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MEMORIAL

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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° 1941 **24 août 2011**

SOMMAIRE

UBS (Lux) Institutional Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 115.477.

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In the year two thousand and eleven, on the ninth day of May, at 3.30 p.m..

Before the undersigned Maître Henri Hellinckx, notary, residing in Luxembourg, Grand Duchy of Luxembourg,

was held an extraordinary general meeting (the "Meeting") of the shareholders of UBS (Lux) Institutional SICAV, an investment company with variable capital (Société d'Investissement à Capital Variable), having its registered office at 33A avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxemburg, registered with the Luxembourg Register of Trade and Companies under number B 115.477 and incorporated under the laws of the Grand Duchy of Luxembourg pursuant to a deed dated 30 March 2006 and whose articles of incorporation (the "Articles") have been published for the first time in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") on 20 April 2006 under number 797, on page 38.210.

The extraordinary general meeting of shareholders is presided by Mr Benjamin Wacker, professionally residing in L-1855 Luxembourg, Grand Duchy of Luxembourg who appoints as secretary Mrs Norma Christmann, professionally residing in L-1855 Luxembourg, Grand Duchy of Luxembourg.

The extraordinary general meeting of shareholders elects as scrutineer Mrs Norma Christmann, professionally residing in L-1855 Luxembourg, Grand Duchy of 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 shareholders present or represented and the number of shares they hold are shown on the attendance list, signed by the members of the bureau and the undersigned notary. This list, together with the proxies initialled ne varietur by the appearing parties and the undersigned notary, will remain attached to this deed in order to be filed with the registration authorities

II. a convening notice reproducing the above agenda was published on 6 April 2011 and 21 April 2011 in the Mémorial, in the Luxemburger Wort and in the Tageblatt;

III. it appears from the attendance list that 20 shares of a total of 5,652,071 shares are represented at the Meeting;

IV. 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 April 4, 2011 and that the quorum requirements for voting the items of the agenda had not been attained.

V. that the agenda of the Meeting is the following:

1. To insert a new paragraph in Article 14 of the Company's articles of incorporation (the "Articles of Incorporation") with effect as of 9 May 2011 in order to provide the Company's board of directors (the "Board of Directors") with the authority to appoint a designated management company for the Company. The new text of the last paragraph of Article 14 of the Articles of Incorporation will read as follows:

"The Board of Directors may appoint a management company submitted to Chapter 13 of the Law of December 20, 2002, in order to carry out the functions described in Annex II of the Law of December 20, 2002."

2. To insert a new paragraph in Article 17 of the Articles of Incorporation with effect as of 9 May 2011 in order to provide the Company with the authority to perform cross-sub-fund investments. The new text of Article 17, paragraph (2) of the Articles of Incorporation will read as follows:

"(2) Investments in shares issued by one or more other sub-funds of the Company:

The sub-funds may also subscribe for, acquire and/or hold shares issued or to be issued by one or more sub-funds subject to additional requirements which may be specified in the sales documents, if:

a) the target sub-fund does not, in turn, invest in the sub-fund invested in this target sub-fund; and

b) no more than 10% of the assets of the target sub-fund whose acquisition is contemplated may, pursuant to its Articles of Incorporation, be invested in aggregate in units/shares of other UCIs; and

c) voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the sub-fund concerned; and

d) in any event, for as long as these securities are held by the relevant sub-fund, their value will not be taken into consideration for the calculation of the net assets of the sub-fund for the purposes of verifying the minimum threshold of the net assets imposed by the Law of December 20, 2002; and

e) there is no duplication of management/subscription or redemption fees between those at the level of the sub-fund having invested in the target sub-fund, and this target sub-fund.".

3. To amend Articles 5, 10 and 24 of the Articles of Incorporation with effect as of 9 May 2011 in order to align the text of the Articles of Incorporation to the current sales prospectus of the Company, which has been approved by the Luxembourg supervisory commission of the financial sector (the "CSSF") with regard to:

- the pooling and co-management of assets of two or more sub-funds;

- adjustments to the net asset value of share classes if on any trading day the total number of subscription and redemption applications for all share classes in a sub-fund leads to a net cash in-or outflow (so-called "swing-pricing"); and

- mergers and liquidations of sub-funds.

4. To amend Article 4 of the Articles of Incorporation with effect as of 1 July 2011 in order to update the reference to the fund legislation. The new text of Article 4 of the Articles of Incorporation will read as follows:

"The exclusive purpose of the Company is to invest the assets available to it in transferable securities and other assets permitted by law, in accordance with the principle of risk diversification and with the objective to provide the shareholders with the income from and the results of the management of its assets.

The Company may take any measures or carry out any transactions that it considers appropriate to achieve and promote this purpose and will do this in the broadest possible sense in accordance with Part I of the law dated 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law").".

5. To amend the text of a number of articles of the Articles of Incorporation with effect as of 1 July 2011 in order to implement the changes as required by the law dated 17 December 2010 on undertakings for collective investment (the "2010 Law"), implementing Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 (the "UCITS IV Directive"), and in particular to (not exhaustive summary):

- replace any reference to the law dated 20 December 2002 on undertakings for collective investment by references to the law dated 17 December 2010 on undertakings to collective investment;

- insert specific rules for sub-funds established as a master/feeder structure; and

- amend the provisions regarding liquidations, mergers and conversions of sub-funds in order to implement the rules of the 2010 Law with regard to liquidation of sub-funds and its classes, mergers of the Company or of sub-funds with another UCITS or sub-funds thereof, mergers of one or more sub-funds, as well as conversions of existing sub-funds in feeder-sub-funds and changes of sub-funds established as master-UCITS.

6. To completely restate the Articles of Incorporation with effect as of 1 July 2011 in order to reflect the various amendments adopted by the extraordinary general meeting and to resolve that the only version of the Articles of Incorporation will be the English version.

7. Miscellaneous.

As a result of the foregoing, the present Extraordinary General Meeting (the "Meeting") is regularly constituted and may validly deliberate on the item on the agenda.

After deliberation, the Meeting takes unanimously the following resolutions:

First resolution

The meeting RESOLVES to insert a new paragraph in Article 14 of the Articles of Incorporation with effect as of 9 May 2011 in order to provide the Board of Directors with the authority to appoint a designated management company for the Company. The new text of the last paragraph of Article 14 of the Articles of Incorporation will read as follows:

"The Board of Directors may appoint a management company submitted to Chapter 13 of the Law of December 20, 2002, in order to carry out the functions described in Annex II of the Law of December 20, 2002.".

Second resolution

The meeting RESOLVES to insert a new paragraph in Article 17 of the Articles of Incorporation with effect as of 9 May 2011 in order to provide the Company with the authority to perform cross-sub-fund investments. The new text of Article 17, paragraph (2) of the Articles of Incorporation will read as follows:

"(2) Investments in shares issued by one or more other sub-funds of the Company:

The sub-funds may also subscribe for, acquire and/or hold shares issued or to be issued by one or more sub-funds subject to additional requirements which may be specified in the sales documents, if:

a) the target sub-fund does not, in turn, invest in the sub-fund invested in this target sub-fund; and

b) no more than 10% of the assets of the target sub-fund whose acquisition is contemplated may, pursuant to its Articles of Incorporation, be invested in aggregate in units/shares of other UCIs; and

c) voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the sub-fund concerned; and

d) in any event, for as long as these securities are held by the relevant sub-fund, their value will not be taken into consideration for the calculation of the net assets of the sub-fund for the purposes of verifying the minimum threshold of the net assets imposed by the Law of December 20, 2002; and

e) there is no duplication of management/subscription or redemption fees between those at the level of the sub-fund having invested in the target sub-fund, and this target sub-fund.".

Third resolution

The meeting RESOLVES to amend Articles 5, 10 and 24 of the Articles of Incorporation with effect as of 9 May 2011 in order to align the text of the Articles of Incorporation to the current sales prospectus of the Company, which has been approved by the CSSF with regard to:

- the pooling and co-management of assets of two or more sub-funds;

- adjustments to the net asset value of share classes if on any trading day the total number of subscription and redemption applications for all share classes in a sub-fund leads to a net cash in-or outflow (so-called "swing-pricing"); and

- mergers and liquidations of sub-funds.

Fourth resolution

The meeting RESOLVES to amend Article 4 of the Articles of Incorporation with effect as of 1 July 2011 in order to update the reference to the fund legislation. The new text of Article 4 of the Articles of Incorporation will read as follows:

"The exclusive purpose of the Company is to invest the assets available to it in transferable securities and other assets permitted by law, in accordance with the principle of risk diversification and with the objective to provide the shareholders with the income from and the results of the management of its assets.

The Company may take any measures or carry out any transactions that it considers appropriate to achieve and promote this purpose and will do this in the broadest possible sense in accordance with Part I of the law dated 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law").".

Fifth resolution

The meeting RESOLVES to amend the text of a number of articles of the Articles of Incorporation with effect as of 1 July 2011 in order to implement the changes as required by the 2010 Law, implementing the UCITS IV Directive, and in particular to (not exhaustive summary):

- replace any reference to the law dated 20 December 2002 on undertakings for collective investment by references to the law dated 17 December 2010 on undertakings to collective investment;

- insert specific rules for sub-funds established as a master/feeder structure; and

- amend the provisions regarding liquidations, mergers and conversions of sub-funds in order to implement the rules of the 2010 Law with regard to liquidation of sub-funds and its classes, mergers of the Company or of sub-funds with another UCITS or sub-funds thereof, mergers of one or more sub-funds, as well as conversions of existing sub-funds in feeder-sub-funds and changes of sub-funds established as master-UCITS.

Sixth resolution

The meeting RESOLVES to completely restate the Articles of Incorporation with effect as of 1 July 2011 in order to reflect the various amendments adopted by the extraordinary general meeting and to resolve that the only version of the Articles of Incorporation will be the English version:

As of 1 July 2011 the following

COORDINATED ARTICLES OF INCORPORATION

will apply:

A. Name, Registered office, Term and Object of the company.

Art. 1. Form, Name. There exists among the subscribers and all those who become owners of shares hereafter issued, a public limited liability company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable"or "SICAV") bearing the name "UBS (Lux) Institutional Sicav" (the "Company").

Art. 2. Registered office. The Company's registered office is located in Luxembourg-City, Grand Duchy of Luxembourg.

The Company may establish branches, subsidiaries or other offices either in the Grand Duchy of Luxembourg or in foreign countries, except the United States of America, its territories or possessions, by resolution of the Company's board of directors (the "Board of Directors").

The Board of Directors is authorised to transfer the registered office of the Company within the municipality of Luxembourg-City. The Company's registered office may be transferred to any other municipality in the Grand Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of its shareholders deliberating in the manner provided for any amendment to the Company's articles of incorporation (the "Articles of Incorporation").

If the Board of Directors determines that extraordinary political, economical, social or military events and developments have occurred or are imminent that would interfere with the ordinary course of business of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these extraordinary circumstances; such temporary and provisional measures shall have no effect on the nationality of the Company which, notwithstanding the temporary and provisional transfer of its registered office, will remain a Luxembourg corporation.

Art. 3. Term. The Company has been established for an unlimited period of time.

By resolution of the shareholders made in the legally prescribed form in accordance with Article 31 of these Articles of Incorporation, the Company may be liquidated at any time.

Art. 4. Corporate object. The exclusive purpose of the Company is to invest the assets available to it in transferable securities and other assets permitted by law, in accordance with the principle of risk diversification and with the objective to provide the shareholders with the income from and the results of the management of its assets.

The Company may take any measures or carry out any transactions that it considers appropriate to achieve and promote this purpose and will do this in the broadest possible sense in accordance with Part I of the law dated 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law").

B. Share capital, Shares, Net asset value

Art. 5. Share capital. The capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to Article 10 of these Articles of Incorporation.

The Board of Directors shall, at any time, establish one or several pool of assets, each constituting a compartment (a "sub-fund") within the meaning of article 181 of the 2010 Law.

The Board of Directors shall attribute specific investment objectives and policies and a specific denomination to each sub-fund.

The Company shall be considered as a single legal entity. However, the right of shareholders and creditors relating to a particular sub-fund or raised by the incorporation, the operation or the liquidation of a sub-fund are limited to the assets of such sub-fund. The assets of a sub-fund will be answerable exclusively for the rights of the shareholders relating to this sub-fund and for those of the creditors whose claim arose in relation to the incorporation, the operation or the liquidation of this sub-fund. As far as the relation between shareholders is concerned, each sub-fund will be deemed to be a separate entity.

The Board of Directors may issue share classes with specific characteristics within a sub-fund, for example with (i) a specific distribution policy, such as distributing or accumulating shares, or (ii) a specific commission structure in relation to issue and redemption, or (iii) a specific commission structure in relation to investment or advisory fees, or (iv) with various currencies of account, or (v) other specific characteristics as may be determined from time to time by the Board of Directors.

The minimum share capital of the Company must reach EUR 1,250,000.-(one million two hundred and fifty thousand Euros) within a period of six months following its approval by the Luxembourg supervisory authority, and thereafter may not be less than this amount.

Each share class may be sub-divided into one or several category(ies) as more fully described in the Company's sales documents.

In order to determine the share capital of the Company, the net assets allocated to each sub-fund will, in case they are not denominated in the accounting currency, be converted into such currency, and the share capital shall be the total of the net assets of all classes of all sub-funds.

The share capital of the Company may be increased or decreased as a result of the issue by the Company of new fully paid-in shares or the repurchase by the Company of existing shares from its shareholders.

The Board of Directors may permit internal pooling and/or joint management of assets from particular sub-funds in the interests of efficiency. In this case, assets from different sub-funds will be managed together. The assets under joint management are referred to as a "pool". Pools are used exclusively for internal management purposes, are not separate units and cannot be accessed directly by shareholders.

Pooling

The Company may invest and manage all or part of the portfolio assets held by two or more sub-funds (for this purpose called "participating sub-funds") in the form of a pool. Such an asset pool is created by transferring to it cash and other assets (if these assets are in line with the investment policy of the pool concerned) from each of the participating sub-funds to the asset pool. The Company can then make further transfers to the individual asset pools. Equally, assets can also be transferred back to a participating sub-fund up to the amount of the participation of the sub-fund concerned.

The participation of a participating sub-fund in an asset pool is evaluated by reference to notional units of the same value in the relevant asset pool. When an asset pool is created, the Board of Directors shall specify the initial value of the notional units (in a currency that the Board of Directors considers appropriate) and allot to each participating sub-fund notional units having an aggregate value equal to the amount of the cash (or other assets) it has contributed. Thereafter, the value of the notional units will then be determined by dividing the net assets of the asset pool by the number of existing notional units.

If additional cash or assets are contributed to or withdrawn from an asset pool, the notional units assigned to the participating sub-fund concerned will increase or diminish, as the case may be, by a number, which is determined by dividing the amount of cash or the value of assets contributed or withdrawn by the current value of the participating sub-fund's participation in the asset pool. If cash is contributed to the asset pool, for calculation purposes it is reduced by an amount that the Board of Directors considers appropriate in order to take account of any tax expenses as well as the closing charges and acquisition costs relating to the investment of the cash concerned. If cash is withdrawn, a corresponding deduction may be made in order to take account of any costs related to the disposal of securities or other assets of the asset pool.

Dividends, interests and other income-like distributions, which are obtained from the assets of an asset pool, are allocated to the asset pool concerned and thus lead to an increase in the respective net assets. If the Company is liquidated, the assets of an asset pool are allocated to the participating sub-funds in proportion to their respective share in the asset pool.

Joint management

In order to reduce operating, administrative and management costs and at the same time to permit broader diversification of investments, the Board of Directors may decide to manage part or all of the assets of one or more sub-funds in combination with assets that belong to other sub-funds or to other undertakings for collective investment. In the following paragraphs, the term "jointly managed entities" refers globally to the Company and each of its sub-funds and all entities with or between which a joint management agreement would exist; the term "jointly managed assets" refers to the entire assets of these jointly managed entities which are managed according to the same aforementioned agreement.

As part of the joint management agreement, the relevant Company's portfolio manager(s) will, on a consolidated basis for the relevant jointly managed entities, be entitled to make decisions on investments and sales of assets which have an influence on the composition of the Company's and its sub-funds' portfolio. Each jointly managed entity holds a portion in the jointly managed assets corresponding to the proportion of its net assets to the total value of the jointly managed assets. This proportionate holding (for this purpose called the "participation arrangement") applies to each and all investment categories which are held or acquired in the context of joint management. Decisions regarding investments and/or sales of investments have no effect on this participation arrangement: further investments will be allotted to the jointly managed entities in the same proportions and, in the event of a sale of assets, these will be subtracted proportionately from the jointly managed assets held by the individual jointly managed entities.

In the case of new subscriptions in one of the jointly managed entities, the subscription proceeds are to be allocated to the jointly managed entities in accordance with the changed participation arrangement resulting from the increase in net assets of the jointly managed entity having benefited from the subscriptions. The level of the investments will be modified by the transfer of assets from one jointly managed entity to the other, and thus adapted to suit the changed participation arrangement. Similarly, in the case of redemptions for one of the jointly managed entities, the necessary liquid funds shall be taken from the liquid funds of the jointly managed entities in accordance with the changed participation arrangement resulting from the reduction in net assets of the jointly managed entity which has been the subject of the redemptions, and in this case the particular level of all investments will be adjusted to suit the changed participation arrangement.

Shareholders should be aware that the joint management agreement may result in the composition of the assets of a particular sub-fund being affected by events which concern other jointly managed entities, e.g. subscriptions and redemptions, unless the members of the Board of Directors or one of the duly appointed agents of the Company resort to special measures. If all other aspects remain unchanged, subscriptions received by an entity under joint management with the sub-fund will therefore result in an increase in the cash reserve of this sub-fund. Conversely, redemptions of an entity under joint management with the sub-fund will result in a reduction of the cash reserve of this sub-fund. However, subscriptions and redemptions can be executed on the special account that is opened for each jointly managed entity outside the joint management agreement and through which subscriptions and redemptions must pass. Because of the possibility of posting extensive subscriptions and redemptions to these special accounts, and the possibility that the Board of Directors or one of the duly appointed agents of the Company may decide at any time to terminate the participation of the sub-fund in the joint management agreement, the sub-fund concerned may avoid having to rearrange its portfolio if this could adversely affect the interests of the Company, its sub-funds and its shareholders.

If a change in the portfolio composition of the Company or one or several of its relevant sub-funds as a result of redemptions or payments of fees and expenses referring to another jointly managed entity (i.e. which cannot be counted as belonging to the Company or the sub-fund concerned) might result in a violation of the investment restrictions applying to the Company or the particular sub-fund, the relevant assets will be excluded from the joint management agreement before implementing the change so that they are not affected by the resulting adjustments.

Jointly managed assets of a particular sub-fund will only be managed in common with assets intended to be invested according to the same investment objectives that apply to the jointly managed assets in order to ensure that investment decisions are compatible in all respects with the investment policy of the particular sub-fund. Jointly managed assets may only be managed in common with assets for which the same portfolio manager is authorised to make decisions in investments and the sale of investments, and for which the custodian bank also acts as a depositary so as to ensure that the custodian bank is capable of performing its functions and responsibilities in accordance with the 2010 Law and statutory requirements in all respects for the Company and its sub-funds. The custodian bank must always keep the assets of the Company separate from those of the other jointly managed entities; this allows it to determine the assets of the Company and of each individual sub-fund accurately at any time. Since the investment policy of the jointly managed entities does not have to correspond exactly with that of a sub-fund, it is possible that their joint investment policy may be more restrictive than that of that sub-fund.

The Board of Directors may decide to terminate the joint management agreement at any time without giving prior notice.

Shareholders may enquire at any time at the Company's registered office as to the percentage of jointly managed assets and entities with which there is a joint management agreement at the time of their enquiry.

The composition and percentages of jointly managed assets must be stated in the annual reports.

Joint management agreements with non-Luxembourg entities are permissible if (i) the agreement in which the non-Luxembourg entity is involved is governed by Luxembourg law and Luxembourg jurisdiction or (ii) each jointly managed entity is equipped with such rights that no creditor and no insolvency or bankruptcy administrator of the non-Luxembourg entity has access to the assets or is authorised to freeze them.

Art. 6. Shares. The Board of Directors shall determine and specify in the Company's sales documents whether the Company shall issue shares in bearer and/or in registered form and in which denominations any bearer shares in a sub-fund and/or share class are to be issued. The Board of Directors of the Company shall determine that share certificates if any shall be issued for fully paid-in bearer shares only.

If the Board of Directors decides to issue bearer shares, these will in principle be documented by global certificates. It is not intended to issue additional bearer share certificates, except if extraordinary circumstances occur.

If bearer share certificates are issued, they must be signed by two members of the Board of Directors.

By resolution of the Board of Directors either or both of these signatures may be in facsimile. However, one of such signatures may be made by a person duly authorised thereto by the Board of Directors, in which case it shall be manual.

Any registered shares issued by the Company must be registered in the share register kept by the Company or one or more persons designated thereto by the Company. This share register will contain the name of each holder of registered shares, his or her residence or another address indicated to the Company, the number of shares held by that person as well as the sub-fund and, the case being, the share class of the relevant shares and the amount paid up on each share. Each transfer or any other form of legal assignment of a registered share must be registered in the share register.

Entry in the share register provides evidence of ownership of registered shares. The Company may issue written confirmation of the shares held.

The transfer of registered shares is effected by the handover of documents providing sufficient evidence of the transfer to the Company or through a declaration of transfer which is entered in the share register and signed and dated by the transferor and the transferee or by persons authorised to do so.

If a share is registered in the name of several persons, the first shareholder entered in the register is deemed to be empowered to act on behalf of all the other co-owners and shall be the only person entitled to receive notices on the part of the Company.

With bearer shares, the Company is entitled to consider the bearer, and with registered shares, the person in whose name the shares are registered, as rightful owner of the shares. In connection with any measures affecting these shares, the Company will only be liable to the aforementioned persons and under no circumstances to any third parties. It has the power to view all rights, interests or claims of persons, other than those persons in whose name the shares are registered, as null and void in respect of these shares; this does not, however, exclude the right of a third party to demand the proper entry of a registered share or a change to such entry.

If a shareholder does not provide the Company with his/her address, this will be noted in the share register and the registered office of the Company, or another address entered in the share register by the Company, will be deemed to be the address of that shareholder until such time as he/she provides the Company with another address. Shareholders may arrange to have the address registered in the Company's share register changed at any time. This takes place by means of written notification to the Company at its registered office or to an address determined by the Company from time to time.

If shareholders in the Company provide sufficient evidence that their share certificates (if any have been issued) have been misplaced, stolen or destroyed, they will receive upon demand and under observance of the conditions laid down by the Company, which may require some form of security, a duplicate of their certificate(s). If prescribed or permitted by the applicable laws and as determined by the Company in observance of such laws, these conditions may include insurance taken out with an insurance company. Upon issue of new share certificates, which must bear a note indicating that they are duplicates, the original certificates(s), which the new one(s) replace(s), cease to be valid.

Upon instructions from the Company, damaged share certificates may be exchanged for new share certificates. The damaged share certificates must be handed over to the Company and immediately cancelled.

At the Company's discretion, it may charge shareholders with the costs of the duplicate or of the new share certificate and with those costs incurred by the Company upon the issue and registration of these certificates or the destruction of the old certificates.

The Company may decide to issue fractional shares up to three decimals. Fractions of shares do not give holders any voting rights but entitle them to participate in the income of the relevant sub-fund or the relevant share class on a pro rata basis.

Art. 7. Issue of shares. The Board of Directors is fully entitled at any time to issue new fully paid-in shares with no par value in any sub-fund and/or share class without, however, granting existing shareholders preferential rights in respect of the subscription of the new shares.

The issue of new shares takes place on each of the valuation dates determined by the Board of Directors in accordance with Article 10 of these Articles of Incorporation and the terms and conditions contained in the sales document.

The issue price for a share is the net asset value, or in case of newly launched sub-funds and/or classes the initial subscription price, as determined by the Board of Directors, per share calculated for each sub-fund and/or each relevant share class pursuant to Article 10 of these Articles of Incorporation plus any costs and commissions laid down by the Board of Directors for the sub-fund and share class concerned. The issue price is payable within the period laid down by the Board of Directors, and no later than eight days after the valuation date concerned unless shorter deadlines are specified in the Appendix of the Company's sales document relating to the respective sub-fund and/or share class.

The Board of Directors may accept full or partial subscriptions in kind at its own discretion. In this case the capital subscribed in kind must be harmonised with the investment policy and restrictions of the particular sub-fund and/or share class. Moreover, the value of any assets contributed in kind will be subject to a report of an auditor (réviseur d'entreprises agréé). Any associated costs will be payable by the investor.

The Board of Directors may limit the frequency of share issues for each sub-fund and each share class; in particular the Board of Directors may resolve that shares are only to be issued within a particular time.

The Board of Directors reserves the right to wholly or partially reject any subscription application or to suspend the issue of shares in one or more or all of the sub-funds and share classes at any time and without prior notification. The custodian bank will immediately reimburse payments made in such cases for subscription applications that have not been executed.

Furthermore, the Board of Directors may impose conditions on the issue of shares in any sub-fund and/or share class (including without limitation the execution of such subscription documents and the provision of such information as the Board of Directors may determine to be appropriate) and may fix a minimum subscription amount and minimum amount of any additional investments, as well as a minimum holding amount which any shareholder is required to comply. Any conditions to which the issue of shares may be submitted will be detailed in the Company's sales documents.

If determination of the net asset value of a sub-fund and/or share class is suspended pursuant to Article 11 of these Articles of Incorporation, no shares in the affected sub-fund or share class will be issued for the duration of the suspension.

For the purpose of issuing new shares, the Board of Directors may assign to any member of the Board of Directors or to appointed officers of the Company or any other authorised person the task of accepting the subscription, receiving the payment and delivering the shares.

Art. 8. Redemption and Conversion of shares. Any shareholder in the Company may request the Company to redeem all or part of his/her shares under the terms and procedures set forth by the Board of Directors in the sales documents and within the limits provided by any applicable law and these Articles of Incorporation.

In such cases, the Company will redeem the shares while observing the restrictions laid down by law and subject to the suspension of such redemptions by the Company stipulated in Article 11 of these Articles of Incorporation. The shares redeemed by the Company will be cancelled.

Shareholders receive a redemption price calculated on the basis of the relevant net asset value of the relevant sub-fund and/or share class of sub-fund in line with statutory regulations and the terms of these Articles of Incorporation and in accordance with the terms and conditions laid down by the Board of Directors in the sales documents.

A redemption application must be made irrevocably and in writing and addressed to the registered office of the Company in Luxembourg or at offices of a person (or institution) appointed by the Company. With shares for which certificates have been issued, the share certificates must be submitted in good order with the redemption application, attaching any renewal certificates and any coupons not yet due (for bearer shares only).

A commission in favour of the Company or the Company's distributor may be deducted from the net asset value, together with a further amount to make up for the estimated costs and expenses that the Company could incur in realising the assets in the body of assets affected, in order to finance the redemption request, at a rate provided for in the sales documents.

The redemption price must be paid in the currency in which the shares in the relevant sub-fund and share class are denominated or in another currency that may be determined by the Board of Directors, within a time to be determined by the Board of Directors of not more than eight days after the later of either (i) the relevant valuation date or (ii) after the day when the share certificates have been received by the Company, irrespective of the terms and conditions of Article 11 of these Articles of Incorporation.

With the approval of the affected shareholders, the Board of Directors (while observing the principle of equal treatment of all shareholders) may at its own discretion execute redemption requests wholly or partly in kind by allocating to such shareholder assets from the sub-fund portfolio equivalent in value to the net asset value of the redeemed shares, as described more fully in the sales documents. Moreover, these assets are audited by the Company's auditor. Any associated costs will be payable by the investor.

If on any Valuation Date, redemption or conversion requests pursuant to this Article exceed a certain level determined by the Board of Directors in relation to the net asset value of any sub-fund, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the Board of

Directors considers to be in the best interests of the relevant sub-fund. On the next dealing day following that period, these redemption and conversion requests will be met in priority to later requests.

In the event of a very large volume of redemption requests, the Board of Directors may decide to delay execution until the corresponding assets of the Company have been sold without unnecessary delay. The above provisions apply mutatis mutandis to conversions of shares between sub-funds.

If as a result of any request for redemption, the aggregate net asset value of the shares held by a shareholder in any share class of any sub-fund would fall below such value as determined by the Board of Directors and described in the sales documents, the Company may decide that this request shall be treated as a request for redemption for the full balance of such shareholder's holding of shares in such share class of the applicable sub-fund.

The Board of Directors may decide from time to time that shareholders are entitled to request the conversion of whole or part of their shares into shares of another share class of the same sub-fund or of another sub-fund of the Company, provided that the Board of Directors may (i) set restrictions, terms and conditions as to the right for and frequency of conversions and (ii) subject them to the payment of such charges and commissions as it shall determine. The Board of Directors may, in its entire discretion, decide that if as a result of any request for conversion, the number or the aggregate net asset value of the shares held by any shareholder in any sub-fund and/or share class would fall below such number or such value as determined by the Board of Directors, the Company may decide to treat this request as a request for conversion for the full balance of such shareholder's holding of shares in such share class and/or sub-fund.

The price for the conversion of shares shall be computed by reference to the respective net asset value of the two share classes concerned, calculated on the same valuation date or any other day as determined by the Board of Directors in accordance with Article 10 of these Articles of Incorporation and the rules laid down in the sales documents. Conversion fees, if any, may be imposed upon the shareholder(s) requesting the conversion of his shares at a rate provided for in the sales documents.

The shares which have been converted shall be cancelled.

Art. 9. Restrictions on the ownership of shares. The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, namely any person in breach of any law or requirement of any country or governmental authority or of the provisions of the Company's sales documents and any person which is not qualified to hold such shares by virtue of such law, requirement or provision or if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become subject to laws (including without limitation tax laws) other than those of the Grand Duchy of Luxembourg (each an "unauthorised person"). To this end the Company may:

a) decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by an unauthorised person or a person holding more than a certain percentage of capital determined by the Board of Directors;

b) demand at any time from persons whose names have been entered in the share register, or who apply for entry of a transfer of shares in the share register, to furnish information supported by a declaration under oath of a nature that it considers necessary in order to decide whether the shares of the person concerned are in the beneficial ownership of an unauthorised person or whether the entry would lead to the beneficial ownership of these shares by an unauthorised person;

c) refuse to recognise the votes of an unauthorised person at a general meeting of shareholders of the Company; and

d) where it appears to the Company that any unauthorised person either alone or in conjunction with any other person is a beneficial owner of shares, direct such shareholder to sell his shares and to provide to the Company evidence of the sale within thirty (30) days of the notice. If such shareholder fails to comply with the direction, the Company may compulsorily redeem or cause to be redeemed from any such shareholder all shares held in the following manner:

(1) The Company serves a notice (hereinafter referred to as "Notice of Purchase") to the shareholder owning the shares, or the person who is registered in the share register as the owner of the shares to be bought. In the said Notice of Purchase the shares to be bought are listed together with the method of calculating the purchase price and the name of the buyer.

(2) Such notice will be sent to the shareholder by registered letter at his last known address or to the address listed in the books of the Company. The shareholder is then obliged to release to the Company the shares certificate(s) (if issued) listed in the Notice of Purchase. At close of business on the day fixed in the Notice of Purchase, the shareholder ceases to be owner of the shares listed in the Notice of Purchase. With registered shares, his name will be struck from the share register and with regard to bearer shares, the issued share certificate(s) will be cancelled.

(3) The price at which each such share is to be purchased (the "Purchase Price") shall be an amount based on the net asset value per share as at the Valuation Date specified by the Board of Directors for the redemption of shares in the Company next preceding the date of the Notice of Purchase or next succeeding the surrender of the share certificate or certificates representing the shares specified (if issued) in such notice, whichever is lower, all as determined in accordance with Article 10 hereof, less any service charge provided therein.

(4) The payment of the Purchase Price to the former owner of the shares will normally be made in the currency laid down by the Board of Directors for the payment of the redemption price for the shares. After it has been finally deter-

mined, this price will be deposited by the Company at a bank (mentioned in the Notice of Purchase) in Luxembourg or abroad with a view to paying it out to this owner mentioned in the Notice of Purchase against, the case being, handover of the bearer share certificate mentioned in the Notice of Purchase together with any coupons not yet due.

After the Notice of Purchase has been sent as described above, the former owner no longer has any right to these shares nor any claim against the Company or its assets in this connection, except for the claim for receipt of the Purchase Price (without interest) from the bank mentioned against, the case being, actual handover of the bearer share certificate (s) as described above. Amounts owed to a shareholder pursuant to this paragraph that are not claimed within a five-year period commencing on the date fixed in the Notice of Purchase may no longer be claimed thereafter and return to the Company. The Board of Directors has the powers to undertake all necessary measures to effect the reversion.

(5) The exercise of the powers granted in this Article by the Company may not under any circumstances be questioned or declared ineffective by giving the excuse that ownership of the shares by a person has not been sufficiently proved or that ownership relationships were other than they appeared to be on the date of the Notice of Purchase. This, however, requires that the Company exercises its powers in good faith.

Art. 10. Determination of the net asset value. In order to determine the issue and redemption price, the net asset value of each share class in each sub-fund will be periodically calculated by the Company under the terms and conditions as laid down in the Company's sales documents, and not less than twice every month. Every such day for the determination of the net asset value is referred to in these Articles of Incorporation as a "Valuation Date".

The net asset value of each sub-fund will be calculated in the reference currency of the sub-fund concerned and will be determined in accordance with the following principles:

The net asset value per share will be determined as of any Valuation Date (as determined in the sales documents) by the assets relating to the particular sub-fund minus the liabilities allocated to that sub-fund divided, by the number of shares in circulation in the sub-fund in question on any Valuation Date in accordance with the valuation rules set forth below. The net asset value per share may be rounded up or down to the nearest unit of the relevant reference currency as the Board of Directors shall determine.

For sub-funds for which various share classes have been issued the net asset value will be determined for each separate share class. In such cases, the net asset value of a sub-fund that is allocable to a particular share class will be divided by the number of shares in circulation in that share class. The Board of Directors may resolve to round the net asset value up or down to the next amount in the currency concerned.

The net asset value of the Company is calculated by adding up the total net assets of all the sub-funds.

Valuation of each sub-fund and of each of the different share classes follows the criteria below:

1. The assets of the Company shall include:

a) all cash and cash equivalents including accrued interest;

b) all outstanding receivables, including interest receivables on accounts and custody accounts, and income from securities that have been sold but not yet delivered;

c) all securities, money-market instruments, fund units, debt instruments, subscription rights, warrants, options and other financial instruments and other assets held by the Company or acquired for its account;

d) all dividends and dividend claims, provided that it is possible to obtain sufficiently well established information on them and that the Company may make value adjustments in respect of price fluctuations arising from ex-dividend trading or similar practices;

e) all accrued interest on interest-bearing assets held by the Company unless these form part of the face value of the asset concerned;

f) costs of establishing the Company that have not been written off;

g) any other assets including prepaid expenses.

These assets are valued in accordance with the following rules:

a) The value of any cash -either in hand or on deposit -as well as bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received is deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof.

b) Securities, derivatives and other investments listed on an official stock exchange are valued at the last known market prices. If the same security, derivative or other investment is quoted on several stock exchanges, the last available quotation on the stock exchange that represents the major market for this investment will apply.

In the case of securities, derivatives and other investments where trading of these assets on the stock exchange is thin but which are traded between securities dealers on a secondary market using standard market price formation methods, the Company can use the prices on this secondary market as the basis for their valuation of these securities and other investments. Securities, derivatives and other investments that are not listed on a stock exchange, but that are traded on another regulated market which is recognised, open to the public and operates regularly, in a due and orderly fashion, are valued at the last available price on this market.

c) Securities and other investments that are not listed on a stock exchange or traded on any other regulated market, and for which no reliable and appropriate price can be obtained, will be valued by the Company according to other principles chosen by it in good faith on the basis of the likely sales prices.

d) The valuation of derivatives that are not listed on a stock exchange (OTC derivatives) is made by reference to independent pricing sources. In case only one independent pricing source of a derivative is available, the plausibility of the valuation price obtained will be verified by employing methods of calculation recognised by the Company and the auditors, based on the market value of the underlying instrument from which the derivative has been derived.

e) Units or shares of other undertakings for collective investment in transferable securities ("UCITS") and/or undertakings for collective investment ("UCI") will be valued at their last net asset value. Certain units or shares of other UCITS and/or UCI may be valued based on an estimate of the value provided by a reliable price provider independent from the target fund's investment manager or investment adviser (Estimated Pricing).

f) (i) For Sub-funds that are money market funds,

- the value of money market instruments which are not listed on a stock exchange or traded on another regulated market open to the public is based on the appropriate curves. The valuation based on the curves refers to the interest rate and credit spread components. The following principles are applied in this process: for each money market instrument, the interest rates nearest the residual maturity are interpolated. The interest rate calculated in this way is converted into a market price by adding a credit spread that reflects the underlying borrower. This credit spread is adjusted if there is a significant change in the credit rating of the borrower.

- interest income earned by sub-funds between the Order Date concerned and the respective Settlement Date may be included in the valuation of the assets of the sub-funds concerned. The asset value per share on a given valuation date may therefore include projected interest earnings.

(ii) For the other Sub-funds that do not fall under the regulation in subsection f (i), the following regulation shall apply: For money market instruments, the valuation price will be gradually adjusted to the redemption price, based on the net acquisition price and retaining the ensuing yield. In the event of a significant change in market conditions, the basis for the valuation of the individual investments is brought into line with the new market yields.

g) Securities, money market instruments, derivatives and other investments that are denominated in a currency other than the currency of account of the relevant sub-fund and which are not hedged by means of currency transactions are valued at the middle currency rate (midway between the bid and offer rate) known in Luxembourg or, if not available, on the most representative market for this currency.

h) Time deposits and fiduciary investments are valued at their nominal value plus accumulated interest.

i) The value of swap transactions is calculated by an external service provider, and a second independent valuation is made available by another external service provider. The calculation is based on the net present value of all cash flows, both inflows and outflows. In some specific cases, internal calculations based on models and market data available from Bloomberg and/or broker statement valuations may be used. The valuation methods depend on the respective security and are determined pursuant to the UBS Global Valuation Policy.

The Company is entitled to apply other appropriate valuation principles which have been determined by it in good faith and are generally accepted and verifiable by auditors to the Company's assets as a whole or of an individual sub-fund if the above criteria are deemed impossible or inappropriate for accurately determining the value of the sub-funds concerned due to extraordinary circumstances or events.

In the event of extraordinary circumstances or events, additional valuations, which will affect the prices of the shares to be subsequently issued or redeemed, may be carried out within one day.

If on any trading day the total number of subscription and redemption applications for all share classes in a sub-fund leads to a net cash in-or outflow, the net asset value of the share classes may be adjusted for that trading day. The maximum adjustment may extend up to a certain percentage (%) of the net asset value (prior to the adjustment). Both the estimated transaction costs and taxes incurred by the sub-fund may be taken into account and the estimated bid/offer spread for the assets in which the sub-fund invests may be considered. The adjustment will result in an increase in the net asset value in the event of a net cash inflow into the sub-fund concerned. It will result in a reduction in the net asset value in the event of a net cash outflow from the sub-fund concerned. The Board of Directors may lay down a threshold figure for each sub-fund in the Company's sales documents. This may consist in the net movement on a trading day in relation to net company assets or to an absolute amount in the currency of the sub-fund concerned. The net asset value would be adjusted only if this threshold were to be exceeded on a given trading day.

The Company is entitled to take the measures described in greater detail in the sales documents in order to ensure that subscriptions or redemptions of shares in the Company do not involve any of the business practices known as market timing or late trading in respect of investments in the Company.

2. The liabilities of the Company shall include:

a) all borrowings and amounts due;

b) all known existing and future liabilities, including liabilities to pay in money or in kind arising from contractual liabilities due and dividends that have been approved but not yet paid out by the Company;

c) reasonable provisions for future tax payments and other provisions approved and made by the Board of Directors, as well as reserves set up as provision against miscellaneous liabilities of the Company;

d) any other liabilities of the Company. In determining the amount of such liabilities, the Company will consider any expenses to be paid comprising the costs of establishing the Company, fees for the management company (if any), investment advisers, portfolio managers, the Custodian bank, the domicile and administration agent, the registrar and transfer agent, any paying agent, other distributors and permanent agents in countries where the shares are sold, and any other intermediaries of the Company. Other items to be considered include the remuneration and expenses of members of the Board of Directors, insurance premiums, fees and costs in connection with the registration of the Company at authorities and stock exchanges in Luxembourg and at authorities and stock exchanges in any other country, fees for legal advice and for auditing, advertising costs, printing costs, reporting and publication costs including the costs of publishing announcements and prices, the costs of preparing and carrying out the printing and distribution of the sales documents, information material, regular reports, the cost for preparing and reclaiming withholding tax, taxes, duties and similar charges, any other expenses related to the day-to-day running of the business including the costs of buying and selling assets, interest, bank and brokers' charges, and physical and electronical mailing and telephone costs. The Company may set administrative and other costs of a regular, reoccurring nature in advance on the basis of estimated figures for annual or other periods and may add these together in equal instalments over such periods.

3. The Company will undertake the allocation of assets and liabilities to the sub-funds, and the share classes, as follows:

a) If several share classes have been issued for a sub-fund, all of the assets relating to each share class will be invested in accordance with the investment policy of that sub-fund.

b) The value of shares issued in each share class will be allocated in the books of the Company to the sub-fund of this share class; the portion of the share class to be issued in the net assets of the relevant sub-fund will rise by this amount; receivables, liabilities, income and expenses allocable to this share class will be allocated in accordance with the provisions of this Article to this sub-fund.

c) Derivative assets will be allocated in the books of the Company to the same sub-fund as the assets from which the related derivative assets have been derived and, with each revaluation of an asset, the increase or reduction in value will be allocated to the relevant sub-fund.

d) Liabilities in connection with an asset belonging to a particular sub-fund resulting from action in connection with this sub-fund will be allocated to this sub-fund.

e) If one of the Company's assets or liabilities cannot be allocated to a particular sub-fund, such receivables or liabilities will be allocated to all of the sub-funds pro rata to the respective net asset value of the sub-funds, or on the basis of the net asset value of all share classes in the sub-fund, in accordance with the determination made in good faith by the Board of Directors. The assets of a sub-fund can only be used to offset the liabilities which the sub-fund concerned has assumed.

f) Distributions to the shareholders in a sub-fund or a share class reduce the net asset value of this sub-fund or of this share class by the amount of the distribution.

4. For the purposes of this Article, the following terms and conditions apply:

a) Shares of the Company to be redeemed under Articles 8 and 9 of these Articles of Incorporation shall be treated as existing shares in circulation and taken into account until immediately after the time on the Valuation Date on which such valuation is made, as determined by the Board of Directors. From such time and until paid by the Company, the redemption price shall be deemed to be a liability of the Company;

b) Shares count as issued from the time of their valuation on the relevant Valuation Date on which such valuation is made, as determined by the Board of Directors. From such time and until payment received by the Company, the issue price shall be deemed to be a debt due to the Company;

c) Investment assets, cash and any other assets handled in a currency other than that in which the net asset value is denominated will be valued on the basis of the market and foreign exchange rates prevailing at the time of valuation.

d) If on any Valuation Date the Company has contracted to:

- purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the Company and the value of the asset to be acquired shall be shown as an asset of the Company;

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered shall not be included in the assets of the Company;

- provided however, that if the exact value or nature of such consideration or such asset is not known on such Valuation Date, then its value shall be estimated by the Company.

The net assets of the Company are at any time equal to the total of the net assets of the various sub-funds.

The value of all assets and liabilities not expressed in the reference currency of a sub-fund will be converted into the reference currency of such sub-fund at the rate of exchange determined on the relevant Valuation Date in good faith by or under procedures established by the Board of Directors. The Board of Directors, in its discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset of the Company.

Art. 11. Temporary suspension of the calculation of net asset value and of the issue, Redemption and Conversion of shares. The Company is authorised to temporarily suspend the calculation of the net asset value and the issue, redemption and conversion of the shares of any sub-fund in the following circumstances:

a) during any period when any of the stock exchanges or other markets on which the valuation of a significant and substantial part of any of the investments of the Company attributable to such sub-fund from time to time is based, or any of the foreign-exchange markets in whose currency the net asset value any of the investments of the Company attributable to such sub-fund from time to time or a significant portion of them is denominated, are closed – except on customary bank holidays – or during which trading and dealing on any such market is suspended or restricted or if such markets are temporarily exposed to severe fluctuations, provided that such restriction or suspension affects the valuation of the investments of the Company attributable to such sub-fund quoted thereon;

b) during the existence of any state of affairs which constitutes an emergency in the opinion of the Board of Directors as a result of which disposal or valuation of assets owned by the Company attributable to such sub-fund would be impracticable;

c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of such sub-fund or the current price or value on any stock exchange or other market in respect of the assets attributable to such sub-fund;

d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of shares of such sub-fund, 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 Board of Directors, be effected at normal rates of exchange;

e) if political, economic, military or other circumstances beyond the control or influence of the Company make it impossible to access the Company's assets under normal conditions without seriously harming the interests of the shareholders;

f) when for any other reason, the prices of any investments owned by the Company attributable to such sub-fund, cannot promptly or accurately be ascertained;

g) upon the publication of a notice convening a general meeting of shareholders for the purpose of the liquidation of the Company;

h) to the extent that such suspension is justified by the necessity to protect the shareholders, upon publication of a notice convening a general meeting of shareholders for the purpose of the merger of the Company or one or more of its sub-funds, or upon publication of a notice informing the shareholders of the decision of the board of directors to merge one or more sub-fund(s);

i) when restrictions on foreign exchange transactions or other transfers of assets render the execution of the Company's transactions impossible; or

k) vis-à-vis a feeder UCITS, when its master UCITS temporarily suspends, on its own initiative or at the request of its competent authorities, the redemption, the reimbursement or the subscription of its units; in such a case the suspension of the calculation of the net asset value at the level of the feeder UCITS will be for a duration identical to the duration of the suspension of the calculation of the net asset value at the level of the master UCITS.

The suspension of the calculation of the net asset value of any particular sub-fund shall have no effect on the determination of the net asset value per share or on the issue, redemption and conversion of shares of any sub-fund that is not suspended.

Any such suspension of the net asset value will be notified to investors having made an application for subscription, redemption or conversion of shares in the sub-fund(s) concerned and will be published if required by law or decided by the Board of Directors or its agent(s) at the appropriate time.

Administration and Supervision

Art. 12. The Board of Directors. The Company is managed by a Board of Directors composed of at least three members (each a "Director"). The members of the Board of Directors do not have to be shareholders in the Company. They are appointed by the general meeting for a maximum term of office of six years. The general meeting will also determine the number of members of the Board of Directors, their remuneration and their term of office. Members of the Board of Directors will be elected by a simple majority of the shares present or represented at the general meeting.

Any Director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting.

If the office of a member of the Board of Directors appointed by the general meeting of shareholders becomes vacant before the mandate has expired, the remaining members of the Board of Directors thus appointed may temporarily co-opt a new member; the shareholders will make a final decision on this at the general meeting immediately following the appointment.

Art. 13. Meetings of the Board of Directors. The Board of Directors will elect a chairman and may elect one or more vice-chairmen from amongst its members. It may appoint a secretary, who does not have to be a member of the Board of Directors, and who will record and keep the minutes of the meetings of the Board of Directors and the general

meetings. Meetings of the Board of Directors will be convened by the chairman or by two of its members; it meets at the location given in the notice of the meeting.

The chairman will chair the meetings of the Board of Directors and the general meetings. In his absence, the shareholders or the members of the Board of Directors may appoint by simple majority another member of the Board of Directors or, for general meetings, any other person as chairman.

Except in emergencies, which must be substantiated, invitations to meetings of the Board of Directors shall be sent in writing at least twenty-four hours in advance prior to the date set for such meeting. This notice may be waived by consent in writing, by telefax, email or any other similar means of communication, of each Director. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Board of Directors.

Members of the Board of Directors may give each other power-of-attorney to represent them at meetings of the Board of Directors in writing, by email, telefax or similar means of communication. A Director may represent more than one member of the Board of Directors.

Any Director may participate in a meeting of the Board of Directors by conference call, video conference or similar means of communications allowing the identification of each participating Director. These means must comply with technical features which guarantee an effective participation to the meeting allowing all persons taking part in the meeting to hear one another on a continuous basis and allowing an effective participation of such persons in the meeting. The participation in a meeting by these means is equivalent to a participation in person at such meeting. A meeting held through such means of communication is deemed to be held at the registered office of the Company. Each participating Director shall be authorised to vote by video or by telephone or similar means of communications.

The Directors may not bind the Company by their individual signatures, except if specifically authorized thereto by resolution of the Board of Directors.

The Board of Directors can deliberate or act validly only if at least a half of its members is present or represented unless these Articles of Incorporation provide otherwise and without prejudice to specific legal provisions.

Resolutions by the Board of Directors must be recorded in minutes and the minutes must be signed by the chairman of the Board of Directors, or, in his absence, by the chairman pro tempore who presided at such meeting or by any two Directors. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two Directors.

Resolutions by the Board of Directors are made by simple majority of the members present or represented. In the event that at any meeting the number of votes for or against a resolution is equal, the chairman of the meeting shall have a casting vote.

Written resolutions approved and signed by all members of the Board of Directors shall have the same effect as resolutions taken at meetings of the Board of Directors. Such resolutions may be approved by each member of the Board of Directors in writing, by telefax, email or similar means of communication. Such approvals may be given in a single or in several separate documents and must in any event be confirmed in writing and the confirmation attached to the written resolutions.

Art. 14. The powers of the Board of Directors. The Board of Directors is vested with the broadest powers to perform all acts of disposition, management and administration within the Company's purpose, in compliance with the investment policy and investment restrictions as determined in Article 17 of these Articles of Incorporation for and on behalf of the Company.

All powers not expressly reserved by law or by these Articles of Incorporation to the general meeting of shareholders, are in the competence of the Board of Directors.

The Board of Directors may appoint a management company submitted to Chapter 15 of the 2010 Law in order to carry out the functions described in Annex II of the 2010 Law.

Art. 15. Signatory powers. Vis-à-vis third parties, the Company shall be legally bound by the joint signature of any two members of the Board of Directors or the joint or sole signature(s) of persons who have been granted such signatory power by the Board of Directors or by any two Directors, but only within the limits of such power.

Art. 16. Delegation of powers of representation. The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and the representation of the Company for such daily management and affairs to any member of the Board of Directors, officers or other agents, legal or physical person, who may but are not required to be shareholders of the Company, under such terms and with such powers as the Board of Directors shall determine and who may, if the Board of Directors so authorizes, sub-delegate their powers.

The Board of Directors may also confer all powers and special mandates to any person and may, in particular appoint any officers, including managers, managing directors, or any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be revoked at any time by the Board of Directors. These officers need not be Directors or shareholders of the Company. Unless otherwise stipulated by these Articles of Incorporation, the officers shall have the rights and duties conferred upon them by the Board of Directors.

Furthermore, the Board of Directors may create from time to time one or several committees composed of Directors and/or external persons and to which it may delegate powers as appropriate.

The Board of Directors may also confer special powers of attorney by notarial or private proxy.

Art. 17. Investment policy. The Board of Directors, based upon the principle of risk diversification, has the power to determine the investment policies and strategies of each sub-fund of the Company and the course of conduct of the management and business affairs of the Company, provided that at all times the investment policy of the Company and each of its sub-funds complies with Part I of the 2010 Law, and any other laws and regulations with which it must comply with in order to qualify as UCITS under article 1(2) of Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 ("Directive 2009/65/EC") or shall be adopted from time to time by resolutions of the Board of Directors and as shall be described in the Company's sales documents. Within those restrictions, the Board of Directors may decide that investments be made as follows:

17. 1. Permitted investments of the Company. The Company's and each of its sub-funds' investments comprise only one or more of the following:

a) transferable securities and money market instruments that are listed or traded on a regulated market, as defined in Article 4 point 1 (14) of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004;

b) transferable securities and money market instruments that are traded on another regulated market in a Member State which operates regularly and is recognised and open to the public. For the purpose of these Articles of Incorporation, the term "Member State" refers to a Member State of the European Union, it being understood that the States that are contracting parties to the Agreement creating the European Economic Area other than the Member States of the European Union, within the limits set forth by this agreement and related acts, are considered as equivalent to Member States of the European Union;

c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State of the European Union or traded on another regulated market in a non-Member State of the European Union which operates regularly and is recognised and open to the public, such stock exchange or market being located within any European, American, Asian, African, Australasian or Oceania country (hereinafter called "approved state");

d) recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or to another regulated market referred to under paragraphs a) to c) above and that such admission is secured within one year of issue;

e) units of UCITS authorised according to Directive 2009/65/EC and/or other UCIs within the meaning of the first and second indent of Article 1(2), points a) and b) of Directive 2009/65/EC, whether or not established in a Member State, provided that:

(i) such other UCIs have been approved in accordance with a law subjecting them to supervision which is considered by the Luxembourg supervisory authority of the financial sector ("CSSF") as equivalent to that laid down in Community law, and that co-operation between authorities is sufficiently ensured.

(ii) the level of guaranteed protection for unitholders in such other UCIs is equivalent to the level of protection provided for the unitholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of transferable securities and money-market instruments that are equivalent to the requirements of Directive 2009/65/EC;

(iii) the business operations of the other UCIs is reported in semi annual and annual reports to enable an assessment to be made of the assets and liabilities, income, transactions and operations during the reporting period;

(iv) no more than 10% of the UCITS or other UCIs whose acquisition is envisaged can, in accordance with their respective sales prospectus, management regulations or articles of incorporation, be invested in aggregate in units of other UCITS or UCIs.

Each sub-fund may also acquire shares of another sub-fund subject to the provisions of Article 17.2 paragraph c) of these Articles of Incorporation.

f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in a non EU Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;

g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in paragraphs a), b) and c) above and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

(i) the underlying consists of instruments covered by paragraphs a) to h), financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to the investment objectives of its sub-funds;

(ii) the counter-parties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF; and

(iii) the OTC derivatives are subject to reliable and verifiable valuation on a weekly basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company' s initiative;

h) money market instruments other than those dealt in on a regulated market as referred to in paragraphs a) to c) above and which fall under this Article 17.1, if the issue or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that these instruments are:

(i) issued or guaranteed by a central, regional or local authority, a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a non-Member State or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong; or

(ii) issued by an undertaking any securities of which are dealt in on regulated markets referred to in paragraphs a), b) or c) above; or

(iii) issued or guaranteed by an establishment subject to prudential supervision in accordance with criteria defined by Community law or by an establishment which is subject to and comply with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law; or

(iv) issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent of this paragraph h) and provided that the issuer is a company whose capital and reserves amount at least to ten million Euros (EUR 10,000,000.-) and which presents and publishes its annual accounts in accordance with fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

However, the Company and each of its sub-funds may invest no more than 10% of its net assets in transferable securities and money market instruments other than those referred to in paragraph a) to h) above.

Moreover, the Company and each of its sub-funds may hold liquid assets on an ancillary basis, and may acquire movable and immovable property which is essential for the direct pursuit of its business.

17. 2. Risk diversification and Investment restrictions. The Board of Directors shall, based upon the principle of spreading of risks, determine any restrictions which shall be applicable to the investments of the Company and its sub-funds, in accordance with Part I of the 2010 Law. In particular:

a) The Company may invest up to 100% of the assets of any sub-fund, in accordance with the principle of risk-spreading, in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local public authorities, a non-Member State of the European Union or public international bodies of which one or more Member States of the European Union are members, which in principle includes the OECD, unless otherwise provided for in the sales document; provided that in such event, the sub-fund concerned must hold securities from at least six different issues, but securities from any one issue may not account for more than 30% of the total amount.

b) The Company may invest a maximum of 20% of the net assets of any sub-fund in shares and/or debt securities issued by the same body when the aim of the investment policy of the relevant sub-fund to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF, on the following basis:

(i) the composition of the index is sufficiently diversified;

(ii) the index represents an adequate benchmark for the market to which it refers;

(iii) it is published in an appropriate manner.

This 20% limit is raised to 35 % where that proves to be justified by exceptional market conditions in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

c) Each sub-fund may also subscribe for, acquire and/or hold shares issued or to be issued by one or more other sub-funds of the Company subject to additional requirements which may be specified in the sales documents, if:

(i) the target sub-fund does not, in turn, invest in the sub-fund invested in this target sub-fund; and

(ii) no more than 10% of the assets of the target sub-funds whose acquisition is contemplated may, pursuant to their respective sales prospectus or articles of incorporation, be invested in aggregate in units/shares of other UCITs or other collective investment undertakings; and

(iii) voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the sub-fund concerned; and

(iv) in any event, for as long as these securities are held by the relevant sub-fund, their value will not be taken into consideration for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law; and

(v) there is no duplication of management/subscription or redemption fees between those at the level of the sub-fund having invested in the target sub-fund, and this target sub-fund.

d) Provided that they continue to observe the principles of diversification, newly established sub-funds and merging sub-funds may deviate from the specific risk diversification restrictions mentioned above for a period of six months after being approved by the authorities respectively after the effective date of the merger.

e) Provided the particular sub-fund's investment policy does not specify otherwise, it may invest no more than 10% of its assets in other UCITS or UCIs or in other sub-funds of the Company.

f) All other investment restrictions are specified in the Company's sales documents.

In addition, the Company is authorised for each of its sub-funds to employ techniques and instruments relating to transferable securities and money market instruments under the conditions and within the limits laid down by the CSSF provided that such techniques and instruments are used for the purpose of efficient portfolio management. When these operations concern the use of derivative instruments, these conditions and limits shall conform to the provisions laid down in these Articles of Incorporation as well as in the Company's sales documents and the 2010 Law. Under no circumstances shall these operations cause the Company to diverge, for any sub-fund, from its investment objectives as laid down, the case being for the relevant sub-fund, in these Articles of Incorporation or in the Company's sales documents.

17. 3. Specific rules for sub-funds established as a master/Feeder structure.

(i) A feeder UCITS is a UCITS, or a sub-fund thereof, which has been approved to invest, by way of derogation from article 2, paragraph (2), first indent of the 2010 Law, at least 85% of its assets in units of another UCITS or sub-fund thereof (hereafter referred to as the "master UCITS").

(ii) A feeder UCITS may hold up to 15% of its assets in one or more of the following:

a) ancillary liquid assets in accordance with Article 17.1 last paragraph of these Articles of Incorporation;

b) financial derivative instruments, which may be used only for hedging purposes, in accordance with Article 17.1 paragraph g) of these Articles of Incorporation and Article 42, paragraphs (2) and (3) of the 2010 Law;

c) movable and immovable property which is essential for the direct pursuit of its business.

(iii) For the purposes of compliance with Article 42, paragraph (3) of the 2010 Law, the feeder UCITS shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under Article 17.3 paragraph (ii) b) of these Articles of Incorporation with:

a) either the master UCITS' actual exposure to financial derivative instruments in proportion to the feeder UCITS investment into the master UCITS;

b) or the master UCITS' potential maximum global exposure to financial derivative instruments provided for in the master UCITS management regulations or instruments of incorporation in proportion to the feeder UCITS' investment into the master UCITS.

(iv) A master UCITS is a UCITS, or a sub-fund thereof, which:

a) has, among its shareholders, at least one feeder UCITS;

b) is not itself a feeder UCITS; and

c) does not hold units of a feeder UCITS.

(v) If a master UCITS has at least two feeder UCITS as shareholders, article 2, paragraph (2), first indent and Article 3, second indent of the 2010 Law shall not apply.

Art. 18. Investment advisers / Portfolio managers. The Board of Directors may appoint one or more individuals or legal entities to be investment advisers and/or portfolio managers. The investment adviser has the task of extensively supporting the Company with recommendations in the investment of its assets. It does not have the power to make investment decisions or to make investments on his own. The portfolio manager is given the mandate of investing the Company's assets.

Art. 19. Conflicts of interest. No contract or other transaction which the Company and any other company or firm might enter into shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company is interested in such other company or firm by a close relation, or is a director, officer or employee of such other company or legal entity, provided that the Company obliges itself to never knowingly sell or lend assets of the Company to any of its Directors or officers or any company or firm controlled by them.

In the event that any Director of the Company may have any interest in any contract or transaction submitted for approval to the Board of Directors conflicting with that of the of the Company, such Director shall make known to the Board of Directors of the Company such opposite interest and shall cause a record of this statement to be included in the minutes of the meeting of the Board of Directors. The relevant Director shall not consider, deliberate or vote upon any such contract or transaction. Such contract or transaction, and such Director's or officer's opposite interest therein, shall be reported to the next succeeding general meeting of shareholder(s) before any other resolution is put to vote.

The provisions of the preceding paragraph are not applicable when the decisions of the Board of Directors of the Company concern day-to-day operations engaged at arm's length.

Interests for the purposes of this Article do not include interests affecting the legal or commercial relationships with the investment adviser, portfolio manager, the custodian bank, the central administration or other parties determined by the Board of Directors from time to time.

Art. 20. Remuneration of the Board of Directors. The remuneration of the members of the Board of Directors is determined by the general meeting. It also includes expenses and other costs incurred by members of the Board of Directors in the exercise of their duties, including any costs for measures related to legal proceedings against them unless these were the result of wilful misconduct or gross negligence on the part of the member of the Board of Directors concerned.

Art. 21. Auditor. The annual financial statements of the Company and of the sub-funds will be audited by an auditor ("réviseur d'entreprises agree") who will be appointed by the general meeting and whose fee will be charged to the Company's assets.

The auditor will perform all of the duties prescribed in the 2010 Law.

D. - General meetings - Accounting year - Distributions

Art. 22. Rights of the general meeting. The general meeting of shareholders of the Company represents all of the shareholders of the Company as a whole, irrespective of the sub-fund in which they are shareholders. Resolutions by the general meeting in matters of the Company as a whole are binding on all shareholders regardless of the sub-fund and/or share class held by them. The general meeting has all the powers required to order, execute or ratify any actions or legal transactions by the Company.

Art. 23. Procedures for the general meeting. General meetings are convened by the Board of Directors.

They must be convened upon demand by shareholders holding at least ten per cent (10%) of the capital of the Company. Such general meeting has to take place within a period of one month.

The annual general meetings are held in accordance with the provisions of Luxembourg law once a year at 10.00 a.m. on the 20 th day of March at the registered offices of the Company or such other place in the Grand Duchy of Luxembourg, as may be specified in the notice of meeting.

If the aforementioned day is not a bank business day in Luxembourg, the annual general meeting will be held on the next Luxembourg bank business day. In this context, "bank business day" refers to the normal bank business days (i.e. each day on which banks are open during normal business hours) in Luxembourg, with the exception of individual, non-statutory rest days.

Additional, extraordinary general meetings may be held at locations and at times set out in the notices of meeting.

Convening notices to general meetings shall be made in the form prescribed by law. The convening notices to general meetings may provide that the quorum and the majority requirements at the general meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the general meeting (referred to as "Record Date"). The rights of a shareholder to attend a general meeting and to exercise the voting rights attaching to his/her shares are determined in accordance with the shares held by this shareholder at the Record Date. The convening notices will be announced to shareholders in accordance with legal requirements and, if appropriate, in additional newspapers to be laid down by the Board of Directors.

If all shareholders are present or represented and declare themselves as being duly convened and informed of the agenda, the general meeting may take place without convening notice of meeting in accordance with the foregoing conditions..

The Board of Directors may determine all other conditions to be fulfilled by shareholders in order to attend any meeting of shareholders.

The business transacted at any meeting of the shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters except if all the shareholders agree to another agenda.

Each full share of whatever sub-fund and/or whatever share class of sub-fund is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. A shareholder may act at any meeting of shareholders by appointing another person ('representative') by his power-of-attorney ('proxy') in writing or by facsimile, mail or any other similar means of communication. Such person does not need to be a shareholder and may be a Director or appointed officer of the Company.

Each shareholder may vote through voting forms sent by post, facsimile, mail or any other similar means of communication to the Company's registered office or to the address specified in the convening notice to the meeting.

The shareholders may only use voting forms provided by the Company and which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal three boxes allowing the shareholder to vote in favour, against, or abstain from voting on each proposed resolution by ticking the appropriate box. Voting forms which show neither a vote in favour, nor against the resolution, nor an abstention, shall be void. The Company will only take into account voting forms received five (5) days prior to the general meeting of shareholders they relate to.

Decisions affecting the interests of all shareholders in the Company will be made at the general meeting while decisions affecting only the shareholders in a particular sub-fund and/or particular class of sub-fund will be made at the general meeting of that sub-fund and/or share class of sub-fund.

Unless otherwise provided by law or in these Articles of Incorporation, resolutions of the general meeting are passed by a simple majority vote of the shares present or represented.

Art. 24. General meeting of a sub-fund or share class of sub-funds. The shareholders in a sub-fund or share class of sub-fund may hold general meetings at any time to decide matters relating exclusively to that sub-fund or share class of sub-fund.

The provisions in Article 23, paragraphs 1, 2 and 6-14 shall apply accordingly to such general meetings.

Each full share of whatever sub-fund or share class of sub-fund is entitled to one vote pursuant to the provisions of Luxembourg law and these Articles of Incorporation. A shareholder may act at any meeting of shareholder by appointing another person ('representative') by his power-of-attorney ('proxy') in writing or by facsimile, mail or any other similar means of communication. Such person does not need to be a shareholder and may be a Director or appointed officer of the Company.

Unless otherwise provided for by law or in the current Articles of Incorporation, resolutions of the general meeting are passed by simple majority of the shares present or represented at the meeting.

All resolutions of the general meetings of the Company that change the rights of the shareholders in a particular sub-fund and/or share class of sub-fund in relation to the rights of shareholders in another sub-fund and/or share class of sub-fund will be submitted to the shareholders in this other sub-fund and/or share class of sub-fund pursuant to article 68 of the law dated 10 August 1915 on commercial companies as amended from time to time (the "1915 Law").

Art. 25. Liquidation and Merger of sub-funds; Conversions of existing sub-funds in feeder UCITS and Changes of the master UCITS.

25.1 Liquidation of sub-funds and share classes

Upon liquidation announcement to the shareholders of a particular sub-fund and/or share class of sub-fund, the Board of Directors may arrange for the liquidation of one or more sub-funds and/or share classes of sub-fund(s) if the value of the net assets of the respective sub-fund and/or share class remains at or falls to a level that no longer allows it to be managed in an economically reasonable way as well as in the course of a rationalisation. The same also applies in cases where changes to the political or economic conditions justify such liquidation.

Up to the date upon which the decision takes effect, shareholders retain the right, free of charge, subject to the liquidation costs to be taken into account and subject to the guaranteed equal treatment of shareholders, to request the redemption of their shares. The Board of Directors may however determine a different procedure, in the interest of the shareholders of the sub-fund(s) and/or of the share classes of sub-fund(s).

Any sums and assets of the sub-fund and/or share class that are not paid out following liquidation shall be deposited as soon as possible at the "Caisse de Consignation" to be held for the benefit of the persons entitled thereto.

The liquidation of a sub-fund shall not involve the liquidation of another sub-fund. Only the liquidation of the last remaining sub-fund of the Company involves the liquidation of the Company.

Irrespective of the Board of Directors' rights, the general meeting of shareholders in a sub-fund and/or share class of sub-fund may reduce the company's capital at the proposal of the Board of Directors by withdrawing shares issued by a sub-fund and refunding shareholders with the net asset value of their shares, taking into account actual realization prices of investments and realization expenses and any costs arising from the liquidation) calculated on the Valuation Date on which such decision shall take effect. The net asset value is calculated for the day on which the decision comes into force, taking into account the proceeds raised on disposing of the sub-fund's assets and any costs arising from this liquidation. No quorum (minimum presence of shareholders covering the capital represented) is required for a decision of this type. The decision can be made with a simple majority of the shares present or represented at the general meeting.

Shareholders in the relevant sub-fund and/or share class will be informed of the decision by the general meeting of shareholders to withdraw the shares or of the decision of the Board of Directors to liquidate the sub-fund and/or share class by means of a publication as required by law In addition and if necessary in accordance with the statutory regulations of the countries in which shares in the company are sold, an announcement will then be made in the official publications of each individual country concerned.

The counter value of the net asset value of shares liquidated which have not been presented by shareholders for redemption will be deposited with the custodian bank for a period of six months and after that period, if still not presented for redemption, at the "Caisse de Consignation" in Luxembourg until expiry of the period of limitation on behalf of the persons entitled thereto. All redeemed shares shall be cancelled by the Company.

In addition, if a master UCITS is liquidated, divided into two or more UCITS or merged with another UCITS, the feeder UCITS shall also be liquidated, unless the CSSF approves:

a) the investment of at least 85 % of the assets of the feeder UCITS in units of another master UCITS; or

b) the amendment of the articles of incorporation of the feeder UCITS in order to enable it to convert into a sub-fund which is not a feeder UCITS.

Without prejudice to specific national provisions regarding compulsory liquidation, the liquidation of a master UCITS shall take place no sooner than three months after the master UCITS has informed all of its share-or unitholders and the CSSF of the binding decision to liquidate.

25.2 Mergers of the Company or of sub-funds with another UCITS or sub-funds thereof; Mergers of one more sub-funds

"Merger" means an operation whereby:

a) one or more UCITS or sub-funds thereof, the "merging UCITS", on being dissolved without going into liquidation, transfer all of their assets and liabilities to another existing UCITS or a sub-fund thereof, the "receiving UCITS", in exchange

for the issue to their shareholders of shares of the receiving UCITS and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares;

b) two or more UCITS or sub-funds thereof, the "merging UCITS", on being dissolved without going into liquidation, transfer all of their assets and liabilities to a UCITS which they form or a sub-fund thereof, the "receiving UCITS", in exchange for the issue to their shareholders of shares of the receiving UCITS and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares;

c) one or more UCITS or sub-funds thereof, the "merging UCITS", which continue to exist until the liabilities have been discharged, transfer their net assets to another sub-fund of the same UCITS, to a UCITS which they form or to another existing UCITS or a sub-fund thereof, the "receiving UCITS".

Mergers can be performed in accordance with the form, modalities and information requirements provided for by the 2010 Law; the legal consequences of mergers are governed by and described in the 2010 Law.

Under the same circumstances as provided in Article 25.1 of these Articles of Incorporation, the Board of Directors may decide to allocate the assets of any sub-fund and/or share class to those of another existing sub-fund and/or share class within the Company or to another Luxembourg undertaking for collective investment in transferable securities subject to Part I of the 2010 Law or to another sub-fund and/or share class within such other undertaking for collective investment in transferable securities subject to Part I of the 2010 Law or, in accordance with the provisions of the 2010 Law, to a foreign undertaking for collective investment in transferable securities or sub-fund and/or share class thereof (the "new sub-fund") and to re-designate the shares of the relevant sub-fund or share class concerned as shares of another sub-fund and/or share class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be published in the same manner as described in the first paragraph of this Article (and, in addition, the publication will contain information in relation to the new sub-fund), thirty days before the date on which the merger becomes effective in order to enable shareholders to request redemption or conversion of their shares, free of charge, during such period.

Under the same circumstances as provided in Article 25.1 of these Articles of Incorporation, the Board of Directors may decide to reorganise a sub-fund and/or share class by means of a division into two or more sub-funds and/or share class. Such decision will be published in the same manner as described in the first paragraph of this Article (and, in addition, the publication will contain information about the two or more new sub-fund) thirty days before the date on which the division becomes effective, in order to enable the shareholders to request redemption or conversion of their shares free of charge during such period.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraphs, the reorganisation of sub-funds and/or share class within the Company (by way of a merger or division) may be decided upon by a general meeting of the shareholders of the relevant sub-fund(s) and/or share class (i.e.: in the case of a merger, this decision shall be taken by the general meeting of the shareholders of the contributing sub-fund and/or share class. For both mergers and divisions of sub-funds, or share class, there shall be no quorum requirements for such general meeting and it will decide upon such a merger or division by resolution taken with the simple majority of the shares present and/or represented, except when such a merger is to be implemented with a Luxembourg undertaking for collective investment of the contractual type ("fonds commun de placement") or a foreign-based undertaking for collective investment, in which case resolutions shall be binding only upon such shareholders who will have voted in favour of such amalgamation

Where a sub-fund has been established as a master UCITS, no merger or division of shall become effective, unless the sub-fund has provided all of its shareholders and the competent authorities of the home member state of the feeder-UCITS with the information required by law, by sixty days before the proposed effective date. Unless the competent authorities of the home member state of the feeder-UCITS have granted approval to continue to be a feeder-UCITS of the master UCITS resulting from the merger or division of the relevant sub-fund, the relevant sub-fund shall enable the feeder-UCITS to repurchase or redeem all shares in the relevant sub-fund before the merger or division of the relevant sub-fund becomes effective.

The shareholders of both the merging UCITS and the receiving UCITS have the right to request, without any charge other than those retained by the UCITS to meet disinvestment costs, the repurchase or redemption of their shares or, where possible, to convert them into shares in another UCITS with similar investment policy and managed by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding. This right shall become effective from the moment that the shareholders of the merging UCITS and those of the receiving UCITS have been informed of the proposed merger and shall cease to exist five working days before the date for calculating the exchange ratio.

The Company may temporarily suspend the subscription, repurchase or redemption of shares, provided that any such suspension is justified for the protection of the shareholders.

The entry into effect of the merger shall be made public through all appropriate means provided for by the competent authorities in the home member state of the receiving UCITS established in Luxembourg and shall be notified to the competent authorities of the home member states of the receiving UCITS and the merging UCITS. A merger which has taken in accordance with the provisions of the 2010 Law cannot be declared null and void.

25.3 Conversions of existing sub-funds in feeder UCITS and changes of the master UCITS

For conversions of existing sub-funds in feeder UCITS and a change of the master UCITS the shareholders must be provided with the information required by the 2010 Law within the periods of time prescribed by law. The shareholders are entitled to redeem their shares in the relevant sub-funds free of charge within thirty (30) days thereafter, irrespective of the costs of the redemption.

Art. 26. Financial year. Each year, the Company's financial year begins on 1 January and ends on 31 December.

Art. 27. Distributions. The Board of Directors may decide to pay an interim dividend in accordance with the provisions of the 2010 Law.

The appropriation of annual income and any other distributions is determined by the general meeting upon proposal by the Board of Directors.

The distribution of dividends or other distributions to shareholders in a sub-fund or share class is subject to prior resolution by the shareholders in this sub-fund of share class.

Dividends that have been fixed are paid out in the currencies and at the place and time determined by the Board of Directors. An income equalisation amount will be calculated so that the distribution corresponds to the actual income entitlement.

The Board of Directors is authorised to suspend the payment of distributions. At the proposal of the Board of Directors, the general meeting of shareholders may decide to issue bonus shares as part of the distribution of net investment income and capital gains.

E. Concluding provisions

Art. 28. Custodian bank. To the extent required by law, the Company will enter into a custodian bank agreement with a bank as defined in the law of 5 April 1993 on the financial sector, as amended.

The custodian bank will fulfil the duties and responsibilities as provided for by the 2010 Law and the agreement entered into with the Company.

Should the custodian bank wish to resign, the Board of Directors will mandate another bank within two months to take over the functions of the custodian bank. Thereupon, the members of the Board of Directors will appoint this institution as custodian bank in place of the resigning custodian bank. The members of the Board of Directors have the powers to terminate the function of the custodian bank but may not give notice to the custodian bank of such termination unless and until a new custodian bank has been appointed pursuant to this Article to take over the function in its place.

Art. 29. Dissolution of the Company. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in Article 31 hereof.

Whenever the share capital falls below two-thirds of the minimum capital indicated in Article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting by the Board of Directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one-fourth of the minimum capital set by Article 5 hereof, in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth of the votes of the shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty days from ascertainment that the net assets of the Company have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

Art. 30. Liquidation of the Company. Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and the compensation. The liquidator(s) must be approved by the CSSF.

The net proceeds of the liquidation of each sub-fund shall be distributed by the liquidators to the shareholder(s) of the relevant sub-fund in proportion to the number of shares which it/they hold in that sub-fund. The amounts not claimed by the shareholder(s) at the end of the liquidation shall be deposited with the Caisse de Consignation in Luxembourg. If these amounts are not claimed before the end of the period of legal limitation, the amounts shall become statute-barred and cannot be claimed any more.

Art. 31. Changes to the Articles of Incorporation. These Articles of Incorporation may be expanded or otherwise amended by the general meeting. Amendments are subject to the quorum and majority requirements in the provisions of the 1915 Law.

Art. 32. Applicable law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the 1915 Law and the 2010 Law, as such laws have been or may be amended from time to time.

Nothing else being on the agenda, and nobody rising to speak, the meeting was closed.

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

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

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

Signé: B. WACKER – N. CHRISTMANN – H. HELLINCKX.

Enregistré à Luxembourg Actes Civils, le 18 mai 2011. Relation: LAC/201/22701. Reçu soixante-quinze euros 75,00 EUR.

Le Receveur (signé): Francis SANDT.

-POUR EXPEDITION CONFORME, délivrée à la société sur demande.-

Luxembourg, le vingt-quatre mai de l'an deux mille onze.

Référence de publication: 2011109049/1159.

(110125016) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2011.

M25 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 114.422.

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Extrait des résolutions prises par l'associé unique le 01.07.2011

- la démission de Mme Antonella GRAZIANO de son mandat de Gérant A est acceptée;

- Mme Chantal MATHU, née le 8 mai 1968 à Aye (Belgique), employée privée, résidant professionnellement au 412F route d'Esch, L-2086 Luxembourg est nommée Gérant de Catégorie A, avec effet immédiat et pour une période indéterminée, en remplacement de Mme Antonella Graziano.

Certifié sincère et conforme

Suit la traduction en anglais de ce qui précède:

Shareholder's resolutions dated 01.07.2011

- the resignation of Mrs. Antonella GRAZIANO, as A Manager of the Company is accepted;

- Mrs. Chantal MATHU, born on May 8 th , 1968 at Aye (Belgium), private employee, with professional address at 412F route d'Esch, L-2086 Luxembourg is appointed A Manager of the Company, in replacement of Mrs. Antonella GRAZIANO, with immediate effect and for an unlimited period

Référence de publication: 2011091947/19.

(110103217) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Nola Holding s.à r.l., Société à responsabilité limitée.

Capital social: EUR 32.500,00.

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

R.C.S. Luxembourg B 113.921.

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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 28 juin 2011.

Référence de publication: 2011091951/11.

(110103644) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Neuheim Lux Group Holding V, Société à responsabilité limitée.

Capital social: EUR 1.585.143,00.

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

R.C.S. Luxembourg B 137.498.

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Par résolutions prises en date du 16 mai 2011, les associés ont pris la décision de nommer Anita Lyse, avec adresse professionnelle au 5, Rue Guillaume Kroll, L-1882 Luxembourg, au mandat de Gérant B, avec effet immédiat et pour une durée indéterminée.

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

Référence de publication: 2011091950/13.

(110103368) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

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

Capital social: EUR 27.500,00.

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

R.C.S. Luxembourg B 113.908.

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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 28 juin 2011.

Référence de publication: 2011091952/11.

(110103730) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Nordic Employer's Mutual Insurance Association, Association d'Assurances Mutuelles.

Siège social: L-1246 Luxembourg, 8, rue Albert Borschette.

R.C.S. Luxembourg B 147.166.

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L'assemblée générale de la Société a décidé de transférer le siège social de la Société du 58, Boulevard Grande-Duchesse Charlotte, L-1330 Luxembourg au:

- 8, rue Albert Borschette, L-1246 Luxembourg avec effet immédiat

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

Luxembourg, le 30 juin 2011.

NORDIC EMPLOYER'S MUTUAL INSURANCE ASSOCIATION

Signature

Référence de publication: 2011091953/14.

(110103224) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Novalux G.m.b.h., Société à responsabilité limitée.

Siège social: L-4042 Esch-sur-Alzette, 51, rue du Brill.

R.C.S. Luxembourg B 128.388.

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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: 2011091954/10.

(110103913) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Sicris Immo 2 S.A., Société Anonyme,

(anc. Airlis Zukunft S.A.).

Siège social: L-1941 Luxembourg, 241, route de Longwy.

R.C.S. Luxembourg B 141.392.

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L'an deux mil onze, le seize août,

Pardevant Maître Camille MINES, notaire de résidence à Capellen,

s'est réunie l'assemblée générale extraordinaire de la société AIRLIS ZUKUNFT S.A., avec siège à L-8055 Bertrange, 132, rue de Dippach, constituée aux termes d'un acte reçu par le notaire instrumentaire en date du 21 août 2008, publié au Mémorial C numéro 2357 du 26 septembre 2008, inscrite au Registre de Commerce à Luxembourg sous le numéro B 141.392 et dont les statuts n'ont pas encore été modifiés.

L'assemblée est ouverte sous la présidence de Monsieur François DIFFERDANGE, comptable, demeurant professionnellement à Luxembourg,

qui désigne comme secrétaire Madame Manon HOFFMANN, employée privée, demeurant à Koerich.

L'assemblée choisit comme scrutateur Madame Véronique GILSON-BARATON, employée privée, demeurant à Garnich.

Les actionnaires présents ou représentés, les mandataires des actionnaires représentés et le nombre d'actions des actionnaires sont renseignés sur une liste de présences, laquelle, après avoir été signée ne varietur, restera annexée aux présentes.

Monsieur le président constate, et l'assemblée approuve, que toutes les 100 actions émises de la société sont valablement représentées, ainsi qu'il résulte de la liste de présences susmentionnée et que tous les actionnaires présents ou représentés renoncent à toute convocation supplémentaire affirmant avoir connu à l'avance l'ordre du jour de la présente assemblée.

Ceci exposé, Monsieur le Président met au vote la résolution suivante, approuvée à l'unanimité:

Dénomination:

La société change sa dénomination de AIRLIS ZUKUNFT S.A. en SICRIS IMMO 2 SA.

L'article 1 er des statuts est dès lors modifié comme suit:

«Il est formé une société anonyme sous la dénomination de «SICRIS IMMO 2 S.A.»

Siège social:

Le siège de la société est transféré à L-1941 Luxembourg, 241, route de Longwy.

La première phrase de l'article 2 des statuts sera désormais libellée comme suit:

«Le siège social est établi dans la Ville de Luxembourg.»

Objet social:

L'objet de la société est modifié de sorte que l'article 4 aura désormais la teneur suivante:

„La Société a pour objet la gestion, l'administration, la mise en valeur par vente, achat, échange, construction, location, leasing ou toute autre manière de propriétés immobilières au Grand-Duché de Luxembourg ou à l'étranger.

La Société a également pour objet la prise de participation, sous quelque forme que ce soit, dans toute entreprise luxembourgeoise et étrangère, l'acquisition de tous titres et droits, par voie de participation, d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, le cas échéant contre paiement d'une rente, et, entre autres, l'acquisition de brevets et licences, leur gestion et leur mise en valeur, ainsi que toutes opérations se rattachant directement ou indirectement à son objet, en empruntant notamment avec ou sans garanties et en toutes monnaies, par la voie d'émission d'obligations qui pourront également être convertibles et/ou subordonnées et par l'octroi aux entreprises auxquelles elle s'intéresse, de tous concours, prêts, avances ou garanties.

La société est de plus autorisée à effectuer toutes opérations commerciales, financières, mobilières et immobilières se rattachant directement et indirectement à la réalisation des objectifs ci-dessus et prendre dans ce cadre toutes participations généralement quelconques dans toutes sociétés ou autres personnes morales de droit privé ou public, ainsi que gérer et mettre en valeur ces participation.

La société est de plus autorisée à effectuer la prestation de service administratifs dans le cadre de la mise en place et l'Administration de toutes structures juridiques et la prestation de tous services dans le domaine de l'intermédiation commerciale et industrielle, la prestation de services dans le domaine de l'informatique, du management de qualité et de la gestion d'entreprises."

Plus rien ne figurant à l'ordre du jour, l'assemblée est levée.

Dont acte, fait et passé à Capellen, en l'étude du notaire instrumentaire, à la date mentionnée en tête des présentes.

Et après lecture faite aux membres du bureau, connus du notaire par noms, prénoms usuels, états et résidences, tous ont signé ensemble avec Nous notaire la présente minute.

Signé: F. DIFFERDANGE, M. HOFFMANN, V. BARATON, C. MINES.

Enregistré à Capellen, le 18 août 2011. Relation: CAP/2011/3156. Reçu soixante-quinze euros 75,-€.

Le Receveur (signé): I. Neu.

POUR COPIE CONFORME,

Capellen, le 18 août 2011.

Référence de publication: 2011118137/63.

(110135768) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 août 2011.

Outlaw Group S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 8, boulevard Royal.

R.C.S. Luxembourg B 106.967.

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EXTRAIT

Il résulte de la cession de parts sociales du 30 octobre 2009 que l'associé Waverton Group Limited a cédé la totalité de ses parts sociales à KV Associates S.A., établie et ayant son siège social à Pasea Estate, Road Town, Tortola, British Virgin Islands.

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

Luxembourg, le 1 er juillet 2011.

Le gérant

Référence de publication: 2011091971/14.

(110104035) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

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

Capital social: EUR 139.500,00.

Siège social: L-1648 Luxembourg, 46, place Guillaume II.

R.C.S. Luxembourg B 133.641.

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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 1 er juillet 2011.

Référence de publication: 2011091955/11.

(110103654) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Natex S.A., Société Anonyme.

Siège social: L-1128 Luxembourg, 28-30, Val Saint André.

R.C.S. Luxembourg B 77.582.

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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: 2011091956/10.

(110104101) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Natural Re S.A., Société Anonyme.

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

R.C.S. Luxembourg B 109.503.

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Le bilan au 31 DECEMBRE 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: 2011091957/10.

(110103925) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Neos Consulting, Société Anonyme.

Siège social: L-8308 Capellen, 75, Parc d'Activités.

R.C.S. Luxembourg B 100.971.

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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: 2011091959/9.

(110103394) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Networld International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 86.935.

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Je vous informe par la présente que pour je démissionne avec effet immédiat de mes fonctions d'administrateur de votre société.

Luxembourg, le 28 juin 2011. Claude GEIBEN.

Référence de publication: 2011091960/10.

(110103705) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

New Skies Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-6815 Betzdorf, Château de Betzdorf.

R.C.S. Luxembourg B 102.910.

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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.

Référence de publication: 2011091961/9.

(110103280) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Nexus S.A., Société Anonyme.

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

R.C.S. Luxembourg B 51.836.

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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: 2011091962/10.

(110103388) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

NL Europe S.A., Société Anonyme.

Siège social: L-3441 Dudelange, 17, avenue Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 107.091.

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EXTRAIT

Il résulte des résolutions prises par l'Assemblée Générale Ordinaire de l'actonnaire unique tenue en date du 24 juin 2011 que:

- Monsieur Sylvain BONNET, né le 13/11/1963 à Bischwiller (France), demeurant 38 Clos des Lilas à F-57155 Marly (France) a été nommé aux fonctions d'Administrateur unique de la société pour une durée de 6 ans soit jusqu'en 2017.

- Monsieur Guy HARDY, né le 22/01/1951 à Châtenay-Malabry (France), demeurant 24 rue de la République à F-67130 La Broque (France) a été nommé aux fonctions de Commissaire aux Comptes de la société pour une durée d'un an soir jusqu'en 2012.

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

Luxembourg, le 24 juin 2011.

Pour la Société

Un mandataire

Référence de publication: 2011091963/19.

(110103289) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

O.G.F.I., Société Anonyme.

Siège social: L-1321 Luxembourg, 209, rue de Cessange.

R.C.S. Luxembourg B 55.758.

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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.

Référence de publication: 2011091968/9.

(110103421) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Olympia Holdings S.à r.l., Société à responsabilité limitée unipersonnelle.

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

R.C.S. Luxembourg B 109.699.

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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.

Schuttrange, le 1 er juillet 2011.

Référence de publication: 2011091969/10.

(110103366) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

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

Siège social: L-8334 Cap, 6, Rannerwee.

R.C.S. Luxembourg B 53.965.

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L'an deux mil onze, le dix août,

Par-devant Maître Camille MINES, notaire de résidence à Capellen,

A comparu:

Madame Mady KERSCHENMEYER, retraité, née à Mamer le 30 juin 1946, matricule 1946 06 30 145, épouse de Monsieur Pierre NICOLAS, demeurant à L-8334 Cap, 6, Rannerwee, agissant tant en son nom personnel qu'en sa qualité de mandataire de:

Monsieur Pierre NICOLAS, né à Luxembourg le 17 avril 1939, matricule 1939 '4 17 171, demeurant à L-8334 Cap, 6, Rannerwee,

Monsieur Daniel NICOLAS, né à Luxembourg le 10 janvier 1968, matricule 1968 01 10 077, demeurant à L-8809 Arsdorf, 10, rue du Cimetière,

Monsieur Manuel NICOLAS, né à Luxembourg le 21 juillet 1969, matricule 1969 07 21 174, demeurant à L-5405 Bech-Kleinmacher, 112, route du Vin, et

Monsieur Philippe NICOLAS, né à Luxembourg le 04 août 1973, matricule 1973 08 04 256, demeurant à L-8811 Bilsdorf, 26, rue Abbe Neuens, en vertu de procurations sous seing privé, lesquelles après avoir été signées ne varietur par le notaire et la comparante, resteront annexées aux présentes avec lesquelles elles seront enregistrées.

Laquelle a déclaré:

Qu'ensemble avec ses mandants ils sont les seuls associés de la société à responsabilité limitée ARTEC s.à r.l. avec siège à L-8334 Cap, 6, Rannerwee, constituée par acte du notaire André_Jean-Joseph SCHWACHTGEN, alors notaire de résidence à Luxembourg, en date du 15 février 1996, publié au Mémorial C numéro 235 du 10 mai 1996 et dont les statuts ont été modifiés aux termes d'un acte reçu par le prédit notaire SCHWACHTGEN en date du 29 septembre 1999, publié au Mémorial C numéro 965 du 16 décembre 1999, inscrite au Registre de Commerce de Luxembourg sous le numéro B 53.965.

Après avoir renoncé à toute convocation supplémentaire, la comparante, es-qualité qu'elle agit, a pris à l'unanimité les résolutions suivantes:

1. La société ARTEC s.à r.l. est mise en liquidation.

2. Démission est accordée au gérant et pleine et entière décharge lui est accordée de son mandat.

3. Monsieur François DAVID, licencié en sciences économiques, né à Luxembourg le 05 août 1946, demeurant à L-3390 Peppange, 6, rue Kirchwois, est nommé liquidateur.

Le liquidateur a les pouvoirs les plus étendus prévus par les articles 144 et suivants de la loi modifiée sur les sociétés commerciales. Il peut accomplir les actes prévus à l'article 145 sans devoir recourir à l'autorisation de l'assemblée générale dans les cas où cette autorisation est requise.

Il peut dispenser Monsieur le Conservateur des Hypothéques à prendre inscription d'office, renoncer à tous droits réels, privilèges, hypothèques, actions résolutoires, donner mainlevée avec ou sans paiement de toutes inscriptions privilégiées ou hypothécaires, transcriptions, saisie, oppositions ou autres empêchements.

Le liquidateur est dispensé de dresser un inventaire et peut s'en référer aux écritures de la société.

Il peut, sous sa seule responsabilité, pour des opérations spéciales et déterminées, déléguer à un ou plusieurs mandataires telle partie de ses pouvoirs qu'il détermine et pour la durée qu'il fixe.

Il conserve tous pouvoirs que la loi, les statuts et l'assemblée générale lui ont conféré.

4. L'adresse de la liquidation est fixée à L-4141 Esch/Alzette, 71, rue Victor Hugo.

Dont acte, fait et passé à Capellen, en l'étude du notaire instrumentant.

Et après lecture faite et interprétation donnée de tout ce qui précède à la comparante, connue du notaire par nom, prénom, état et demeure, elle a signé le présent acte avec le notaire, après s'être identifiée au moyen de leurs cartes d'identité.

Signé: M. KERSCHENMEYER, C. MINES.

Enregistré à Capellen, le 11 août 2011. Relation: CAP/2011/3097. Reçu douze euros 12,-€.

Le Receveur (signé): I. Neu.

Pour copie conforme,

Capellen, le 18 août 2011.

Référence de publication: 2011118151/55.

(110135820) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 août 2011.

OCM Luxembourg EPOF II S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 133.551.

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Extrait des résolutions de l'Assemblée Générale Extraordinaire des Associés de la Société prises le 10 juin 2011

L'Assemblée Générale Extraordinaire de la Société a décidé:

- de transférer le siège social de la Société du 53, avenue Pasteur, L-2311 Luxembourg au 26A, boulevard Royal L-2449 Luxembourg avec effet au 1 er juin 2011;

- En conséquence les adresses de Mr Szymon DEC et de Mr Jean-Pierre BACCUS deviennent également 26A, Boulevard Royal L-2449 Luxembourg;

- de nommer Mme Figen EREN, née le 10 février 1978 à Besançon (France) ayant sa résidence professionnelle au 26A Boulevard Royal L-2449 Luxembourg comme Gérant de la société avec effet au 10 juin 2011.

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

OCM LUXEMBOURG EPOF II S.A.R.L
Jean-Pierre BACCUS
Gérant

Référence de publication: 2011091973/19.

(110103890) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Old Castle Invest S.A., Société Anonyme.

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

R.C.S. Luxembourg B 101.622.

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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 OLD CASTLE INVEST S.A.
Intertrust (Luxembourg) S.A.

Référence de publication: 2011091974/11.

(110103774) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Patron Alma Holdings S.àr.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2310 Luxembourg, 6, avenue Pasteur.

R.C.S. Luxembourg B 144.225.

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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: 2011091979/10.

(110103884) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Pearl Fittings Holding S.à.r.l., Société à responsabilité limitée.

Capital social: GBP 10.000,00.

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

R.C.S. Luxembourg B 120.321.

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Par résolutions signées en date du 16 mai 2011, l'associé unique a pris la décision de nommer Anita Lyse, avec adresse au 5, Rue Guillaume Kroll, L-1882 Luxembourg, au mandat de Gérant B, avec effet immédiat et pour une durée indéterminée.

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

Luxembourg, le 30 juin 2011.

Référence de publication: 2011091981/13.

(110103369) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Pearl Fittings Holding S.à.r.l., Société à responsabilité limitée.

Capital social: GBP 10.000,00.

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

R.C.S. Luxembourg B 120.321.

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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 20 juin 2011.

Référence de publication: 2011091982/11.

(110103663) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

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

Capital social: EUR 69.500,00.

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

R.C.S. Luxembourg B 133.975.

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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 28 juin 2011.

Référence de publication: 2011091983/11.

(110103646) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Packinvest A.G., Société Anonyme.

Siège social: L-2220 Luxembourg, 560A, rue de Neudorf.

R.C.S. Luxembourg B 48.141.

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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 29 juin 2011.

Référence de publication: 2011091984/10.

(110103795) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Packinvest A.G., Société Anonyme.

Siège social: L-2220 Luxembourg, 560A, rue de Neudorf.

R.C.S. Luxembourg B 48.141.

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EXTRAIT

Il résulte de l'Assemblée Générale Ordinaire, tenue le 20 juin 2011, que:

1. Le mandat des Administrateurs a été renouvelé jusqu'à l'Assemblée Générale ordinaire appelée à statuer sur les comptes arrêtés au 31 décembre 2011:

- Monsieur Antti Ilmari Aarnio-Wihuri;
- Monsieur Ilkka Suominen;

- Monsieur Juha Hellgren.

2. Le mandat du Commissaire aux comptes, Fiduciaire du Grand-Duché de Luxembourg, RC B 142674, a été renouvelé pour la même période.

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

Pour extrait conforme
Luxembourg, le 29 juin 2011.

Référence de publication: 2011091985/19.

(110103796) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Pamoc Invest S.A., Société Anonyme Soparfi.

Siège social: L-8070 Bertrange, 10B, rue des Mérovingiens.

R.C.S. Luxembourg B 150.117.

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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.

Référence de publication: 2011091986/9.

(110103351) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Pamoc Invest S.A., Société Anonyme Soparfi.

Siège social: L-8070 Bertrange, 10B, rue des Mérovingiens.

R.C.S. Luxembourg B 150.117.

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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.

Référence de publication: 2011091987/9.

(110103356) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Pharmakon, Société Anonyme.

Siège social: L-8308 Capellen, 75, Parc d'Activités.

R.C.S. Luxembourg B 83.570.

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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: 2011091988/9.

(110103395) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Twoforone S.A., Société Anonyme.

Siège social: L-8399 Windhof, 2, rue d'Arlon.

R.C.S. Luxembourg B 127.823.

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L'an deux mil onze, le dix-sept août,

Pardevant Maître Camille MINES, notaire de résidence à Capellen,

S'est rèunie l'assemblée générale extraordinaire de la Société anonyme "TWOFORONE S.A." avec siège social à L-8282 Kehlen, 9, rue de Keispelt,

inscrite au R.C.S.L. sous le numéro B 127.823,

constituée aux termes d'un acte reçu par Maître Jean SECKLER, notaire de résidence à Junglinster, en date du 13 avril 2007, publié au Mémorial C numéro 1338 du 03 juillet 2007,

et dont les statuts n'ont pas encore été modifiés.

L'assemblée est ouverte sous la présidence de Monsieur Stéphane MERLET, gérant de société, demeurant à Mamer.

Monsieur le Président désigne comme secrétaire Madame Manon HOFFMANN, employée privée, demeurant à Koerich.

L'assemblée choisit comme scrutateur Madame Véronique BARATON, employée privée, demeurant à Garnich.

Les actionnaires présents ou représentés, les mandataires des actionnaires représentés et le nombre d'actions détenues par les actionnaires sont renseignés sur une liste de présence, laquelle, après avoir été signée ne varietur, restera annexée aux présentes.

Monsieur le Président constate, et l'assemblée approuve, que toutes les actions émises de la société sont valablement représentées, ainsi qu'il résulte de la liste de présence sus-mentionnée et que tous les actionnaires présents ou représentés renoncent à toute convocation supplémentaire affirmant avoir connu à l'avance l'ordre du jour de la présente assemblée.

Ceci exposé, Monsieur le Président met au vote les résolutions suivantes, approuvées à l'unanimité:

Transfert du siège:

Le siège de la société est transféré à L-8399 Windhof, 2, rue d'Arlon.

Le premier alinéa de l'article 4 des statuts sera libellé comme suit:

« **Art. 4. alinéa 1 er .** Le siège de la société est établi dans la Commune de Koerich.»

Actions - Droit de préemption:

L'assemblée décide que les actions seront uniquement nominatives et modifie en conséquence l'article 6 des statuts comme suit:

« **Art. 6.** Les actions de la société sont nominatives.

Il est tenu au siège social un registre des actions nominatives, dont tout actionnaire pourra prendre connaissance, et qui contiendra les indications prévues à l'article 39 de la Loi. La propriété des actions nominatives s'établit par une inscription sur ledit registre. Des certificats constatant ces inscriptions au registre seront délivrés, signés par deux administrateurs ou, si la société ne comporte qu'un seul administrateur, par celui-ci.

La signature peut être soit manuscrite, soit imprimée, soit apposée au moyen d'une griffe.

Toutefois l'une des signatures peut être apposée par une personne déléguée à cet effet par le conseil d'administration. En ce cas, elle doit être manuscrite. Une copie certifiée conforme de l'acte conférant délégation à une personne ne faisant pas partie du conseil d'administration, sera déposée préalablement conformément à l'article 9, §§ 1 et 2. de la Loi.

La société ne reconnaît qu'un propriétaire par action; si la propriété de l'action est indivise, démembrée ou litigieuse, les personnes invoquant un droit sur l'action devront désigner un mandataire unique pour représenter l'action à l'égard de la société. La société aura le droit de suspendre l'exercice de tous les droits y attachés jusqu'à ce qu'une seule personne ait été désignée comme étant à son égard propriétaire.

Toute cession projetée et toute transmission pour cause de mort à un non actionnaire autre qu'un descendant en ligne directe est, pour être opposable à la société, soumise à un droit de préemption de la part des autres actionnaires.

A cet effet, le cédant en cas de cession entre vifs, devra en faire la déclaration dans les trente jours au siège de la société par lettre recommandée en indiquant l'identité du légataire, ayant droit ou cessionnaire ensemble avec toutes les autres conditions de la cession projetée.

Le conseil d'administration doit notifier aux autres actionnaires dans le délai de trente jours à partir de la réception de la déclaration, qu'ils bénéficient d'un droit de préemption qui leur est réservé. Tout actionnaire aura pendant un délai de 30 jours prenant cours à l'expiration du délai des trente jours accordé au conseil d'administration le droit de manifester sa volonté d'acquérir les actions objets de la cession. Si plusieurs ou tous les actionnaires entendent faire usage du droit de préemption, la répartition des actions à acquérir se fera en proportion des actions qu'ils possèdent, le Conseil d'Administration avisant équitablement en cas de rompus.

Après l'expiration d'un délai de 60 jours à compter de la déclaration au siège social, de la part du cédant en cas de cession entre vifs ou de la part de l'héritier, légataire ou ayant droit, en cas de transmission autre qu'entre vifs, de la cession ou transmission portant sur les titres pour lesquels aucun droit de préemption n'aura été exercé, ladite cession ou transmission est définitivement opposable à la Société, à condition d'intervenir dans un délai de trente jours prenant cours à l'expiration du délai de 60 jours au cessionnaire désigné suivant les conditions indiquées initialement au conseil."

Conseil d'administration:

L'assemblée constate que la Société a désormais deux actionnaires et que dès lors il lui est nécessaire de nommer deux nouveaux administrateurs:

- Monsieur Marcel EHLINGER, gérant de société, né à Luxembourg le 13 novembre 1939, demeurant à CH-1936 Verbier, 24, chemin de Planalui, et

- Monsieur Stéphane MERLET, gérant de société, né à Saint Dizier, France, le 05 juillet 1971, demeurant à L-8213 Mamer, 65, rue de Baumbusch.

Madame Laetitia ROY n'est dorénavant plus administrateur unique mais administrateur et son mandat en qualité d'administrateur est renouvelé.

Monsieur Stéphane MERLET, pré qualifié, est nommé administrateur délégué avec pouvoir d'engager la Société sous sa seule signature en toute circonstance.

Le mandat des administrateurs et administrateur délégué prendra fin lors de l'assemblée générale annuelle à tenir en l'année 2016.

Commissaire aux comptes:

L'assemblée révoque la société à responsabilité limitée FIDUCIAIRE JEAN-MARC FABER & Cie s.à r.l. de son poste de commissaire aux comptes.

L'assemblée désigne Madame Isabelle LOUIS, employée privée, née à Libramont, Belgique, le 21 mai 1973, demeurant à B-6971 Champlon, 16, rue des Fers comme nouveau commissaire aux comptes, son mandat prenant fin lors de l'assemblée générale annuelle à tenir en l'année 2016.

Objet social:

L'objet de la Société est modifié de sorte que l'article 3 des statuts aura désormais la teneur suivante:

« **Art. 3.** La Société a pour objet l'achat, la vente, la location et l'échange, la gérance et la gestion, la promotion et la mise en valeur d'immeubles.

Dans le cadre de son activité, la société pourra accorder hypothèque, emprunter avec ou sans garantie ou se porter caution pour d'autres personnes morales et physiques, sous réserve des dispositions légales afférentes.

La société peut également procéder à toutes opérations immobilières, mobilières, commerciales, industrielles et financières, nécessaires et utiles pour la réalisation de l'objet social.»

Pouvoir de signature:

L'article 13 des statuts est modifié comme suit:

« **Art. 13.** La Société sera engagée par la signature individuelle de l'administrateur délégué ou par la signature conjointe de deux administrateurs dont obligatoirement celle de l'administrateur délégué. Lorsque le conseil d'administration est composé d'un seul membre, la société sera engagée par sa seule signature.»

Plus rien ne figurant à l'ordre du jour, Monsieur le Président lève la séance à 15.00 heures.

Dont acte, fait et passé à Capellen, à la date mentionnée en tête des présentes.

Et après lecture faite et interprétation donnée aux membres du bureau, ils ont signé avec Nous notaire le présent acte.

Signé: S. MERLET, V. BARATON, M. HOFFMANN, C. MINES.

Enregistré à Capellen, le 18 août 2011. Relation: CAP/2011/3157. Reçu soixante-quinze euros 75,-€.

Le Receveur (signé): I. Neu.

POUR COPIE CONFORME,

Capellen, le 18 août 2011.

Référence de publication: 2011119060/103.

(110136355) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 août 2011.

Philip S.A., Société Anonyme.

Siège social: L-1140 Luxembourg, 45-47, route d'Arlon.

R.C.S. Luxembourg B 154.469.

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Extrait des résolutions prises lors de l'Assemblée Générale Ordinaire des Actionnaires tenue en date du 1 er juin 2011:

1. L'Assemblée prend acte de la démission de Monsieur Rémy MENEGUZ de son poste d'Administrateur.

2. L'Assemblée décide de nommer à la fonction d'Administrateur Monsieur Roland DE CILLIA, Expert-comptable, né le 16.03.1968 à Luxembourg, avec adresse professionnelle au 45-47, route d'Arlon L-1140 Luxembourg, qui terminera le mandat de son prédécesseur.

3. L'Assemblée prend acte de l'adresse professionnelle de Mr. Giovanni VITTORE au 45-47, route d'Arlon L-1140 Luxembourg.

4. L'Assemblée décide de nommer à la fonction de Commissaire, la société BENOY KARTHEISER MANAGEMENT S.à r.l. "BKM", inscrite au Registre de Commerce de Luxembourg n°B33849, établie au 45-47, route d'Arlon, L-1140 Luxembourg, qui terminera le mandat de son prédécesseur, en remplacement de la Fiduciaire Mevea S.à r.l.

5. L'Assemblée décide de transférer avec effet immédiat le siège social de la société du 4, rue de l'Eau, L-1449 Luxembourg, au 45-47, route d'Arlon, L-1140 Luxembourg.

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

PHILIP S.A.

Référence de publication: 2011091989/21.

(110104139) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

PIMAR Luxembourg Sàrl, Société à responsabilité limitée.

Siège social: L-2537 Luxembourg, 19, rue Sigismond.

R.C.S. Luxembourg B 114.743.

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Par la présente, je soussigné PASQUALE SALVATORE a l'honneur de vous informer que je me démets de mes fonctions de gérant au sein de votre société avec effet immédiat.

Luxembourg, le 04 juillet 2011. Pasquale SALVATORE.

Référence de publication: 2011091990/10.

(110103803) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

PIMAR Luxembourg Sàrl, Société à responsabilité limitée.

Siège social: L-2537 Luxembourg, 19, rue Sigismond.

R.C.S. Luxembourg B 114.743.

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Extrait de résolution de l'Assemblée Générale Extraordinaire des Associés du 04.07.2011

L'Assemblée Générale Extraordinaire des Associés de la société PIMAR Luxembourg S.à r.l. réuni le 04.07.2011 a décidé à l'unanimité ce qui suit:

1. Accepter la démission de Monsieur Pasquale SALVATORE de son poste de gérant.

Pour extrait conforme

Fait à Luxembourg, le 04 juillet 2011.

Référence de publication: 2011091991/13.

(110104097) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Plaider Holding S.A., Société Anonyme.

Siège social: L-2537 Luxembourg, 19, rue Sigismond.

R.C.S. Luxembourg B 79.244.

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Les comptes annuels au 31/12/2007 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2011091992/10.

(110103595) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Plaider Holding S.A., Société Anonyme.

Siège social: L-2537 Luxembourg, 19, rue Sigismond.

R.C.S. Luxembourg B 79.244.

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Les comptes annuels au 31/12/2006 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2011091993/10.

(110103596) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

MLOCG European Real Estate S.à r.l., Société à responsabilité limitée.

Capital social: EUR 107.425,00.

Siège social: L-2340 Luxembourg, 23, rue Philippe II.

R.C.S. Luxembourg B 106.584.

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La société a été constituée suivant acte reçu par Maître Jean-Joseph Wagner, notaire de résidence à Sanem, en date du 4 mars 2005, publié au Mémorial C, Recueil des Sociétés et Associations n°674 du 8 juillet 2005.

Les comptes annuels de la Société 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.

MLOCG European Real Estate S.à r.l.
Signature

Référence de publication: 2011091942/15.
(110103900) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Morris S.A., Société Anonyme.

Siège social: L-1140 Luxembourg, 45-47, route d'Arlon.
R.C.S. Luxembourg B 156.280.

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Extrait des résolutions prises lors de l'Assemblée Générale Ordinaire des Actionnaires tenue en date du 7 juin 2011:

1. L'Assemblée prend acte de la démission de Monsieur Rémy MENEGUZ de son poste d'Administrateur.

2. L'Assemblée décide de nommer à la fonction d'Administrateur Monsieur Roland DE CILLIA, Expert-comptable, né le 16.03.1968 à Luxembourg, avec adresse professionnelle au 45-47, route d'Arlon L-1140 Luxembourg, qui terminera le mandat de son prédécesseur.

3. L'Assemblée prend acte de l'adresse professionnelle de Mr. Giovanni VITTORE au 45-47, route d'Arlon L-1140 Luxembourg.

4. L'Assemblée décide de nommer à la fonction de Commissaire, la société BENOY KARTHEISER MANAGEMENT S.à r.l. "BKM", inscrite au Registre de Commerce de Luxembourg n°B33849, établie au 45-47, route d'Arlon, L-1140 Luxembourg, qui terminera le mandat de son prédécesseur, en remplacement de la Fiduciaire Mevea S.à r.l.

5. L'Assemblée décide de transférer avec effet immédiat le siège social de la société du 4, rue de l'Eau, L-1449 Luxembourg, au 45-47, route d'Arlon, L-1140 Luxembourg.

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

MORRIS S.A.

Référence de publication: 2011091943/21.
(110104141) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

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

Siège social: L-4671 Oberkorn, 98, avenue du Parc des Sports.
R.C.S. Luxembourg B 156.786.

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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: 2011091944/10.
(110104199) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

MRO S.A., Société Anonyme.

Siège social: L-8057 Bertrange, 17, rue du Chemin de Fer.
R.C.S. Luxembourg B 88.570.

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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: 2011091945/10.
(110104102) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

ING PFCE Middle Holdco S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.553.000,00.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.
R.C.S. Luxembourg B 96.469.

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In the year two thousand and eleven, on the twentieth of June.

Before US Maître Martine SCHAEFFER, notary residing at Luxembourg, Grand Duchy of Luxembourg).

There appeared:

ING PFCE Top Holdco S.à r.l., a company governed by the laws of Luxembourg, having its registered office at 40, avenue Monterey, L-2163 Luxembourg, registered with the Luxembourg Trade and Company Register section B under

number 95 703, hereby represented by Mrs Corinne PETIT, private employee, with professional address in L-1750 Luxembourg, 74, avenue Victor Hugo, by virtue of a proxy given in Luxembourg on June 16 th , 2011.

The said proxy, signed "ne varietur" by the appearing party and the undersigned notary, shall be annexed to the present deed for the purpose of registration.

The appearing party, acting in its capacity as the sole shareholder, has requested the undersigned notary to enact the following:

The appearing party is the sole shareholder of "ING PFCE Middle Holdco S.à r.l.",a société à responsabilité limitée, with registered office in L-2163 Luxembourg, 40, avenue Monterey, incorporated by deed of Me Jean-Joseph WAGNER, residing in Sanem on October 16 th , 2003, published in the Mémorial C, Recueil des Sociétés et Associations, number 1207 of November 17 th , 2003, and modified last time by deed of Me Martine SCHAEFFER, residing in Luxembourg, on March 15 th , 2011, published in the Memorial C, Recueil des Sociétés et Associations, number 1188 of June 3, 2011.

The capital of the company is fixed at one million four hundred ninety-nine thousand euro (1,499,000.- EUR) represented by one thousand four hundred and ninety-nine (1,499) shares, with a nominal value of one thousand euro (1,000.- EUR) each, entirely paid in.

The appearing party takes the following resolutions:

First resolution

The appearing sole shareholder resolves to increase the corporate share capital by an amount of fifty-four thousand euro (54,000.- EUR), so as to raise it from its present amount of one million four hundred ninety-nine thousand euro (1,499,000.- EUR) to one million five hundred fifty-three thousand euro (1,553,000.- EUR), by issuing fifty-four (54) new shares with a par value of one thousand euro (1,000.- EUR) each, having the same rights and obligations as the existing parts.

Subscription and Liberation

The appearing sole shareholder declares to subscribe to the fifty-four (54) new shares and to pay them up, fully in cash, at its par value of one thousand (1,000.- EUR), so that the amount of fifty-four thousand euro (54,000.- EUR) is at the free disposal of the Company, proof of which has been given to the undersigned notary.

Second resolution

The appearing shareholder resolves to amend article 6 of the articles of incorporation, so as to reflect the increase of capital, which shall henceforth have the following wording:

" **Art. 6.** The capital is set at one million five hundred fifty-three thousand euro (1,553,000.- EUR) represented by one thousand five hundred and fifty-three (1,553) shares of a par value of one thousand euro (1,000.- EUR) each."

The undersigned notary who understands and speaks English, states that upon request of the above appearing party, this deed is worded in English followed by a French translation and that in case of any divergence between the English and the French text, the English text shall be prevailing.

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

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

Suit la version française

L'an deux mille onze, le vingt juin,

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

A comparu:

ING PFCE Top Holdco S.à r.l., une société de droit luxembourgeois, ayant son siège social au 40, avenue Monterey, L-2163 Luxembourg inscrite au registre de Commerce et des Sociétés de Luxembourg section B, sous le numéro 95.703, ici représentée par Madame Corinne PETIT, employée privée, avec adresse professionnelle à L-1750 Luxembourg, 74, avenue Victor Hugo, en vertu d'une procuration délivrée à Luxembourg, le 16 juin 2011.

Laquelle procuration, après avoir été signée "ne varietur" par la comparante et le notaire instrumentant, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Laquelle comparante, agissant en sa qualité d'associée unique, a requis le notaire instrumentaire de documenter ce qui suit:

La société comparante est la seule associée de la société à responsabilité limitée unipersonnelle ING PFCE Middle Holdco S.à r.l. , avec siège social à L-2163 Luxembourg, 40, avenue Monterey, constituée suivant acte reçu par Me Jean-Joseph WAGNER, de résidence à Sanem, en date du 16 octobre 2003, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1207 du 17 novembre 2003, dont les statuts ont été modifiés en dernier lieu suivant acte reçu par Me Martine SCHAEFFER, de résidence à Luxembourg en date du 15 mars 2011, publié au Mémorial C, Recueil des Sociétés et Associations n°1188 du 3 juin 2011.

Le capital social de la société est fixé à un million quatre cent quatre-vingt-dix-neuf mille euros (1.499.000.- EUR) représenté par mille quatre cent quatre-vingt-dix-neuf (1.499) parts sociales d'une valeur nominale de mille euros (1.000.- EUR) chacune.

L'associée unique prend les résolutions suivantes:

Première résolution

L'associée unique décide d'augmenter le capital social de la société d'un montant de cinquante-quatre mille euros (54.000.- EUR) afin de le porter de son montant actuel de un million quatre cent quatre-vingt-dix-neuf mille euros (1.499.000.- EUR) à un million cinq cent cinquante-trois mille euros (1.553.000.- EUR), par l'émission de cinquante-quatre (54) parts sociales nouvelles d'une valeur nominale de mille euros (1.000.- EUR) chacune, ayant les mêmes droits et obligations que les parts sociales existantes.

Souscription et Libération

Et à l'instant, les cinquante-quatre (54) parts sociales nouvelles d'une valeur nominale de mille euros (1.000.- EUR) ont été souscrites par l'associé unique et entièrement libérée en espèces de sorte que le montant de cinquante-quatre mille euros (54.000.- EUR) se trouve dès maintenant à la disposition de la société, ainsi qu'il a été justifié au notaire instrumentant.

Deuxième résolution

L'associée décide, suite à la résolution précédemment prise, de modifier l'article 6 des statuts qui aura désormais la teneur suivante:

" **Art. 6.** Le capital social est fixé à un million cinq cent cinquante trois mille euros (1.553.000.- EUR) représenté par mille cinq cent cinquante-trois (1.553) parts sociales d'une valeur nominale de mille euros (1.000.- EUR) chacune."

Le notaire soussigné qui comprend et parle l'anglais, constate par les présentes qu'à la requête de la comparante, le présent acte est rédigé en anglais suivi d'une traduction française et qu'en cas de divergences entre le texte anglais et la traduction française, le texte anglais fera foi.

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

Et après lecture faite et interprétation donnée aux mandataires de la partie comparante, connus du notaire par noms, prénoms usuels, état et demeure, ils ont signé avec le notaire la présente minute.

Signé: C. Petit et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 24 juin 2011. Relation: LAC/2011/28792. Reçu soixante-quinze euros Eur 75.-

Le Receveur (signé): Francis SANDT.

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

Luxembourg, le 28 juin 2011.

Référence de publication: 2011088380/100.

(110099746) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 juin 2011.

Plaider Holding S.A., Société Anonyme.

Siège social: L-2537 Luxembourg, 19, rue Sigismond.

R.C.S. Luxembourg B 79.244.

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Les comptes annuels au 31/12/2005 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: 2011091994/10.

(110103597) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

PP Group S.A., Société Anonyme.

Siège social: L-2134 Luxembourg, 54, rue Charles Martel.

R.C.S. Luxembourg B 109.353.

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Avec effet au 31 Décembre 2010, Madame TRINDADE SANTOS Margarida a démissionné de sa fonction d'Administrateur de la société PP GROUP SA.

Le Conseil d'Administration a décidé, le 26/04/2011, de ne pas pouvoir au remplacement de Madame TRINDADE SANTOS et de réduire le nombre d'Administrateurs, et de le passer de 6 à 5.

Cette décision a été ratifiée par l'Assemblée Générale Ordinaire tenue le 10/05/2011.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Fait à Luxembourg, le 1 er Juillet 2011. Signature.
Référence de publication: 2011092000/14.
(110103516) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Plaider Holding S.A., Société Anonyme.
Siège social: L-2537 Luxembourg, 19, rue Sigismond.
R.C.S. Luxembourg B 79.244.

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Les comptes annuels au 31/12/2004 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: 2011091995/10.
(110103598) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Plaider Holding S.A., Société Anonyme.
Siège social: L-2537 Luxembourg, 19, rue Sigismond.
R.C.S. Luxembourg B 79.244.

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Les comptes annuels au 31/12/2003 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: 2011091996/10.
(110103599) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

REIP P-third S.à r.l., Société à responsabilité limitée.
Siège social: L-6637 Wasserbillig, 16, Esplanade de la Moselle.
R.C.S. Luxembourg B 139.337.

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Les comptes annuels au 31.12.2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

LUDWIG CONSULT S.A R.L.
EXPERT COMPTABLE - FIDUCIAIRE
L-6783 GREVENMACHER - 31, OP DER HECKMILL
Signature

Référence de publication: 2011092014/13.
(110104159) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

PRO AUDIO Premium Audiovisual Systems, Société à responsabilité limitée.
Siège social: L-1670 Senningerberg, 7, Spackeltergaas.
R.C.S. Luxembourg B 76.664.

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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: 2011092001/10.
(110104100) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Pole Concept, Société Anonyme.
Siège social: L-8308 Capellen, 75, Parc d'Activités.
R.C.S. Luxembourg B 108.303.

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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: 2011091998/9.
(110103379) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Pomelo, Société Anonyme.

Siège social: L-8308 Capellen, 75, Parc d'Activités.

R.C.S. Luxembourg B 130.367.

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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: 2011091999/9.

(110103378) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Indigo Grafton S.à r.l., Société à responsabilité limitée.

Siège social: L-1660 Luxembourg, 22, Grand-rue.

R.C.S. Luxembourg B 161.646.

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STATUTES

In the year two thousand and eleven, on the twentieth of June.

Before Maître Joseph Elvinger, notary public residing at Luxembourg, Grand Duchy of Luxembourg, undersigned.

THERE APPEARED:

PWREF I Holding S.à r.l., a société à responsabilité limitée incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 22, Grand Rue, 3 rd Floor, L-1660 Luxembourg, registered with the Luxembourg trade and companies register under registration number B 132 917.

here represented by Rachel Uhl, lawyer, professionally residing at Luxembourg, by virtue of a proxy given under private seal.

The said proxy, initialled ne varietur by the proxyholder of the appearing party and the notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

Such appearing party, acting in the hereabove stated capacity, has required the officiating notary to enact the deed of incorporation of a private limited company (société à responsabilité limitée) which it declares organized among itself and the articles of incorporation of which shall be as follows.

A. Purpose - Duration - Name - Registered office

Art. 1. There is hereby established among the current owner of the shares created hereafter and all those who may become shareholders in future, a private limited company (société à responsabilité limitée) (hereinafter the "Company") which shall be governed by the law of 10 August 1915 on commercial companies, as amended, as well as by the present articles of incorporation.

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

In particular, the Company may use its funds to establish, manage, develop and dispose of a portfolio of securities and patents of whatever origin, to participate in the creation, development and control of any enterprise, to acquire, by way of investment, subscription, underwriting or option, securities and patents, to realize them by way of sale, transfer, exchange or otherwise, to develop such securities and patents, to grant to companies in which the Company has a participation, any assistance, loans, advances and guarantees.

The Company may engage in any transactions involving immovable and movable property. The Company may acquire, transfer and manage any real estate of whatever kind in whatever country or location. The Company may further engage and execute any operations which pertain directly or indirectly to the management and the ownership of real estate.

The Company may also carry out a licensing activity of trademark as well as a financing activity to its subsidiaries. The Company may carry out any industrial or commercial activity which directly or indirectly favours the realisation of its object.

Art. 3. The Company is incorporated for an unlimited period.

Art. 4. The Company will assume the name of "Indigo Grafton S.à r.l.".

Art. 5. The registered office of the Company is established in Luxembourg. The registered office may be transferred within the same municipality by decision of the board of managers. It may be transferred to any other place in the Grand Duchy of Luxembourg by mean of a resolution of a general meeting of its shareholders. Branches or other offices may be established either in Luxembourg or abroad.

B. Share capital - Shares

Art. 6. The Company's share capital is set at twelve thousand five hundred euros (EUR 12,500) represented by twelve thousand five hundred (12,500) shares with a par value of one euro (EUR 1) each.

Each share is entitled to one vote at ordinary and extraordinary general meetings.

Art. 7. The share capital may be modified at any time by the approval of a majority of shareholders representing three quarters of the share capital at least. The shares to subscribe shall be offered preferably to the existing shareholders, in proportion to the share in the capital represented by their shares.

Art. 8. The shares are indivisible vis-à-vis the Company which will recognize only one holder per share. The joint co-owners shall appoint a single representative who shall represent them towards the Company.

Art. 9. The Company's shares are freely transferable among shareholders. Inter vivos, they may only be transferred to new shareholders subject to the approval of such transfer given by the other shareholders in a general meeting, at a majority of three quarters of the share capital.

In the event of death, the shares of the deceased shareholder may only be transferred to new shareholders subject to the approval of such transfer given by the other shareholders in a general meeting, at a majority of three quarters of the share capital. Such approval is, however, not required in case the shares are transferred either to parents, descendants or the surviving spouse.

Art. 10. The death, suspension of civil rights, bankruptcy or insolvency of one of the shareholders will not cause the dissolution of the Company.

Art. 11. Neither creditors, nor assigns, nor heirs may for any reason affix seals on assets or documents of the Company.

C. Management

Art. 12. The Company is managed by one or several managers, which do not need to be shareholders.

The manager(s) is (are) appointed by the general meeting of shareholders which sets the term of their office.

In the case of several managers, the Company is managed by a board of managers. In that case, the Company will be bound in all circumstances by the sole signature of one member of the board of managers or by the signature of any person to whom such signatory power shall be delegated by the board of managers. The managers may be dismissed freely at any time, without there having to exist any legitimate reason ("cause légitime").

The board of managers may grant special power by authentic proxy or power of attorney by private instrument.

Art. 13. The board of managers shall choose from among its members a chairman resident in the Grand Duchy of Luxembourg and may choose from among its members a vice-chairman. It may also choose a secretary, who does not deed to be a manager, who shall be responsible for keeping the minutes of the meetings of the board of managers.

In dealing with third parties, the board of managers has the most extensive powers to act in the name of the Company in all circumstances and to authorize all transactions consistent with the Company's purpose.

The board of managers shall meet as often as required and at least on a quarterly basis in the Grand Duchy of Luxembourg, upon call by the chairman, or two managers, at the place indicated in the notice of meeting. The chairman shall preside at all meetings of the board of managers, but in his absence, the board of managers may appoint another manager as chairman pro tempore by vote of the majority present at any such meeting.

Written notice of any meeting of the board of managers must be given to the managers twenty-four hours at least in advance of the date proposed for the meeting, except in case of emergency, in which case the nature and the motives of the emergency shall be mentioned in the notice. This notice may be omitted in case of assent of each manager in writing, by cable, telegram, telex or facsimile, or any other similar means of communication. A special convocation will not be required for a board meeting to be held at a time and location determined in a prior resolution adopted by the board of managers.

Any manager who is not a resident of the United Kingdom may act at any meeting of the board of managers by appointing in writing or by cable, telegram, telex or facsimile another manager as his proxy.

A manager may represent more than one of his colleagues.

Any manager may participate in any meeting of the board of managers by conference-call, videoconference or by other similar means of communication allowing all the persons taking part in the meeting to hear one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting. The board of managers can deliberate or act validly only if at least a majority of the managers is present or represented at a meeting of the board of managers. Decisions shall be taken by a majority of votes of the managers present or represented at such meeting.

The board of managers may, unanimously, pass resolutions by circular means when expressing its approval in writing, by cable, telegram, telex or facsimile, or any other similar means of communication, to be confirmed in writing. The entirety will form the minutes giving evidence of the resolution.

Art. 14. The minutes of any meeting of the board of managers shall be signed by the chairman or, in his absence, by the vice-chairman, or by two managers. Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman, or by two managers.

Art. 15. The death or resignation of a manager, for any reason whatsoever, shall not cause the dissolution of the Company.

Art. 16. The manager(s) does (do) not assume, by reason of its (their) position, any personal liability in relation to commitments regularly made by them in the name of the Company. They are authorised agents only and are therefore merely responsible for the execution of their mandate.

D. Decisions of the sole shareholder - Collective decisions of the shareholders

Art. 17. Each shareholder may participate in the collective decisions irrespective of the numbers of shares which he owns. Each shareholder is entitled to as many votes as he holds or represents shares.

Art. 18. Collective decisions are only validly taken in so far they are adopted by the shareholders owning more than half of the share capital.

The amendment of the articles of incorporation requires the approval of a majority of shareholders representing three quarters of the share capital at least.

Art. 19. The sole shareholder exercises the powers granted to the general meeting of shareholders under the provisions of section XII of the law of 10 August 1915 concerning commercial companies, as amended.

E. Financial year - Annual accounts - Distribution of profits

Art. 20. The Company's year commences on the first of January and ends on the thirty-first of December.

Art. 21. Each year, as of the thirty-first of December, the accounts are closed and the managers prepare an inventory including an indication of the value of the Company's assets and liabilities. Each shareholder may inspect the above inventory and balance sheet at the Company's registered office.

Art. 22. Five per cent (5%) of the net profit are set aside for the establishment of a statutory reserve, until such reserve amounts to ten per cent (10%) of the share capital. The balance may be freely used by the shareholders.

F. Dissolution - Liquidation

Art. 23. In the event of a dissolution of the Company, the Company shall be liquidated by one or more liquidators, which do not need to be shareholders, and which are appointed by the general meeting of shareholders which will determine their powers and fees. Unless otherwise provided, the liquidators shall have the most extensive powers for the realisation of the assets and payment of the liabilities of the Company.

The surplus resulting from the realisation of the assets and the payment of the liabilities shall be distributed among the shareholders proportionally to the shares of the Company held by them.

Art. 24. 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 amendments thereto.

Subscription and payment

All the shares have been subscribed by PWREF I Holding S.à r.l. as aforementioned.

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

Transitional dispositions

The first financial year shall begin on the date of the formation of the Company and shall terminate on 31 December 2011.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the Company as a result of its incorporation are estimated at approximately three thousand Euro.

Resolutions of the sole shareholder

The sole shareholder representing the entire subscribed capital has immediately proceeded to adopt the following resolutions.

The above named person, representing the entire subscribed capital and considering itself as fully convened, has immediately passed the following resolutions:

1. The registered office of the Company shall be at 22, Grand Rue, 3 rd Floor, L-1660 Luxembourg, Grand Duchy of Luxembourg,

2. The following persons are appointed managers of the Company for an indefinite period,

- Ms. Valérie Scholtes, born on 23 December 1974 in Leuven, Belgium, with professional address at 22 Grand Rue, 3rd Floor, L-1660 Luxembourg, Grand Duchy of Luxembourg,

- Mr. Gérard Becquer, born on 29 April 1956 in Briey, France, with professional address at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg,

- Mr. Stéphane Bourg, born on 20 October 1973 in Nantes, France, with professional address at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg.

The managers are vested with the broadest powers to act in the name of the Company in all circumstances and to bind the Company by their sole signature.

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

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

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

Suit la traduction en français du texte qui précède:

L'an deux mille onze, le vingt juin.

Par-devant Maître Joseph Elvinger, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

A COMPARU:

PWREF I Holding S.à r.l., une société a responsabilité limitée constituée et existant selon les lois du Grand Duché du Luxembourg, ayant son siège social au 22 Grand-Rue, 3e étage, L-1660 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 132 917.

Ici représentée par Rachel Uhl, juriste, demeurant professionnellement à Luxembourg, en vertu d'une procuration sous seing privé.

La procuration signée ne varietur par le mandataire du comparant et par le notaire soussigné restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Lequel comparant, représenté comme dit ci-avant, a requis le notaire instrumentant de dresser acte d'une société à responsabilité limitée qu'il déclare constituer et dont il a arrêté les statuts comme suit

A. Objet - Durée - Dénomination - Siège

Art. 1er. Il est formé par les présentes entre le propriétaire actuel des parts ci-après créées et tous ceux qui pourront le devenir par la suite, une société à responsabilité limitée (la «Société») qui sera régie par la loi du 10 août 1915 concernant les sociétés commerciales telle que modifiée, ainsi que par les présents statuts.

Art. 2. L'objet de la Société est d'exercer toute opération se rapportant directement ou indirectement à la prise de participations dans toute entreprise sous quelque forme que ce soit, ainsi que la gestion, l'administration, le contrôle et le développement de ces participations.

En particulier, la Société peut utiliser ses fonds pour constituer, administrer, développer et vendre un portefeuille de valeurs mobilières et de brevets de n'importe quelle origine, pour participer dans la constitution, le développement et le contrôle de n'importe quelle entreprise, pour acquérir, par voie d'investissement, de souscription ou d'option des valeurs mobilières et des brevets, pour en disposer par voie de vente, transferts, échanges ou autrement, pour développer ses valeurs mobilières et brevets, pour accorder à des sociétés dans lesquelles la Société a une participation tout type d'assistance, prêts, avance et garanties.

La Société peut s'engager dans n'importe quelle transaction impliquant des biens meubles et immeubles. La Société peut acquérir, transférer et gérer tout bien immobilier de n'importe quelle forme. La Société peut acquérir, transférer et gérer des immeubles sous n'importe quelle forme, peu importe leur lieu de situation. La Société peut enfin s'engager dans n'importe quelle opération qui a trait, directement ou indirectement, à la gestion ou à la possession de biens immobiliers.

La Société pourra également exercer une activité de licence de marque de fabrique ainsi qu'une activité de financement de ses filiales. La Société pourra également accomplir toutes opérations, activité commerciales ou industrielles, qui favorisent directement ou indirectement la réalisation de son objet.

Art. 3. La Société est constituée pour une durée indéterminée.

Art. 4. La Société prend la dénomination de «Indigo Grafton S.à r.l.».

Art. 5. Le siège social est établi à Luxembourg.

Il peut être transféré en toute autre localité du Grand-Duché en vertu d'une décision de l'assemblée générale des associés. La Société peut ouvrir des agences ou succursales dans toutes autres localités du pays ou dans tous autres pays.

B. Capital social - Parts sociales

Art. 6. Le capital social est fixé à la somme de douze mille cinq cents euros (EUR 12.500) représentée par douze mille cinq cents (12.500) parts sociales, d'une valeur de un euro (EUR 1) chacune.

Chaque part sociale donne droit à une voix dans les délibérations des assemblées générales ordinaires et extraordinaires.

Art. 7. Le capital social pourra, à tout moment, être modifié moyennant accord de la majorité des associés représentant au moins les trois quarts du capital social. Les parts sociales à souscrire seront offertes par préférence aux associés existants, proportionnellement à la partie du capital qui représente leurs parts sociales.

Art. 8. Les parts sociales sont indivisibles à l'égard de la Société qui ne reconnaît qu'un seul propriétaire pour chacune d'elles. Les copropriétaires indivis de parts sociales sont tenus de se faire représenter auprès de la Société par une seule et même personne.

Art. 9. Les parts sociales sont librement cessibles entre associés. Les parts sociales ne peuvent être cédées entre vifs à des non associés qu'avec l'agrément donné en assemblée générale des associés représentant au moins les trois quarts du capital social.

En cas de décès d'un associé, les parts sociales de ce dernier peuvent être transmises à des non associés que moyennant l'agrément, donné en assemblée générale, des associés représentant les trois quarts des parts appartenant aux associés survivants. Dans ce dernier cas cependant, le consentement n'est pas requis lorsque les parts sont transmises, soit à des ascendants ou descendants, soit au conjoint survivant.

Art. 10. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne met pas fin à la Société.

Art. 11. Les créanciers, ayants droit ou héritiers ne pourront, pour quelque motif que ce soit, apposer des scellés sur les biens et documents de la Société.

C. Gérance

Art. 12. La Société est gérée par un ou plusieurs gérants, qui n'ont pas besoin d'être associés.

Le(s) gérant(s) est (sont) nommé(s) par l'assemblée générale des associés laquelle fixera la durée de leur mandat.

En cas de plusieurs gérants, la Société est administrée par un conseil de gérance. Dans ce cas, la Société sera engagée en toutes circonstances par la signature unique d'un membre du conseil de gérance ou par la signature de toute personne à laquelle tel pouvoir de signature a été délégué par le conseil de gérance. Les gérants sont librement et à tout moment révocables, sans qu'il soit nécessaire qu'une cause légitime existe.

Le conseil de gérance peut également conférer tous mandats spéciaux par procuration authentique ou sous seing privé.

Art. 13. Le conseil de gérance choisira parmi ses membres un président résident au Grand-Duché de Luxembourg et pourra choisir parmi ses membres un vice-président. Il pourra également choisir un secrétaire qui n'a pas besoin d'être gérant et qui sera en charge de la tenue des procès-verbaux des réunions du conseil de gérance.

Vis-à-vis des tiers, le conseil de gérance a les pouvoirs les plus étendus pour agir au nom de la Société en toutes circonstances et pour faire autoriser tous les actes et opérations relatifs à son objet.

Le conseil de gérance se réunira aussi souvent que nécessaire et au minimum de façon trimestrielle au Grand-Duché de Luxembourg, sur convocation du président ou de deux gérants au lieu indiqué dans l'avis de convocation. Le président présidera toutes les réunions du conseil de gérance, en son absence le conseil de gérance pourra désigner à la majorité des personnes présentes à cette réunion un autre gérant pour assumer la présidence pro tempore de ces réunions.

Avis écrit de toute réunion du conseil de gérance sera donné à tous les gérants au moins vingt-quatre heures avant la date prévue pour la réunion, sauf s'il y a urgence, auquel cas la nature et les motifs de cette urgence seront mentionnés dans l'avis de convocation. Il pourra être passé outre à cette convocation à la suite de l'assentiment de chaque gérant par écrit ou par câble, télégramme, télex, télécopieur ou tout autre moyen de communication similaire. Une convocation spéciale ne sera requise pour une réunion du conseil de gérance se tenant à une heure et un endroit déterminés dans une résolution préalablement adoptée par le conseil de gérance.

Tout gérant qui n'est pas résident au Royaume-Uni pourra se faire représenter à toute réunion du conseil de gérance en désignant par écrit ou par câble, télégramme, télex ou télécopie un autre gérant comme son mandataire.

Un gérant peut représenter plusieurs de ses collègues.

Tout gérant qui n'est pas résident au Royaume-Uni peut participer à une réunion du conseil de gérance par conférence téléphonique, par visioconférence ou par d'autres moyens de communication similaire où toutes les personnes prenant part à cette réunion peuvent s'entendre les uns les autres. La participation à une réunion par ces moyens équivaut à une présence en personne à une telle réunion. Le conseil de gérance ne pourra délibérer ou agir valablement que si la majorité au moins des gérants est présente ou représentée à la réunion du conseil de gérance. Les décisions sont prises à la majorité des voix des gérants présents ou représentés à cette réunion.

Le conseil de gérance pourra, à l'unanimité, prendre des résolutions par voie circulaire en exprimant son approbation au moyen d'un ou de plusieurs écrits ou par câble, télégramme, télex, télécopieur ou tout autre moyen de communication similaire, à confirmer par écrit, le tout ensemble constituant le procès-verbal faisant la preuve de la décision intervenue.

Art. 14. Les procès-verbaux de toutes les réunions du conseil de gérance seront signés par le président ou, en son absence, par le vice-président, ou par deux gérants. Les copies ou extraits des procès-verbaux destinés à servir en justice ou ailleurs seront signés par le président ou par deux gérants.

Art. 15. Le décès d'un gérant ou sa démission, pour quelque motif que ce soit, n'entraîne pas la dissolution de la Société.

Art. 16. Le ou les gérant(s) ne contractent, à raison de sa (leur) fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par lui (eux) au nom de la Société. Simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

D. Décisions de l'associé unique - Décisions collective des associés

Art. 17. Chaque associé peut participer aux décisions collectives quel que soit le nombre de parts qui lui appartient. Chaque associé a un nombre de voix égal au nombre de parts qu'il possède ou représente.

Art. 18. Les décisions collectives ne sont valablement prises que pour autant qu'elles ont été adoptées par des associés représentant plus de la moitié du capital social.

Les statuts ne peuvent être modifiés que moyennant décision de la majorité des associés représentant les trois quarts du capital social.

Art. 19. L'associé unique exerce les pouvoirs dévolus à l'assemblée des associés par les dispositions de la section XII de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée.

E. Année sociale - Bilan - Répartition

Art. 20. L'année sociale commence le 1 er janvier et se termine le 31 décembre de chaque année.

Art. 21. Chaque année, au 31 décembre, les comptes sont arrêtés et le ou les gérant(s) dressent un inventaire comprenant l'indication des valeurs actives et passives de la Société. Tout associé peut prendre communication au siège social de l'inventaire et du bilan.

Art. 22. Sur le bénéfice net, il est prélevé cinq pourcent (5%) pour la constitution d'un fond de réserve jusqu'à ce que celui-ci atteigne dix pourcent (10%) du capital social. Le solde est à libre disposition de l'assemblée générale.

F. Dissolution - Liquidation

Art. 23. En cas de dissolution de la Société, la liquidation sera faite par le ou les gérant(s) en fonction, ou par un ou plusieurs liquidateur(s), associé(s) ou non, nommé(s) par l'assemblée des associés qui fixera leurs pouvoirs et leurs émoluments. Le ou les liquidateur(s) auront les pouvoirs les plus étendus pour la réalisation de l'actif et le paiement du passif.

L'actif, après déduction du passif, sera partagé entre les associés en proportion des parts sociales détenues dans la Société.

Art. 24. Pour tout ce qui n'est pas réglé par les présents statuts, les associés s'en réfèrent aux dispositions de la loi du 10 août 1915 telle qu'elle a été modifiée.

Souscription et libération

Les parts sociales ont été toutes souscrites par PWREF I Holding S.à.r.l., susmentionnée.

Toutes les parts sociales ont été intégralement libérées en numéraire de sorte que la somme de douze mille cinq cents euros (EUR 12.500) est dès maintenant à la disposition de la Société, ce dont il a été justifié au notaire soussigné.

Disposition transitoire

Le premier exercice social commence à la date de constitution de la Société et finira le 31 décembre 2011.

Frais

Les parties ont évalué le montant des frais et dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à charge à raison de sa constitution à environ EUR 3.000.-.

Résolutions de l'associé unique

Et aussitôt l'associé, représentant l'intégralité du capital social et se considérant comme dûment convoqué, a pris les résolutions suivantes:

1. Le siège social de la Société est établi au 22 Grand Rue, 3 e étage, L-1660 Luxembourg, Grand-Duché de Luxembourg,

2. Sont nommés gérants de la Société pour une durée illimitée

- Madame Valérie Scholtes, née le 23 décembre 1974 à Leuven, Belgique, avec adresse professionnelle au 22 Grand Rue, 3 ème étage, L-1660 Luxembourg, Grand-Duché de Luxembourg,

- Monsieur Gérard Becquer, né le 29 avril 1956 à Briey, France, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duché de Luxembourg,

- Monsieur Stéphane Bourg, né le 20 octobre 1973 à Nantes, France, avec adresse professionnelle au 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duché de Luxembourg.

Les gérants ont les pouvoirs les plus étendus pour agir au nom de la Société en toutes circonstances et l'engager valablement par leur signature unique.

Dont acte, passé à Luxembourg, les jours, mois et an qu'en tête des présentes.

Le notaire soussigné qui comprend et parle l'anglais, constate que sur demande du comparant, le présent acte est rédigé en langue anglaise suivi d'une version française, sur demande du même comparant, le texte anglais fera foi en cas de divergence entre les deux.

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

Signé: R. UHL, J. ELVINGER.

Enregistré à Luxembourg A.C le 22 juin 2011. Relation: LAC/2011/28492. Reçu soixante-quinze Euros (75,- €).

Le Receveur (signé): Francis SANDT.

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

Luxembourg, le 27 juin 2011.

Référence de publication: 2011087314/324.

(110098762) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 juin 2011.

PRO 2 S.à r.l., Société à responsabilité limitée.

Siège social: L-8057 Bertrange, 17, rue du Chemin de Fer.

R.C.S. Luxembourg B 124.173.

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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: 2011092002/10.

(110104260) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Promotion DSC S.àr.l., Société à responsabilité limitée.

Siège social: L-1471 Luxembourg, 278, route d'Esch.

R.C.S. Luxembourg B 89.054.

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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: 2011092004/10.

(110104099) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Profound Market Group S.à.r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 65.824.

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Extrait du Procès-verbal de l'Assemblée Générale Ordinaire des Associés Tenue le 30 Juin 2011

Le 30 Juin 2011 les associés de Profound Market Group S, à r.l. ("la Société") ont pris les résolutions suivantes:

- d'accepter la démission de M. Fabrice Geimer, ayant son adresse professionnelle au 2-8 Avenue Charles de Gaulle, L-1653 Luxembourg de sa fonction de Gérant B et ce avec effet au 1 er Juillet, 2011;

- de nommer M Sjors van der Meer, ayant son adresse professionnelle au 2-8, Avenue Charles de Gaulle, L-1653 Luxembourg, en qualité de Gérant B de la société avec effet au 1 er Juillet, 2011, pour une durée indéterminée.

Luxembourg, le 30 Juin 2011.
Luxembourg Corporation Company S.A.
Signatures

Référence de publication: 2011092003/16.
(110104206) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

PSH S.A., Société Anonyme.

Siège social: L-8070 Bertrange, 10B, rue des Mérovingiens.
R.C.S. Luxembourg B 128.071.

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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.

Référence de publication: 2011092005/9.
(110103686) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Quilvest Wealth Management S.A., Société Anonyme.

Siège social: L-1445 Strassen, 7, rue Thomas Edison.
R.C.S. Luxembourg B 161.224.

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Extrait des Résolutions du Conseil d'Administration prises en date du 3 mai 2011

En date du 3 mai 2011, le Conseil d'Administration de la Société a pris la résolution suivante:
Le Conseil d'Administration décide de nommer M. Marc Hoffmann, né le 26 mai 1958, à Luxembourg, demeurant à 2, rue Lembierg, L-8531 Eli, en tant qu'administrateur-délégué de la Société avec effet immédiat pour une durée illimitée.

Luxembourg, le 1 er juillet 2011.
Quilvest Wealth Management S.A.
Signature

Référence de publication: 2011092008/14.
(110103826) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

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

Capital social: EUR 65.000,00.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 97.953.

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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 28 juin 2011.

Référence de publication: 2011092011/11.
(110103652) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Raumfuchs GmbH, Société à responsabilité limitée.

Siège social: L-7330 Heisdorf, 75, rue de Luxembourg.
R.C.S. Luxembourg B 108.955.

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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: 2011092012/10.
(110104098) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Real Estate Finance S.A., Société Anonyme.

Siège social: L-2763 Luxembourg, 10, rue Sainte Zithe.
R.C.S. Luxembourg B 147.683.

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Des compléments des comptes annuels au 31 décembre 2010 déjà déposés en date du 31 mars 2011 sous le numéro L110051030 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.

L'agent domiciliataire

Référence de publication: 2011092013/11.

(110103285) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

INDOSUEZ, Indosuez Management II S.A., Société Anonyme Soparfi.

Siège social: L-2520 Luxembourg, 39, allée Scheffer.

R.C.S. Luxembourg B 46.093.

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L'an deux mille onze, le premier avril.

Par-devant Maître Francis KESSELER, notaire de résidence à Esch/Alzette.

S'est réunie l'assemblée générale extraordinaire des actionnaires de la société anonyme INDOSUEZ MANAGEMENT II S.A., en abrégé INDOSUEZ, avec siège social à L-2520 Luxembourg, 39, allée Scheffer,

inscrite au Registre de Commerce et des Sociétés à Luxembourg section B numéro 46.093,

constituée aux termes d'un acte reçu par Maître Reginald NEUMAN, alors notaire de résidence à Luxembourg, en date du 21 décembre 1993, publié au Mémorial C numéro 93 du 14 mars 1994.

La séance est ouverte à 12.45 heures sous la présidence de Madame Sofia AFONSO-DA CHAO CONDE, employée privée, demeurant à Differdange.

Madame la Présidente désigne comme secrétaire Mademoiselle Sophie HENRYON, employée privée, demeurant à Herserange (France).

L'assemblée appelle aux fonctions de scrutateur Mademoiselle Claudia ROUCKERT, employée privée, demeurant à Rodange.

Madame la Présidente expose ensuite:

1.- Qu'il résulte d'une liste de présence, dressée et certifiée exacte par les membres du bureau que les vingt mille (20.000) actions, représentant l'intégralité du capital, sont dûment représentées à la présente assemblée, qui en conséquence est régulièrement constituée et peut délibérer ainsi que décider valablement sur les points figurant à l'ordre du jour, ci-après reproduit, sans convocations préalables, tous les membres de l'assemblée ayant consenti à se réunir sans autres formalités, après avoir eu connaissance de l'ordre du jour.

Ladite liste de présence dûment signée, restera annexée au présent procès-verbal, pour être soumise en même temps aux formalités de l'enregistrement.

2.- Que l'ordre du jour de la présente assemblée est conçu comme suit:

1) Abandon avec effet rétroactif au 1 er janvier 2011 du statut de société anonyme holding régi par la loi du 31 juillet 1929, et adoption du statut de société anonyme de participations financières («Soparfi»);

2) Changement avec effet rétroactif au 1 er janvier 2011 de article 3 des statuts de la société, pour lui donner la teneur suivante:

«La Société prendra la qualité de commandité et de gérant d'INDOSUEZ HOLDINGS II S.C.A. en relation avec l'administration de ses avoirs et sa promotion, mais ne procurera pareille assistance à aucune autre société. Elle a pour objet la prise de participations sous quelque forme que ce soit dans INDOSUEZ HOLDINGS II SCA, ainsi que l'administration et le développement de ces participations et l'investissement dans toutes formes de valeurs, d'obligations, de titres de créances ou d'instruments de nature similaire.

La Société n'exercera aucune activité industrielle et ne maintiendra aucun établissement commercial ouvert au public.

Elle pourra exercer toutes activités estimées utiles à l'accomplissement de son objet.»

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 d'abandonner avec effet rétroactif au 1 er janvier 2011 le statut de société anonyme holding régi par la loi du 31 juillet 1929, et adopte le statut de société anonyme de participations financières («Soparfi»).

Deuxième résolution

Suite à la décision qui précède, l'assemblée décide de changer, avec effet rétroactif au 1 er janvier 2011, l'article trois (3) des statuts de la société relatif à son objet social, pour lui donner la teneur suivante:

«La Société prendra la qualité de commandité et de gérant d'INDOSUEZ HOLDINGS II S.C.A. en relation avec l'administration de ses avoirs et sa promotion, mais ne procurera pareille assistance à aucune autre société. Elle a pour objet la prise de participations sous quelque forme que ce soit dans INDOSUEZ HOLDINGS II SCA, ainsi que l'administration et le développement de ces participations et l'investissement dans toutes formes de valeurs, d'obligations, de titres de créances ou d'instruments de nature similaire.

La Société n'exercera aucune activité industrielle et ne maintiendra aucun établissement commercial ouvert au public.

Elle pourra exercer toutes activités estimées utiles à l'accomplissement de son objet.»

Plus rien ne figurant à l'ordre du jour et personne ne demandant la parole, Madame la Présidente lève la séance.

DONT ACTE, fait et passé à Esch/Alzette en l'étude, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée aux comparantes, elles ont signé avec Nous notaire le présent acte.

Signé: Conde, Henryon, Rouckert, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 11 avril 2011. Relation: EAC/2011/4878. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2011072836/62.

(110081032) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 mai 2011.

LNR Arman S.à r.l., Société à responsabilité limitée.

Capital social: EUR 125.000,00.

Siège social: L-2346 Luxembourg, 20, rue de la Poste.

R.C.S. Luxembourg B 86.291.

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Extrait des résolutions de l'Associé
Unique prises en date du 11 mai 2011

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

- de nommer:

* Monsieur Sharam Siddiqui, né le 8 août 1973 à Washington D.C., États-Unis d'Amérique, ayant son adresse professionnelle au 1601 Washington Avenue, Suite 800, Miami Beach, FL 33139 Florida, États-Unis d'Amérique, en qualité de Gérant de la Société et ce avec effet immédiat et pour une durée indéterminée.

Luxembourg, le 16 mai 2011.

Pour extrait analytique conforme
Jan Willem Overheul
Gérant

Référence de publication: 2011074443/19.

(110081429) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 mai 2011.

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

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

R.C.S. Luxembourg B 156.422.

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Extrait des décisions prises par l'associée unique en date du 6 juillet 2011

1. M. Christian HEINEN a démissionné de son mandat de gérant A.

2. M. David SANA a démissionné de son mandat de gérant B.

3. Le nombre des gérants a été augmenté de 2 (deux) à 4 (quatre).

4. M. Philippe TOUSSAINT, administrateur de sociétés, né à Arlon (Belgique), le 2 septembre 1975, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé comme gérant de catégorie A pour une durée indéterminée.

5. M. Emanuele GRIPPO, administrateur de sociétés, né à Bassano del Grappa (Italie), le 3 septembre 1971, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé comme gérant de catégorie A pour une durée indéterminée.

6. Mme Nathalie THILL, administrateur de sociétés, née à Esch-sur-Alzette (Grand-Duché de Luxembourg), le 19 février 1969, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommée comme gérante de catégorie B pour une durée indéterminée.

7. Mme Nathalie VAZQUEZ, administrateur de sociétés, née à Metz (France), le 11 mai 1983, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommée comme gérante de catégorie B pour une durée indéterminée.

Luxembourg, le 7 juillet 2011.

Pour extrait sincère et conforme

Pour NOVIS INVESTMENTS S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2011095448/27.

(110107611) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 juillet 2011.

J.Wagner-Schaffner & Cie, Société à responsabilité limitée.

Siège social: L-7795 Bissen, 11, z.a.c. Klengbousbierg.

R.C.S. Luxembourg B 92.945.

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L'an deux mil onze, le treize mai.

Par-devant Maître Urbain THOLL, notaire de résidence à Mersch.

Ont comparu:

- Madame Margot WAGNER, retraitée, demeurant à L-9175 Niederfeulen, 2, rue Eugène Reiser,
- Monsieur André WEYNANDT, maître-installateur de chauffage, demeurant à L-9147 Erpeldange, 16, rue Laduno,
- Monsieur André DE MARIE, ingénieur diplômé, demeurant à L-9088 Ettelbruck, 99, rue de Warken.

Lesquels comparants ont requis le notaire instrumentaire d'acter ce qui suit:

I.- La société à responsabilité limitée «J. WAGNER-SCHAFFNER & CIE», ayant son siège social à L-9147 Erpeldange, 16, rue Laduno, a été constituée par acte sous seing privé daté du 1 er avril 1967, publié au Mémorial C numéro 60 du 12 mai 1967 et ses statuts ont été modifiés pour la dernière fois aux termes d'un acte reçu par le notaire Marc CRAVATTE, alors de résidence à Ettelbruck, en date du 19 avril 1994, publié au Mémorial C numéro 310 du 23 août 1994. Elle est immatriculée au RCSL sous le numéro B 92.945.

II.- Le capital social est fixé à DEUX CENT QUATRE-VINGT-DOUZE MILLE SIX CENT QUARANTE (292.640.-) EUROS, représenté par CENT DIX-HUIT (118) parts sociales de DEUX MILLE QUATRE CENT QUATRE-VINGTS (2.480.-) EUROS, chacune, qui ont été entièrement souscrites et libérées comme suit:

- par Madame Margot WAGNER, préqualifiée, Quatre-vingt-dix-huit parts	98
- par Monsieur André WEYNANDT, préqualifié, Dix parts	10
- par Monsieur André DE MARIE, préqualifié, Dix parts	10
Total: cent dix-huit parts	118.

Sur ce:

Ensuite, les associés ont déclaré se réunir en assemblée générale extraordinaire à laquelle ils se reconnaissent dûment convoqués et on pris la résolution suivante à l'unanimité:

Unique résolution

L'assemblée décide de transférer le siège social d'Erpeldange à L-7795 Bissen, 11, z.a.c. Klengbousbierg.

En conséquence, la première phrase de l'article 2 des statuts est supprimée et remplacée par la suivante:

«Le siège social est établi à Bissen.»

Frais

Le montant des frais, incombant à la société en raison des présentes, est estimé sans nul préjudice à la somme de MILLE CINQUANTE (1.050.-) EUROS.

Dont acte,fait et passé à Mersch, en l'étude du notaire instrumentaire, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée aux comparants, connus du notaire par noms, prénoms usuels, états et demeures, ils ont signé le présent acte avec Nous notaire.

Signé: Wagner, Weynandt, THOLL.

Enregistré à Mersch, le 17 mai 2011. Relation: MER/2011/993. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): A. MULLER.

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

Mersch, le 18 mai 2011. U. THOLL.

Référence de publication: 2011082786/44.

(110091800) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 juin 2011.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck