or more classes of shares (hereafter referred to as "Participating Funds") on a pooled basis where it is applicable with regard to their respective investment sectors to do so. Any such enlarged asset pool ("Enlarged Asset Pool") shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Funds. Thereafter the board of directors may from time to time make further transfers to the Enlarged Asset Pool. It may also transfer assets from the Enlarged Asset Pool to a Participating Fund, up to the amount of the participation of the Participating Fund concerned. Assets other than cash may be allocated to an Enlarged Asset Pool only where they are appropriate to the investment sector of the Enlarged Asset Pool concerned.

2) The assets of the Enlarged Asset Pool to which each Participating Fund shall be entitled, shall be determined by reference to the allocations and withdrawals made on behalf of the other Participating Funds.

3) Dividends, interests and other distributions of an income nature received in respect of the assets in an Enlarged Asset Pool will be immediately credited to the Participating Funds, in proportion to their respective entitlements to the assets in the Enlarged Asset Pool at the time of receipt.

Art. 25. Whenever the Corporation shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be the net asset value as hereinabove defined for the relevant class of shares plus any adjustment or charge, including but not limited to any applicable swing pricing technique, which reverts to the Corporation and such

sales charge, if any, as the sales documents may provide. The price per share will be rounded upwards or downwards as the board of directors may resolve. The price so determined shall be payable within the period of time set out in the sales documents.

Art. 26. The accounting year of the Corporation shall begin on 1 st January of each year and shall terminate on the 31 st December of the same year.

The accounts of the Corporation shall be expressed in SEK. When there shall be different classes as provided for in Article five hereof, and if the accounts within such classes are expressed in different currencies, such accounts shall be translated into SEK and added together for the purpose of the determination of the accounts of the Corporation.

Art. 27. Within the limits provided by law, the general meeting of holders of shares of the class or classes in respect of which a same pool of assets has been established pursuant to Article twenty-three section C. shall, upon the proposal of the board of directors in respect of such class or classes of shares, determine how the annual results shall be disposed of.

If the board of directors has decided, in accordance with the provisions of Article five hereof, to create within each class of shares two sub-classes where one sub-class entitles to dividends ("Dividend Shares") and the other sub-class does not entitle to dividends ("Accumulation Shares"), dividends may only be declared and paid in accordance with the provisions of this Article in respect of Dividend Shares and no dividends will be declared and paid in respect of Accumulation Shares.

The dividends declared may be paid at such places and times and in such currencies as may be determined by the board of directors. Interim dividends may, subject to such further conditions as set forth by law, be paid out on the shares of any class of shares upon decision of the board of directors.

No distribution shall be made if as a result thereof the capital of the Corporation becomes less than the minimum prescribed by law.

However, no dividends will be distributed if their amount is below an amount to be decided by the board of directors from time to time and published in the sales documents of the Corporation. Such amount will automatically be reinvested.

Art. 28. The Corporation shall enter into a custodian agreement with a bank which shall satisfy the requirements of the Law (the "Custodian"). All securities, cash and other assets of the Corporation are to be held by or to the order of the Custodian who shall assume towards the Corporation and its shareholders the responsibilities provided by the Law.

In the event of the Custodian desiring to retire, the board of directors shall use its best endeavours to find within two months a Luxembourg credit institution to act as custodian and upon doing so the board of directors shall appoint such Luxembourg credit institution to be custodian in place of the retiring Custodian. The board of directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed in accordance with this provision to act in the place thereof.

All opening of accounts in the name of the Corporation, as well as any power of attorney on such accounts, must be subject to the prior approval and ratification of the board of directors.

Art. 29. In the event of a dissolution of the Corporation, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation.

A class may be dissolved by compulsory redemption of shares of the class concerned, upon a decision of the board of directors:

a) if the net asset value of the class concerned has decreased below such amount as may be determined by the board of directors from time to time and as disclosed in the sales documents of the Corporation,

b) if a change in the economical or political situation relating to the class concerned would have material adverse consequences on investments of the class, or

c) in order to proceed with an economic rationalisation.

The redemption price will be the net asset value per share (taking into account actual realisation prices of investments and realisation expenses), calculated as of the Valuation Day at which such decision shall take effect.

The Corporation shall serve a written notice to the holders of the relevant shares prior to the effective date of the compulsory redemption, which will indicate the reasons for, and the procedure of the redemption operations. Shareholders shall be notified in writing. Unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the class concerned may continue to request redemption or conversion of their shares free of charge prior to the effective date of the compulsory redemption, taking into account actual realisation prices of investments and realisation expenses.

Notwithstanding the powers conferred to the board of directors by the preceding paragraph, a general meeting of shareholders of any class may, upon proposal from the board of directors, redeem all the shares of such class and refund to the shareholders the net asset value of their shares (taking into account actual realisation prices of investments and realisation expenses) calculated as of the Valuation Day at which such decision shall take effect. There shall be no quorum

requirements for such general meeting of shareholders at which resolutions shall be adopted by a simple majority of the votes cast if such decision does not result in the liquidation of the Corporation.

Liquidation proceeds not claimed by the shareholders at the close of the liquidation of a class will be deposited at the Caisse de Consignation in Luxembourg. If not claimed, they shall be forfeited in accordance with the provisions of Luxembourg law.

All redeemed shares shall be cancelled.

Any merger of a class shall be decided by the board of directors unless the board of directors decides to submit the decision for a merger to a meeting of shareholders of the class concerned. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast. In case of a merger of one or more class(es) where, as a result, the Corporation ceases to exist, the merger shall be decided by a meeting of shareholders resolving in accordance with the quorum and majority requirements for changing these Articles. In addition, the provisions on mergers of UCITS set forth in the Law and any implementing regulation shall apply.

Art. 30. These Articles may be amended from time to time by a meeting of shareholders, subject to the quorum and voting requirements provided by the laws of Luxembourg. Any amendment affecting the rights of the holders of shares of any class vis-à-vis those of any other class shall be subject, further, to the said quorum and majority requirements in respect of each such relevant class.

Art. 31. All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 th August 1915 on commercial companies, as amended (the "1915 Law"), and the Law.

Fourth resolution

The Meeting with 32,644,294 votes in favour, no votes against and no abstentions resolved to acknowledge the resignation of Mr Frederik Sjöstrand as director of the Corporation with effect as of

Fifth resolution

The Meeting with 32,644,294 votes in favour, no votes against and no abstentions decides to appoint the following persons as members of the board of directors until the next annual general meeting of shareholders to be held in 2012:

- Ms Ann-Charlotte Lawyer, born on 22 July 1963 in Motala (Sweden), residing professionally at 6a, Circuit de la Foire Internationale, Luxembourg, Head of SEB Fund Services S.A;

- Mr Olivier Scholtes, born on 3 November 1968 in Luxembourg, residing professionally at 6a, Circuit de la Foire Internationale, Luxembourg , Head of Client Relations and Service Management, SEB Fund Services S.A.;

- Mr Patrik Burnäs, born on 20 February 1971 in Spånga (Sweden), residing at 11, rue des Ardennes, L-8048 Strassen, CFO Skandinaviska Enskilda Banken S.A.

The Meeting decides that the above resolutions will become effective as of 21 July 2011, as stated in the notice sent to the shareholders on 21 June 2011.

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing persons, the present deed is worded in English only.

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

The document having been read to the proxyholder of the appearing persons, known to the notary, by its surname, first name, civil status and residence, the said person signed together with us, the notary, the present original deed.

Signé: L. PURLUND, B. HENIG, K. KIRSCH et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 6 juillet 2011. Relation: LAC/2011/30711. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): F. SANDT.

POUR EXPEDITION CONFORME, délivrée à la société sur demande, aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 juillet 2011.

Référence de publication: 2011100071/722.

(110113655) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 juillet 2011.

CIB Europe S.A., Société Anonyme.

Siège social: L-1882 Luxembourg, 3A, rue Guillaume Kroll.

R.C.S. Luxembourg B 129.438.

—

Le bilan au 31 décembre 2009 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 30 mai 2011.
Pour la société
Un mandataire

Référence de publication: 2011074883/12.

(110083345) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

CIB Europe S.A., Société Anonyme.

Siège social: L-1882 Luxembourg, 3A, rue Guillaume Kroll.

R.C.S. Luxembourg B 129.438.

—

Le bilan au 31 décembre 2008 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 30 mai 2011.
Pour la société
Un mandataire

Référence de publication: 2011074884/12.

(110083346) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Copytech S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-8140 Bridel, 72, route de Luxembourg.

R.C.S. Luxembourg B 23.870.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 12 mai 2011.
SG AUDIT SARL

Référence de publication: 2011074886/11.

(110083543) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

CPPL Lux 1, Société Anonyme.

Capital social: EUR 126.850,00.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 77.025.

—

Le bilan de la société au 31/12/2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg.
Pour la société
Un mandataire

Référence de publication: 2011074888/12.

(110083664) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

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

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

R.C.S. Luxembourg B 124.797.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2011074889/10.

(110083471) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

DIF A63 Luxembourg S.à r.l., Société à responsabilité limitée,
(anc. DIF Infrastructure II PPP II S.à r.l.).

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 156.217.

—

In the year two thousand and eleven, on the seventh day of the month of July.

Before Maître Edouard Delosch, notary, residing in Rambrouch (Grand Duchy of Luxembourg)

There appeared:

1. DIF Infrastructure II UK Partnership, acting through its partner DIF Infrastructure II UK Partner Limited, with registered office at Appleyards House, 72 Brighton Road, Horsham, West Sussex RH13 5BU, Royaume-Uni, registered under number 06760507 with the Registrar of Companies for England and Wales,

2. DIF Omni Invest CV acting through its managing partner DIF Omni Invest GP B.V., with registered office at Schiphol Boulevard 269, Tower D, 10 th Floor, 1118 BH Schiphol, Pays-Bas, registered under number 50628461 with the Registrar of Companies of Amsterdam,

The appearing parties sub 1. and 2. hereby represented by Patrick van Denzen, private employee, residing in Luxembourg, by virtue of a proxy given on 5 July 2011 (the "Shareholders"),

The said proxies shall be annexed to the present deed for the purpose of registration.

The Shareholders have requested the undersigned notary to document that the Shareholders are the sole shareholders of the société à responsabilité limitée DIF Infrastructure II PPP II S.à r.l.,a société à responsabilité limitée governed by the laws of Luxembourg, with registered office at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg (the "Company"), incorporated pursuant to a deed of the undersigned notary of 20 October 2010, published in the Mémorial C, Recueil des Sociétés et Associations number 2583 of 26 November 2010 and registered with the Luxembourg Register of Commerce and Companies, Section B, under number 156.217. The articles of incorporation have been amended pursuant to a deed of the undersigned notary of 29 November 2010, published in the Mémorial C, Recueil des Sociétés et Associations number 411 of 2 March 2011.

The Shareholders, represented as above mentioned, having recognised to be fully informed of the resolutions to be taken on the basis of the following agenda:

Agenda

1 To change the name of the company to "DIF A63 Luxembourg S.à r.l.".

2 To amend article 1 of the articles of incorporation so as to reflect the foregoing items of the agenda.

3 To approve the resignation of Manacor (Luxembourg) S.A. as manager of the Company effective as from 07 July 2011.

4 To grant discharge to Manacor (Luxembourg) S.A. as manager of the Company from the date of its appointment until the date of its resignation.

5 To approve the appointment of DIF Management Luxembourg S.à r.l. (previously named Reneta Finance S.à r.l.) with registered address at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg and registered with the Luxembourg Trade and Companies Register under number B 156.872 as new manager of the Company for an unlimited period effective as from 7 July 2011;

6 Miscellaneous

has requested the undersigned notary to record the following resolutions:

First resolution

The Shareholders resolved to change the name of the Company to "DIF A63 Luxembourg S.à r.l.".

Second resolution

As a result of the above resolution, the Shareholders resolved to amend article 1 of the articles of incorporation, which will from now on read as follows:

" **Art. 1. Name.** There is hereby formed a "Société à responsabilité limitée", private limited liability company under the name "DIF A63 Luxembourg S.à r.l." (the "Company") governed by the present Articles of incorporation and by current Luxembourg laws, and in particular the law of August 10 th , 1915 on commercial companies (the "Law"), and the law of September 18 th , 1933 and of December 28 th , 1992 on "Sociétés à responsabilité limitée"."

Third resolution

The Shareholders resolved to approve the resignation of the current manager of the Company, Manacor (Luxembourg) S.A., "société anonyme", effective as of the date of 7 th of July 2011.

Fourth resolution

The Shareholders resolved to grant discharge to Manacor (Luxembourg) S.A. as manager of the Company from the date of its appointment until the date of its resignation.

Fifth resolution

The Shareholders resolved to appoint the following person as the Manager of the Company for unlimited duration effective as from 7 July 2011:

- DIF Management Luxembourg S.à r.l. (previously named Reneta Finance S.à r.l.) with registered address at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg and registered with the Luxembourg Trade and Companies Register under number B 156.872.

Expenses

The expenses, costs, fees and charges which shall be borne by the Company as a result of the aforesaid capital increase are estimated at one thousand one hundred euro (EUR 1,100.-).

The undersigned notary who knows English, states herewith that on request of the above appearing persons, the present deed is worded in English followed by a French version; on request of the same persons and in case of divergences between the English and the French text, the English text will prevail.

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

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

Suit la traduction française du texte qui précède:

L'an deux mille onze, le sept juillet.

Par devant Maître Edouard Delosch, notaire de résidence à Rambrouch (Grand-Duché de Luxembourg),

Ont comparu:

1. DIF Infrastructure II UK Partnership, représentée par DIF Infrastructure II UK Partner Limited, ayant son siège social à l'Appleyards House, 72 Brighton Road, Horsham, West Sussex RH13 5BU, Royaume-Uni, immatriculée sous le numéro 06760507 au Registrar of Companies for England and Wales (Registre des Sociétés d'Angleterre et de Pays de Galles),

2. DIF Omni Invest CV représentée par DIF Omni Invest GP B.V. domicilié à Schiphol Boulevard 269, Tower D, 10 th Floor, 1118 BH Schiphol, Pays-Bas, immatriculée sous le numéro 50628461 au Registre des Sociétés d'Amsterdam,

Les parties comparantes sub 1. et 2., représentées aux fins des présentes par Patrick van Denzen, employé privé, demeurant à Luxembourg, aux termes d'une procuration sous seing privé donnée le 5 juillet 2011 (les"Associés").

Les prédites procurations resteront annexées aux présentes pour être enregistrées avec elles.

Les Associés ont requis le notaire instrumentant d'acter que les Associés sont les seuls et uniques associés de la société à responsabilité limitée DIF Infrastructure II PPP II S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social à L-1855 Luxembourg, 46A, Avenue J.F. Kennedy (la "Société"), constituée suivant acte du notaire soussigné, en date du 20 octobre 2010, publié au Mémorial C, Recueil des Sociétés et Associations numéro 2583 du 26 novembre 2010 et inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B, sous le numéro 156.217. Les statuts de la Société ont été modifiés suivant acte du notaire soussigné, en date du 29 novembre 2010, publié au Mémorial C, Recueil des Sociétés et Associations numéro 411 du 2 mars 2011.

Les Associés, représentés comme indiqué ci-avant, reconnaissant être parfaitement au courant des décisions à intervenir sur base de l'ordre du jour suivant:

Ordre du jour

1 Changement de la dénomination de la Société en "DIF A63 Luxembourg S.à r.l.".

2 Modification de l'article 1 des statuts afin de refléter les points de l'agenda proposés ci-dessus.

3 Acceptation de la démission du gérant en fonction, Manacor (Luxembourg) S.A., la société anonyme, avec effet au 7 juillet 2011.

4 Décharge pleine et entière est accordée à Manacor (Luxembourg) S.A. pour l'exécution de son mandat de gérant à partir de la date de sa nomination jusqu'à la date de sa démission.

5 Nomination de DIF Management Luxembourg S.à r.l. (anciennement Reneta Finance S.à r.l.) ayant son siège social à 46A, Avenue J.F. Kennedy, L-1855 Luxembourg inscrite au Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 156.872, en tant que gérant pour une durée indéterminée avec effet au 7 juillet 2011.

6 Divers.

ont requis le notaire instrumentant d'acter les résolutions suivantes:

Première résolution

Les Associés ont décidé de changer la dénomination de la Société en "DIF A63 Luxembourg S.à r.l.".

Deuxième résolution

En conséquence de la résolution adoptée ci-dessus, les Associés ont décidé de modifier l'article 1 des statuts qui sera dorénavant rédigé comme suit:

" **Art. 1 er . Dénomination.** Il est constitué par les présentes une société à responsabilité limitée sous la dénomination "DIF A63 Luxembourg S.à r.l." (la "Société"), régie par les présents Statuts et par les lois luxembourgeoises actuellement en vigueur et en particulier la loi du 10 août 1915 sur les sociétés commerciales (la "Loi"), et les lois du 18 septembre 1933 et 28 décembre 1992 sur les sociétés à responsabilité limitée."

Troisième résolution

Les Associés ont décidé d'accepter la démission du gérant en fonction, Manacor (Luxembourg) S.A., la société anonyme, avec effet au 7 juillet 2011.

Quatrième résolution

Les Associés ont décidé d'accorder décharge pleine et entière à Manacor (Luxembourg) S.A. pour l'exécution de son mandat de gérant à partir de la date de sa nomination jusqu'à la date de sa démission.

Cinquième résolution

Les Associés ont décidé de nommer en tant que gérant pour une durée indéterminée avec effet au 7 juillet 2011:

- DIF Management Luxembourg S.à r.l. (anciennement Reneta Finance S.à r.l.) ayant son siège social à 46A, Avenue J.F. Kennedy, L-1855 Luxembourg inscrite au Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 156.872.

Frais

Les frais, dépenses, rémunérations et charges quelconques qui incombent à la société des suites de ce document sont estimés à mille cent euro (EUR 1.100.-).

Le notaire soussigné qui connaît la langue anglaise, déclare par la présente qu'à la demande des comparants ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française, et qu'à la demande des mêmes comparants, en cas de divergences entre le texte anglais et le texte français, la version anglaise primera.

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

Lecture du présent acte faite et interprétation donnée aux comparants connus du notaire instrumentaire par leur nom, prénom usuel, état et demeure, ils ont signé avec Nous notaire le présent acte.

Signé: P. van Denzen, DELOSCH.

Enregistré à Redange/Attert, le 7 juillet 2011. Relation: RED/2011/1406. Reçu soixante-quinze (75.-) euros.

Le Receveur (signé): KIRSCH.

Pour copie conforme, délivrée aux fins de la publication au Mémorial C.

Rambrouch, le 7 juillet 2011.

Référence de publication: 2011100104/140.

(110113995) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 juillet 2011.

Cresthill S.A., Société Anonyme.

Siège social: L-2168 Luxembourg, 127, rue de Mühlenbach.

R.C.S. Luxembourg B 133.736.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2011074890/10.

(110083203) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

CStone Lumière (Lux) S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 115.638.

—

CLÔTURE DE LIQUIDATION

Extrait des résolutions prises lors de l'Assemblée générale extraordinaire tenue le 24 mai 2011 à Luxembourg;

- L'Assemblée donne pleine et entière décharge au Liquidateur et au Commissaire à la liquidation pour l'exécution de leurs mandats.

- L'Assemblée prononce la clôture de la liquidation de la Société.

- L'Assemblée décide en outre que les livres et documents sociaux resteront déposés et conservés pendant cinq ans à l'ancien siège social de la Société, et en outre les sommes et valeurs éventuelles revenant aux créanciers ou aux associés qui ne seraient pas présentés à la clôture de la liquidation seront déposés au même ancien siège social au profit de qui il appartiendra.

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

CStone Lumière (Lux) S.à r.l, (en (en liquidation volontaire)

Référence de publication: 2011074891/18.

(110083001) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

C2NT Import Export S.A., Société Anonyme.

Siège social: L-3895 Foetz, rue de l'Industrie, Coin des Artisans.

R.C.S. Luxembourg B 109.426.

—

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

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

Signature.

Référence de publication: 2011074892/10.

(110082975) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

DIF Management Luxembourg S.à r.l., Société à responsabilité limitée,

(anc. Reneta Finance S.à r.l.).

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 156.872.

—

In the year two thousand and eleven, on the seventh day of the month of July.

Before Maître Edouard Delosch, notary, residing in Rambrouch (Grand Duchy of Luxembourg).

There appeared:

International Pyramide Holdings (Luxembourg) S.A., a company in the form of a société anonyme having its registered office at L-1855 Luxembourg, 46A, Avenue J.F. Kennedy, registered with the Luxembourg trade and companies' register under section B number 46.448,

hereby represented by Patrick van Denzen, private employee, residing in Luxembourg, by virtue of a proxy given on 4 July 2011 (the "Shareholder"),

The said proxy shall be annexed to the present deed for the purpose of registration.

The Shareholder, represented as aforementioned, has requested the undersigned notary to document that he is the sole shareholder of the société à responsabilité limitée Reneta Finance S.à r.l., a société à responsabilité limitée governed by the laws of Luxembourg, with registered office at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg (the "Company"), incorporated pursuant to a deed of the undersigned notary of 16 October 2010, published in the Mémorial C, Recueil des Sociétés et Associations number 2852 of 29 December 2010 and registered with the Luxembourg Register of Commerce and Companies, Section B, under number 156.872. The articles of incorporation have not yet been amended.

The Shareholder, represented as aforementioned, having recognised to be fully informed of the resolutions to be taken on the basis of the following agenda:

Agenda

1 To change the name of the company to "DIF Management Luxembourg S.à r.l.".

2 To amend article 1 of the articles of incorporation so as to reflect the foregoing items of the agenda.

3 Miscellaneous

has requested the undersigned notary to record the following resolutions:

First resolution

The Shareholder resolved to change the name of the Company to "DIF Management Luxembourg S.à r.l.".

Second resolution

As a result of the above resolution, the Shareholder resolved to amend article 1 of the articles of incorporation, which will from now on read as follows:

" **Art. 1. Name.** There is hereby formed a "Société à responsabilité limitée", private limited liability company under the name "DIF Management Luxembourg S.à r.l.", (the "Company") governed by the present Articles of incorporation and by current Luxembourg laws, and in particular the law of August 10 th , 1915 on commercial companies (the "Law"), and the law of September 18 th , 1933 and of December 28 th , 1992 on "Sociétés à responsabilité limitée"."

Expenses

The expenses, costs, fees and charges which shall be borne by the Company as a result of the aforesaid capital increase are estimated at one thousand euro (EUR 1,000.-).

The undersigned notary who knows English, states herewith that on request of the above appearing person, the present deed is worded in English followed by a French version; on request of the same person and in case of divergences between the English and the French text, the English text will prevail.

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

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

Suit la traduction française du texte qui précède:

L'an deux mille onze, le sept juillet.

Par-devant Maître Edouard DELOSCH, notaire de résidence à Rambrouch (Grand-Duché de Luxembourg).

A comparu:

International Pyramide Holdings (Luxembourg) S.A., société anonyme constituée selon les lois du Grand-Duché de Luxembourg ayant son siège social à L-1855 Luxembourg, 46A, Avenue J.F. Kennedy, immatriculée au registre de commerce et des sociétés de Luxembourg section B sous le numéro 46.448,

représentée aux fins des présentes par Patrick van Denzen, employé privé, demeurant à Luxembourg, aux termes d'une procuration sous seing privé donnée le 4 juillet 2011 (l'"Associé").

La prédite procuration restera annexée aux présentes pour être enregistrée avec elles.

L'Associé, représenté comme il est dit ci-avant, a requis le notaire instrumentant d'acter que l'Associé est le seul et unique associé de la société à responsabilité limitée Reneta Finance S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social à L-1855 Luxembourg, 46A, Avenue J.F. Kennedy (la «Société»), constituée suivant acte du notaire soussigné, en date du 16 octobre 2010, publié au Mémorial C, Recueil des Sociétés et Associations numéro 2852 du 29 décembre 2010 et inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B, sous le numéro 156.872. Les statuts de la Société n'ont pas encore été modifiés.

L'Associé, représenté comme il est dit ci-avant, reconnaissant être parfaitement au courant des décisions à intervenir sur base de l'ordre du jour suivant:

Ordre du jour

1 Changement de la dénomination de la Société en "DIF Management Luxembourg S.à r.l.".

2 Modification de l'article 1 des statuts afin de refléter les points de l'agenda proposés ci-dessus.

3 Divers

a requis le notaire instrumentant d'acter les résolutions suivantes:

Première résolution

L'Associé a décidé de changer la dénomination de la Société en "DIF Management Luxembourg S.à r.l.".

Deuxième résolution

En conséquence de la résolution adoptée ci-dessus, l'Associé a décidé de modifier l'article 1 des statuts qui sera dorénavant rédigé comme suit:

« **Art. 1 er . Dénomination.** Il est constitué par les présentes une société à responsabilité limitée sous la dénomination «DIF Management Luxembourg S.à r.l.» (la «Société»), régie par les présents Statuts et par les lois luxembourgeoises actuellement en vigueur et en particulier la loi du 10 août 1915 sur les sociétés commerciales (la «Loi»), et les lois du 18 septembre 1933 et 28 décembre 1992 sur les sociétés à responsabilité limitée.»

Frais

Les frais, dépenses, rémunérations et charges quelconques qui incombent à la société des suites de ce document sont estimés à mille euro (EUR 1.000.-).

Le notaire soussigné qui connaît la langue anglaise, déclare par la présente qu'à la demande du comparant ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française, et qu'à la demande du même comparant, en cas de divergences entre le texte anglais et le texte français, la version anglaise primera.

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

Lecture du présent acte faite et interprétation donnée au comparant connu du notaire instrumentaire par leur nom, prénom usuel, état et demeure, il a signé avec Nous notaire le présent acte.

Signé: P. van Denzen, DELOSCH.

Enregistré à Redange/Attert, le 7 juillet 2011. Relation: RED/2011/1405. Reçu soixante-quinze (75.-) euros.

Le Receveur (signé): KIRSCH.

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

Rambrouch, le 7 juillet 2011.

Référence de publication: 2011100366/96.

(110113996) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 juillet 2011.

D.E.S. S.A., Société Anonyme.

Siège social: L-3895 Foetz, rue de l'Industrie, Coin des Artisans.

R.C.S. Luxembourg B 149.700.

—

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

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

Signature.

Référence de publication: 2011074893/10.

(110083051) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Deckenbrunnen Bureau d'Assurances S.à.r.l., Société à responsabilité limitée.

Siège social: L-9010 Ettelbruck, 23, rue de Bastogne.

R.C.S. Luxembourg B 99.635.

—

Les comptes annuels au 31.12.2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2011074895/10.

(110083694) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Donaldson Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 173.577.450,00.

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

R.C.S. Luxembourg B 74.029.

—

Les comptes annuels au 30 juin 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 23 mai 2011.

Référence de publication: 2011074897/11.

(110083699) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Lex Life & Pension S.A., Société Anonyme (en liquidation).

Siège social: L-1222 Luxembourg, 2-4, rue Beck.

R.C.S. Luxembourg B 36.790.

—

LIQUIDATION JUDICIAIRE

Extrait

Par jugement du 13 juillet 2011, le Tribunal d'arrondissement de et à Luxembourg, quinzième chambre, siégeant en matière commerciale, statuant contradictoirement et en audience publique, après avoir entendu en chambre du conseil l'entreprise d'assurance LEX LIFE & PENSION S.A., représentée par son administrateur judiciaire, la représentante du Commissariat aux assurances, ainsi que le liquidateur de l'actionnaire unique, LANDSBANKI LUXEMBOURG S.A., intervenant volontairement et le représentant du Ministère Public en ses conclusions,

a dit la demande recevable et fondée,

partant, a prononcé la dissolution et la liquidation de l'entreprise d'assurance LEX LIFE & PENSION S.A., établie et ayant son siège social à L-1222 Luxembourg, 2-4, rue Beck, alors que cette société a fait l'objet le 5 octobre 2010 d'une décision de retrait de l'agrément ministériel pour effectuer des opérations d'assurances,

a nommé juge-commissaire Madame Karin GUILLAUME, Vice-Présidente au Tribunal d'arrondissement de et à Luxembourg,

a nommé liquidateur:

Maitre Alain RUKAVINA, avocat à la Cour, demeurant à Luxembourg,

avec la mission de procéder à la liquidation de l'entreprise d'assurance LEX LIFE & PENSION S.A.,

a dit que la liquidation de LEX LIFE & PENSION S.A. se fera en conformité avec les articles 58 et 60 de la loi modifiée du 6 décembre 1991 sur le secteur des assurances, et les articles 141, 144, 146, 147 et 149 de la loi du 10 août 1915 sur les sociétés commerciales, ainsi que des articles 444, 447, 448, 449, 450, 451, 452, 453, 454, 463, 464, 465-1, 3 et 5, 485, 487, 492, 499 alinéa 2, 528, 537, 538, 539, 540, 542, 543, 544, 547, 548, 549, 550, 551, 552, 561, 562, 567-1 du Code de commerce relatifs au titre "De la faillite",

a arrêté comme suit le mode de liquidation:

"Créanciers:

A compter du jour du présent jugement, le cours des intérêts de toute créance non garantie par un privilège, par un nantissement ou une hypothèque est arrêté.

A compter du même jour, il n'y a plus lieu à compensation sauf dans les hypothèses suivantes:

- existence de dettes connexes,

- application des dispositions de la loi du 5 août 2005 sur les garanties financières,

- application de l article 58-4 de la loi modifiée 6 décembre 1991 sur le secteur des assurances.

Les créanciers connus résidant ou domiciliés à l'étranger seront informés du présent jugement selon les modalités prévues à l'article 60-4 alinéa 1 de la loi sur le secteur des assurances.

La production des créances se fera en conformité avec l'article 60-4 alinéa 2 à 6 de la même loi.

Le délai dans lequel les déclarations de créances devront être déposées, à peine de forclusion, est fixé au 15 novembre 2011.

Vérification des créances:

La vérification des créances se fera par le liquidateur, mais l'admission fera l'objet d'un procès-verbal signé par le juge-commissaire et le liquidateur.

Les listes avec les créances périodiquement déclarées admissibles seront déposées au greffe du Tribunal d'arrondissement de Luxembourg, quinzième section, pendant les dix premiers jours des mois de Janvier, Avril, Juillet, Octobre où les créanciers déclarés et ceux portés au bilan peuvent en prendre inspection.

Pendant cette période, ces mêmes personnes peuvent former contredit contre des créances portées sur les listes. Le contredit est formé par une déclaration au greffe. Mention en est faite par le greffier sur la liste en question, en marge de la créance contredite. La mention porte la date du contredit et l'identité de son auteur ainsi que, le cas échéant, du mandataire procédant à la déclaration de contredit. Le contredit doit être réitéré, sous peine d'irrecevabilité, dans les trois jours par lettre recommandée adressée au liquidateur. Il doit contenir, sous peine d'irrecevabilité, les qualités exactes de l'auteur du contredit, élection de domicile dans la commune de Luxembourg, les justifications concernant sa qualité de créancier déclaré ou porté au bilan, ainsi que les moyens et pièces invoqués à l'appui du contredit.

La recevabilité et le bien-fondé du contredit sont sommairement contrôlés par le liquidateur.

Après expiration du délai de dix jours pour former contredit, les créances déclarées admissibles et non contredites sont définitivement admises dans les procès-verbaux signées par le liquidateur et le juge-commissaire.

Le liquidateur de LEX LIFE & PENSION S.A. informera valablement les créanciers dont les déclarations de créances ont été contestées ou fait l'objet d'un contredit, du caractère contesté de leur créance ou de l'existence d'un contredit, par lettre recommandée à l'adresse indiquée dans la déclaration de créance sinon à leur dernière adresse connue.

Faute par ces créanciers de procéder par voie d'assignation endéans un délai de 40 (quarante) jours à partir de la date d'envoi à la poste de cette lettre recommandée, la déclaration de créance en question est à considérer comme définitivement rejetée.

Le créancier qui procède par voie d'assignation contre le liquidateur et, en cas de contredit, contre le créancier contredisant, doit impérativement, soit dans l'assignation soit dans un acte ultérieur élire domicile dans la commune de Luxembourg. A défaut de maintenir ladite élection de domicile pendant la durée de la procédure ou de notification d'un changement de domicile élu au liquidateur de LEX LIFE & PENSION S.A. toutes informations ultérieures et toutes significations pourront valablement lui être données au greffe du Tribunal d'arrondissement de Luxembourg siégeant en matière commerciale, tel que prévu par l'article 499 alinéa 2 du Code de commerce.

Les contestations qui ne peuvent recevoir une décision immédiate sont disjointes. Celles qui ne sont pas de la compétence du Tribunal d'arrondissement de Luxembourg seront renvoyées devant le tribunal compétent.

Aucune opposition ne sera reçue contre les jugements statuant sur les contestations et contredits.

Les créanciers dont les créances ont été admises en sont informés individuellement par lettre simple du liquidateur de LEX LIFE & PENSION S.A..

Conversion des créances libellées dans une monnaie autre que l'Euro:

Les créances libellées dans une monnaie autre que l'euro seront converties dans cette devise au cours de change du jour du jugement de liquidation tel qu'il est publié par la Banque centrale européenne et le paiement de toutes les créances admises se fera dans la présente devise.

Distribution de dividendes:

Le liquidateur adressera au tribunal une requête en vue d'être autorisé à procéder à la distribution. Le jugement fixant la date d'arrêté de compte sera publié par extraits, au moins un mois avant la date fixée par le tribunal dans les journaux suivants "Luxemburger Wort", "tageblatt", "Le Monde", "El Pais",

A la date de l'arrêté de comptes, le liquidateur fixera la masse active et la masse passive et déterminera le dividende à verser.

Pour la détermination de la masse passive, le liquidateur prendra en considération les créances admises et les créances non admises (qu'il provisionne à leur valeur nominale, peu importe le mérite de ces créances, en tenant compte uniquement des créances déposées à la date à laquelle la masse active est arrêtée) et il fera des provisions adéquates pour les frais futurs de la liquidation.

La distribution du dividende annoncé devra intervenir dans les quatre mois suivant l'arrêté de compte.

Sur requête du liquidateur un jugement homologuant l'état des répartitions aux créanciers sera pris, ce qui aura pour effet de rendre indisponibles entre les mains du liquidateur les répartitions aux créanciers.

Il n'y a pas lieu à l'allocation d'intérêts aux créanciers, dont la créance n'est pas définitivement admise, ou ayant reçu paiement d'un ou de plusieurs dividendes postérieurement à d'autres créanciers, pour autant que et dans la seule mesure où ce décalage dans le temps trouve son origine dans le déroulement normal des opérations de liquidation.

Par ailleurs, il n'y a pas lieu au paiement d'intérêts aux créanciers dont les créances ont été définitivement admises mais dont le paiement intervient avec un certain décalage entre la date du jugement autorisant la mise en paiement de dividendes intérimaires et le paiement effectif, que ce retard soit dû aux créanciers qui n'ont pas fourni au liquidateur les informations nécessaires au versement effectif, à un obstacle juridique ou à une difficulté d'identification des créanciers.

Durant la procédure de liquidation les dividendes non distribués doivent être conservés par le liquidateur et produisent des intérêts au profit de la masse des créanciers.

A la clôture de la liquidation les dividendes non réclamés devront être consignés à la Caisse des consignations où ils produiront des intérêts au profit des créanciers auxquels ils reviendront.

Liquidateur:

A partir du présent jugement, toutes actions mobilières ou immobilières, toutes voies d'exécution sur les meubles ou immeubles, ne pourront être suivies, ou intentées que contre le liquidateur, de même que l'exercice de toutes actions concernant la société est désormais réservé au liquidateur.

Le liquidateur prêtera devant le juge-commissaire le serment de bien et fidèlement s'acquitter de ses fonctions.

Le Tribunal de commerce pourra à tout moment remplacer le liquidateur, le révoquer ou en augmenter le nombre.

Le liquidateur dressera un inventaire des effets, titres, créances et avoirs de toute nature faisant partie du patrimoine de l'entreprise d'assurance LEX LIFE & PENSION S.A., sans distinction quant à leur lieu de dépôt ou de situation dans le Grand-Duché de Luxembourg ou à l'étranger.

Le liquidateur liquidera et réalisera ces effets, titres, créances et avoirs et en distribuera le produit en une fois ou par tranches successives aux droits respectifs des créanciers. Les répartitions afférentes devront être homologuées par le tribunal.

Le liquidateur pourra, en vue de la réalisation de cet objectif, recevoir tous paiements, donner mainlevée avec ou sans quittance, endosser tous effets de commerce, réaliser les biens meubles ou immeubles de la société.

Le liquidateur pourra avec l'autorisation du tribunal, donnée sur le rapport du juge-commissaire, transiger ou compromettre sur toutes contestations, même relatives à des droits immobiliers, lorsque ces transactions ou compromis auront pour objet une valeur indéterminée ou excédant 100.000 euros.

Le liquidateur aura de même pouvoir de défendre en tous procès, procédures et actions engagées soit contre lui en qualité de liquidateur, soit contre la société anonyme LEX LIFE & PENSION S.A. de poursuivre, tant en demandant qu'en défendant et d'intervenir en tous procès, procédures et actions pendants actuellement ou à l'avenir devant toute juridiction, ainsi que d'exercer toutes voies de recours contre tous jugements, ordonnances et autres décisions rendues ou à rendre en tous litiges, procédures et procès, le tout tant au Luxembourg qu'à l'étranger et ce dans la mesure ou le liquidateur jugera ces défenses, poursuites, interventions et recours nécessaires ou utiles à la protection des avoirs de la société anonyme LEX LIFE & PENSION S.A..

Le liquidateur pourra, dans la mesure qu'il jugera nécessaire, avoir recours aux services de tous mandataires, agents ou collaborateurs en vue de conserver et tenir les livres, registres et archives de l'entreprise d'assurance, réaliser les avoirs, et prendre toutes autres mesures qui lui paraîtront dans l'intérêt de la liquidation.

Toutes dépenses faites à cette fin et dans ce but par le liquidateur seront à charge de l'entreprise d'assurance LEX LIFE & PENSION S.A..

Les frais et honoraires du liquidateur seront à charge de l'établissement LEX LIFE & PENSION S.A..

Après achèvement des travaux de liquidation, le liquidateur fera rapport au tribunal sur le résultat de la liquidation et sur l'emploi des valeurs de l'établissement, lui soumettra les comptes et mettra à sa disposition les pièces à l'appui.

Il sera statué, après le rapport des commissaires, sur la gestion du liquidateur et sur la clôture de la liquidation.

Le liquidateur est responsable tant envers les tiers qu'envers l'entreprise d'assurance de l'exécution de son mandat et des fautes commises dans sa gestion.

Toutes les actions contre le liquidateur pris en cette qualité se prescrivent par cinq ans à partir de la publication de la clôture des opérations de liquidation.

Le jugement de clôture de la liquidation sera publié selon les modalités à déterminer dans la décision de clôture, avec l'indication tant de l'endroit ou les livres et documents de la liquidation devront être déposés et conservés pendant cinq ans au moins, que des mesures prises en vue de la consignation des sommes et valeurs revenant aux créanciers et aux actionnaires dont la remise n'aurait pu leur être faite."

a ordonné l'exécution provisoire du présent jugement nonobstant tout recours, sur minute et avant l'enregistrement,

a mis les frais de la présente décision à charge de l'entreprise LEX LIFE & PENSION S.A.,

a dit que le présent jugement sera publié par extraits au Mémorial C Recueil spécial des sociétés et associations et dans les journaux suivants: "Luxemburger Wort", "tageblatt", "Le Monde", "El Pais" dans les 8 jours de son prononcé conformément à l'article 60 (3) de la loi modifiée du 6 décembre 1991 sur le secteur des assurances,

a dit que la décision d'ouverture de la procédure de liquidation sera inscrite au Registre de Commerce et des Sociétés au Luxembourg.

Pour extrait conforme
Alain RUKAVINA
Le liquidateur

Référence de publication: 2011100694/153.

(110114047) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 juillet 2011.

Dream Invest S.à r.l., Société à responsabilité limitée.

Siège social: L-1630 Luxembourg, 20, rue Glesener.

R.C.S. Luxembourg B 149.143.

—

Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2011074898/9.

(110083406) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Dundee International (Luxembourg) Holdings S.à r.l., Société à responsabilité limitée,
(anc. Zandymoor S.à r.l.).

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 160.396.

—

EXTRAIT

Il résulte des résolutions de l'associé unique de la Société du 15 mai 2011 que le gérant suivant de la Société a démissionné de sa fonction

- Monsieur Michael Cooper, né le 8 janvier 1961, demeurant professionnellement à 77, Admiral Road, Toronto ON M5R 2L4 (Canada), gérant de catégorie A.

Il résulte des mêmes résolutions que:

- Madame Patricia Jane Gavan, née le 19 septembre 1959 au Canada, demeurant professionnellement à 30, Adelaïde Street East, Toronto (Canada), est nommée gérant de catégorie A avec effet au 15 mai 2011 et pour une durée illimitée.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 27 mai 2011.

Référence de publication: 2011074899/18.

(110083357) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

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

Capital social: EUR 12.500,00.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 161.028.

—

Il est porté à la connaissance de qui de droit que l'Associé unique de la Société, à savoir Orangefield Trust (Luxembourg) SA, ayant son siège social au 40, avenue Monterey, L-2163 Luxembourg, détentrice de 100 parts sociales de DYAMINA S.à.r.l., a cédé la totalité de ses parts, en date du 27 mai 2011, à VMG Equity Partners L.P., ayant son siège social à 39 Mesa Street, Suite 201, San Francisco, California 94129, United States of America.

Luxembourg, le 30 mai 2011.
Pour extrait conforme
Pour la société
Le Gérant

Référence de publication: 2011074901/16.

(110083280) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Defibresil S.A., Société Anonyme.

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

R.C.S. Luxembourg B 125.382.

—

Le Bilan au 31.12.2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2011074903/10.

(110083591) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

DMX S.A., Société Anonyme.

Siège social: L-3895 Foetz, rue de l'Industrie, Coin des Artisans.

R.C.S. Luxembourg B 125.321.

—

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

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

Signature.

Référence de publication: 2011074904/10.

(110083661) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Docksite, Société Anonyme.

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

R.C.S. Luxembourg B 145.425.

—

Les comptes annuels au 30 septembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature
Un mandataire

Référence de publication: 2011074905/11.

(110083317) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Holdfin S.A., Société Anonyme.

Siège social: L-1212 Luxembourg, 3, rue des Bains.

R.C.S. Luxembourg B 57.340.

Croci International S.A., Société Anonyme.

Siège social: L-1212 Luxembourg, 3, rue des Bains.

R.C.S. Luxembourg B 57.680.

—

PROJET DE FUSION

L'an deux mille onze, le vingt-neuf juin.

Par devant Maître Cosita DELVAUX, notaire de résidence à Redange-sur-Attert, soussignée.

Ont comparu:

I. - Monsieur Alessandro CUSUMANO, employé, demeurant professionnellement à L-2613 Luxembourg, 5, Place du Théâtre,

agissant en tant que mandataire spécial du Conseil d'Administration de la société anonyme «HOLDFIN S.A.», une société anonyme de droit luxembourgeois, avec siège social au 3, rue des Bains, L-1212 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 57.340,

en vertu d'un pouvoir lui conféré suivant résolutions du Conseil d'Administration prises en date du 29 juin 2011 à 9 heures.

Une copie conforme des dites résolutions, après avoir été signées ne varietur par les comparants et le notaire instrumentant, restera annexée au présent acte pour être formalisée avec lui.

II. - Madame Marion GERARD, employée privée, demeurant professionnellement à L-2613 Luxembourg, 5, place du Théâtre,

agissant en tant que mandataire spécial du Conseil d'Administration de la société anonyme «CROCI INTERNATIONAL S.A.», une société anonyme de droit luxembourgeois, avec siège social au 3, rue des Bains, L-1212 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 57.680,

en vertu d'un pouvoir lui conféré suivant résolutions du Conseil d'Administration, en date du 29 juin 2011 à 10.15 heures.

Une copie conforme des dites résolutions, après avoir été signée ne varietur par les comparants et le notaire instrumentant, restera annexée au présent acte pour être formalisée avec lui.

Lesquels, ès-qualités qu'ils agissent, ont requis le notaire instrumentant d'acter:

Le projet de fusion ci-après:

1. Le présent projet de fusion concerne les sociétés suivantes:

a) La société HOLDFIN S.A., une société anonyme de droit luxembourgeois, ayant son siège social au 3, rue des Bains, L-1212 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 57.340, au capital social de EUR 500.000 (cinq cent mille euros) représenté par 50.000 actions (cinquante mille) actions d'une valeur nominale de EUR 10.- (dix euros) chacune, entièrement souscrites et libérées. La société HOLDFIN S.A. a été constituée suivant acte reçu par Maître Camille Hellinckx, notaire de résidence à Luxembourg, en date du 11 décembre 1996, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 122 du 13 mars 1997, et dont les statuts ont été modifiés pour la dernière fois suivant acte reçu par Maître Jacques Delvaux, notaire de résidence à Luxembourg, (Grand-Duché de Luxembourg) en date du 30 avril 2002, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1139 du 27 juillet 2002,

ci-après également dénommée la «Société Absorbante», et

b) La société CROCI INTERNATIONAL S.A., une société anonyme de droit luxembourgeois, ayant son siège social à au 3, rue des Bains, L-1212 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 57.680, au capital social de EUR 250.000- (deux cent cinquante mille euros) représenté par 250 (deux cent cinquante) actions d'une valeur nominale de EUR 1.000- (mille euros) chacune, entièrement souscrites et libérées. La société CROCI INTERNATIONAL S.A. a été constituée suivant acte reçu par Maître Frank Baden, notaire alors de résidence à Luxembourg, en date du 30 décembre 1996, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 187 du 15 avril 1997, et dont les statuts ont été modifiés pour la dernière fois suivant acte reçu par Maître André Schwachtgen, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg) en date du 5 avril 2005, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 804 du 13 août 2005,

ci-après également dénommée la «Société Absorbée»,

ci-après ensemble également dénommées les «sociétés qui fusionnent».

2. La société HOLDFIN S.A. détient l'intégralité (100%) des actions, représentant la totalité du capital social et donnant droit de vote, de la société CROCI INTERNATIONAL S.A. représenté par 250 (deux cent cinquante) actions d'une valeur nominale de EUR 1.000 (mille euros) chacune, intégralement souscrites et entièrement libérées.

3. Aucun autre titre donnant droit de vote ou donnant des droits spéciaux n'a été émis par les sociétés qui fusionnent.

4. La société anonyme HOLDFIN S.A. entend fusionner conformément aux dispositions des articles 278 et 279 de la loi du 10 août 1915 sur les sociétés commerciales et les textes subséquents avec la société anonyme CROCI INTERNTIONAL S.A., par absorption de cette dernière.

5. La date à partir de laquelle les opérations de la Société Absorbée seront considérées du point de vue comptable comme accomplies pour compte de la Société Absorbante sera le 1 er janvier 2011.

6. Aucun avantage particulier n'est attribué aux administrateurs, commissaires ou réviseurs des sociétés fusionnantes.

7. La fusion prendra effet entre les parties un mois après la publication du projet de fusion au Mémorial C, Recueil des Sociétés et Associations, conformément aux dispositions de l'article 9 de la loi sur les sociétés commerciales.

8. Les actionnaires de la Société Absorbante ont le droit, pendant un mois à compter de la publication au Mémorial C, Recueil des Sociétés et Associations, du projet de fusion, de prendre connaissance, au siège, des documents indiqués à l'article 267 (1) a et bde la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée, à savoir:

a) Le projet de fusion;

b) Les comptes annuels ainsi que les rapports de gestion des trois exercices des sociétés qui fusionnent;

Une copie intégrale des documents susmentionnés peut être obtenue sans frais et sur simple demande.

9. Un ou plusieurs actionnaires de la Société Absorbante, disposant d'au moins 5% (cinq pour-cent) des actions du capital souscrit, ont le droit de requérir, pendant le même délai, la convocation d'une assemblée appelée à se prononcer sur l'approbation de la fusion.

10. A défaut de convocation d'une assemblée ou du rejet du projet de fusion par celle-ci, la fusion deviendra définitive comme indiqué ci-avant au point 7. et entraînera de plein droit les effets prévus à l'article 274 de la loi sur les sociétés commerciales et notamment sous son littera a), à savoir la transmission universelle, tant entre la Société Absorbée et la Société Absorbante qu'à l'égard des tiers, de l'ensemble du patrimoine actif et passif de la Société Absorbée à la Société Absorbante.

11. Les sociétés fusionnantes se conformeront à toutes dispositions légales en vigueur en ce qui concerne les déclarations à faire pour le paiement de toutes impositions éventuelles ou taxes résultant de la réalisation définitive des apports faits au titre de la fusion, comme indiqué ci-après.

12. Décharge pleine et entière est accordée aux administrateurs et commissaire aux comptes de la Société Absorbée.

13. Les documents sociaux de la Société Absorbée seront conservés pendant le délai légal au siège de la Société Absorbante.

14. Formalités - La Société Absorbante:

- effectuera toutes les formalités légales de publicité relatives aux apports effectués au titre de la fusion;

- fera son affaire personnelle des déclarations et formalités nécessaires auprès de toutes administrations qu'il conviendra pour faire mettre à son nom les éléments d'actif apportés;

- effectuera toutes formalités en vue de rendre opposable aux tiers la transmission des biens et droits à elle apportés.

15. Remise de titres - Lors de la réalisation définitive de la fusion, la Société Absorbée remettra à la Société Absorbante les originaux de tous ses actes constitutifs et modificatifs ainsi que les livres de comptabilité et autres documents comptables, les titres de propriété ou actes justificatifs de propriété de tous les éléments d'actif, les justificatifs des opérations réalisées, les valeurs mobilières ainsi que tous contrats, archives, pièces et autres documents quelconques relatifs aux éléments et droits apportés.

16. Frais et droits - Tous frais, droits et honoraires dus au titre de la fusion seront supportés par la Société Absorbante.

17. La société absorbante acquittera, le cas échéant, les impôts dus par la Société Absorbée sur le capital et les bénéfices au titre des exercices non encore imposés définitivement.

18. Tous pouvoirs sont donnés au porteur d'un original ou d'une copie des présentes pour effectuer toutes formalités et faire toutes déclarations, significations, dépôts, publications et autres.

Le notaire soussigné déclare attester la légalité du présent projet de fusion, conformément aux dispositions de l'article 271 (2) de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée.

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

Et après lecture, les comparants pré-mentionnés ont signé avec le notaire instrumentant le présent acte.

Signé: A. CUSUMANO, M. GERARD, C. DELVAUX.

Enregistré à Redange/Attert, actes civils le 8 juillet 2011, RED/2011/1409. Reçu douze Euros (EUR 12.-).

Le Receveur (signé): T. KIRSCH.

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

Redange-sur-Attert, le 11 juillet 2011. Cosita DELVAUX.

Référence de publication: 2011102174/113.

(110116971) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 juillet 2011.

E. Com S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 71.447.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 2 mai 2011.

Référence de publication: 2011074906/10.

(110082858) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

EagleHigh Luxembourg, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 116.560.

—

Extrait des résolutions prises par l'associé unique en date du 24 mai 2011

- La démission de Monsieur Alan Botfield de sa fonction de gérant de la Société a été acceptée par l'associé unique avec effet immédiat.

- Monsieur Michel van Krimpen, né le 19 février 1968 à Rotterdam, Pays-Bas avec adresse professionnelle au 40, avenue Monterey à L-2163 Luxembourg est élu par l'associé unique en tant que gérant de la Société pour une durée indéterminée;

Luxembourg, le 30 mai 2011.
Pour extrait conforme
Pour la Société
Un mandataire

Référence de publication: 2011074907/17.

(110083130) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Europay Luxembourg, Société coopérative, Société Coopérative.

Siège social: L-5365 Munsbach, 10, rue Gabriel Lippmann.

R.C.S. Luxembourg B 30.764.

—

La Société a été constituée suivant acte reçu par Maître Alex Weber, notaire de résidence à Bascharage en date du 30 mai 1989, publié au Mémorial C, Recueil des Sociétés et Associations n° 295 du 16 octobre 1989.

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 05 avril 2011.
Pour EUROPAY Luxembourg, S.C.

Référence de publication: 2011074909/13.

(110083549) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

E.S.D. S.A., Europe Service Development S.A., Société Anonyme.

Siège social: L-2163 Luxembourg, 29, avenue Monterey.

R.C.S. Luxembourg B 106.307.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2011074910/10.

(110083067) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Eventus Globale Währungsstrategie, Société à responsabilité limitée sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1122 Luxembourg, 2, rue d'Alsace.

R.C.S. Luxembourg B 141.412.

—

Extract of the minutes of the Annual General Meeting dated May 27 th , 2011

Re-appointment of the Authorized Independent Auditor, BDO Compagnie Fiduciaire, for the ensuing fiscal year.

Suit la traduction française

Extrait du procès-verbal de l'Assemblée Générale Ordinaire daté du 27 mai 2011

Ré-election de l'auditeur BDO Compagnie Fiduciaire pour l'année fiscale suivante en tant que réviseur d'entreprise indépendant.

Pour EVENTUS GLOBALE WAHRUNGSSTRATEGIE

Référence de publication: 2011074912/15.

(110082876) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

East Capital (Lux), Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 121.268.

—

Extrait des résolutions prises lors du conseil d'administration en date du 18 mars 2011

En date du 18 mars 2011, le Conseil d'Administration a décidé:

- d'accepter la démission, avec effet au 18 mars 2011, de Monsieur José-Benjamin Longrée en qualité d'Administrateur,

- de coopter, avec effet au 18 mars 2011, Monsieur Pierre Cimino, Caceis Bank Luxembourg, 5 Allée Scheffer, L-2520, Luxembourg, en qualité d'Administrateur jusqu'à la prochaine Assemblée Générale Ordinaire en 2011, en remplacement de Monsieur José-Benjamin Longrée, démissionnaire.

Luxembourg, le 30 mai 2011.

Pour extrait sincère et conforme

East Capital (Lux)

Caceis Bank Luxembourg

Référence de publication: 2011074913/17.

(110083739) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Neferet - Società a responsabilità limitata, Société Anonyme,

(anc. Neferet S.A.).

Siège social: L-1219 Luxembourg, 17, rue Beaumont.

R.C.S. Luxembourg B 76.017.

—

L'an deux mille onze, le onze mai.

Par-devant Maître Jean SECKLER, notaire de résidence à Junglinster, Grand-Duché de Luxembourg, soussigné.

S'est réunie une assemblée générale extraordinaire des actionnaires de la société anonyme NEFERET S.A., ayant son siège social à L-1219 Luxembourg, 17, rue Beaumont, R.C.S. Luxembourg numéro B 76017, constituée suivant acte reçu par le notaire instrumentant en date du 25 mai 2000, publié au Mémorial C numéro 690 du 25 septembre 2000, et dont les statuts ont été modifiés suivant actes reçus par le notaire instrumentant:

- en date du 4 octobre 2000, publié au Mémorial C numéro 292 du 23 avril 2001;

- en date du 15 novembre 2006, publié au Mémorial C numéro 259 du 27 février 2007;

- en date du 18 avril 2011, en voie de publication au Mémorial C,

ayant un capital social de quinze millions trente-deux mille trois cent soixante-seize euros (15.032.376,- EUR), représenté par huit mille (8.000) actions sans désignation de valeur nominale.

La séance est ouverte sous la présidence de Madame Sophie ERK, employée privée, demeurant professionnellement à L-1219 Luxembourg, 17, rue Beaumont.

La présidente désigne comme secrétaire et l'assemblée choisit comme scrutateur Monsieur Stéphane LOMBARDI, employé privé, demeurant professionnellement à L-1219 Luxembourg, 17, rue Beaumont.

Les actionnaires présents ou représentés à la présente assemblée ainsi que le nombre d'actions possédées par chacun d'eux ont été portés sur une liste de présence, signée par les actionnaires présents et par les mandataires de ceux

représentés, et à laquelle liste de présence, dressée et contrôlée par les membres du bureau, les membres de l'assemblée déclarent se référer.

Les procurations émanant des actionnaires représentés à la présente assemblée, signées ne varietur par les comparants et le notaire instrumentant, resteront annexées au présent acte avec lequel elles seront enregistrées.

La présidente expose et l'assemblée constate:

A) Que la présente assemblée générale extraordinaire a pour ordre du jour:

Ordre du jour:

1.- Modification de la dénomination de la société en Neferet – Società a responsabilità limitata.

2.- Modification de l'objet social pour lui donner la teneur figurant dans les nouveaux statuts en langue italienne.

3.- Fixation de la durée de la société jusqu'au 31 décembre 2050.

4.- Démission des administrateurs et du commissaire de la société.

5.- Transfert du siège social, statutaire et administratif de Luxembourg en Italie, et adoption par la société de la nationalité italienne.

6.- Changement de la forme légale de la société d'une "société anonyme" en "société à responsabilité limitée".

7.- Refonte complète des statuts de la société pour les adapter à la législation italienne.

8.- Nomination d'un administrateur unique.

9.- Nomination du collège des commissaires.

10.- Délégation de pouvoirs.

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

C) Que l'intégralité du capital social étant représentée, il a pu être fait abstraction des convocations d'usage, les actionnaires présents ou représentés se reconnaissant dûment convoqués et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui leur a été communiqué au préalable.

Ensuite l'assemblée aborde l'ordre du jour et, après en avoir délibéré, elle a pris à l'unanimité les résolutions suivantes:

Première résolution

L'assemblée décide de modifier la dénomination de la société en Neferet – Società a responsabilità limitata.

Deuxième résolution

L'assemblée décide de modifier l'objet social pour lui donner la teneur reprise dans l'article deux des nouveaux statuts en langue italienne ci-après.

Troisième résolution

L'assemblée décide de fixer la durée de la société jusqu'au 31 décembre 2050.

Quatrième résolution

L'assemblée décide d'accepter la démission des administrateurs de la société, à savoir Messieurs Alexis DE BERNARDI, Georges DIEDERICH et Régis DONATI et du commissaire aux comptes de la société à savoir Monsieur Jean-Marc HEITZ et de leur accorder pleine et entière décharge pour l'exécution de leurs mandats.

Cinquième résolution

L'assemblée décide de transférer le siège social, statutaire et administratif de la société de L-1219 Luxembourg, 17, rue Beaumont, à I-00186 Roma (Rome), Lungotevere de Cenci 9 (Italie), et de faire adopter par la société la nationalité italienne, selon la loi italienne.

L'assemblée décide que le transfert du siège ne devra pas donner lieu à la constitution d'une nouvelle société, même du point de vue fiscal et constate que cette résolution est conforme à la directive du Conseil de la CEE en date du 17 juillet 1969 et aux dispositions des articles 4 et 50 du D.P.R. du 26 avril 1986, numéro 131.

Sixième résolution

L'assemblée décide de changer la forme légale de la société d'une "société anonyme" en "société à responsabilité limitée" et de procéder à une refonte complète des statuts de la société pour les mettre en concordance avec la législation italienne et de les arrêter comme suit:

"STATUTO

Denominazione – Oggetto – Sede – Durata

Art. 1. È costituita una Società a responsabilità limitata con la denominazione "Neferet -Società a responsabilità limitata".

Art. 2. La società ha per oggetto le seguenti attività:

- acquisto e vendita di partecipazioni;

- coordinamento tecnico, amministrativo e finanziario delle società cui partecipa e loro finanziamento;

- intermediazione, consulenza e assistenza in materia finanziaria e di strategia industriale, nonché in operazioni di acquisizione e cessione di partecipazioni;

- l'acquisto, la vendita, la permuta e la gestione, per conto proprio, di titoli pubblici e privati;

il tutto con espressa esclusione dell'esercizio nei confronti del pubblico delle attività di assunzione di partecipazioni, di concessione di finanziamenti sotto qualsiasi forma, di prestazione di servizi di pagamento e di intermediazione in cambi nonché dell'attività fiduciaria, della raccolta del risparmio tra il pubblico, e di ogni altra attività per la quale la legge disponga specifiche riserve.

La società può inoltre compiere tutte le operazioni commerciali, finanziarie (sempre non nei confronti del pubblico), industriali, mobiliari ed immobiliari necessarie od utili per il conseguimento dell'oggetto sociale (compreso il rilascio di garanzie personali o reali anche nell'interesse di terzi e l'assunzione di mutui e finanziamenti anche ipotecari).

Art. 3. La Società ha sede nel Comune di Roma, all'indirizzo risultante dalla apposita iscrizione eseguita presso il Registro delle Imprese ai sensi dell'art. 111-ter delle Disposizioni di Attuazione del Codice Civile.

L'Organo Amministrativo potrà istituire e sopprimere unità locali operative quali agenzie, rappresentanze, succursali o uffici amministrativi senza stabile rappresentanza, e ciò in tutta Italia ed all'estero, nonché potrà trasferire la sede sociale nell'ambito dello stesso Comune indicato nel precedente comma; spetta invece ai Soci deliberare la istituzione e la soppressione di sedi secondarie o il trasferimento della sede sociale in Comune diverso da quello indicato nel precedente comma.

Art. 4. La società tiene, a cura degli amministratori, con le stesse modalità stabilite dalla legge per gli altri libri sociali, il libro dei soci, nel quale devono essere indicati il nome e il domicilio dei soci, la partecipazione di spettanza di ciascuno, i versamenti fatti sulle partecipazioni, le variazioni nelle persone dei soci, nonché, ove comunicato, il loro indirizzo telefax e di posta elettronica, ai fini stabiliti dal presente statuto.

Il trasferimento delle partecipazioni e la costituzione di diritti reali sulle medesime hanno effetto di fronte alla società dal momento dell'iscrizione nel libro dei soci, da eseguirsi a cura degli amministratori a seguito del deposito nel registro delle imprese ai sensi di legge.

Il domicilio dei soci, degli amministratori, dei sindaci e del revisore, se nominati, per quanto concerne i rapporti con la società, è quello risultante dal libro dei soci.

Art. 5. La durata della Società è fissata al 31 dicembre 2050, e potrà essere prorogata per delibera dell'Assemblea.

Capitale sociale - Finanziamenti soci - Partecipazioni e trasferimento delle stesse

Art. 6. Il Capitale Sociale è di Euro 15.032.376 (quindicimilionitrentaduemilatrecentosettantasei).

Le decisioni di aumento e riduzione del Capitale Sociale competono all'Assemblea dei Soci che si costituisce e delibera con i quorum di cui al comma 7 del successivo art. 15.

Possono essere conferiti, a liberazione dell'aumento di Capitale Sociale a pagamento, tutti gli elementi dell'attivo suscettibili di valutazione economica, compresi la prestazione d'opera o di servizi a favore della Società; la delibera di aumento del Capitale Sociale stabilisce le modalità del conferimento: in mancanza di qualsiasi indicazione il conferimento deve farsi in denaro.

In caso di conferimento di opera o di servizi si applica la disciplina di cui all'art. 2465, comma 1, del Codice Civile ed è altresì necessaria la prestazione di una polizza di assicurazione o di una fideiussione bancaria e ciò al fine di garantire, per l'intero valore ad essi assegnato, gli obblighi assunti dal Socio aventi ad oggetto la prestazione di opera o di servizi; la polizza di assicurazione o la fideiussione bancaria possono essere sostituite dal Socio con un versamento a titolo di cauzione di un corrispondente importo in danaro presso le Casse della Società.

Salvo il caso dell'art. 2482-ter del Codice Civile, l'aumento del Capitale Sociale può essere attuato anche mediante offerta di quote di nuova emissione a terzi; in tal caso ai Soci che non hanno concorso alla decisione spetta il diritto di recesso ai sensi dell'art. 2473 del Codice Civile, diritto da esercitarsi nei termini e con le modalità di cui al successivo art. 10.

Nel caso di riduzione del Capitale Sociale per perdite, può essere omesso il deposito presso la sede sociale della documentazione prevista dall'art. 2482-bis, comma 2, del Codice Civile, in previsione dell'Assemblea ivi indicata, ma i Soci hanno comunque diritto di ottenere dalla Società, dalla data di convocazione e sino alla data fissata per l'Assemblea, copia di detti documenti.

Nel caso di aumento gratuito del Capitale Sociale la quota di partecipazione di ciascun Socio resta percentualmente immutata.

Art. 7. L'Organo Amministrativo può richiedere ai Soci, i quali, peraltro, avranno ovviamente sempre la facoltà di non aderire alla richiesta, anche non in proporzione alle rispettive partecipazioni, per il soddisfacimento delle esigenze finanziarie della Società, finanziamenti dei quali i singoli Soci potranno richiedere in ogni momento la restituzione (salve espresse

pattuizioni di determinata durata temporale) e dei quali potrà essere stabilita anche la totale infruttuosità, e ciò in espressa deroga al disposto dell'art. 1282, comma 1, del Codice Civile ed alla presunzione di fruttuosità dei capitali dati a mutuo di cui all'art. 42, comma 2, del D.P.R. 22 dicembre 1986 n. 917.

Quanto sopra è possibile solo per i Soci che siano tali da un periodo di tempo non inferiore a quello previsto dalle disposizioni di legge in materia, sia attuali che future, e le cui partecipazioni siano non inferiori alle percentuali fissate dalle suddette disposizioni legislative.

Per il rimborso dei finanziamenti dei Soci trova applicazione la disposizione di cui all'art. 2467 del Codice Civile.

Art. 8. La Società non riconosce altri Soci che quelli risultanti dal Libro dei Soci.

La partecipazione di ciascun Socio non può essere di ammontare inferiore ad un Euro o a multipli di un Euro.

I diritti sociali spettano ai Soci in misura proporzionale alla partecipazione da ciascuno posseduta.

Nel caso di comproprietà di una partecipazione, i diritti dei comproprietari devono essere esercitati da un rappresentante comune nominato secondo le modalità previste dagli artt. 1105 e 1106 del Codice Civile.

Nel caso di pegno, usufrutto o sequestro delle partecipazioni si applica l'art. 2352 del Codice Civile.

Art. 9. Le quote sono trasferibili alle condizioni di seguito indicate.

I. Diritto di prelazione

Qualora uno dei Soci intenda trasferire per atto tra vivi, in tutto od in parte, le proprie quote ovvero diritti di opzione sulle stesse in caso di aumento di Capitale, dovrà preventivamente, a mezzo di lettera raccomandata A.R., offrirle in prelazione agli altri Soci, all'indirizzo indicato nel Libro dei Soci, specificando il nome dell'offerente o degli offerenti disposti all'acquisto, il prezzo nonché le relative condizioni di trasferimento, e contestualmente informare, sempre a mezzo lettera raccomandata A.R., l'Organo Amministrativo.

Con il termine "trasferire", di cui al precedente comma, si intende qualsiasi negozio, anche a titolo gratuito (ivi inclusi: vendita, donazione, permuta, conferimento in società, vendita forzata, vendita in blocco o fusione) in forza del quale si consegua, attraverso una o più transazioni, in via diretta o indiretta, il risultato del trasferimento a terzi della proprietà o nuda proprietà o di diritti reali (pegno o usufrutto) sulle quote ovvero sui diritti di opzione sulle stesse.

I Soci che intendano esercitare il diritto di prelazione debbono, a pena di decadenza, entro 30 (trenta) giorni dal ricevimento della lettera di offerta, darne comunicazione a mezzo lettera raccomandata A.R. indirizzata al Socio cedente ed all'Organo Amministrativo. In tale lettera dovrà essere manifestata incondizionatamente la volontà di acquistare tutte le quote o tutti i diritti di opzione sulle stesse. Qualora l'offerta venga accettata da più persone, le quote (ovvero i diritti di opzione sulle stesse) verranno divisi tra i Soci, in proporzione alla percentuale posseduta da ciascuno di essi, sulla base di apposito prospetto di riparto redatto dall'Organo Amministrativo.

Qualora, pur comunicando di voler esercitare la prelazione, uno o più Soci dichiarino di non essere d'accordo sul prezzo proposto dall'offerente ovvero non ritengano di offrire la stessa prestazione indicata dall'offerente oppure qualora nell'offerta non fosse stato, per qualsivoglia motivo, indicato il prezzo di cessione, lo stesso sarà determinato di comune accordo tra il Socio cedente ed i Soci che abbiano esercitato il diritto di prelazione.

Qualora non fosse raggiunto alcun accordo, i Soci in questione provvederanno alla nomina di un unico arbitratore; in caso di mancato accordo sulla nomina dell'unico arbitratore, detto arbitratore sarà nominato dal Presidente dell'Ordine dei Dottori Commercialisti del Circondario ove ha sede la Società, su richiesta della parte più diligente.

Nella propria valutazione, e quindi nella determinazione del prezzo, l'arbitratore dovrà tenere conto, con equo apprezzamento, della situazione patrimoniale della Società, della sua redditività, della sua posizione nel mercato, del prezzo e delle condizioni offerte dall'offerente, ove egli appaia in buona fede, nonché di ogni circostanza e condizione che viene normalmente tenuta in considerazione al fine della determinazione del valore delle quote, con particolare attenzione all'eventuale premio di maggioranza per il caso di trasferimento della maggioranza del Capitale Sociale della Società.

L'arbitratore dovrà rendere ai Soci interessati la propria valutazione, entro 60 (sessanta) giorni dalla propria nomina, a mezzo raccomandata A.R.

Qualora il Socio o i Soci che abbiano richiesto la valutazione dell'arbitratore comunichino a mezzo raccomandata A.R. indirizzata al Socio cedente e per conoscenza agli altri Soci - da inviarsi, a pena di decadenza, entro 5 (cinque) giorni dal ricevimento della valutazione dell'arbitratore - che non intendono esercitare la prelazione al prezzo determinato dall'arbitratore stesso, esse saranno obbligate al pagamento dell'onorario e delle spese spettanti a detto arbitratore. Qualora, invece, sia la parte che abbia effettuato l'offerta in prelazione a comunicare - a pena di decadenza, nei medesimi termini e con le medesime modalità di cui al presente comma - al Socio od ai Soci che abbiano esercitato la prelazione, di non volere procedere al trasferimento al prezzo determinato dall'arbitratore stesso, e in tutti gli altri casi, gli onorari dell'arbitratore saranno suddivisi equamente tra il Socio cedente ed i Soci che abbiano richiesto la valutazione dell'arbitratore.

Qualora nessuno dei Soci abbia manifestato l'intenzione di esercitare il diritto di prelazione previsto dalla presente clausola, il Socio cedente potrà liberamente trasferire le proprie quote o i diritti di opzione sulle stesse al terzo ovvero ai terzi indicati nell'offerta in prelazione.

Le operazioni di trasferimento delle quote o dei diritti di opzione sulle stesse al terzo od ai terzi designati acquirenti dovranno avvenire, a pena di decadenza, entro 30 (trenta) giorni dal termine della procedura di offerta in prelazione. Ove

tale trasferimento non si verifichi nel termine suindicato, il Socio dovrà nuovamente conformarsi alle disposizioni della presente clausola.

Nell'ipotesi di trasferimento, inter vivos, di quote (e/o diritti di opzione sulle stesse) eseguito senza l'osservanza di quanto sopra prescritto, l'acquirente non avrà diritto di essere iscritto nel Libro dei Soci e non sarà legittimato all'esercizio del voto e degli altri diritti amministrativi.

Le quote pervenute in proprietà o altro diritto reale per successione legittima o testamentaria a Soggetti che non siano Soci, ad eccezione dei Soggetti indicati nel successivo punto II, dovranno essere, a cura dei successori, offerte per l'acquisto a tutti i Soci entro trenta giorni dall'accettazione dell'eredità stessa.

Si fa espresso riferimento ai precedenti commi per quanto riguarda le modalità che regolano l'offerta, la dichiarazione di accettazione della stessa e l'eventuale determinazione del prezzo di cessione qualora i Soci non accettino quello richiesto.

II. Eccezioni al diritto di prelazione

Le disposizioni relative alla prelazione non troveranno applicazione qualora uno dei soci intenda procedere al trasferimento delle quote o dei diritti di opzione sulle stesse:

(i) ad un proprio ascendente;

(ii) al coniuge;

(iii) ad un proprio discendente in linea retta entro il 2° grado;

(iv) ad un proprio collaterale entro il 3° grado;

ovvero quando il trasferimento avvenga a Società Fiduciaria a e/o nel caso di ritrasferimento da parte della stessa a favore dei fiducianti originari o ad altra Società Fiduciaria qualora operante su istruzione del fiduciante originario, previa esibizione del mandato fiduciario, nella misura in cui dette Società Fiduciarie siano autorizzate all'esercizio di tale attività ai sensi di legge.

Art. 10. Il diritto di recesso compete ai Soci che non hanno concorso alle deliberazioni elencate nel primo e nel secondo comma dell'art. 2473 del Codice Civile.

Per quanto riguarda termini e modalità del recesso valgono le disposizioni previste dall'art. 2473, commi 3, 4, 5, del Codice Civile, con la specificazione che il diritto di recesso deve essere esercitato mediante lettera raccomandata con avviso di ricevimento spedita entro quindici giorni dalla delibera che lo legittima. Il Socio receduto ha diritto alla liquidazione delle quote.

Il valore delle quote è determinato da un arbitratore il quale è nominato ed opererà con le stesse modalità e gli stessi criteri previsti dall'art. 9 del presente Statuto.

Decisioni dei soci

Art. 11. I Soci decidono sulle materie riservate alla loro competenza dalla legge e dal presente Statuto, nonché sugli argomenti che uno o più Amministratori o tanti Soci che rappresentino almeno un terzo del Capitale Sociale sottopongano alla loro approvazione.

In ogni caso sono riservate alla competenza dei Soci:

1) l'approvazione del bilancio e la distribuzione degli utili;

2) la nomina dell'Organo Amministrativo;

3) la nomina, nei casi previsti dalla legge, dei Sindaci e del Presidente del Collegio Sindacale o del Revisore;

4) le modificazioni del presente Statuto;

5) la decisione di compiere operazioni che comportano una sostanziale modificazione dell'oggetto sociale o una rilevante modificazione dei diritti dei Soci.

Ogni Socio ha diritto di partecipare alle Decisioni di cui al presente articolo ed il suo voto vale in misura proporzionale alla sua partecipazione.

I Soci hanno diritto di visionare, consultare e controllare in ogni momento il Libro delle Decisioni dei Soci.

Art. 12. Tutte le Decisioni dei Soci debbono essere adottate con Deliberazione Assembleare ai sensi dell'art. 2479-bis del Codice Civile.

L'Assemblea può essere convocata anche in luogo diverso dalla sede sociale, purché nel territorio della Repubblica Italiana o di altro Stato appartenente all'Unione Europea.

Le Assemblee sono indette mediante avviso scritto -firmato, a seconda dell'Organo Amministrativo esistente, dall'Amministratore Unico o dal Presidente del Consiglio di Amministrazione -inviato a mezzo di lettera raccomandata indirizzata a ciascun Socio (presso il domicilio risultante dal Libro dei Soci), Amministratore e Sindaco effettivo, qualora sia stato nominato il Collegio Sindacale, almeno 8 (otto) giorni prima della data fissata per l'adunanza. In caso di urgenza, l'Assemblea potrà essere convocata a mezzo di telegramma, ovvero, qualora i destinatari siano provvisti di tali mezzi di comunicazione, a mezzo di telefax e/o di posta elettronica, il tutto da inviare almeno 3 (tre) giorni prima della data fissata per l'adunanza, precisandosi che, in caso di utilizzo di telefax o di posta elettronica, l'avviso deve essere spedito al numero di telefax o

all'indirizzo di posta elettronica che siano stati espressamente comunicati dal Socio e che risultino espressamente dal Libro dei Soci.

L'avviso deve indicare il luogo, il giorno e l'ora dell'adunanza e l'elenco delle materie da trattare.

Nello stesso avviso può essere fissata per altro giorno la seconda adunanza dell'Assemblea, qualora la prima andasse deserta.

Sono tuttavia validamente costituite, e possono quindi validamente deliberare, le Assemblee, anche non convocate secondo le formalità suddette, qualora vi sia rappresentato l'intero Capitale Sociale e tutti gli Amministratori ed i Sindaci effettivi, se esiste il Collegio Sindacale, siano presenti o informati della riunione e nessuno si opponga alla trattazione dell'argomento. Se gli Amministratori o i Sindaci, se nominati, non partecipano personalmente all'Assemblea, dovranno rilasciare apposita dichiarazione scritta, da conservarsi agli atti della Società, nella quale dichiarano di essere informati su tutti gli argomenti posti all'ordine del giorno e di non opporsi alla trattazione degli stessi.

Art. 13. Per essere ammessi a partecipare all'Assemblea, i Soci dovranno risultare iscritti nel Libro dei Soci almeno 10 (dieci) giorni prima di quello fissato per l'Assemblea.

Ogni Socio che abbia diritto di intervento all'Assemblea può farsi rappresentare per delega scritta con l'osservanza dell'art. 2372 del Codice Civile.

Spetta al Presidente dell'Assemblea constatare la regolare costituzione della stessa, accertare l'identità e la legittimazione dei presenti, dirigere e regolare lo svolgimento dell'Assemblea stessa ed accertare i risultati delle votazioni.

Art. 14. L'Assemblea è presieduta dall'Amministratore Unico, nel caso di cui al successivo art. 17 sub a), e dal Presidente del Consiglio di Amministrazione, nel caso di cui al successivo art. 17 sub b).

In caso di assenza o di impedimento di questi, l'Assemblea sarà presieduta dalla persona designata con il voto della maggioranza degli intervenuti.

L'Assemblea nomina, sempre con il voto della maggioranza degli intervenuti, un Segretario, anche non Socio, ed, occorrendo, uno o più Scrutatori anche non Soci.

L'Assemblea può tenersi con intervenuti dislocati in più luoghi, contigui o distanti, audio/video collegati, a condizione che siano rispettati il metodo collegiale e i principi di buona fede e di parità di trattamento dei Soci, ed, in particolare, alle seguenti condizioni delle quali dovrà essere dato atto nei relativi Verbali:

a) che sia consentito al Presidente dell'Assemblea -anche a mezzo del proprio Ufficio di Presidenza -di accertare l'identità e la legittimazione degli intervenuti, distribuendo agli stessi, se redatta, la documentazione predisposta per la riunione, regolare lo svolgimento dell'adunanza, constatare e proclam are i risulta ti della votazione;

b) che sia consentito al Soggetto verbalizzante di percepire adeguatamente gli eventi assembleari oggetto di verbalizzazione;

c) che sia consentito agli intervenuti di partecipare alla discussione ed alla votazione simultanea sugli argomenti all'ordine del giorno;

d) che vengano indicati nell'avviso di convocazione (salvo che si tratti di Assemblea in forma totalitaria) i luoghi audio/video collegati a cura della Società nei quali gli intervenuti potranno affluire, dovendosi ritenere svolta la riunione nel luogo ove saranno presenti il Presidente ed il Soggetto verbalizzante.

Art. 15. Il voto di ciascun Socio vale in misura proporzionale alla sua partecipazione.

Ogni Socio che abbia diritto di intervenire all'Assemblea può farsi rappresentare per delega scritta, delega che dovrà essere conservata dalla Società.

La delega non può essere rilasciata con il nome del rappresentante in bianco ed il rappresentante può farsi sostituire solo da chi sia espressamente indicato nella delega.

Se la delega viene conferita per una singola Assemblea, essa ha effetto anche per le successive convocazioni dell'Assemblea stessa.

È ammessa anche la procura generale a valere per più Assemblee, indipendentemente dal loro ordine del giorno.

La rappresentanza non può essere conferita né agli Amministratori, né ai Sindaci o al Revisore Legale, se nominati, né ai dipendenti della Società, né alle Società da essa controllate o ai membri degli Organi Amministrativi o di Controllo o ai dipendenti di queste.

Le assemblee, in prima o in seconda convocazione, sono validamente costituite con la presenza di almeno il 76% (settantasei per cento) del Capitale Sociale e deliberano con il voto favorevole di almeno il 60% (sessanta per cento) del Capitale intervenuto.

Restano comunque salve le altre disposizioni del presente Statuto che per particolari delibere richiedono diverse specifiche maggioranze.

Art. 16. Le deliberazioni dell'Assemblea devono constare da Verbale sottoscritto dal Presidente e dal Segretario o dal Notaio, se richiesto dalla legge.

Il Verbale deve indicare la data dell'Assemblea e, anche in allegato, l'identità dei partecipanti ed il Capitale rappresentato da ciascuno; deve altresì indicare le modalità ed il risultato delle votazioni e deve consentire, anche per allegato, l'identificazione dei Soci favorevoli, astenuti o dissenzienti.

Nel Verbale devono essere riassunte, su richiesta dei Soci, le loro dichiarazioni pertinenti all'ordine del giorno.

Il Verbale relativo alle delibere assembleari comportanti la modifica dell'Atto Costitutivo e dello Statuto deve essere redatto da un Notaio.

Il Verbale deve essere redatto senza ritardo nei tempi necessari per la tempestiva esecuzione degli obblighi di deposito e di pubblicazione.

Il Verbale dell'Assemblea, anche se redatto per atto pubblico, dovrà essere trascritto, senza indugio, nel Libro delle Decisioni dei Soci.

Amministrazione

Art. 17. La Società potrà essere amministrata alternativamente, a seconda di quanto stabilito dai Soci in occasione della nomina:

a) da un Amministratore Unico;

b) da un Consiglio di Amministrazione composto da un numero di membri variabile da un minimo di due ad un massimo di sette, secondo il numero esatto che verrà determinato dai Soci in occasione della nomina.

Art. 18. Gli Amministratori possono essere scelti tra i Soci e tra non Soci e sono rieleggibili.

Non possono essere nominati alla carica di Amministratore e, se nominati, decadono dall'Ufficio coloro che si trovano nelle condizioni previste dall'art. 2382 del Codice Civile.

Gli Amministratori resteranno in carica fino a revoca o dimissioni ovvero per quel determinato periodo di tempo che verrà stabilito dai Soci all'atto della loro nomina.

In caso di nomina fino a revoca o dimissioni, è consentita la revoca in ogni tempo e senza necessità di motivazione.

Nel frattempo l'Organo Amministrativo decaduto potrà compiere i soli atti di ordinaria amministrazione.

La cessazione degli Amministratori per scadenza del termine ha effetto dal momento in cui il nuovo Organo Amministrativo è stato ricostituito.

Se viene a mancare uno o più Amministratori si applica l'art. 2386 del Codice Civile.

Art. 19. Qualora la Società sia amministrata da un Consiglio di Amministrazione questo elegge fra i suoi membri un Presidente, se questi non è nominato dai Soci in occasione della nomina dello stesso Consiglio, ed eventualmente anche un Vice Presidente che sostituisca il Presidente nei casi di assenza o di impedimento, nonché un Segretario, anche estraneo al Consiglio di Amministrazione.

Art. 20. Le decisioni del Consiglio di Amministrazione, che sia stato nominato ai sensi del precedente art. 17 sub b), debbono essere sempre adottate mediante deliberazione collegiale.

A tal fine il Consiglio di Amministrazione:

- viene convocato dal Presidente mediante avviso spedito con lettera raccomandata, ovvero con qualsiasi altro mezzo idoneo allo scopo (ad esempio telefax, posta elettronica), almeno tre giorni prima dell'adunanza ed, in caso di urgenza, con telegramma da spedirsi almeno un giorno prima, nei quali vengono fissati la data, il luogo e l'ora della riunione nonché l'ordine del giorno;

- si raduna presso la sede sociale o altrove, purché nel territorio della Repubblica Italiana o di altro Stato appartenente all'Unione Europea.

Le adunanze del Consiglio di Amministrazione e le sue deliberazioni sono valide, anche senza convocazione formale, allorché intervengano tutti i Consiglieri in carica ed i Sindaci, se nominati.

È possibile tenere le riunioni del Consiglio di Amministrazione con intervenuti dislocati in più luoghi audio/video collegati, e ciò alle seguenti condizioni delle quali dovrà essere dato atto nei relativi Verbali:

a) che siano presenti nello stesso luogo il Presidente ed il Segretario della riunione che provvederanno alla formazione e sottoscrizione del Verbale, dovendosi ritenere svolta la riunione in detto luogo;

b) che sia consentito al Presidente della riunione di accertare l'identità degli intervenuti, regolare lo svolgimento della riunione, constatare e proclamare i risultati della votazione;

c) che sia consentito al Soggetto verbalizzante di percepire adeguatamente gli eventi della riunione oggetto di verbalizzazione;

d) che sia consentito agli intervenuti di partecipare alla discussione ed alla votazione simultanea sugli argomenti all'ordine del giorno, nonché di visionare, ricevere o trasmettere documenti.

Il Consiglio di Amministrazione delibera validamente con la presenza effettiva della maggioranza dei suoi membri in carica ed a maggioranza assoluta dei voti dei presenti; in caso di parità di voti, la proposta si intende respinta. Il voto non può essere dato per rappresentanza.

Le deliberazioni del Consiglio di Amministrazione adottate ai sensi del presente articolo sono constatate da Verbale sottoscritto dal Presidente e dal Segretario; detto Verbale, anche se redatto per atto pubblico, dovrà essere trascritto nel Libro delle Decisioni degli Amministratori.

Art. 21. La rappresentanza legale della Società spetta all'Amministratore Unico o al Presidente del Consiglio di Amministrazione, al Vice Presidente, se nominato, e agli Amministratori Delegati nei limiti delle deleghe loro conferite.

Il Consiglio di Amministrazione ha tutti i poteri di ordinaria e di straordinaria amministrazione, esclusi quelli che la legge riserva espressamente ai Soci.

All'Amministratore Unico spettano i poteri per compiere gli atti di ordinaria amministrazione, esclusi quelli relativi all'acquisto e alla vendita di partecipazioni; per quest'ultimi atti e per quelli di straordinaria amministrazione sarà necessaria la preventiva autorizzazione dell'Assemblea su proposta dell'Amministratore Unico.

Art. 22. Nel caso di nomina del Consiglio di Amministrazione ai sensi del precedente art. 17 sub b), questo può delegare tutti o parte dei suoi poteri, a norma e con i limiti di cui all'art. 2381 del Codice Civile, ad uno o più dei propri componenti anche disgiuntamente.

L'Amministratore e/o gli Amministratori Delegati potranno compiere tutti gli atti di ordinaria e di straordinaria amministrazione che risulteranno dalla delega conferita dal Consiglio di Amministrazione.

Art. 23. Gli Amministratori hanno la rappresentanza generale della Società.

La rappresentanza sociale spetta anche ai direttori, agli institori ed ai procuratori nei limiti dei poteri determinati dall'Organo Amministrativo nell'atto della loro nomina.

Art. 24. Agli Amministratori, oltre al rimborso delle spese sostenute per l'esercizio delle loro funzioni, potrà essere assegnata una indennità annua complessiva, anche sotto forma di partecipazione agli utili, che verrà determinata dai Soci in occasione della nomina o con apposita Decisione.

Qualora la Società sia amministrata da un Consiglio di Amministrazione, la remunerazione degli Amministratori investiti di particolari cariche è stabilita dal Consiglio stesso, sentito il parere del Collegio Sindacale, se nominato.

I Soci possono anche determinare un importo complessivo per la remunerazione di tutti gli Amministratori, inclusi quelli investiti di particolari cariche.

All'Organo Amministrativo potrà altresì essere attribuito il diritto alla percezione di un'indennità di fine rapporto di collaborazione coordinata e continuativa, da costituirsi mediante accantonamenti annuali ovvero mediante apposita polizza assicurativa.

Revisore e collegio sindacale

Art. 25. Qualora i Soci lo ritengano opportuno, gli stessi, con apposita Decisione, potranno nominare un Revisore Legale il quale eserciterà la revisione legale dei conti della Società ai sensi di Legge.

Qualora sia richiesto dalla legge, i Soci, con apposita Decisione, nomineranno un Collegio Sindacale, composto da tre Sindaci effettivi e due Sindaci supplenti, disciplinato dagli artt. 2397 e seguenti del Codice Civile per quanto applicabili; il Collegio Sindacale eserciterà anche la revisione legale dei conti della Società, salvo che la Legge o l'Assemblea dispongano che la revisione legale sia affidata ad un Revisore legale esterno o ad una Società di Revisione Legale. Il Collegio Sindacale, se eserciterà la revisione legale, dovrà essere integralmente costituito da Revisori legali iscritti nell'apposito Registro.

Esclusione del socio

Art. 26. È escluso il Socio che non abbia eseguito i conferimenti nei termini prescritti, qualora non sia stato possibile procedere alla vendita della sua quota ai sensi dell'art. 2466 del Codice Civile.

Qualora un Socio si sia obbligato a titolo di conferimento alla prestazione d'opera o di servizi a favore della Società, lo stesso può essere escluso se non sia più in grado di prestare l'opera o i servizi oggetto di conferimento.

Può essere escluso anche il Socio che sia stato interdetto, che sia stato dichiarato fallito o che sia stato condannato con sentenza passata in giudicato ad una pena che comporta l'interdizione anche temporanea dai pubblici uffici.

L'esclusione deve essere approvata dall'Assemblea dei Soci con apposita deliberazione da adottarsi ai sensi dei precedenti artt. 11 e seguenti. Per la valida costituzione dell'Assemblea e per il calcolo della maggioranza richiesta non si tiene conto della partecipazione del Socio della cui esclusione si tratta, al quale pertanto non spetta neppure il diritto di intervento all'Assemblea.

La deliberazione di esclusione deve essere notificata al Socio escluso e l'esclusione avrà effetto decorsi 30 (trenta) giorni dalla notifica suddetta. Entro questo termine il Socio escluso può fare opposizione davanti il Tribunale del luogo in cui ha sede la Società.

Se la Società si compone di due soli Soci l'esclusione di uno di essi è pronunciata dal suddetto Tribunale su domanda dell'altro.

Il Socio escluso ha diritto alla liquidazione della sua partecipazione; al riguardo si applicano le disposizioni del precedente art. 10, esclusa la possibilità del rimborso della partecipazione mediante riduzione del Capitale Sociale.

Bilancio e destinazione degli utili

Art. 27. Gli esercizi sociali si chiudono il 31 dicembre di ogni anno.

Alla chiusura di ciascun esercizio sociale l'Organo Amministrativo provvede alla compilazione del bilancio di esercizio ed alle conseguenti formalità rispettando le vigenti norme di legge.

Il bilancio deve essere approvato dai Soci entro 120 (centoventi) giorni dalla chiusura dell'esercizio sociale, ovvero entro 180 (centottanta) giorni qualora particolari esigenze relative alla struttura ed all'oggetto della Società lo richiedano: in quest'ultimo caso peraltro l'Organo Amministrativo deve segnalare nella sua relazione (o nella nota integrativa in caso di bilancio redatto in forma abbreviata) le ragioni della dilazione.

Dagli utili netti risultanti dal bilancio approvato deve essere dedotta una somma corrispondente al 5% (cinque per cento) da destinare alla riserva legale finché questa non abbia raggiunto il quinto del Capitale Sociale.

La Decisione dei Soci che approva il bilancio decide sulla distribuzione degli utili ai Soci stessi.

Possono essere distribuiti esclusivamente gli utili realmente conseguiti e risultanti dal bilancio regolarmente approvato, fatta deduzione della quota destinata alla riserva legale.

Se si verifica una perdita del Capitale Sociale, non può farsi luogo a ripartizione degli utili fino a che il Capitale stesso non sia reintegrato o ridotto in misura proporzionale.

Non è consentita la distribuzione di acconti su dividendi.

Scioglimento e liquidazione

Art. 28. Lo scioglimento anticipato volontario della Società è deliberato dall'Assemblea dei Soci con le maggioranze previste per la modifica del presente Statuto.

Nel caso di cui al precedente comma nonché qualora si verifichi una delle altre cause di scioglimento previste dall'art. 2484 del Codice Civile ovvero da altre disposizioni di legge o del presente Statuto, l'Assemblea, con apposita deliberazione da adottarsi sempre con le maggioranze previste per la modifica del presente Statuto, dispone:

- il numero dei Liquidatori e le regole di funzionamento del Collegio in caso di pluralità di Liquidatori;

- la nomina dei Liquidatori, con indicazione di quelli cui spetta la rappresentanza della Società;

- i criteri in base ai quali deve svolgersi la liquidazione;

- i poteri dei Liquidatori.

In mancanza di alcuna disposizione in ordine ai poteri dei Liquidatori, si applica la disposizione dell'art. 2489 del Codice Civile.

La Società può in ogni momento revocare lo stato di liquidazione ai sensi dell'art. 2487-ter del Codice Civile.

Le disposizioni sulle Decisioni dei Soci, sulle Assemblee e sugli Organi Amministrativi e di Controllo si applicano, in quanto compatibili, anche durante la liquidazione.

Si applicano tutte le altre disposizioni di cui al Capo VIII del Titolo V del Libro V del Codice Civile.

Titoli di debito

Art. 29. La Società potrà emettere titoli di debito ai sensi e per gli effetti dell'art. 2483 del Codice Civile.

L'emissione dei titoli di debito è deliberata dall'Assemblea dei Soci con le maggioranze previste per la modifica del presente Statuto.

La Società può emettere titoli di debito per somma complessivamente non eccedente il Capitale Sociale, la riserva legale e le riserve disponibili risultanti dall'ultimo bilancio approvato.

Clausola compromissoria

Art. 30. Le eventuali controversie che sorgessero fra i Soci o fra i Soci e la Società, anche se promosse da Amministratori e Sindaci (se nominati) ovvero nei loro confronti, e che abbiano per oggetto diritti disponibili relativi al rapporto sociale, saranno decise da un unico Arbitro nominato, entro trenta giorni dalla richiesta fatta dalla parte più diligente, dal Presidente del Consiglio Notarile del Distretto nel cui ambito ha sede la Società. La sede dell'arbitrato è stabilita, nell'ambito della Provincia in cui ha sede la Società, dall'Arbitro nominato. L'Arbitro procede in via irrituale, con dispensa da ogni formalità di procedura, decide secondo diritto entro novanta giorni dalla nomina, senza obbligo di deposito del lodo, e si pronuncia anche sulle spese dell'arbitrato.

Si applicano comunque le disposizioni di cui agli artt. 35 e 36 del Decreto Legislativo 17 gennaio 2003 N. 5.

La presente clausola compromissoria non si applica alle controversie nelle quali la legge prevede l'intervento obbligatorio del Pubblico Ministero.

Disposizione finale

Art. 31. Per tutto ciò che non è espressamente previsto nel presente Statuto, si applicano le disposizioni del Codice Civile e delle altre leggi vigenti."

Septième résolution

L'assemblée, après avoir délibéré de confier l'administration de la société à un administrateur unique, décide de nommer administrateur unique de la société:

Monsieur Rocco TRISCHITTA, né à Rome (Italie), le 15 février 1968, demeurant professionnellement à I-00186 Roma (Rome), Lungotevere de Cenci 9 (Italie), code fiscal italien TRSRCC68B15H501U,

L'administrateur unique restera en fonction pour une durée de trois ans et ce jusqu'à l'assemblée statuant sur les comptes au 31 décembre 2013.

Huitième résolution

L'assemblée décide de nommer un collège des commissaires pour la société, se composant des personnes suivantes:

- Président du collège des commissaires:

Monsieur Francesco NOBILI, né à Milan (Italie), le 29 octobre 1962, demeurant professionnellement à I-20122 Milan, Corso Europa 2 (Italie), code fiscal italien NBL FNC 62R29 F205T (Revisore Contabile con DM 12.04.1995, pubblicato sulla G.U. n. 31 bis del 21.04.1995 – n. iscrizione 65270);

- Commissaire effectif:

Monsieur Massimo FOSCHI, né à Milan (Italie), le 24 septembre 1969, demeurant professionnellement à I-20122 Milan, Corso Europa 2 (Italie), code fiscal italien FSC MSM 69P24 F205D (Revisore Contabile con decreto del direttore generale degli affari civili e delle libere professioni del 15.10.1999 pubblicato sul supplemento straordinario alla G.U. n. 87, quarta serie speciale del 2.11.1999 – n. iscrizione 92020);

- Commissaire effectif:

Monsieur Andrea DI BARTOLOMEO, né à L'Aquila (Italie), le 9 août 1969, demeurant professionnellement à I-20122 Milan, Corso Europa 2 (Italie), code fiscal italien DBR NDR 69M09 A345K (Revisore Contabile con Decreto Ministeriale in data 23 luglio 2002, pubblicato nella Gazzetta Ufficiale della Repubblica Italiana n. 60 del giorno 30 luglio 2002);

- Commissaire suppléant:

Monsieur Aldo BISIOLI, né à Brescia (Italie), le 23 août 1966, demeurant professionnellement à I-20122 Milan, Corso Europa 2 (Italie), code fiscal italien BSL LDA 66H23 B157G (Revisore Contabile con decreto del direttore generale degli affari civili e delle libere professioni del 15.10.1999 pubblicato sul supplemento straordinario alla G.U. n. 87, quarta serie speciale del 2.11.1999 – n. iscrizione 9104);

- Commissaire suppléant:

Monsieur Emilio Ettore GNECH, né à Milan (Italie), le 14 mars 1962, demeurant professionnellement à I-20122 Milan, Corso Europa 2 (Italie), code fiscal italien GNC MTT 62C14 F205D (Revisore Contabile con DM 12.04.1995, pubblicato sulla G.U. n. 31 bis del 21.04.1995 – n. iscrizione 28610).

Les commissaires resteront en fonction pour une durée de trois ans et ce jusqu'à l'assemblée statuant sur les comptes au 31 décembre 2013.

Neuvième résolution

L'assemblée décide de conférer à Monsieur Massimo FOSCHI, né à Milan (Italie), le 24 septembre 1969, demeurant professionnellement à I-20122 Milan, Corso Europa 2 (Italie), code fiscal italien FSC MSM 69P24 F205D et à Monsieur Federico INNOCENTI, né à Moncalieri (Italie), le 16 janvier 1974, demeurant professionnellement à I-20122 Milan, Corso Europa 2 (Italie), code fiscal italien NNC FRC 74A16 F335P, même individuellement, tous pouvoirs en vue de l'exécution matérielle de ce qui a été délibéré supra. En particulier elle lui donne mandat de procéder au dépôt auprès d'un notaire italien, de l'ensemble des documents requis à cet effet, dûment légalisés et munis de l'apostille de La Haye le cas échéant, ainsi que la faculté d'y apporter toute modification requise par les autorités compétentes en vue de l'inscription de la présente au registre des firmes italien, avec consentement exprès à ce que ladite inscription se fasse également en plusieurs actes.

Frais

Le montant des frais, dépenses et rémunérations quelconques incombant à la société en raison des présentes s'élève approximativement à quatre mille six cents euros.

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

Dont procès-verbal, passé à Luxembourg, les jours, mois et an qu'en tête des présentes.

Et après lecture, les comparants prémentionnés ont signé avec le notaire instrumentant le présent procès-verbal.

Signé: Sophie ERK, Stéphane LOMBARDI, Jean SECKLER.

Enregistré à Grevenmacher, le 17 mai 2011. Relation GRE/2011/1852. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): G. SCHLINK.

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

Junglinster, le 18 mai 2011.

Référence de publication: 2011068058/510.

(110076542) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 mai 2011.

ECF Cardiff Office S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 12.500,00.

Siège social: L-2546 Luxembourg, 10, rue C.M. Spoo.

R.C.S. Luxembourg B 141.114.

—

I. Par résolutions signées en date du 18 mai 2011, l'associé unique a pris les décisions suivantes:

1. Acceptation de la démission de David Cunnington, avec adresse au 57, Lansdowne House, Berkeley Square, WIJ 6ER Londres, Royaume Uni, de son mandat de gérant, avec effet immédiat

2. Nomination de Richard James, avec adresse à Lansdowne House, 57, Berkeley Square, WIJ 6ER Londres, Royaume Uni au mandat de gérant, avec effet immédiat et pour une durée indéterminée.

II. L'adresse de Michael Chidiac, gérant, a changé et se trouve à présent au 22, Avenue Monterey, L-2163 Luxembourg.

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

Luxembourg, le 23 mai 2011.

Référence de publication: 2011074914/15.

(110083441) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

ECF Edinburgh Car Parc HoldCo S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2546 Luxembourg, 10, rue C.M. Spoo.

R.C.S. Luxembourg B 148.688.

—

Par résolutions signées en date du 18 mai 2011, l'associé unique a pris les décisions suivantes:

1. Acceptation de la démission de David Cunnington, avec adresse au 57, Berkeley Square, WIJ 6ER Londres, Royaume Uni, de son mandat de gérant, avec effet immédiat

2. Nomination de Richard James, avec adresse à Lansdowne House, 57, Berkeley Square, WIJ 6ER Londres, Royaume Uni au mandat de gérant, avec effet immédiat et pour une durée indéterminée.

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

Luxembourg, le 23 mai 2011.

Référence de publication: 2011074915/15.

(110083440) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Echt S.A., Société Anonyme.

Siège social: L-2430 Luxembourg, 17, rue Michel Rodange.

R.C.S. Luxembourg B 101.821.

—

Les comptes annuels au 31/12/2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 30 mai 2011.

Echt S.A.

Signature

Un mandataire

Référence de publication: 2011074916/13.

(110083120) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

EI-Europa Immobilière S.A., Société Anonyme.

Siège social: L-2121 Luxembourg, 231, Val des Bons-Malades.

R.C.S. Luxembourg B 41.352.

—

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

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

Luxembourg, le 27 avril 2011.
SG AUDIT SARL

Référence de publication: 2011074919/11.

(110083544) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Eislecker Gaardebau Sàrl, Société à responsabilité limitée.

Siège social: L-9751 Grindhausen, 11, Hauptstrooss.

R.C.S. Luxembourg B 112.108.

—

Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2011074920/10.

(110083085) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Elbey S.A., Société Anonyme.

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

R.C.S. Luxembourg B 15.597.

—

Extrait du procès-verbal de l'assemblée générale ordinaire tenue extraordinairement le 5 avril 2011

L'assemblée accepte la démission de Madame Anne Dossche en tant que commissaire et nomme en son remplacement Monsieur Antoine Decoster, directeur financier, demeurant à B-9800 Deinze, Vinktstraat 43, né le 11 mai 1946 à Oostende.

Il terminera le mandat de son prédécesseur qui aurait pris fin à l'issue de l'assemblée générale annuelle statutaire de l'an 2013.

Un Mandataire

Référence de publication: 2011074921/14.

(110083750) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Elbey S.A., Société Anonyme.

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

R.C.S. Luxembourg B 15.597.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature
Un mandataire

Référence de publication: 2011074922/11.

(110083751) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

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

Siège social: L-8149 Bridel, 38, Val des Romains.

R.C.S. Luxembourg B 49.353.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour la société
Signature

Référence de publication: 2011074923/11.

(110083550) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

Creos Luxembourg S.A., Société Anonyme.

Siège social: L-2450 Luxembourg, 2, boulevard F-D Roosevelt.

R.C.S. Luxembourg B 4.513.

—

Assemblée générale ordinaire de Creos Luxembourg tenue le 10 mai 2011 à Strassen

Il résulte du procès-verbal de l'assemblée générale ordinaire de Creos Luxembourg tenue le 10 mai 2011 à Strassen que:

- L'assemblée générale a ratifié la nomination avec effet au 6 janvier 2011 des personnes suivantes en qualité de membres du conseil d'administration:

* Monsieur Thierry KUFFER, directeur financier de l'Administration Communale de la Ville de Luxembourg, né le 8 mars 1956 à Luxembourg et demeurant professionnellement à L-2450 Luxembourg, 9, boulevard F.D. Roosevelt;

* Madame Christiane SCHAUL, directrice des ressources humaines de l'Administration Communale de la Ville de Luxembourg, née le 22 juin 1966 à Pétange et demeurant professionnellement à L-2450 Luxembourg, 9, boulevard F.D. Roosevelt;

* Monsieur Jean SCHILTZ, ingénieur-directeur de l'Administration Communale de la Ville de Luxembourg, né le 3 avril 1951 à Luxembourg et demeurant professionnellement à L-1911 Luxembourg, 3, rue du Laboratoire.

Ces administrateurs ont été nommés en application de la loi du 25 juillet 1990 concernant le statut des administrateurs représentant l'Etat ou une personne de droit public dans une société anonyme.

Leur mandat prendra fin lors de l'assemblée générale annuelle statuant sur les comptes clôturés au 31 décembre 2013.

- L'assemblée générale a nommé comme administrateur Monsieur Fernand SCHILTZ, né le 12 septembre 1962 à Luxembourg et ayant son adresse professionnelle au 4, place de l'Europe à L-1449 Luxembourg, pour la durée du mandat restant à courir de son prédécesseur, Monsieur Jacques MISCHO, démissionnaire, né le 20 octobre 1953 à Luxembourg et ayant son adresse professionnelle au 2, rue Emile Bian à L-1235 Luxembourg, soit jusqu'à l'assemblée générale de 2016 appelée à statuer sur les comptes de l'exercice 2015.

Le conseil d'administration se compose dès lors comme suit:

Monsieur Etienne SCHNEIDER, Président

Monsieur Nico WIETOR, Vice-Président

Monsieur Guy AREND, Administrateur

Monsieur Romain BECKER, Administrateur

Monsieur Patrick COLLING, Administrateur

Monsieur Fernand FELZINGER, Administrateur

Monsieur Manfred FESS, Administrateur

Monsieur Stephan KAMPHUES, Administrateur

Monsieur Thierry KUFFER, Administrateur

Monsieur Marc LEONHARD, Administrateur

Monsieur Roland MICHEL, Administrateur

Monsieur Georges MOLITOR, Administrateur

Monsieur René REITER, Administrateur

Madame Christiane SCHAUL, Administratrice

Monsieur Fernand SCHILTZ, Administrateur

Monsieur Jean SCHILTZ, Administrateur

Monsieur Claude SEYWERT, Administrateur

Monsieur Patrick THEIN, Administrateur

Monsieur François THOUMSIN, Administrateur

Monsieur Tom EISCHEN, Commissaire du Gouvernement à l'Energie

- L'assemblée générale a confié à Ernst &Young S.A. la mission de contrôle visée à l'article 69 de la loi du 19 décembre 2002.

Le mandat porte sur le contrôle des comptes annuels de la société de l'exercice 2011.

Strassen, le 17 mai 2011.

Romain BECKER

CEO

Référence de publication: 2011072740/54.

(110080851) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 mai 2011.

Elliott Business Style S.A., Société Anonyme.

Enseigne commerciale: Elliott Design.

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

R.C.S. Luxembourg B 80.681.

—

Extrait de l'A.G. Extraordinaire du 30 mai 2011
au siège de la société

L'assemblée générale accepte à l'unanimité la décision d'ajouter une enseigne commerciale sous le nom: ELLIOTT DESIGN

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

Référence de publication: 2011074924/13.

(110083748) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

European Mobile Communications S.A., Société Anonyme.

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

R.C.S. Luxembourg B 50.145.

—

Les comptes annuels au 30 septembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2011074928/10.

(110083531) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2011.

ATCom BIOVERT S.C.P.A., Société en Commandite par Actions.

Siège social: L-1941 Luxembourg, 171, route de Longwy.

R.C.S. Luxembourg B 135.699.

—

Le Bilan au 31 décembre 2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 23 mai 2011. Signature.

Référence de publication: 2011072673/10.

(110081098) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 mai 2011.

BenLomond Corporation S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 49, boulevard Royal.

R.C.S. Luxembourg B 112.235.

—

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Esch-sur-Alzette, le 25 mai 2011.

Référence de publication: 2011072679/10.

(110080864) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 mai 2011.

Böhrs + Böhrs Invest S.A., Société Anonyme.

Siège social: L-1736 Senningerberg, 5, Heienhaff.

R.C.S. Luxembourg B 137.162.

—

Koordinierte Statuten hinterlegt beim Handels- und Gesellschaftsregister Luxemburg.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.
Esch/Alzette, den 24. Mai 2011.

Référence de publication: 2011072700/10.

(110080444) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 mai 2011.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck