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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° 1944 24 août 2011

SOMMAIRE

UBS (Lux) Sicav 1, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 115.357.

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

Before the undersigned Maître Carlo WERSANDT, notary residing in Luxembourg, acting in replacement of 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) SICAV 1, 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 115.357 and incorporated under the laws of the Grand Duchy of Luxembourg pursuant to a deed dated 24 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 798, on page 38.259.

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 in the Mémorial, the Luxemburger Wort and the Tageblatt, on 7 March 2011 and 23 March 2011;

III. it appears from the attendance list that 10 shares of a total of 446,092 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 March 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 8 April 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 20 December 2002 on Undertakings for Collective Investment, as amended from time to time, in order to carry out the functions described in Annex II of the Law of 20 December 2002 on Undertakings for Collective Investment, as amended from time to time."

2. To insert a new paragraph in Article 17 of the Articles of Incorporation with effect as of 8 April 2011 in order to provide the Company with the authority to perform cross-sub-fund investments. The new text of Article 17, paragraph 2.5 of the Articles of Incorporation will read as follows:

" **2.5.** 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 20 December 2002 on Undertakings for Collective Investment; 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 25 of the Articles of Incorporation with effect as of 8 April 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 the third paragraph of Article 23 of the Articles of Incorporation with effect as of 8 April 2011 in order to change the date of the annual general meeting from 20 January to 20 March of each year.

5. 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").".

6. 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.

7. To 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 resolve that the English version of the Articles of Incorporation will be the prevailing text.

8. Miscellaneous.

After due and careful deliberation, the following RESOLUTIONS were taken by a majority of votes:

First resolution

The shareholders RESOLVE to insert a new paragraph in Article 14 of the Articles of Incorporation with effect as of 8 April 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 20 December 2002 on Undertakings for Collective Investment, as amended from time to time, in order to carry out the functions described in Annex II of the Law of 20 December 2002 on Undertakings for Collective Investment, as amended from time to time."

Second resolution

The shareholders RESOLVE to insert a new paragraph in Article 17 of the Articles of Incorporation with effect as of 8 April 2011 in order to provide the Company with the authority to perform cross-sub-fund investments. The new text of Article 17, paragraph 2.5 of the Articles of Incorporation will read as follows:

" **2.5.** 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 20 December 2002 on Undertakings for Collective Investment; 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 shareholders RESOLVE to amend Articles 5, 10 and 25 of the Articles of Incorporation with effect as of 8 April 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 shareholders RESOLVE to amend the third paragraph of Article 23 of the Articles of Incorporation with effect as of 8 April 2011 in order to change the date of the annual general meeting from 20 January to 20 March of each year.

Fifth resolution

The shareholders RESOLVE 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")."

Sixth resolution

The shareholders RESOLVE 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.

Seventh resolution

The shareholders RESOLVE to 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 resolve that the English version of the Articles of Incorporation will be the prevailing text.

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") qualifiying as an investment company with variable share capital ("société d'investissement à capital variable" or "SICAV") bearing the name UBS (Lux) Sicav 1 (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) with 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 of EUR 1,250,000.00 (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 in-

vestments 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 document 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 said notice 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 determined, 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 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

j) 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.

C. 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 provides 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, subdelegate 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 agréé") 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 10.15 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 the 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 October and ends on 30 September.

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.

A. 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 a 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 - C. WERSANDT.

Enregistré à Luxembourg Actes Civils, le 18 avril 2011. Relation: LAC/2011/17830. Reçu soixante-quinze euros (75,- EUR).

Le Receveur ff. (signé): Carole FRISING.

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

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

Référence de publication: 2011109054/1169.

(110125015) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er août 2011.

Health International Publishing S.A., Société Anonyme.

Siège social: L-1258 Luxembourg, 4, rue Jean-Pierre Brasseur.

R.C.S. Luxembourg B 108.049.

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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: 2011091836/9.

(110103717) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Health Prevention Management S.A., Société Anonyme.

Siège social: L-1258 Luxembourg, 4, rue Jean-Pierre Brasseur.

R.C.S. Luxembourg B 142.845.

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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: 2011091837/9.

(110103718) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Highgate Finance & Holding S.A. - SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.

R.C.S. Luxembourg B 30.438.

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Le bilan et l'annexe au 31 décembre 2010, ainsi que les autres documents et informations qui s'y rapportent, 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 HIGHGATE FINANCE & HOLDING S.A.-SPF
Société anonyme de gestion de patrimoine familial
Signatures
Administrateur / Administrateur

Référence de publication: 2011091838/14.

(110104300) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Immo Glasbur S.àr.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-7220 Walferdange, 122, route de Diekirch.

R.C.S. Luxembourg B 131.905.

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Il résulte des résolutions prises par les associés en date du 03.06.2011 que le siège de la société est transféré de son adresse actuelle à L-7220 Walferdange, 122, route de Diekirch, avec effet immédiat.

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

Walferdange, le 10 juin 2011.
Pour la Société
Bernard ELVINGER

Référence de publication: 2011091840/13.

(110103768) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Island Acquisition S.à r.l, Société à responsabilité limitée.

Capital social: EUR 215.500,00.

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

R.C.S. Luxembourg B 157.006.

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Les comptes annuels pour la période du 8 novembre 2010 (date de constitution) au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 30 juin 2011.

Référence de publication: 2011091848/12.

(110103662) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

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

Siège social: L-5885 Hesperange, 359, route de Thionville.

R.C.S. Luxembourg B 146.151.

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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: 2011091851/10.

(110104106) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Immo Am Bongert, Société à responsabilité limitée.

Siège social: L-7216 Bereldange, 14D, rue Bour.

R.C.S. Luxembourg B 111.510.

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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: 2011091852/10.

(110104105) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Koren S.A., Société Anonyme.

Siège social: L-1510 Luxembourg, 38, avenue de la Faïencerie.

R.C.S. Luxembourg B 133.362.

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EXTRAIT

Il résulte du procès verbal de l'Assemblée Générale Extraordinaire du 22 avril 2011 que:

- SER.COM S.à.r.l. ayant son siège à Luxembourg, 72 avenue de la Faïencerie L-1510 a été nommée Commisaire en remplacement de AUDIT.LU, commissaire démissionnaire.

Son mandat prendra fin à l'issue de l'Assemblée générale ordinaire qui se tiendra en 2012.

Pour extrait conforme
Luxembourg, le 04 juillet 2011.

Référence de publication: 2011091880/14.

(110104278) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Immo Walfer S.à r.l., Société à responsabilité limitée.

Siège social: L-7220 Walferdange, 122, route de Diekirch.

R.C.S. Luxembourg B 105.854.

—

Il résulte des résolutions prises par les associés en date du 03.06.2011 que le siège de la société est transféré de son adresse actuelle à L-7220 Walferdange, 122, route de Diekirch, avec effet immédiat.

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

Walferdange, le 10 juin 2011.
Pour la Société
Bernard ELVINGER

Référence de publication: 2011091842/13.

(110103800) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Interactive Development S.A., Société Anonyme.

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

R.C.S. Luxembourg B 54.023.

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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.

FIDUPAR
1, rue Joseph Hackin
L-1746 Luxembourg
Signature

Référence de publication: 2011092311/13.

(110104243) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

ING Private Equity Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1470 Luxembourg, 52, route d'Esch.

R.C.S. Luxembourg B 81.366.

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Les comptes annuels de la Société 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 16 juin 2011.
Par délégation
Signatures

Référence de publication: 2011092308/13.

(110103860) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Harmony Hall S.A., Société Anonyme.

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

R.C.S. Luxembourg B 68.696.

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Les comptes annuels au 30 novembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2011091832/10.

(110103305) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

HPT Service S.A., Société Anonyme.

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

R.C.S. Luxembourg B 82.692.

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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: 2011091839/10.

(110103384) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

Evolution & Co S.A., Société Anonyme.

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

R.C.S. Luxembourg B 134.466.

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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: 2011090788/10.

(110102410) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Fiduciaire Treuconsult S.A., Société Anonyme.

Siège social: L-1945 Luxembourg, 3, rue de la Loge.

R.C.S. Luxembourg B 135.196.

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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: 2011090790/10.

(110102964) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

FMC Trust Finance S.à r.l. Luxembourg III, Société à responsabilité limitée.

Capital social: USD 50.000,00.

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

R.C.S. Luxembourg B 82.321.

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Auszug der Beschlussfassungen der ordentlichen Gesellschafterversammlung vom 30. Juni 2011

Die ordentliche Gesellschafterversammlung beschloss, das Mandat von KPMG Audit S.àr.l., mit Gesellschaftssitz in L-2520 Luxemburg, 9, allée Scheffer als Abschlussprüfer bis zur Abhaltung der Jahreshauptversammlung im Jahre 2012 zu verlängern.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 30. Juni 2011.

Référence de publication: 2011090806/13.

(110101989) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Flint Group Holdings S.à r.l., Société à responsabilité limitée.

Capital social: EUR 10.718.675,00.

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

R.C.S. Luxembourg B 124.222.

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Les comptes consolidés 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 24 juin 2011.

Référence de publication: 2011090793/12.

(110103065) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Flint Group S.A., Société Anonyme.

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

R.C.S. Luxembourg B 102.802.

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Les comptes consolidés 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 21 juin 2010.

Référence de publication: 2011090794/11.

(110103066) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Fanopi S.A., Société Anonyme.

Siège social: L-1840 Luxembourg, 9A, boulevard Joseph II.

R.C.S. Luxembourg B 57.264.

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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: 2011090797/10.

(110101800) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Fletcher Investment S.A., Société Anonyme.

Siège social: L-4240 Esch-sur-Alzette, 36, rue Emile Mayrisch.

R.C.S. Luxembourg B 149.350.

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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: 2011090805/10.

(110102645) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

FMC Trust Finance S.à r.l. Luxembourg III, Société à responsabilité limitée.

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

R.C.S. Luxembourg B 82.321.

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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.

Morgane IMGRUND.

Référence de publication: 2011090807/10.

(110101990) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Fab-Power S.A., Société Anonyme.

Siège social: L-1420 Luxembourg, 15-17, avenue Gaston Diderich.

R.C.S. Luxembourg B 49.536.

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Rectificatif au bilan 31/12/2010 déposé au R.C.S. le 07/06/2011, réf L110087406

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: 2011090795/11.

(110101708) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Fersach S.A., Société Anonyme.

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

R.C.S. Luxembourg B 49.105.

—

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

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

Luxembourg.

Pour la société

Un mandataire

Référence de publication: 2011090798/12.

(110102914) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Forestalux SA, Société Anonyme.

Siège social: L-9161 Ingeldorf, 17, Clos du Berger.

R.C.S. Luxembourg B 96.825.

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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: 2011090808/10.

(110101826) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Future Development International S.A., Société Anonyme.

Siège social: L-1420 Luxembourg, 15-17, avenue Gaston Diderich.

R.C.S. Luxembourg B 94.482.

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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 30 juin 2011. Signature.

Référence de publication: 2011090813/10.

(110102180) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Future I S.A., Société Anonyme.

Siège social: L-4240 Esch-sur-Alzette, 36, rue Emile Mayrisch.

R.C.S. Luxembourg B 148.266.

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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: 2011090814/10.

(110102646) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Flentge Holding B.V., Société à responsabilité limitée.

Capital social: EUR 18.855,00.

Siège de direction effectif: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 90.215.

—

Il est porté à la connaissance de qui de droit que l'Associé Unique de la société Monsieur Antonie Lubertus FLENTGE a changé d'adresse et demeure désormais Vogelzand 2406 à NL-1788 GG Julianadorp.

Il est également porté à la connaissance de qui de droit que le Gérant Unique de la société à savoir Lux Business Management S.à.r.l. a changé d'adresse et a désormais son siège social 40, avenue Monterey à L-2163 Luxembourg.

Luxembourg, le 24 juin 2011.

Pour extrait conforme

Pour la société

Un mandataire

Référence de publication: 2011090792/16.

(110102904) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Fincom Developpement S.A., Société Anonyme.

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

R.C.S. Luxembourg B 139.197.

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Extrait des résolutions prises lors de l'assemblée générale extraordinaire des actionnaires tenue au siège social à Luxembourg, le 24 juin 2011

La démission de Monsieur Mohammed KARA de son poste de commissaire aux comptes de la société est acceptée.

Monsieur Robert REGGIORI, expert-comptable, 17, rue Beaumont, L-1219 Luxembourg, est nommé nouveau commissaire aux comptes de la société. Son mandat viendra à échéance lors de l'Assemblée Générale Statutaire de l'an 2011.

Pour extrait sincère et conforme

FINCOM DEVELOPPEMENT S.A.

Alexis DE BERNARDI

Administrateur

Référence de publication: 2011090802/16.

(110101694) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Future II S.A., Société Anonyme.

Siège social: L-4240 Esch-sur-Alzette, 36, rue Emile Mayrisch.

R.C.S. Luxembourg B 148.267.

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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: 2011090815/10.

(110102647) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

GDF Suez LNG Liquefaction S.A., Société Anonyme.

Siège social: L-1611 Luxembourg, 65, avenue de la Gare.

R.C.S. Luxembourg B 95.782.

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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.

Francis BRETNACHER

Managing Director

Référence de publication: 2011090829/11.

(110102308) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Fersen S.A., Société Anonyme.

Siège social: L-2180 Luxembourg, 5, rue Jean Monnet.

R.C.S. Luxembourg B 73.768.

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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.

Fersen S.A.
Société Anonyme
Signatures

Référence de publication: 2011090799/12.

(110102543) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

First Logistics AG, Société Anonyme.

Siège social: L-5366 Munsbach, Zone Industrielle.

R.C.S. Luxembourg B 97.565.

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Auszug aus dem Protokoll der ausserordentlichen Hauptversammlung vom 2/1/2011

1. Herr Emil SCHRAMER legt seinen Mandat als Verwaltungsratsmitglied sowie Delegierten des Verwaltungsrats nieder. An Stelle von Herrn Emil SCHRAMER wird Frau Karin NAWRATH geboren in Zabrze-Hindenburg in Polen am 01/02/1959 und wohnhaft in Caspar-Olivian Strasse 41, D-54294 TRIER als Verwaltungsratsmitglied ernannt bis zur Generalversammlung welche im Jahr 2013 stattfindet.

2. Frau Sabine NEY wohnhaft in D-54536 KRÖV, Auf Trommerststrasse 12, wird als Delegierte und Präsidentin des Verwaltungsrates ernannt und mit der täglichen Geschäftsführung beauftragt bis zur Generalversammlung welche im Jahr 2013 stattfindet.

3. Die Gesellschaft wird rechtsgültig vertreten durch die alleinige Unterschrift des Delegierten des Verwaltungsrates

Référence de publication: 2011090804/16.

(110102935) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

FW Europe Financial Holdings S.à r.l., Société à responsabilité limitée.

Capital social: EUR 15.000,00.

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

R.C.S. Luxembourg B 149.940.

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Les comptes annuels pour la période du 4 décembre 2009 (date de constitution) 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 27 juin 2011.

Référence de publication: 2011090817/12.

(110103069) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

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

Capital social: USD 111.025.000,00.

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

R.C.S. Luxembourg B 149.941.

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Les comptes annuels pour la période du 4 décembre 2009 (date de constitution) 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 27 juin 2011.

Référence de publication: 2011090818/12.

(110103070) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Future Real Estate S.A., Société Anonyme.

Siège social: L-4240 Esch-sur-Alzette, 36, rue Emile Mayrisch.

R.C.S. Luxembourg B 148.265.

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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: 2011090816/10.

(110102648) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

G.A.L. 2002 S.A., Société Anonyme.

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

R.C.S. Luxembourg B 86.858.

—

Extrait des résolutions prises lors de l'assemblée générale ordinaire des actionnaires tenue au siège social à Luxembourg, le 27 juin 2011

Monsieur DIEDERICH Georges et Monsieur DE BERNARDI Alexis sont renommés administrateurs.

Monsieur HEITZ Jean-Marc est renommé commissaire aux comptes.

Monsieur DE BERNARDI Alexis est nommé Président du Conseil d'administration.

Les mandats viendront à échéance lors de l'Assemblée Générale Statutaire de l'an 2014.

Monsieur MARIANI Daniele ne renouvelle pas son mandat.

Pour extrait sincère et conforme
G.A.L. 2002 S.A.
Régis DONATI
Administrateur

Référence de publication: 2011090820/18.

(110101696) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

G-P Latin America S.à r.l., Société à responsabilité limitée.

Capital social: USD 20.000,00.

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

R.C.S. Luxembourg B 144.619.

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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 G-P Latin America S.à r.l.
Un mandataire

Référence de publication: 2011090821/12.

(110102136) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Georgia-Pacific Finance Consolidation S.à r.l., Société à responsabilité limitée.

Capital social: USD 35.283,00.

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

R.C.S. Luxembourg B 154.688.

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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 Georgia-Pacific Finance Consolidation S.à r.l.
Un mandataire

Référence de publication: 2011090823/12.

(110102137) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Gaia International Holding S.à r.l., Société à responsabilité limitée,

(anc. Serenity Hospitality Trading S.à r.l.).

Siège social: L-2128 Luxembourg, 22, rue Marie-Adélaïde.

R.C.S. Luxembourg B 143.035.

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

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

Référence de publication: 2011090822/10.

(110103159) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

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

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 157.632.

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En date du 1 er juin 2011, l'associé PWREF I Holding S.à r.L, avec siège social au 22, Grand Rue, L-1660 Luxembourg, a cédé la totalité de ses 12 500 parts sociales à Blue Grafton S. à r.L, avec siège social au 22, Grand Rue, L-1660 Luxembourg, qui les acquiert.

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

Luxembourg, le 30 juin 2011.

Référence de publication: 2011090827/13.

(110102106) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Euro-Link S.A., Société Anonyme Soparfi.

Siège social: L-1470 Luxembourg, 50, route d'Esch.

R.C.S. Luxembourg B 28.123.

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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.

Signature.

Référence de publication: 2011090784/10.

(110102610) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Europe Trading Company S.A., Société Anonyme.

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

R.C.S. Luxembourg B 146.694.

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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: 2011090785/10.

(110102417) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Gizmo Invest S.A., Société Anonyme.

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

R.C.S. Luxembourg B 35.650.

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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.

Signature.

Référence de publication: 2011090853/10.

(110102247) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Georgia-Pacific S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 51.140.650,00.

Siège social: L-1470 Luxembourg, 25, route d'Esch.

R.C.S. Luxembourg B 67.134.

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Les comptes consolidés au 31 décembre 2010 de la Société, ainsi que les autres documents et informations qui s'y rapportent, ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 30 juin 2011.

Pour extrait conforme
ATOZ SA
Aerogolf Center - Bloc B
1, Heienhaff
L-1736 Sennigerberg
Signature

Référence de publication: 2011090850/18.

(110102782) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Amromco Lux S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 161.319.

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STATUTES

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

Before us, Maître Henri Hellinckx, notary residing at Luxembourg, Grand Duchy of Luxembourg.

THERE APPEARED:

Amromco Holdings L.P., a limited partnership incorporated and organized under the laws of the Cayman Islands, having its registered office at the offices of Walkers Corporate Service Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9005, Cayman Islands, registered with the registrar of exempted limited partnership of the Cayman Islands under number WK-48088.

here represented by Aurélien le Ret, employee, with professional address at 18-20 rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg, by virtue of a power of attorney, given under private seal.

Such power of attorney, after having been signed ne varietur by the representative of the appearing party and the undersigned notary, will remain annexed to this deed for the purpose of registration.

The appearing party, represented as above, has requested the undersigned notary, to state as follows the articles of incorporation of a private limited liability company (société à responsabilité limitée), which is hereby incorporated:

I. Name - Registered office - Object - Duration

Art. 1. Name. The name of the company is "Amromco Lux S.à r.l." (the Company). The Company is a private limited liability company (société à responsabilité limitée) governed by the laws of the Grand Duchy of Luxembourg and, in particular, the law of August 10, 1915, on commercial companies, as amended (the Law), and these articles of incorporation (the Articles).

Art. 2. Registered office.

2.1. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. It may be transferred within the municipality by a resolution of the board of managers. The registered office may be transferred to any other place in the Grand Duchy of Luxembourg by a resolution of the shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

2.2. Branches, subsidiaries or other offices may be established in the Grand Duchy of Luxembourg or abroad by a resolution of the board of managers. Where the board of managers determines that extraordinary political or military developments or events have occurred or are imminent and that these developments or events may interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these circumstances. Such temporary measures have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, remains a Luxembourg incorporated company.

Art. 3. Corporate object.

3.1. The purpose of the Company is the acquisition of participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such participations. The Company may in particular acquire by subscription, purchase and exchange or in any other manner any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

3.2. The Company may borrow in any form, except by way of public offer. It may issue, by way of private placement only, notes, bonds and any kind of debt and equity securities. The Company may lend funds including, without limitation, the proceeds of any borrowings, to its subsidiaries, affiliated companies and any other companies. The Company may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over all or some of its assets to guarantee its own obligations and those of any other company, and, generally, for its own benefit and that of any other company or person. For the avoidance of doubt, the Company may not carry out any regulated activities of the financial sector without having obtained the required authorisation.

3.3. The Company may use any techniques and instruments to efficiently manage its investments and to protect itself against credit risks, currency exchange exposure, interest rate risks and other risks.

3.4. The Company may carry out any commercial, financial or industrial operations and any transactions with respect to real estate or movable property which, directly or indirectly, favour or relate to its corporate object.

Art. 4. Duration.

4.1. The Company is formed for an unlimited duration.

4.2. The Company is not dissolved by reason of the death, suspension of civil rights, incapacity, insolvency, bankruptcy or any similar event affecting one or several shareholders.

II. Capital - Shares

Art. 5. Capital.

5.1. The share capital of the Company is set at twenty thousand United States Dollars (USD 20,000.-) represented by:

- nineteen thousand nine hundred and ninety one (19,991.-) ordinary shares (in case of plurality, the Class of Ordinary Shares and individually, a Class of Ordinary Share),
- one (1.-) class A share (in case of plurality, the Class A Shares and individually, a Class A Share),
- one (1.-) class B share (in case of plurality, the Class B Shares and individually, a Class B Share),
- one (1.-) class C share (in case of plurality, the Class C Shares and individually, a Class C Share),
- one (1.-) class D share (in case of plurality, the Class D Shares and individually, a Class D Share),
- one (1.-) class E share (in case of plurality, the Class E Shares and individually, a Class E Share),
- one (1.-) class F share (in case of plurality, the Class F Shares and individually, a Class F Share),
- one (1.-) class G share (in case of plurality, the Class G Shares and individually, a Class G Share),
- one (1.-) class H share (in case of plurality, the Class H Shares and individually, a Class H Share), and
- one (1.-) class I share (in case of plurality, the Class I Shares and individually, a Class I Share),

in registered form, having a par value of one United States Dollar (USD 1.-) each, all of which are fully paid up.

5.2. The share capital may be increased or decreased in one or several times by a resolution of the shareholders, acting in accordance with the conditions prescribed for the amendment of the Articles.

5.3. In addition to the share capital, there may be set up a premium account into which any premium paid on any share in addition to its par value is transferred. The amount of the premium account may be used for the purpose of the repurchase of any class of shares as per article 7 of the Articles, to offset any net realized losses, to make distributions to the shareholders or to allocate funds to the legal reserve.

Art. 6. Shares.

6.1. The shares are indivisible and the Company recognises only one (1) owner per share.

6.2. Shares are freely transferable among shareholders.

Where the Company has a sole shareholder, shares are freely transferable to third parties.

Where the Company has more than one shareholder, the transfer of shares (inter vivos) to third parties is subject to the prior approval of the shareholders representing at least three-quarters of the share capital.

A share transfer is only binding upon the Company or third parties following a notification to, or acceptance by, the Company in accordance with article 1690 of the Civil Code.

6.3. A register of shareholders is kept at the registered office and may be examined by each shareholder upon request.

Art. 7. Redemption of shares.

7.1. In the course of any given financial year, the Company may repurchase, at the option of its shareholders, any class of shares at a repurchase price as determined by the board of managers.

7.2. The repurchase of any class of shares in accordance with article 7.1 of the Articles is permitted provided that: (i) the repurchase is performed in reverse alphabetical order, it being understood that the Class of Ordinary Shares shall be the last class of shares to be repurchased; (ii) a class of shares is always repurchased in full; (iii) the net assets of the Company, as evidenced in the interim accounts of the Company to be prepared by the board of managers, are not, or following the repurchase would not become, lower than the amount of the share capital of the Company plus the reserves which may not be distributed under the laws of the Grand Duchy of Luxembourg and / or the Articles; (iv) the repurchase price does not exceed the amount of profits of the current financial year plus any profits carried forward and any amounts drawn from the Company's reserves available for such purpose, less any losses of the current financial year, any losses carried forward and sums to be allocated in reserve under the laws of the Grand Duchy of Luxembourg and / or the Articles; and (v) the repurchase is followed by a reduction of the capital of the Company. The repurchase shall be decided by the shareholders in accordance with article 7 of the Articles.

III. Management - Representation

Art. 8. Appointment and Removal of managers.

8.1. The Company is managed by one or more managers appointed by a resolution of the shareholders, which sets the term of their office. The managers need not be shareholders.

8.2. The managers may be removed at any time (with or without cause) by a resolution of the shareholders.

Art. 9. Board of managers. If several managers are appointed, they shall constitute the board of managers (the Board). The shareholders may appoint class A managers and class B managers.

9.1. Powers of the board of managers

(i) All powers not expressly reserved to the shareholders by the Law or the Articles fall within the competence of the Board, who has all powers to carry out and approve all acts and operations consistent with the corporate object.

(ii) Special and limited powers may be delegated for specific matters to one or more agents by the Board.

9.2. Procedure

(i) The Board meets upon the request of any manager, at the place indicated in the convening notice which, in principle, is in Luxembourg.

(ii) Written notice of any meeting of the Board is given to all managers at least eight (8) days in advance, except in case of emergency, the nature and circumstances of which are set forth in the notice of the meeting.

(iii) No notice is required if all members of the Board are present or represented and if they state to have full knowledge of the agenda of the meeting. Notice of a meeting may also be waived by a manager, either before or after a meeting. Separate written notices are not required for meetings that are held at times and places indicated in a schedule previously adopted by the Board.

(iv) A manager may grant a power of attorney to another manager in order to be represented at any meeting of the Board.

(v) The Board can validly deliberate and act only if a majority of its members is present or represented provided that, if the shareholders have appointed one or several class A managers and one or several class B managers, the Board can only validly deliberate and act if there is also at least one class A manager present or represented and at least one class B manager present or represented.

(vi) Resolutions of the Board are validly taken by a majority of the votes of the managers present or represented provided that, if the shareholders have appointed one or several class A managers and one or several class B managers, resolutions of the Board are also taken by the affirmative votes of a majority of class A managers present or represented and a majority of class B managers present or represented.

(vii) The resolutions of the Board are recorded in minutes signed by the chairman of the meeting or, if no chairman has been appointed, by all the managers present or represented.

(viii) Any manager may participate in any meeting of the Board by telephone or video conference or by any other means of communication allowing all the persons taking part in the meeting to identify, hear and speak to each other. The participation by these means is deemed equivalent to a participation in person at a meeting duly convened and held.

(ix) Circular resolutions signed by all the managers (the Managers Circular Resolutions), are valid and binding as if passed at a Board meeting duly convened and held and bear the date of the last signature.

9.3. Representation

(i) The Company is bound towards third parties in all matters by the joint signatures of any two managers provided that, if the shareholders have appointed one or several class A managers and one or several class B managers, the Company is bound towards third parties in all matters by the joint signatures of any class A manager and any class B manager.

(ii) The Company shall also be bound towards third parties by the signature of any person to whom special powers have been delegated.

Art. 10. Sole manager.

10.1. If the Company is managed by a sole manager, any reference in the Articles to the Board or the managers is to be read as a reference to such sole manager, as appropriate.

10.2. The Company is bound towards third parties by the signature of the sole manager.

10.3. The Company is also bound towards third parties by the signature of any persons to whom special powers have been delegated.

Art. 11. Liability of the managers.

11.1. The managers may not, by reason of their mandate, be held personally liable for any commitments validly made by them in the name of the Company, provided such commitments comply with the Articles and the Law.

IV. Shareholder(s)

Art. 12. General meetings of shareholders and Shareholders circular resolutions.

12.1. Powers and voting rights

(i) Resolutions of the shareholders are adopted at a general meeting of shareholders (the General Meeting) or by way of circular resolutions (the Shareholders Circular Resolutions).

(ii) Where resolutions are to be adopted by way of Shareholders Circular Resolutions, the text of the resolutions is sent to all the shareholders, in accordance with the Articles. Shareholders Circular Resolutions signed by all the shareholders are valid and binding as if passed at a General Meeting duly convened and held and bear the date of the last signature.

(iii) Each share entitles to one (1) vote.

12.2. Notices, quorum, majority and voting procedures

(i) The shareholders are convened to General Meetings or consulted in writing at the initiative of any manager or shareholders representing more than one-half of the share capital.

(ii) Written notice of any General Meeting is given to all shareholders at least eight (8) days in advance of the date of the meeting, except in case of emergency, the nature and circumstances of which are set forth in the notice of the meeting.

(iii) General Meetings are held at such place and time specified in the notices.

(iv) If all the shareholders are present or represented and consider themselves as duly convened and informed of the agenda of the meeting, the General Meeting may be held without prior notice.

(v) A shareholder may grant a written power of attorney to another person, whether or not a shareholder, in order to be represented at any General Meeting.

(vi) Resolutions to be adopted at General Meetings or by way of Shareholders Circular Resolutions are passed by shareholders owning more than one-half of the share capital. If this majority is not reached at the first General Meeting or first written consultation, the shareholders are convened by registered letter to a second General Meeting or consulted a second time and the resolutions are adopted at the General Meeting or by Shareholders Circular Resolutions by a majority of the votes cast, regardless of the proportion of the share capital represented.

(vii) The Articles are amended with the consent of a majority (in number) of shareholders owning at least three-quarters of the share capital.

(viii) Any change in the nationality of the Company and any increase of a shareholder's commitment in the Company require the unanimous consent of the shareholders.

Art. 13. Sole shareholder.

13.1. Where the number of shareholders is reduced to one (1), the sole shareholder exercises all powers conferred by the Law to the General Meeting.

13.2. Any reference in the Articles to the shareholders and the General Meeting or to Shareholders Circular Resolutions is to be read as a reference to such sole shareholder or the resolutions of the latter, as appropriate.

13.3. The resolutions of the sole shareholder are recorded in minutes or drawn up in writing.

V. Annual accounts - Allocation of profits - Supervision

Art. 14. Financial year and Approval of annual accounts.

14.1. The financial year begins on the first (1) of January and ends on the thirty-first (31) of December of each year.

14.2. Each year, the Board prepares the balance sheet and the profit and loss account, as well as an inventory indicating the value of the Company's assets and liabilities, with an annex summarising the Company's commitments and the debts of the manager(s) and shareholders towards the Company.

14.3. Each shareholder may inspect the inventory and the balance sheet at the registered office.

14.4. The balance sheet and profit and loss account are approved at the annual General Meeting or by way of Shareholders Circular Resolutions within six (6) months from the closing of the financial year.

14.5. In case the number of shareholders of the Company exceeds twenty-five, the annual General Meeting of the Company shall be held each year on the first Tuesday of June each year at 3.00 pm at the registered office of the Company,

and if such day is not a day on which banks are opened for general business in the city of Luxembourg (i.e. a Business Day), on the next following Business Day at the same time and place.

14.6. The annual accounts must be filed with the Luxembourg Register of Commerce and Companies within the month of their approval by the annual General Meeting and at the latest within seven months after the date of closing of the financial year.

Art. 15. Réviseurs d'entreprises.

15.1. The operations of the Company are supervised by one or several réviseurs d'entreprises, when so required by law.

15.2. The shareholders appoint the réviseurs d'entreprises, if any, and determine their number, remuneration and the term of their office, which may not exceed six (6) years. The réviseurs d'entreprises may be re-appointed.

Art. 16. Allocation of profits.

16.1. From the annual net profits of the Company, five per cent (5%) is allocated to the reserve required by Law. This allocation ceases to be required when the legal reserve reaches an amount equal to ten per cent (10%) of the share capital.

16.2. The shareholders determine how the balance of the annual net profits is allocated. It may allocate such balance to the payment of a dividend, transfer such balance to a reserve account or carry it forward in accordance with applicable legal provisions.

16.3. Interim dividends may be distributed, at any time, under the following conditions:

(i) interim accounts are drawn up by the Board;

(ii) these interim accounts show that sufficient profits and other reserves (including share premium) are available for distribution; it being understood that the amount to be distributed may not exceed profits made since the end of the last financial year for which the annual accounts have been approved, if any, increased by carried forward profits and distributable reserves, and decreased by carried forward losses and sums to be allocated to the legal reserve;

(iii) the decision to distribute interim dividends must be taken by the Board within two (2) months from the date of the interim accounts;

(iv) the rights of the creditors of the Company are not threatened, taking into account the assets of the Company; and

(v) where the interim dividends paid exceed the distributable profits at the end of the financial year, the shareholders must refund the excess to the Company.

VI. Dissolution - Liquidation

17.1. The Company may be dissolved at any time, by a resolution of the shareholders, adopted with the consent of a majority (in number) of shareholders owning at least three-quarters of the share capital. The shareholders appoint one or several liquidators, who need not be shareholders, to carry out the liquidation and determine their number, powers and remuneration. Unless otherwise decided by the shareholders, the liquidators have the broadest powers to realise the assets and pay the liabilities of the Company.

17.2. The surplus after the realisation of the assets and the payment of the liabilities is distributed to the shareholders in proportion to the shares held by each of them.

VII. General provisions

18.1. Notices and communications are made or waived and the Managers Circular Resolutions as well as the Shareholders Circular Resolutions are evidenced in writing, by telegram, telefax, e-mail or any other means of electronic communication.

18.2. Powers of attorney are circulated by any of the means described above. Powers of attorney in connection with Board meetings may also be granted by a manager in accordance with such conditions as may be accepted by the Board.

18.3. Signatures shall be in handwritten form. Signatures of the Managers Circular Resolutions, the resolutions adopted by the Board by telephone or video conference and the Shareholders Circular Resolutions, as the case may be, are affixed on one original or on several counterparts of the same document, all of which taken together constitute one and the same document.

18.4. All matters not expressly governed by the Articles are determined in accordance with the law and, subject to any non waivable provisions of the law, any agreement entered into by the shareholders from time to time.

Transitory provision

The first financial year begins on the date of this deed and ends on December 31, 2011.

Subscription and Payment

Amromco Holdings L.P., represented as stated above, subscribes to nineteen thousand nine hundred and ninety one (19,991.-) Class of Ordinary Shares, one (1.-) Class A Share, one (1.-) Class B Share, one (1.-) Class C Share, one (1.-)

Class D Share, one (1.-) Class E Share, one (1.-) Class F Share, one (1.-) Class G Share, one (1.-) Class H Share and one (1.-) Class I Share, in registered form, having a par value of one United States Dollar each (USD 1.-) each, and agrees to pay them in full by a contribution in cash in an aggregate amount of one hundred thousand United States Dollars (USD 100,000.-), it being understood that such contribution in cash shall be allocated as follows:

(i) twenty thousand United States Dollars (USD 20,000.-) is allocated to the share capital account of the Company; and

(ii) eighty thousand United States Dollars (USD 80,000.-) is allocated to the share premium reserve account of the Company.

The amount of one hundred thousand United States Dollars (USD 100,000.-) is at the disposal of the Company, evidence of which has been given to the undersigned notary.

Costs

The expenses, costs, fees and charges of any kind whatsoever to be borne by the Company in connection with its incorporation are estimated at approximately EUR 1,500.

Resolutions of the sole shareholder

Immediately after the incorporation of the Company, the sole shareholder of the Company, representing the entire subscribed capital, has passed the following resolutions:

1. The following persons are appointed as class A managers of the Company for an indefinite period:

- Joel Lambert, Associate General Counsel, born on December 15, 1968, in Illinois, United States of America, with professional address at 600 Travis, Suite 6000, Houston, Texas, 77002 United States of America; and

- Alex Krueger, Managing Director, born on February 19, 1974, in Texas, United States of America, with professional address at 25 Victoria Street, London, SW1H 0EX, United Kingdom.

2. The following persons are appointed as class B managers of the Company for an indefinite period:

- Hille-Paul Schut, Team Director, born on September 29, 1977 in 's-Gravenhage, The Netherlands, with professional address at 13-15 avenue de la Liberté, L-1931, Luxembourg, Grand Duchy of Luxembourg;

- Jean Gil Pires, Senior Account Manager, born on November 30, 1969 in Luxembourg, Grand Duchy of Luxembourg, with professional address at 13-15, Avenue de la Liberté, L-1931 Luxembourg, Grand Duchy of Luxembourg; and

- ATC Management (Luxembourg) S.à r.l., a Luxembourg private limited liability company (société à responsabilité limitée) having its registered office at 13-15 avenue de la Liberté, L-1931, Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B 103.336 and having a share capital of twelve thousand five hundred euro (EUR 12,500.-).

3. The registered office of the Company is set at 13-15, Avenue de la Liberté, L-1931 Luxembourg, Grand Duchy of Luxembourg.

Declaration

The undersigned notary, who understands and speaks English, states that on the request of the appearing party, this deed is drawn up in English, followed by a French version and, in case of divergences between the English text and the French text, the English text prevails.

WHEREOF this deed was drawn up in Luxembourg, on the day stated above.

This deed has been read to the representative of the appearing party, and signed by the latter with the undersigned notary.

Suit la traduction française du texte qui précède:

L'an deux mille onze, le sixième jour du mois de juin.

Pardevant Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

A COMPARU:

Amromco Holdings L.P., une société en commandite (limited partnership) constituée et régie par les lois des Îles Caïmans, dont le siège social se situe auprès de Walkers Corporate Service Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9005, Îles Caïmans, immatriculée auprès du Registrar of exempted limited partnerships des Îles Caïmans sous le numéro WK-48088.

représentée par Aurélien Le Ret, employé, résidant professionnellement au 18-20 rue Edward Steichen, L-2540 Luxembourg, Grand-Duché de Luxembourg, en vertu d'une procuration donnée sous seing privé.

Ladite procuration, après avoir été signée ne varietur par le mandataire de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour les formalités de l'enregistrement.

La partie comparante, représentée comme indiqué ci-dessus, a prié le notaire instrumentant d'acter de la façon suivante les statuts d'une société à responsabilité limitée qui est ainsi constituée:

I. Dénomination - Siège social - Objet - Durée

Art. 1 er . Dénomination. Le nom de la société est "Amromco Lux S.à r.l." (la Société). La Société est une société à responsabilité limitée régie par les lois du Grand-Duché de Luxembourg, et en particulier par la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la Loi), ainsi que par les présents statuts (les Statuts).

Art. 2. Siège social.

2.1. Le siège social de la Société est établi à Luxembourg, Grand-Duché de Luxembourg. Il peut être transféré dans la commune par décision du conseil de gérance. Le siège social peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par une résolution des associés, selon les modalités requises pour la modification des Statuts.

2.2. Il peut être créé des succursales, filiales ou autres bureaux tant au Grand-Duché de Luxembourg qu'à l'étranger par décision du conseil de gérance. Lorsque le conseil de gérance estime que des développements ou événements extraordinaires d'ordre politique ou militaire se sont produits ou sont imminents, et que ces développements ou évènements sont de nature compromettre les activités normales de la Société à son siège social, ou la communication aisée entre le siège social et l'étranger, le siège social peut être transféré provisoirement à l'étranger, jusqu'à cessation complète de ces circonstances. Ces mesures provisoires n'ont aucun effet sur la nationalité de la Société qui, nonobstant le transfert provisoire de son siège social, reste une société luxembourgeoise.

Art. 3. Objet social.

3.1. L'objet de la Société est la prise de participations, tant au Luxembourg qu'à l'étranger, dans toutes sociétés ou entreprises sous quelque forme que ce soit, et la gestion de ces participations. La Société peut notamment acquérir par souscription, achat et échange ou de toute autre manière tous les titres, actions et autres valeurs de participation, obligations, créances, certificats de dépôt et autres instruments de dette, et plus généralement, toutes valeurs et instruments financiers émis par toute entité publique ou privée. Elle peut participer à la création, au développement, à la gestion et au contrôle de toute société ou entreprise. Elle peut en outre investir dans l'acquisition et la gestion d'un portefeuille de brevets ou d'autres droits de propriété intellectuelle de quelque nature ou origine que ce soit.

3.2. La Société peut emprunter sous quelque forme que ce soit, sauf par voie d'offre publique. Elle peut procéder, uniquement par voie de placement privé, à l'émission de billets à ordre, d'obligations et de titres et instruments de toute autre nature. La Société peut prêter des fonds, y compris notamment, les revenus de tout emprunt, à ses filiales, sociétés affiliées ainsi qu'à toutes autres sociétés. La Société peut également consentir des garanties et nantir, céder, grever de charges ou autrement créer et accorder des sûretés sur toute ou partie de ses actifs afin de garantir ses propres obligations et celles de toute autre société et, de manière générale, en sa faveur et en faveur de toute autre société ou personne. En tout état de cause, la Société ne peut effectuer aucune activité réglementée du secteur financier sans avoir obtenu l'autorisation requise.

3.3. La Société peut employer toutes les techniques et instruments nécessaires à une gestion efficace de ses investissements et à sa protection contre les risques de crédit, les fluctuations monétaires, les fluctuations de taux d'intérêt et autres risques.

3.4. La Société peut effectuer toutes les opérations commerciales, financières ou industrielles et toutes les transactions concernant des biens immobiliers ou mobiliers qui, directement ou indirectement, favorisent ou se rapportent à son objet social.

Art. 4. Durée.

4.1. La Société est formée pour une durée indéterminée.

4.2. La Société n'est pas dissoute en raison de la mort, de la suspension des droits civils, de l'incapacité, de l'insolvabilité, de la faillite ou de tout autre évènement similaire affectant un ou plusieurs associés.

II. Capital - Parts sociales

Art. 5. Capital.

5.1. Le capital social est fixé à vingt mille dollars américains (USD 20.000), représenté par:

- dix-neuf mille neuf cent quatre-vingt-onze (19.991) parts sociales ordinaires (collectivement, les Parts Sociales de la Classe Ordinaire et, individuellement, une Part Sociale de la Classe Ordinaire),

- une (1) part sociale de classe A (collectivement, les Parts Sociales de Classe A et, individuellement, la Part Sociale de Classe A),

- une (1) part sociale de classe B (collectivement, les Parts Sociales de Classe B et, individuellement, la Part Sociale de Classe B),

- une (1) part sociale de classe C (collectivement, les Parts Sociales de Classe C et, individuellement, la Part Sociale de Classe C),

- une (1) part sociale de classe D (collectivement, les Parts Sociales de Classe D et, individuellement, la Part Sociale de Classe D),

- une (1) part sociale de classe E (collectivement, les Parts Sociales de Classe E et, individuellement, la Part Sociale de Classe E),

- une (1) part sociale de classe F (collectivement, les Parts Sociales de Classe F et, individuellement, la Part Sociale de Classe F),

- une (1) part sociale de classe G (collectivement, les Parts Sociales de Classe G et, individuellement, la Part Sociale de Classe G),

- une (1) part sociale de classe H (collectivement, les Parts Sociales de Classe H et, individuellement, la Part Sociale de Classe H),

- une (1) part sociale de classe I (collectivement, les Parts Sociales de Classe I et, individuellement, la Part Sociale de Classe I),

sous forme nominative, d'une valeur nominale d'un dollar américain (USD 1) chacune, toutes souscrites et entièrement libérées.

5.2. Le capital social peut être augmenté ou réduit à une ou plusieurs reprises par une résolution des associés, adoptée selon les modalités requises pour la modification des Statuts.

5.3. En plus du capital social, il peut être créé un compte de prime dans lequel toute prime payée pour toute action en supplément de sa valeur nominale sera transférée. Ce montant de prime d'émission peut être utilisé pour le rachat de toute classe d'action en application de l'article 7 des Statuts, afin de compenser toute perte réalisée, d'accorder des distributions aux actionnaires ou d'allouer des fonds à la réserve légale.

Art. 6. Parts sociales.

6.1. Les parts sociales sont indivisibles et la Société ne reconnaît qu'un (1) seul propriétaire par part sociale.

6.2. Les parts sociales sont librement cessibles entre associés.

Lorsque la Société a un associé unique, les parts sociales sont librement cessibles aux tiers.

Lorsque la Société a plus d'un associé, la cession des parts sociales (inter vivos) à des tiers est soumise à l'accord préalable des associés représentant au moins les trois-quarts du capital social.

Une cession de parts sociales n'est opposable à l'égard de la Société ou des tiers, qu'après avoir été notifiée à la Société ou acceptée par celle-ci conformément à l'article 1690 du Code Civil.

6.3. Un registre des associés est tenu au siège social et peut être consulté à la demande de chaque associé.

Art. 7. Rachat des parts sociales.

7.1. Au cours de tout exercice social, la Société peut racheter, au choix de ses associés, toute classe de parts sociales à un prix de rachat déterminé par le conseil de gérance.

7.2. Le rachat de toute classe de parts sociales en application de l'article 7.1 des Statuts est autorisé sous réserve que: (i) le rachat est effectué par ordre alphabétique inversé, étant entendu que les Parts Sociales de la Classe Ordinaire seront la dernière classe de parts sociales à être rachetée; (ii) une classe de parts sociales soit toujours rachetée entièrement; (iii) l'actif net de la Société, comme documenté dans les comptes intérimaires de la Société à préparer par le conseil de gérance, n'est pas, ou ne deviendra pas, après le rachat, inférieur au montant du capital social de la Société augmenté des réserves ne pouvant être distribuées selon les lois du Grand-Duché de Luxembourg et/ou les Statuts; (iv) le prix de rachat n'excède pas le montant des profits de l'exercice social en cours augmenté de tout profit reporté et de tout montant dégagé des réserves de la Société disponibles à cet effet, moins les pertes de l'exercice en cours, les pertes reportées et toute somme à allouer à la réserve selon les lois du Grand-Duché de Luxembourg et/ou les Statuts; et (v) le rachat est suivi par une réduction du capital de la Société. Le rachat sera décidé par les associés en conformité avec l'article 7 des Statuts.

III. Gestion - Représentation

Art. 8. Nomination et Révocation des gérants.

8.1. La Société est gérée par un ou plusieurs gérants nommés par une résolution des associés, qui fixe la durée de leur mandat. Les gérants ne doivent pas nécessairement être associés.

8.2. Les gérants sont révocables à tout moment (avec ou sans raison) par une décision des associés.

Art. 9. Conseil de gérance. Si plusieurs gérants sont nommés, ils constituent le conseil de gérance (le Conseil). Les associés peuvent nommer des gérants de classe A et des gérants de classe B.

9.1. Pouvoirs du conseil de gérance

(i) Tous les pouvoirs non expressément réservés par la Loi ou les Statuts à ou aux associés sont de la compétence du Conseil, qui a tous les pouvoirs pour effectuer et approuver tous les actes et opérations conformes à l'objet social.

(ii) Des pouvoirs spéciaux et limités peuvent être délégués par le Conseil à un ou plusieurs agents pour des tâches spécifiques.

9.2. Procédure

(i) Le Conseil se réunit sur convocation de tout gérant au lieu indiqué dans l'avis de convocation, qui en principe, est au Luxembourg.

(ii) Il est donné à tous les gérants une convocation écrite de toute réunion du Conseil au moins huit (8) jours à l'avance, sauf en cas d'urgence, auquel cas la nature et les circonstances de cette urgence sont mentionnées dans la convocation à la réunion.

(iii) Aucune convocation n'est requise si tous les membres du Conseil sont présents ou représentés et s'ils déclarent avoir parfaitement eu connaissance de l'ordre du jour de la réunion. Un gérant peut également renoncer à la convocation à une réunion, que ce soit avant ou après ladite réunion. Des convocations écrites séparées ne sont pas exigées pour des réunions se tenant dans des lieux et à des heures fixés dans un calendrier préalablement adopté par le Conseil.

(iv) Un gérant peut donner une procuration à un autre gérant afin de le représenter à toute réunion du Conseil.

(v) Le Conseil ne peut délibérer et agir valablement que si la majorité de ses membres sont présents ou représentés à condition que, si les associés ont nommé un ou plusieurs gérants de classe A et un ou plusieurs gérants de classe B, le Conseil ne délibère et n'agisse alors valablement que si au moins un gérant de classe A est présent ou représenté et qu'au moins un gérant de classe B est présent ou représente.

(vi) Les décisions du Conseil sont valablement adoptées à la majorité des voix des gérants présents ou représentés, à condition que, si les associés ont nommé un ou plusieurs gérants de classe A et un ou plusieurs gérants de classe B, les décisions du Conseil soient adoptées par les votes affirmatifs d'une majorité de gérants de classe A présente ou représentée et une majorité de gérants de classe B présente ou représentée.

(vii) Les décisions du Conseil sont consignées dans des procès-verbaux signés par le président de la réunion ou, si aucun président n'a été nommé, par tous les gérants présents ou représentés.

(viii) Tout gérant peut participer à toute réunion du Conseil par téléphone ou visio-conférence ou par tout autre moyen de communication permettant à l'ensemble des personnes participant à la réunion de s'identifier, de s'entendre et de se parler. La participation par un de ces moyens équivaut à une participation en personne à une réunion valablement convoquée et tenue.

(ix) Des résolutions circulaires signées par tous les gérants (les Résolutions Circulaires des Gérants) sont valables et engagent la Société comme si elles avaient été adoptées lors d'une réunion du Conseil valablement convoquée et tenue et portent la date de la dernière signature.

9.3. Représentation

(i) La Société est engagée vis-à-vis des tiers en toutes circonstances par les signatures conjointes de deux gérants à condition que, si les associés ont nommé un ou plusieurs gérants de classe A et un ou plusieurs gérants de classe B, la Société soit alors engagée vis-à-vis des tiers en toutes circonstances par les signatures conjointes d'un gérant de classe A et d'un gérant de classe B.

(ii) La Société est également engagée vis-à-vis des tiers par la signature de toutes les personnes à qui des pouvoirs spéciaux ont été délégués.

Art. 10. Gérant unique.

10.1. Si la Société est gérée par un gérant unique, toute référence dans les Statuts au Conseil ou aux gérants doit être considérée, le cas échéant, comme une référence au gérant unique.

10.2. La Société est engagée vis-à-vis des tiers par la signature du gérant unique.

10.3. La Société est également engagée vis-à-vis des tiers par la signature de toutes les personnes à qui des pouvoirs spéciaux ont été délégués.

Art. 11. Responsabilité des gérants.

11.1. Les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle concernant les engagements régulièrement pris par eux au nom de la Société, dans la mesure où ces engagements sont conformes aux Statuts et à la Loi.

IV. Associé(s)

Art. 12. Assemblées générales des associés et résolutions circulaires des associés.

12.1. Pouvoirs et droits de vote

(i) Les résolutions des associés sont adoptées en assemblée générale des associés (l'Assemblée Générale) ou par voie de résolutions circulaires (les Résolutions Circulaires des Associés).

(ii) Dans le cas où les résolutions sont adoptées par Résolutions Circulaires des Associés, le texte des résolutions est communiqué à tous les associés, conformément aux Statuts. Les Résolutions Circulaires des Associés signées par tous les associés sont valables et engagent la Société comme si elles avaient été adoptées lors d'une Assemblée Générale valablement convoquée et tenue et portent la date de la dernière signature.

(iii) Chaque part sociale donne droit à un (1) vote.

12.2. Convocations, quorum, majorité et procédure de vote

(i) Les associés sont convoqués aux Assemblées Générales ou consultés par écrit à l'initiative de tout gérant ou des associés représentant plus de la moitié du capital social.

(ii) Une convocation écrite à toute Assemblée Générale est donnée à tous les associés au moins huit (8) jours avant la date de l'assemblée, sauf en cas d'urgence, auquel cas, la nature et les circonstances de cette urgence sont précisées dans la convocation à ladite assemblée.

(iii) Les Assemblées Générales seront tenues au lieu et heure précisés dans les convocations.

(iv) Si tous les associés sont présents ou représentés et se considèrent comme ayant été valablement convoqués et informés de l'ordre du jour de l'assemblée, l'Assemblée Générale peut se tenir sans convocation préalable.

(v) Un associé peut donner une procuration écrite à toute autre personne, associé ou non, afin de le représenter à toute Assemblée Générale.

(vi) Les décisions à adopter par l'Assemblée Générale ou par Résolutions Circulaires des Associés sont adoptées par des associés détenant plus de la moitié du capital social. Si cette majorité n'est pas atteinte à la première Assemblée Générale ou première consultation écrite, les associés sont convoqués par lettre recommandée à une seconde Assemblée Générale ou consultés une seconde fois, et les décisions sont adoptées par l'Assemblée Générale ou par Résolutions Circulaires des Associés à la majorité des voix exprimées, sans tenir compte de la proportion du capital social représenté.

(vii) Les Statuts sont modifiés avec le consentement de la majorité (en nombre) des associés détenant au moins les trois-quarts du capital social.

(viii) Tout changement de nationalité de la Société ainsi que toute augmentation de l'engagement d'un associé dans la Société exige le consentement unanime des associés.

Art. 13. Associé unique.

13.1. Dans le cas où le nombre des associés est réduit à un (1), l'associé unique exerce tous les pouvoirs conférés par la Loi à l'Assemblée Générale.

13.2. Toute référence dans les Statuts aux associés et à l'Assemblée Générale ou aux Résolutions Circulaires des Associés doit être considérée, le cas échéant, comme une référence à l'associé unique ou aux résolutions de ce dernier.

13.3. Les résolutions de l'associé unique sont consignées dans des procès-verbaux ou rédigées par écrit

V. Comptes annuels - Affectation des bénéfices - Contrôle

Art. 14. Exercice social et Approbation des comptes annuels.

14.1. L'exercice social commence le premier (1) janvier et se termine le trente-et-un (31) décembre de chaque année.

14.2. Chaque année, le Conseil dresse le bilan et le compte de profits et pertes, ainsi qu'un inventaire indiquant la valeur des actifs et passifs de la Société, avec une annexe résumant les engagements de la Société ainsi que les dettes du ou des gérants et des associés envers la Société.

14.3. Tout associé peut prendre connaissance de l'inventaire et du bilan au siège social.

14.4. Le bilan et le compte de profits et pertes sont approuvés par l'Assemblée Générale annuelle ou par Résolutions Circulaires des Associés dans les six (6) mois de la clôture de l'exercice social.

14.5. Si le nombre d'associés de la Société dépasse vingt-cinq associés, l'Assemblée Générale annuelle de la Société se tiendra chaque année le premier mardi du mois de juin à 15h00 au siège social de la Société, et si ce jour n'est pas un jour ouvrable pour les banques à Luxembourg (un Jour Ouvrable), le Jour Ouvrable suivant à la même heure et au même endroit.

14.6. Les comptes annuels doivent être déposés au Registre du Commerce et des Sociétés endéans le mois de leur approbation par l'Assemblée Générale annuelle et au plus tard endéans les sept mois suivant la date de la clôture de l'exercice social.

Art. 15. Réviseurs d'entreprises.

15.1. Les opérations de la Société sont contrôlées par un ou plusieurs réviseurs d'entreprises, dans les cas prévus par la loi.

15.2. Les associés nomment les réviseurs d'entreprises, s'il y a lieu, et déterminent leur nombre, leur rémunération et la durée de leur mandat, lequel ne peut dépasser six (6) ans. Les réviseurs d'entreprises peuvent être renommés.

Art. 16. Affectation des bénéfices.

16.1. Cinq pour cent (5 %) des bénéfices nets annuels de la Société sont affectés à la réserve requise par la Loi. Cette affectation cesse d'être exigée quand la réserve légale atteint dix pour cent (10 %) du capital social.

16.2. Les associés décident de l'affectation du solde des bénéfices nets annuels. Ils peuvent allouer ce bénéfice au paiement d'un dividende, l'affecter à un compte de réserve ou le reporter en respectant les dispositions légales applicables.

16.3. Des dividendes intérimaires peuvent être distribués à tout moment, aux conditions suivantes:

(i) des comptes intérimaires sont établis par le Conseil;

(ii) ces comptes intérimaires montrent que des bénéfices et autres réserves (en ce compris la prime d'émission) suffisants sont disponibles pour une distribution; étant entendu que le montant à distribuer ne peut excéder le montant des bénéfices réalisés depuis la fin du dernier exercice social dont les comptes annuels ont été approuvés, le cas échéant, augmenté des bénéfices reportés et des réserves distribuables, et réduit par les pertes reportées et les sommes à affecter à la réserve légale;

(iii) la décision de distribuer des dividendes intérimaires doit être adoptée par le Conseil dans les deux (2) mois suivant la date des comptes intérimaires;

(iv) les droits des créanciers de la Société ne sont pas menacés, compte tenu des actifs de la Société; et

(v) si les dividendes intérimaires qui ont été distribué excédent les bénéfices distribuables à la fin de l'exercice social, les associés doivent reverser l'excès à la Société.

VI. Dissolution - Liquidation

17.1. La Société peut être dissoute à tout moment, par une résolution des associés adoptée par la majorité (en nombre) des associés détenant au moins les trois-quarts du capital social. Les associés nomment un ou plusieurs liquidateurs, qui n'ont pas besoin d'être associés, pour réaliser la liquidation et déterminent leur nombre, pouvoirs et rémunération. Sauf décision contraire des associés, les liquidateurs sont investis des pouvoirs les plus étendus pour réaliser les actifs et payer les dettes de la Société.

17.2. Le boni de liquidation après la réalisation des actifs et le paiement des dettes est distribué aux associés proportionnellement aux parts sociales détenues par chacun d'entre eux.

VII. Dispositions générales

18.1. Les convocations et communications, respectivement les renonciations à celles-ci, sont faites, et les Résolutions Circulaires des Gérants ainsi que les Résolutions Circulaires des Associés sont établies par écrit, télégramme, téléfax, e-mail ou tout autre moyen de communication électronique.

18.2. Les procurations sont circulées par tout moyen mentionné ci-dessus. Les procurations relatives aux réunions du Conseil peuvent également être données par un gérant conformément aux conditions acceptées par le Conseil.

18.3. Les signatures doivent être sous forme manuscrite. Les signatures des Résolutions Circulaires des Gérants, des résolutions adoptées par le Conseil par téléphone ou visioconférence et des Résolutions Circulaires des Associés, selon le cas, sont apposées sur un original ou sur plusieurs copies du même document, qui ensemble, constituent un seul et unique document.

18.4. Pour tous les points non expressément prévus par les Statuts, il est fait référence à la loi et, sous réserve des dispositions légales d'ordre public, à tout accord conclu de temps à autre entre les associés.

Disposition transitoire

Le premier exercice social commence à la date du présent acte et s'achève le 31 décembre 2011.

Souscription et Libération

Amromco Holdings L.P., représenté comme indiqué ci-dessus, déclare souscrire à dix-neuf mille neuf cent quatre vingt onze (19.991) Parts Sociales de Classe Ordinaire, une (1) Part Sociale de Classe A, une (1) Part Sociale de Classe B, une (1) Part Sociale de Classe C, une (1) Part Sociale de Classe D, une (1) Part Sociale de Classe E, une (1) Part Sociale de Classe F, une (1) Part Sociale de Classe G, une (1) Part Sociale de Classe H, une (1) Part Sociale de Classe I, sous forme nominative, d'une valeur nominale d'un dollar américain chacune (USD 1), et de les libérer intégralement par un apport en numéraire d'un montant total de cent mille dollars américains (USD 100.000), étant entendu que cet apport sera alloué de la manière suivante:

(i) vingt mille dollars américains (USD 20.000) sont affectés au compte capital social de la Société; et

(ii) quatre-vingt mille dollars américains (USD 80.000) sont alloués au compte de réserve des primes d'émission de la Société.

Le montant de cent mille dollars américains (USD 100.000) est à la disposition de la Société, comme il a été prouvé au notaire instrumentant.

Frais

Les dépenses, coûts, honoraires et charges de toutes sortes qui incombent à la Société du fait de sa constitution s'élèvent approximativement à EUR 1.500.-

Résolutions de l'associé unique

Immédiatement après la constitution de la Société, l'associé unique de la Société, représentant l'intégralité du capital social souscrit, a pris les résolutions suivantes:

1. Les personnes suivantes sont nommées en qualité de gérants de classe A de la Société pour une durée indéterminée:

- Joel Lambert, Conseiller Juridique, né le 15 décembre 1968 en Illinois, Etats-Unis d'Amérique, résidant professionnellement 600 Travis, Suite 6000, Houston, Texas, 77002 Etats-Unis d'Amérique; et

- Alex Krueger, Directeur Général, né le 19 février 1974, au Texas, Etats-Unis d'Amérique, résidant professionnellement 25 Victoria Street, Londres, SW1H 0EX, Royaume-Uni.

2. Les personnes suivantes sont nommées en qualité de gérants de classe B de la Société pour une durée indéterminée:

- Hille-Paul Schut, Gérant d'Equipe, né le 29 septembre 1977 à 's-Gravenhage, les Pays-Bas, résidant professionnellement au 13-15, avenue de la Liberté, L-1931 Luxembourg, Grand-Duché de Luxembourg;

- Jean Gil Pires, Charge de clientèle senior, né le 30 novembre 1969 à Luxembourg, Grand-Duché de Luxembourg, résidant professionnellement au 13-15, avenue de la Liberté, L-1931 Luxembourg, Grand-Duché de Luxembourg; et

- ATC Management (Luxembourg) S.à r.l., une société à responsabilité limitée luxembourgeoise ayant son siège social au 13-15, avenue de la Liberté, L-1931 Luxembourg, Grand-Duché de Luxembourg, immatriculée auprès du Registre du Commerce et des Sociétés sous le numéro B 103.336 et ayant un capital social de douze mille cinq cents euros (EUR 12.500).

3. Le siège social de la Société est établi au 13-15, Avenue de la Liberté, L-1931 Luxembourg, Grand Duché de Luxembourg.

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais, déclare que, à la requête de la partie comparante, le présent acte est rédigé en anglais, suivi d'une traduction française et que, en cas de divergences entre le texte anglais et le texte français, la version anglaise fait foi.

Fait et passé à Luxembourg, à la date qu'en tête des présentes.

Lecture du présent acte ayant été faite au mandataire de la partie comparante, celui-ci a signé avec le notaire instrumentant, le présent acte.

Signé: A. LE RET et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 7 juin 2011. Relation: LAC/2011/26152. Reçu soixante-quinze euros (75.-EUR).

Le Receveur (signé): F. SANDT.

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

Luxembourg, le 8 juin 2011.

Référence de publication: 2011079778/605.

(110088916) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 juin 2011.

Georgia-Pacific S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 51.140.650,00.

Siège social: L-1470 Luxembourg, 25, route d'Esch.

R.C.S. Luxembourg B 67.134.

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Le bilan et l'annexe au 31 décembre 2010 de la Société, ainsi que les autres documents et informations qui s'y rapportent, ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 30 juin 2011.
Pour extrait conforme
ATOZ SA
Aerogolf Center - Bloc B
1, Heienhaff
L-1736 Sennigerberg
Signature

Référence de publication: 2011090851/18.

(110102783) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

GON S.A., Société Anonyme.

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

R.C.S. Luxembourg B 139.639.

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Extrait des résolutions prises lors de l'assemblée générale extraordinaire des actionnaires tenue au siège social à Luxembourg, le 24 juin 2011

La démission de Monsieur Mohammed KARA de son poste de commissaire aux comptes de la société est acceptée.

Monsieur Gioacchino GALIONE, expert-comptable, 17, rue Beaumont, L-1219 Luxembourg, est nommé nouveau commissaire aux comptes de la société. Son mandat viendra à échéance lors de l'Assemblée Générale Statutaire de l'an 2011.

Pour extrait sincère et conforme
GON S.A.
Alexis DE BERNARDI
Administrateur

Référence de publication: 2011090856/17.

(110101693) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

GEFS Pan Europe Holding S.à r.l., Société à responsabilité limitée.

Capital social: USD 136.400,00.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 84.575.

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EXTRAIT

Suite aux résolutions prises par l'associé unique en date du 30 juin 2011, il a été décidé de renouveler, avec effet immédiat, les mandats des gérants suivants:

- Ivo Hemelraad,
- Serge Michels, et;
- Frank Withofs.

Les mandats des gérants viendront à échéance à l'issue de l'Assemblée Générale statuant sur les comptes annuels au 31 décembre 2011 à tenir en 2012.

Pour extrait conforme,
Luxembourg, le 30 juin 2011.

Référence de publication: 2011090848/18.

(110102960) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Golden Bay Real Estates S.A., Société Anonyme.

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

R.C.S. Luxembourg B 107.532.

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Extrait des résolutions prises lors de l'assemblée générale extraordinaire tenue au siège social en date du 24 juin 2011

La démission de Monsieur Mohammed KARA de son poste de commissaire aux comptes de la société est acceptée.

Monsieur Gioacchino GALIONE, expert-comptable, 17, rue Beaumont, L-1219 Luxembourg, est nommé nouveau commissaire aux comptes de la société. Son mandat viendra à échéance lors de l'Assemblée Générale Statutaire de l'an 2011.

Pour extrait sincère et conforme
GOLDEN BAY REAL ESTATES S.A.
Alexis DE BERNARDI
Administrateur

Référence de publication: 2011090855/16.

(110102704) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

GEFS Pan Europe Funding S.à r.l., Société à responsabilité limitée.

Capital social: USD 111.400,00.

Siège social: L-2540 Luxembourg, 15, rue Edward Steichen.

R.C.S. Luxembourg B 84.566.

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EXTRAIT

Suite aux résolutions prises par l'associé unique en date du 30 juin 2011, il a été décidé de renouveler, avec effet immédiat, les mandats des gérants suivants:

- Ivo Hemelraad,
- Serge Michels, et;
- Frank Withofs.

Les mandats des gérants viendront à échéance à l'issue de l'Assemblée Générale statuant sur les comptes annuels au 31 décembre 2011 à tenir en 2012.

Pour extrait conforme,
Luxembourg, le 30 juin 2011.

Référence de publication: 2011090845/18.

(110102966) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Haxton S.A., Société Anonyme.

R.C.S. Luxembourg B 133.614.

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Par la présente, nous vous informons que le domicile au 15 rue Edward Steichen, L-2540 Luxembourg, de la société mentionnée ci-dessus est dénoncé avec effet au 22 juin 2011, Le contrat de domiciliation existant entre Vistra (Luxembourg) S,à r.l. et la société a été résilié à la même date.

Luxembourg, le 22 juin 2011.
Pour Vistra (Luxembourg) S.à r.l.
Société domiciliataire
Ivo Hemelraad / Wim Rits

Référence de publication: 2011090879/13.

(110102553) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Henrik Andersen Sportpromotion AG, Société Anonyme.

Siège social: L-9706 Clervaux, 2A/46, route d'Eselborn.

R.C.S. Luxembourg B 97.525.

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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.

Clervaux, le 1 er juillet 2011.

Référence de publication: 2011090880/10.

(110103122) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

HFC S.A., Société Anonyme.

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

R.C.S. Luxembourg B 140.377.

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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: 2011090882/10.

(110102297) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

CNOOC Luxembourg S.à r.l., Société à responsabilité limitée,
(anc. Grayson S.à r.l.).

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 161.327.

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

Before US Maître Henri BECK, notary, residing in Echternach, Grand Duchy of Luxembourg.

There appeared:

CNOOC Hong Kong Holding Limited, a corporation governed by the laws of Hong Kong Special Administration Region ("Hong Kong"), People's Republic of China, having its office at 1401 Hutchison House, 10 Harcourt Road, Central, Hong Kong, People's Republic of China, registered with the Companies Registry of Hong Kong under number 950547, here represented by Ms. Peggy Simon, employee with professional address at 9, Rabatt, L-6475 Echternach, Grand Duchy of Luxembourg, by virtue of a proxy established on June 10, 2011.

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

Such appearing entity, through its proxy holder, has requested the undersigned notary to state that:

I. The appearing entity is the sole shareholder of the private limited liability company ("société à responsabilité limitée") established in Luxembourg under the name of "Grayson S.à r.l." (the "Company"), having its registered office at 560A, rue de Neudorf, L-2220 Luxembourg, registered with the Luxembourg Trade and Company Register under number B 161.327, incorporated pursuant to a deed of Maître Henri Beck, notary public residing in Echternach, dated June 1 st , 2011, not yet published in the Mémorial - Recueil des Sociétés et Associations.

II. The Company's share capital is set at twelve thousand five hundred Euro (EUR 12,500.-) represented by twelve thousand five hundred (12,500) shares without nominal value.

III. The appearing entity, through its proxyholder, has requested the undersigned notary to document the following resolutions:

First resolution

The sole shareholder resolved to change the name of the Company from its current name "Grayson S.à r.l." to "CNOOC Luxembourg S.à r.l.".

Second resolution

Pursuant to the above resolution, the sole shareholder resolved to amend therefore the article 4 of the articles of association of the Company, to give it henceforth the following wording:

" **Art. 4. Name.** The Company has the name of "CNOOC Luxembourg S.à r.l."."

Third resolution

The sole shareholder resolved to accept the resignation of Mr. Marcel Stephany at the date hereof, and further resolved to grant him discharge for the exercise of his mandate.

Fourth resolution

The sole shareholder resolved to appoint the following persons as managers of the Company:

Category A Manager:

- Mr. Ma Qiangui, born in Hunan, the People's Republic of China, on January 5 th , 1964, with address at No.103, Building 148, Yard No.181, Gaobeidian Road, Chaoyang District, Beijing, People's Republic of China.

Category B Manager:

- Mr. Luc Sunnen, born in Luxembourg, Grand Duchy of Luxembourg, on December 22 nd , 1961 with professional address at 23, rue des Bruyères L-1274 Howald, Grand Duchy of Luxembourg.

The duration of the manager's mandate is unlimited.

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

The undersigned notary who understands and speaks English states herewith that on request of the above appearing entity, the present deed is worded in English followed by a French translation.

On request of the same appearing entity and in case of divergence between the English and the French text, the English version will prevail.

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

The document having been read to the proxy holder of the entity appearing, who is known to the notary by her Surname, Christian name, civil status and residence, she signed together with Us, the notary, the present original deed.

Suit la traduction en langue française du texte qui précède:

L'an deux mille onze, le dix juin.

Par-devant Maître Henri BECK, notaire de résidence à Echternach, Grand-Duché de Luxembourg.

A comparu:

CNOOC Hong Kong Holding Limited, une société constituée selon les lois de la Région d'Administration spéciale de Hong Kong ("Hong Kong"), établie au 1401 Hutchison House, 10 Harcourt Road, Central, Hong Kong, République Populaire de Chine, inscrite au Registre du Commerce et des Sociétés de Hong Kong sous le numéro 950547, ici représentée par Mme Peggy Simon, employée privée, avec adresse professionnelle au 9 Rabatt, L-6475, Echternach, Grand-Duché de Luxembourg, en vertu d'une procuration donnée le 10 juin 2011.

Laquelle procuration, après avoir été signée "ne varietur" par le mandataire de la comparante et le notaire instrumentaire, demeurera annexée aux présentes pour être enregistrée en même temps.

Laquelle comparante, par son mandataire, a requis le notaire instrumentaire d'acter que:

I. La comparante est l'associée unique de la société à responsabilité limitée établie à Luxembourg sous la dénomination de "Grayson S.à r.l." (la "Société"), ayant son siège social au 560A, rue de Neudorf, L-2220 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 161.327, constituée suivant un acte reçu par

Maître Henri Beck, notaire de résidence à Echternach en date du 1 er juin 2011, non encore publié au Mémorial C - Recueil des Sociétés et Associations.

II. Le capital social de la Société est fixé à douze mille cinq cents Euros (EUR 12.500,-) représenté par douze mille cinq cents (12.500) parts sociales sans valeur nominale.

III. La comparante, par son mandataire, a requis le notaire instrumentaire de documenter les résolutions suivantes:

Première résolution

L'associée unique a décidé de changer la dénomination sociale de la Société de sa dénomination actuelle "Grayson S.à r.l."en "CNOOC Luxembourg S.à r.l.".

Seconde résolution

Suite à la résolution qui précède, l'associée unique a décidé de modifier l'article 4 des statuts de la Société pour désormais lui donner la teneur suivante:

" **Art. 4. Dénomination.** La Société a comme dénomination "CNOOC Luxembourg S.à r.l."."

Troisième résolution

L'associée unique décide d'accepter la démission de M. Marcel Stephany à la date des présentes et décide de lui donner décharge pour l'exercice de son mandat.

Quatrième résolution

L'associée unique a décidé de nommer les personnes suivantes en tant que Gérants de la Société:

Gérant de Catégorie A:

- M. Ma Qiangui, né à Hunan, République Populaire de Chine, le 5 janvier 1964, ayant son adresse professionnelle au No.103, Building 148, Yard No.181, Gaobeidian Road, Chaoyang District, Beijing, République Populaire de Chine.

Gérant de Catégorie B:

- M. Luc Sunnen, né à Luxembourg, Grand-Duché de Luxembourg, le 22 décembre 1961, ayant son adresse professionnelle au 23, rue des Bruyères L-1274 Howald, Grand-Duché de Luxembourg.

La durée du mandat des Gérants est illimitée.

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

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

Dont Procès-verbal, fait et passé à Echternach, le jour, mois et an qu'en tête des présentes.

Lecture faite et interprétation donnée au mandataire de la comparante, connue du notaire par son nom et prénom, état et demeure, elle a signé ensemble avec nous notaire, le présent acte.

Signé: P. SIMON, Henri BECK.

Enregistré à Echternach, le 15 juin 2011. Relation: ECH/2011/997. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): J.-M. MINY.

POUR EXPEDITION CONFORME, délivrée à demande, aux fins de dépôt au registre de commerce et des sociétés.

Echternach, le 27 juin 2011.

Référence de publication: 2011087288/107.

(110098417) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 juin 2011.

Huma Consulting, Société à responsabilité limitée.

Siège social: L-3862 Schifflange, 5, Cité Op Soltgen.

R.C.S. Luxembourg B 154.793.

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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: 2011090886/10.

(110102505) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

Hyper Quality S.A., Société Anonyme.

Capital social: EUR 31.000,00.

Siège social: L-9911 Troisvierges, 2, rue de Drinklange.

R.C.S. Luxembourg B 93.465.

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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: 2011090887/10.

(110102383) Déposé au registre de commerce et des sociétés de Luxembourg, le 1er juillet 2011.

BAMY Netto-Syst S.à r.l., Société à responsabilité limitée.

Siège social: L-1217 Luxembourg, 12, rue de Bastogne.

R.C.S. Luxembourg B 99.649.

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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.

Luxembourg, le 29/06/2011.

G.T. Experts Comptables Sàrl

Luxembourg

Référence de publication: 2011089659/12.

(110100934) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juin 2011.

Belgelec Finance S.A., Société Anonyme.

Siège social: L-1611 Luxembourg, 65, avenue de la Gare.

R.C.S. Luxembourg B 70.655.

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

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

Signature.

Référence de publication: 2011089660/10.

(110101046) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juin 2011.

AOF III (Luxembourg Holding) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.266.981,00.

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

R.C.S. Luxembourg B 134.272.

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Les statuts coordonnées 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: 2011089648/11.

(110101419) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juin 2011.

BoI European Holdings S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 146.935.

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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: 2011089658/10.

(110101134) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juin 2011.

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