

# MEMORIAL

Journal Officiel  
du Grand-Duché de  
Luxembourg



# MEMORIAL

Amtsblatt  
des Großherzogtums  
Luxemburg

## RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 1947

24 août 2011

### SOMMAIRE

Agito S.A. ....	93429	CM Capital Markets Europe S.A. ....	93450
Algeco/Scotsman ....	93428	CM Capital Markets Latinamerica S.A. ...	93450
Amelia & Associates S.A. ....	93432	Cobois S.A. ....	93449
AQUATEL River Cruise Line S.A. ....	93432	Compagnie de l'Occident pour la Finance et l'Industrie ....	93450
Aral Luxembourg S.A. ....	93429	Constantia S.à r.l. ....	93449
Arkham International S.A. ....	93433	Coralie S.A. ....	93451
Association des Parents d'Elèves de l'En- seignement Primaire et Précolaire ....	93429	Costamar Finances Holding S.A., SPF ...	93452
Aurigans S.A. ....	93430	Costamar Finances Holding SPF ....	93452
AVR Luxembourg S.à r.l. ....	93433	CSN Resources S.A. ....	93432
AVR Luxembourg S.à r.l. ....	93433	Dexia Funding Luxembourg S.A. ....	93451
Balmossie Holding S.à r.l. ....	93430	DKV Globality S.A. ....	93451
Balmossie Holding S.à r.l. ....	93430	Domulux S.A. ....	93451
Banque Degroof Luxembourg S.A. ....	93431	DUVAL INVESTMENTS S.A., société de gestion de patrimoine familial ....	93452
Beam Global Spirits & Wine Europe S.à r.l. .....	93431	Euritrade S.A. ....	93454
Beldico Holdings S.A. ....	93447	Europa Capital S.à r.l. ....	93452
Bellini S.A. ....	93447	Europa Cobalt S.à r.l. ....	93454
Belmont (LUX) HAEK ....	93433	Europa Investments Holdings S.A. ....	93454
BEN & Co CHARTERING S.A. ....	93447	Forum European Realty Income S.à r.l. ..	93454
Bimex SA ....	93447	La Rioja S.A. ....	93456
Biscalux S.A. ....	93447	Luxembourg Contact Centers S.à r.l. ....	93455
Bouvy S.A. ....	93448	Luxembourg Liquidation Co II S.à r.l. ....	93456
Brenntag FinanceCo I ....	93433	Natura Vita Wurst und Fleisch Handelsge- sellschaft GmbH ....	93456
Brenntag FinanceCo II ....	93434	TA EU Luxembourg III S.à r.l. ....	93434
Bruin I S.à r.l. ....	93434	TD Grand Duché de Luxembourg ....	93454
BTM S.à r.l. ....	93448	UBS (Lux) Strategy Xtra Sicav ....	93410
Bunge Europe S.A. ....	93431	World Fitness Holding S.A. ....	93427
Burton Invest S.A. ....	93448	World Immo Invest S.A. ....	93427
Capitalis S.C.A., SICAV-SIF ....	93432	Yalesco S.A. ....	93427
CCEEP Investment 2 S.à r.l. ....	93449	YNVENYTYS S.A. ....	93428
Chambertin S.à r.l. ....	93448	Zeta Due Finance S.A. ....	93428
Channel Springs S.à r.l. ....	93449	Zeus S.à r.l. ....	93428
Chariot-Lux Manutention, S.à r.l., en abrégé C.L.M. S.à r.l. ....	93450		
CMA S.A. (Conception de Menuiseries Alu- minium S.A.) ....	93450		

## UBS (Lux) Strategy Xtra Sicav, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 99.462.

In the year two thousand and eleven, on the tenth day of June, at 16.30

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

was held an extraordinary general meeting (the "Meeting") of the shareholders of UBS (Lux) Strategy Xtra SICAV, an investment company with variable capital (Société d'Investissement à Capital Variable), ( the "Company") having its registered office at 33A avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Trade and Companies under number B 99.462 and incorporated under the laws of the Grand Duchy of Luxembourg pursuant to a deed dated 5 March 2004 and whose articles of incorporation (the "Articles of Incorporation") have been published for the first time in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") on 15 March 2004 under number 297, on page 14.235.

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 Noëlle Schank, professionally residing in L-1855 Luxembourg, Grand Duchy of Luxembourg.

The extraordinary general meeting of shareholders elects as scrutineer Mrs Noëlle Schank, 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, signed by the appearing parties and the undersigned notary, will remain attached to this deed in order to be filed with the registration authorities The proxy is attached to the deed held before the undersigned notary on 6<sup>th</sup> May 2011.

II. a convening notice reproducing the above agenda was published on 9 May 2011 and 25 May 2011 in the Mémorial, in the Luxemburger Wort and in the Tageblatt.

III. it appears from the attendance list that 10 shares of a total of 331,705,733.727 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 May 6, 2011 and that the quorum requirements for voting the items of the agenda had not been attained.

V. the extraordinary general meeting of shareholders is thus regularly constituted and can validly deliberate and resolve on its agenda.

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

1. To insert a new paragraph in Article 17 of the Articles of Incorporation in order to provide the Company with the authority to perform cross-sub-fund investments. The new text of Article 17.2 of the Articles of Incorporation will read as follows:

"In particular, 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 articles of incorporation, be invested in aggregate in units/shares of other UCIs; 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."

2. To amend Articles 5 and 10 of the Articles of Incorporation 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 joint management of assets of two or more sub-funds; and
- 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").

3. To amend the first paragraph of Article 25 of the Articles of Incorporation in order to provide for more flexible rules for mergers and liquidations of sub-funds to read as follows:

"Upon liquidation announcement to the shareholders of a particular sub-fund, share class and/or category of a sub-fund, the Board of Directors may arrange for the liquidation of one or more sub-funds, share classes and/or categories

of sub-fund(s) if the value of the net assets of the respective sub-fund, share class and/or category 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."

4. To amend Article 4 and a number of other articles of the Articles of Incorporation in order to 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. The new text of Article 4 of the Articles of Incorporation will read as follows:

"The exclusive object 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 its 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 its corporate object and will do this in the broadest possible sense in accordance with Part II of the law dated 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law")."

5. To amend Article 23 of the Articles of Incorporation in order to change the date of the annual general meeting from 20 February to 20 April of each year with effect as of the year 2012.

6. To completely restate the Articles of Incorporation in order to reflect the various amendments adopted by the extraordinary general meeting and to resolve that the English version of the Articles of Incorporation will be the prevailing text.

7. Miscellaneous.

After due and careful deliberation, the following RESOLUTIONS were taken by unanimous votes.

*First resolution*

The shareholders RESOLVE to insert a new paragraph in Article 17 of the Articles of Incorporation in order to provide the Company with the authority to perform cross-sub-fund investments. The new text of Article 17.2 of the Articles of Incorporation will read as follows:

"In particular, 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 articles of incorporation, be invested in aggregate in units/shares of other UCIs; 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."

*Second resolution*

The shareholders RESOLVE to amend Articles 5 and 10 of the Articles of Incorporation 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 joint management of assets of two or more sub-funds; and
- 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").

*Third resolution*

The shareholders RESOLVE to amend the first paragraph of Article 25 of the Articles of Incorporation in order to provide for more flexible rules for mergers and liquidations of sub-funds to read as follows:

"Upon liquidation announcement to the shareholders of a particular sub-fund, share class and/or category of a sub-fund, the Board of Directors may arrange for the liquidation of one or more sub-funds, share classes and/or categories of sub-fund(s) if the value of the net assets of the respective sub-fund, share class and/or category 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."

*Fourth resolution*

The shareholders RESOLVE to amend Article 4 and a number of other articles of the Articles of Incorporation in order to 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. The new text of Article 4 of the Articles of Incorporation will read as follows:

“The exclusive object 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 its 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 its corporate object and will do this in the broadest possible sense in accordance with Part II of the law dated 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law").

*Fifth resolution*

The shareholders RESOLVE to amend Article 23 of the Articles of Incorporation in order to change the date of the annual general meeting from 20 February to 20 April of each year with effect as of the year 2012.

*Sixth resolution*

The shareholders RESOLVE to completely restate the Articles of Incorporation in order to reflect the various amendments adopted by the extraordinary general meeting and to resolve that the English version of the Articles of Incorporation will be the prevailing text:

## COORDINATED ARTICLES OF INCORPORATION

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

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

**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.

The Company may be dissolved and liquidated at any time by a resolution of the extraordinary general meeting of its shareholders adopted in the legally prescribed form in accordance with Article 31 of these Articles of Incorporation.

**Art. 4. Corporate object.** The exclusive object 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 its 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 its corporate object and will do this in the broadest possible sense in accordance with Part II 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. Company capital.** The share 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 minimum share capital of the Company must reach EUR 1,250,000.-(one million two hundred and fifty thousand Euros) within a period of six months following its approval by the Luxembourg supervisory authority, and thereafter may not be less than this amount.

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, at any time, establish one or several portfolio 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 available exclusively to satisfy 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) specific types of target investor, or (vi) other specific characteristics as may be determined from time to time by the Board of Directors.

Each share class may be sub-divided in one or several category(ies) of shares (each a "category", together the "categories") as more fully described in the Company's sales document (if used).

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

#### Pooling

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

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

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

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

#### Joint management

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

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

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

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

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

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

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

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

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

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

**Art. 6. Shares.** The Board of Directors shall determine and specify in the Company's sales documents whether the Company shall issue shares in bearer and/or in registered form and in which denominations any bearer shares in a sub-fund, share class and/or category are to be issued. The Board of Directors of the Company shall determine that share certificates if any shall be issued for fully paid up 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, and the dates of such transfer or other legal assignment, 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 holding suitable powers of attorney to act therefore.

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 certificate(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, share class or category 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.

New shares may be issued 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, classes and/or categories the initial subscription price, as determined by the Board of Directors, per share calculated for each sub-fund, each relevant share class and/or category 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, share class and category 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 of the company (réviseur d'entreprises agréé) to the extent required by applicable laws. Any associated costs will be payable by the investor.

The Board of Directors may limit the frequency of share issues for each sub-fund, share class and category; 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, share classes and categories 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, if provided for by and 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, share class and/or category of a 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 before the relevant redemption deadline. 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, share class and category 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.

Subject to the suspension of such conversions by the Company stipulated in Article 11 of these Articles of Incorporation, 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 into the same share class or another share class of another sub-fund of the Company, provided that the Board of Directors may (i) set restrictions, terms and conditions as to the right for and frequency of conversions and (ii) subject them to the payment of such charges and commissions as it shall determine. The Board of Directors may, in its entire discretion, decide that if as a result of any request for conversion, the number or the aggregate net asset value of the shares held by any shareholder in any sub-fund and/or share class would fall below such number or such value as determined by the Board of Directors, the Company



may decide to treat this request as a request for conversion for the full balance of such shareholder's holding of shares in such share class and/or sub-fund.

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

The shares which have been converted shall be cancelled.

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

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

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

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

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

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

(2) Such Notice of Purchase will be sent to the shareholder by registered letter at his last known address or to the address listed in the share register 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 and the shares previously held by him will be cancelled. 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 once 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 or categories have been issued the net asset value will be determined for each separate share class and category. In such cases, the net asset value of a sub-fund that is allocable to a particular share class and/or category will be divided by the number of shares in circulation in that share class and/or category. 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 and category 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 due to the Company in cash or in kind, 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 principal of the asset concerned;
- f) costs of establishing the Company that have not been written off;
- g) any other permitted assets of any kind and nature 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) Index certificates (debt instruments) linked to indices comprising alternative investment instruments are valued at the latest available market price (fair value) which is based on the latest available valuations of the index components. If

a report with indicative valuations is available, the index certificates are valued on the basis of this indicative report until a report with the effective valuations becomes available.

g) (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 g (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.

h) 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.

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

j) 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, bills and other 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 pu-

blishing 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, share classes and categories as follows:

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

b) The value of shares issued in each share class and/or category will be allocated in the books of the Company to the sub-fund corresponding to this share class and/or category; 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 and/or categories 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, share class or category reduce the net asset value of this sub-fund, share class or category 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 the reference currency of the relevant sub-fund 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 class and 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 markets is suspended or restricted or if such

markets are temporarily exposed to severe fluctuations, provided that such restriction or suspension affects the valuation of the investments of the Company attributable to such sub-fund quoted thereon;

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

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

d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of shares of such sub-fund, or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange;

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

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

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

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

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

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.

The members of the Board of Directors are appointed by the general meeting for a maximum term of office of six years and are re-eligible. In case a Director is elected without any indication on the term of his mandate, he is deemed to be elected for six years from the date of his election. 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 also 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 of shareholders.

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.

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.

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 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 half of its members is present or represented unless these Articles of Incorporation provide otherwise and without prejudice to specific legal provisions.

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

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

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

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

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

**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 person(s) 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 or members 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 authorises, sub-delegate their powers.

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

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

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

#### **Art. 17. Investment policy.**

17.1 The Board of Directors lays down the investment policy in accordance with which the assets of the company are invested. The company's assets must be invested in accordance with the principle of risk diversification and under the terms of the investment objectives and restrictions, as described in the sales prospectuses published by the company.

17.2 In particular, 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 articles of incorporation, be invested in aggregate in units/shares of other UCIs; 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.

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.

**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 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, share class and/or category 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 14.00 on the 20<sup>th</sup> day of February 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. As of the year 2012 the annual general meetings will be held at 14.00 on the 20<sup>th</sup> day of April.

If the aforementioned day is not a bank business day in Luxembourg, the annual general meeting will be held on the next Luxembourg bank business day. In this context, "bank business day" refers to the normal bank business days (i.e.

each day on which banks are open during normal business hours) in Luxembourg, with the exception of individual, non-statutory rest days.

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

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

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

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

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

Each full share of whatever sub-fund, share class and/or category of a 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 meetings of the subfunds.** 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. Any resolution of the general meeting of shareholders of the Company, affecting the rights of the shareholders of any sub-fund or share class vis-à-vis the rights of the shareholders of any other sub-fund or share class shall be subject to a resolution of the general meeting of shareholders of such sub-fund or share class in compliance with article 68 of the 1915 Law.

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 merging of subfunds.**

##### **25.1 Liquidation of sub-funds and share classes**

Upon liquidation announcement to the shareholders of a particular sub-fund, share class and/or category of a sub-fund, the Board of Directors may arrange for the liquidation of one or more sub-funds, share classes and/or categories of sub-fund(s) if the value of the net assets of the respective sub-fund, share class and/or category 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), share classes and/or categories of sub-fund(s).

Any sums and assets of the sub-fund, share class and/or category 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, share class and/or category of a 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, share class and/or category 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, share class and/or category 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.

#### 25.2 Mergers of the Company or of sub-funds

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, share class and/or category to those of another existing sub-fund, share class and/or category within the Company or to another Luxembourg undertaking for collective investment in transferable securities subject to the 2010 Law or to another sub-fund, share class and/or category within such other undertaking for collective investment in transferable securities subject to the 2010 Law (the "new sub-fund") and to re-designate the shares of the relevant sub-fund, share class or category concerned as shares of another sub-fund, share class and/or category (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, share class and/or category by means of a division into two or more sub-funds, share class and/or category. 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, share class and/or category 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), share class and/or category (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, share class and/or category). For both mergers and divisions of sub-funds, share class and/or category, 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.

**Art. 26. Financial year.** Each year, the Company's financial year begins on 1 November and ends on 31 October of the following year.

**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, share class or category is subject to prior resolution by the shareholders in this sub-fund, share class or category.

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

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

## E. Concluding provisions

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Signé: B. WACKER - N. SCHANK – H. HELLINCKX.

Enregistré à Luxembourg Actes Civils, le 20 juin 2011. Relation: LAC/2011/28053. Reçu soixante-quinze euros 75,00 EUR.

Le Receveur (signé): Francis SANDT.

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

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

Référence de publication: 2011109056/984.

(110125011) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> août 2011.

**World Fitness Holding S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 77.294.

—  
*Extrait des résolutions prises lors de l'Assemblée Générale Ordinaire des Actionnaires tenue en date du 30 mai 2011:*

1. L'Assemblée prend acte de la démission de Monsieur Rémy MENEGUZ de son poste d'Administrateur.
2. L'Assemblée décide de nommer à la fonction d'Administrateur Monsieur Roland DE CILLIA, Expert-comptable, né le 16.03.1968 à Luxembourg, avec adresse professionnelle au 45-47, route d'Arlon L-1140 Luxembourg, qui terminera le mandat de son prédécesseur.
3. L'Assemblée prend acte de l'adresse professionnelle de Mr. Giovanni VITTORE au 45-47, route d'Arlon L-1140 Luxembourg.
4. L'Assemblée décide de nommer à la fonction de Commissaire, la société BENOY KARTHEISER MANAGEMENT S.à r.l. "BKM", inscrite au Registre de Commerce de Luxembourg n°B33849, établie au 45-47, route d'Arlon, L-1140 Luxembourg, qui terminera le mandat de son prédécesseur, en remplacement de la Fiduciaire Mevea S.à r.l.
5. L'Assemblée décide de transférer avec effet immédiat le siège social de la société du 4, rue de l'Eau, L-1449 Luxembourg, au 45-47, route d'Arlon, L-1140 Luxembourg.

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

WORLD FITNESS HOLDING S.A.

Référence de publication: 2011092113/21.

(110104140) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

**Yalesco S.A., Société Anonyme.**

Siège social: L-2530 Luxembourg, 10A, rue Henri M. Schnadt.

R.C.S. Luxembourg B 79.780.

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

Document faisant l'objet de la rectification:

Référence: L100107615

Date: 20/07/2010

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

Référence de publication: 2011092115/12.

(110103568) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

**World Immo Invest S.A., Société Anonyme.**

Siège social: L-1330 Luxembourg, 34A, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 77.758.

—  
*Extrait du procès-verbal du conseil d'administration du 11 mai 2011*

Il résulte du procès-verbal du Conseil d'administration tenu en date du 11 mai 2011, que:

Après avoir constaté que le Dr Peter Hamacher s'est démis de ses fonctions d'Administrateur, en date du 11 mai 2011, les Administrateurs restants décident, conformément à l'article 51 de la loi modifiée du 10 août 1915 sur les sociétés commerciales, de coopter Monsieur Guillaume Le Bouar, employé privé, né à Brignoles (France) le 2 novembre 1971, demeurant professionnellement à L-1330 Luxembourg, 48, Boulevard Grande-Duchesse Charlotte, comme Administrateur de la Société, avec effet immédiat, en remplacement du Dr Peter Hamacher, Administrateur démissionnaire, dont il achèvera le mandat.

Cette cooptation fera l'objet d'une ratification par la prochaine assemblée générale des actionnaires.

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

Luxembourg, le 11 mai 2011.  
WORLD IMMO INVEST S.A.  
François Georges / Alvaro Carnevale  
Administrateur / Administrateur

Référence de publication: 2011092114/21.

(110103951) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**YNVENYTYS S.A., Société Anonyme.**

Siège social: L-1330 Luxembourg, 34A, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 76.925.

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

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

Luxembourg, le 24 juin 2011.

Signature.

Référence de publication: 2011092116/10.

(110103670) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Zeta Due Finance S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 143.729.

EXTRAIT

Il résulte d'un transfert de siège que la société SER.COM S.à r.l. (RCSL B118942) est désormais domiciliée au 19 Boulevard Grande-Duchesse Charlotte, résidence d'Orange, L- 1331 Luxembourg.

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

Luxembourg, le 04 juillet 2011.

Référence de publication: 2011092117/12.

(110103823) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Zeus S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 94.018.

Les comptes annuels au 31 DECEMBRE 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.

FIDUCIAIRE CONTINENTALE S.A.

Référence de publication: 2011092118/10.

(110104016) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Algeco/Scotsman, Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-2453 Luxembourg, 20, rue Eugène Ruppert.

R.C.S. Luxembourg B 158.703.

*Extrait des résolutions de l'associé unique en date du 27 juin 2011*

En date du 27 juin 2011, l'associé unique a décidé comme suit:

- d'accepter la démission de:

Mademoiselle Alexandra Petitjean en qualité de Gérant de classe B de la Société et ce avec effet au 1<sup>er</sup> juillet 2011;

- d'accepter la nomination de:

Monsieur Jan Willem Overheul, né le 4 janvier 1982 à Neerijnen, Pays-Bas, ayant son adresse professionnelle au 20, Rue de la Poste, L-2346 Luxembourg, Luxembourg, en qualité de Gérant de classe B de la Société et ce avec effet au 1<sup>er</sup> juillet 2011 et pour une durée indéterminée.

Luxembourg, le 29 juin 2011.  
Pour extrait analytique conforme  
Eric Lechat  
Gérant de classe B

Référence de publication: 2011092131/20.

(110103086) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> juillet 2011.

---

**Agito S.A., Société Anonyme.**

Siège social: L-8308 Capellen, 89, rue Pafebruch.

R.C.S. Luxembourg B 145.394.

—  
*Extraits des résolutions de l'assemblée générale ordinaire et du conseil d'administration du 20 juin 2011*

Est nommé commissaire, son mandat prenant fin lors de l'assemblée générale ordinaire qui approuvera les comptes au 31 décembre 2010:

- AUDIEX S.A., 9, rue du Laboratoire, L-1911 Luxembourg

Conformément à l'article 51bis de la loi luxembourgeoise du 25 août 2006 concernant la société européenne, la société anonyme à directoire et conseil de surveillance et la société anonyme unipersonnelle, est nommé représentant permanent de la société DE CRONOS GROEP NV

Monsieur Dirk DEROOST

demeurant 2, Goedehoopstraat, B-2000 Anvers

Suivant les dispositions légales en vigueur, le représentant permanent encourra la même responsabilité civile que s'il exerçait cette mission en nom et pour compte propre.

Luxembourg, le 28 juin 2011.

Pour extrait conforme

Signature

Référence de publication: 2011092134/21.

(110102997) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> juillet 2011.

---

**Aral Luxembourg S.A., Société Anonyme.**

Siège social: L-8080 Bertrange, 36, route de Longwy.

R.C.S. Luxembourg B 5.722.

—  
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 Aral Luxembourg S.à r.l.*

Signature

Référence de publication: 2011092135/11.

(110102469) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> juillet 2011.

---

**Association des Parents d'Elèves de l'Enseignement Primaire et Préscolaire, Association sans but lucratif.**

Siège social: L-7569 Mersch, 5, rue des Soeurs Franciscaines.

R.C.S. Luxembourg F 2.799.

—  
**DISSOLUTION**

*Assemblée générale extraordinaire, convoquée en date du 15 février 2011*

En date du 07 mars 2011, les 13 membres de l'Association des Parents d'Elèves de l'Enseignement Primaire et Préscolaire de la Commune de Mersch (APEEPP) ont décidé à l'unanimité la dissolution de l'ASBL en question avec effet au 1<sup>er</sup> juillet 2011.

L'ASBL a été créée en date du 16 septembre 1975, régie par la loi du 21 avril 1928, modifiée par les lois des 22 février 1984 et 04 mars 1994 sur les sociétés sans but lucratif.

Conformément à l'article 17 des statuts, l'actif subsistant après l'acquittement du passif sera versé à la Fondation "Lëtzebuerger Kannerduerf" à Mersch.

Mersch, le 07 mars 2011.

*Pour l'Association des Parents d'Elèves de l'Enseignement Primaire et Précolaire*

FELLER-WILMES Joëlle

*Déclarante*

Référence de publication: 2011092136/20.

(110102572) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> juillet 2011.

---

**Aurigans S.A., Société Anonyme.**

Siège social: L-4751 Pétange, 165A, route de Longwy.

R.C.S. Luxembourg B 125.376.

*Procès-verbal de l'assemblée générale extraordinaire tenu au siège de la Société en date du 1<sup>er</sup> juillet 2011*

Tous les Actionnaires sont présents.

Les Actionnaires ont pris les décisions suivantes:

Les Actionnaires décident:

- De révoquer la société CONCORD INTERNATIONAL MARKETING SARL (B 50577) ayant son siège social à 165 A, Route de Longwy L-4751 PETANGE en tant que Commissaire aux comptes.

- De nommer la société PRISMA CONSULTING SARL (B 101674) ayant son siège social à Z.I. de Kehlen L-8287 KEHLEN en tant que nouveau Commissaire aux comptes pour une période qui viendra à échéance lors de l'assemblée générale ordinaire à tenir en 2012.

Les décisions ont été admises à l'unanimité.

Après cela l'assemblée générale extraordinaire est déclarée comme terminée.

Signé en nom de "AURIGANS S.A."

M. MARISSIAUX François / Mme PACQUENTIN Carole / Mme LYSZYK Cathie

*Administrateur-délégué / Administrateur / Administrateur*

Référence de publication: 2011092137/21.

(110103252) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> juillet 2011.

---

**Balmossie Holding S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 138.741.

Le Bilan et l'affectation du résultat au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 29 Juin 2011.

Balmossie Holding S.à r.l.

Manacor (Luxembourg) S.A.

*Signatures*

*Gérante*

Référence de publication: 2011092138/15.

(110102415) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> juillet 2011.

---

**Balmossie Holding S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 138.741.

Le Bilan et l'affectation du résultat au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 29 Juin 2011.  
Balmossie Holding S.à r.l.  
Manacor (Luxembourg) S.A.  
Signatures  
Gérante

Référence de publication: 2011092139/15.

(110102421) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> juillet 2011.

---

**Banque Degroof Luxembourg S.A., Société Anonyme.**

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.  
R.C.S. Luxembourg B 25.459.

—  
*Extrait des décisions du conseil d'administration du 15 juin 2011*

Il résulte des délibérations et décisions du Conseil d'administration tenu au siège social le 15 juin 2011 que:

Le Conseil d'administration décide de coopter Monsieur Jacques-Martin Philippson demeurant professionnellement 3, rue de Moriensart à B-1341 Céroux-Mousty, Belgique, en qualité d'administrateur de la Banque Degroof Luxembourg S.A., en remplacement de Monsieur Michel Goreux, démissionnaire.

Luxembourg, le 21 juin 2011.  
Pour extrait conforme  
BANQUE DEGROOF LUXEMBOURG S.A.  
Geert De Bruyne  
Administrateur-Délégué

Référence de publication: 2011092140/17.

(110103129) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> juillet 2011.

---

**Beam Global Spirits & Wine Europe S.à r.l., Société à responsabilité limitée.**

Siège social: L-5365 Munsbach, 9, rue Gabriel Lippmann, Parc d'Activité 2.  
R.C.S. Luxembourg B 124.112.

—  
Le Bilan et l'affectation du résultat au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 28 juin 2011.  
Beam Global Spirits & Wine Europe S.à r.l.  
Manacor (Luxembourg) S.A.  
Proxy Holder

Référence de publication: 2011092141/14.

(110102398) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> juillet 2011.

---

**Bunge Europe S.A., Société Anonyme.**

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.  
R.C.S. Luxembourg B 82.832.

—  
Le Bilan et l'affectation du résultat au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 28 Juin 2011.  
Représenté par Manacor (Luxembourg) S.A.  
Signatures  
Mandataire

Référence de publication: 2011092142/14.

(110102404) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> juillet 2011.

---

**Capitalis S.C.A., SICAV-SIF, Société en Commandite par Actions sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.**

Siège social: L-2535 Luxembourg, 20, boulevard Emmanuel Servais.  
R.C.S. Luxembourg B 155.905.

Le Rapport Annuel Révisé au 31 Décembre 2010 et la distribution des dividendes relative à l'Assemblée Générale Ordinaire du 14 Juin 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 28 juin 2011.

Eva-Maria MICK / Claire-Ingrid BERGE  
Mandataire Commercial / Fondé de Pouvoir

Référence de publication: 2011092143/14.

(110102453) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> juillet 2011.

---

**CSN Resources S.A., Société Anonyme.**

Siège social: L-5365 Munsbach, 9, rue Gabriel Lippmann, Parc d'Activité 2.  
R.C.S. Luxembourg B 148.403.

Les administrateurs suivants ont démissionné:

- Démission de l'Administrateur A suivant à partir du 09 juin 2011:

Monsieur Paulo Penido Pinto Marques, né le 10 Août 1957 à Belo Horizonte.

- Démission de l'Administrateur B suivant à partir du 28 juin 2011:

Fabrice Rota, ayant pour adresse professionnelle 46A Avenue J.F.Kennedy L-1855 Luxembourg.

A présent, le conseil d'administration est composé des personnes suivantes:

- Robert van't Hoeft, Administrateur B,

- Marco Weijermans, Administrateur B,

- Marcelo Martins Fonseca, Administrateur A,

- Alberto Monteiro de Queiroz Netto, Administrateur A.

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

CSN Resources S.A.

Signatures

Référence de publication: 2011092145/20.

(110103175) Déposé au registre de commerce et des sociétés de Luxembourg, le 1<sup>er</sup> juillet 2011.

---

**Amelia & Associates S.A., Société Anonyme.**

Siège social: L-2419 Luxembourg, 7, rue du Fort Rheinsheim.  
R.C.S. Luxembourg B 105.105.

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: 2011092224/10.

(110104301) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**AQUATEL River Cruise Line S.A., Société Anonyme (en liquidation).**

Siège social: L-1114 Luxembourg, 10, rue Nicolas Adames.  
R.C.S. Luxembourg B 85.963.

Le bilan et annexes au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 29/06/2011.

Signature.

Référence de publication: 2011092225/10.

(110103982) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---



**Arkham International S.A., Société Anonyme.**

Siège social: L-1142 Luxembourg, 10, rue Pierre d'Aspelt.  
R.C.S. Luxembourg B 112.024.

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  
Domiciliataire

Référence de publication: 2011092226/11.

(110103479) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**AVR Luxembourg S.à.r.l., Société à responsabilité limitée.**

Siège social: L-2440 Luxembourg, 61, rue de Rollingergrund.  
R.C.S. Luxembourg B 113.803.

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: 2011092227/10.

(110103564) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**AVR Luxembourg S.à.r.l., Société à responsabilité limitée.**

Siège social: L-2440 Luxembourg, 61, rue de Rollingergrund.  
R.C.S. Luxembourg B 113.803.

Le Bilan consolidé 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.

Signature.

Référence de publication: 2011092228/10.

(110103566) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Belmont (LUX) HA EK, Société d'Investissement à Capital Variable - Fonds d'Investissement Spécialisé (en liquidation).**

Siège social: L-2346 Luxembourg, 20, rue de la Poste.  
R.C.S. Luxembourg B 146.439.

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.

Citco Fund Services (Luxembourg) S.A.  
Signatures

Référence de publication: 2011092229/12.

(110103433) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Brenntag FinanceCo I, Société à responsabilité limitée.**

Siège social: L-2227 Luxembourg, 29, avenue de la Porte-Neuve.  
R.C.S. Luxembourg B 99.197.

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.

Brenntag FinanceCo I  
Société à responsabilité limitée  
Pascale Troquet / Marco Casagrande  
Gérante / Gérant

Référence de publication: 2011092230/13.

(110104056) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Brenntag FinanceCo II, Société à responsabilité limitée.**

Siège social: L-2227 Luxembourg, 29, avenue de la Porte-Neuve.  
R.C.S. Luxembourg B 99.198.

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.

Brenntag FinanceCo II  
Société à responsabilité limitée  
Pascale Troquet / Marco Casagrande  
Gérante / Gérant

Référence de publication: 2011092231/13.

(110104055) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

**Bruin I S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.  
R.C.S. Luxembourg B 112.928.

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 28 juin 2011.

Stijn Curfs  
Mandataire

Référence de publication: 2011092232/13.

(110103449) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

**TA EU Luxembourg III S.à r.l., Société à responsabilité limitée.**

Siège social: L-1150 Luxembourg, 291, route d'Arlon.  
R.C.S. Luxembourg B 161.382.

STATUTES

In the year two thousand and eleven, on the 10<sup>th</sup> day of May.

Before us, Maître Francis Kessler, notary residing at 5 rue Zänon Bernard L-4030 Esch-sur-Alzette Luxembourg, Grand Duchy of Luxembourg.

THERE APPEARED:

1. Jupiter Acquisitions S.à r.l., a Luxembourg société à responsabilité limitée, having its registered office at 291, route d'Arlon, L-1150 Luxembourg, registered with Register of Commerce and Companies of Luxembourg, under number B 128.538, and having a share capital amounting to EUR 1,528,347,

here represented by Mrs Sofia Afonso-Da Chao Conde, employée privée, whose professional address is 5, rue Zénon Bernard, L-4030 Esch/Allzette, by virtue of a power of attorney given under private seal in Luxembourg,

the power of attorney, after signature ne varietur by the representative of the appearing party and the undersigned notary, will remain attached 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 "TA EU Luxembourg III 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, 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 sole manager or 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 sole shareholder or the general meeting of 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 sole manager or the board of managers. Where the sole manager or the board of managers determines that extraordinary political or military developments or events have occurred or are imminent and that those 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 shall have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of its registered office, will remain 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 and issues of debt or equity securities 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 shall not carry out any regulated activities of the financial sector.

3.3. The Company may generally employ any techniques and instruments relating to its investments for the purpose of their efficient management, including techniques and instruments designed to protect itself against credit risk, currency exchange exposure, interest rate risks and other risks.

3.4. The Company may generally 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 shall not be 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 Company's share capital is set at twelve thousand five hundred euros (EUR 12,500), represented by:

- (i) one thousand two hundred and fifty class A shares (Class A Shares);
- (ii) one thousand two hundred and fifty class B shares (Class B Shares);
- (iii) one thousand two hundred and fifty class C shares (Class C Shares);
- (iv) one thousand two hundred and fifty class D shares (Class D Shares);
- (v) one thousand two hundred and fifty class E shares (Class E Shares);
- (vi) one thousand two hundred and fifty class F shares (Class F Shares);
- (vii) one thousand two hundred and fifty class G shares (Class G Shares);
- (viii) one thousand two hundred and fifty class H shares (Class H Shares);
- (ix) one thousand two hundred and fifty class I shares (Class I Shares);
- (x) one thousand two hundred and fifty class J shares (Class J Shares),

each of the Class A Shares, Class B Shares, Class C Shares, Class D Shares, Class E Shares, Class F Shares, Class G Shares, Class H Shares, Class I Shares and Class J Shares being in registered form and referred to, respectively, as a Class of Shares and collectively as Classes of Shares. A share of any Class of Shares shall be referred to as a Share.

5.2. Each Share is fully paid-up with a nominal value of one euro (EUR 1) and has such rights and obligations as set out in the Articles.

### **Art. 6. Shares.**

6.1. The share capital of the Company may be increased or reduced once or more by a resolution of the shareholders passed by a majority in number of the shareholders representing three-quarters of the Company's share capital.

6.2. The share capital of the Company may be reduced by means of the cancellation of Shares, including the cancellation of one or more entire Class(es) of Shares by way of the repurchase and cancellation of all the Shares in issue in such Class(es) of Shares.

6.3. In the case of the repurchase and cancellation of one or more entire Class(es) of Shares:

(i) such cancellation and repurchase shall be made in reverse alphabetical order (starting with Class J);

(ii) the holders of the Shares of the relevant Class(es) of Shares shall:

(i) be entitled to receive an amount not exceeding the Available Amount (as defined below), such amount being limited to the Total Cancellation Amount (as defined in Article 6.6 below); and

(ii) receive from the Company an amount equal to the Cancellation Value Per Share (as defined in Article 6.4 below) for each Share of the relevant Class held by them prior to the cancellation.

6.4. The Cancellation Value Per Share shall be calculated by dividing the Total Cancellation Amount (as defined in Article 6.6 below) by the number of Shares in issue in the Class of Shares to be repurchased and cancelled.

6.5. The Available Amount (as defined below) shall be calculated by the Board on the basis of the Interim Accounts (as defined below) and shall be subject to the approval of the shareholders in a general meeting.

6.6. The Total Cancellation Amount shall be:

(i) equal to the Available Amount, provided the Available Amount is approved by the shareholders in a general meeting in accordance with Article 6.5; or

(ii) to the extent that the Available Amount is not approved by the shareholders in a general meeting, such other amount as is approved by the shareholders in a general meeting provided always that the Total Cancellation Amount shall never be higher than the Available Amount.

6.7. For the purposes of Article 6.5 and 6.6 a resolution of the shareholders taken at a general meeting of the shareholders shall be passed in the manner provided for an amendment of the Articles.

6.8. Upon the repurchase and cancellation of Shares, the Cancellation Value Per Share will become due and payable by the Company.

6.9. The Company's shares are indivisible and the Company recognises only one owner per share.

6.10. Shares are freely transferable among shareholders.

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

6.12. 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 general meeting of shareholders representing at least three-quarters (3/4) of the share capital.

6.13. The transfer of shares by reason of death to third parties must be approved by the shareholders representing three-quarters (3/4) of the rights owned by the survivors.

6.14. A share transfer will only be 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.

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

6.16. For the purpose of this Article 6, the following terms shall have the following definitions:

Available Amount means the total amount of net profits of the Company (including carried forward profits) capable of distribution to the shareholders pursuant to Article 15 of the Articles, increased by:

(i) any freely distributable reserves; and

(ii) as the case may be:

(a) the amount of the share capital reduction relating to the Class of Shares to be cancelled; and

(b) subject to the provisions of the Law, the amount equal to the reduction to the legal reserve arising out of such share capital reduction, provided always that:

i. the amount actually held in the legal reserve immediately prior to such share capital reduction was equal to or greater than the amount equal to 10 per cent. of the Company's share capital immediately prior to such share capital reduction; and

ii. the legal reserve shall not, as a result of such distribution, fall below such amount as is equal to 10 per cent. of the Company's share capital immediately following the share capital reduction,

but reduced by:

(i) any losses (including carried forward losses); and

(ii) any sums to be placed into reserve(s) pursuant to the requirements of law or of the Articles,

each time as set out in the relevant Interim Accounts, so that:

$$AA = (NP + P + CR) - (L + LR)$$

where:

AA = Available Amount

NP = net profits (including carried forward profits)

P = any freely distributable reserves CR = the amount of the share capital reduction relating to the Class of Shares to be cancelled

L = losses (including carried forward losses)

LR = any sums to be placed into reserve(s) pursuant to the requirements of law or of the Articles;

Interim Accounts means the interim accounts of the Company as at the relevant Interim

Account Date; and Interim Account Date means the date no earlier than eight (8) days before the date of the repurchase and cancellation of the relevant Class of Shares.

### III. Management - Representation

#### Art. 7. Appointment and removal of managers.

7.1. The Company is managed by one or more managers appointed by a resolution of the sole shareholder or the general meeting of shareholders, which sets the term of their office. The manager(s) need not be shareholder(s).

7.2. The manager(s) may be dismissed at any time ad nutum (with or without cause) by a resolution of the sole shareholder or the general meeting of shareholders.

7.3. The sole shareholder or general meeting of shareholders may decide to appoint managers of two different classes, being Class A managers and Class B managers. Any such classification of managers shall be duly recorded in the minutes of the relevant meeting and the managers shall be identified with respect to the class to which they belong.

**Art. 8. Board of managers.** If several managers have been appointed, they will constitute the board of managers (the Board).

#### 8.1. Powers of the board of managers

(i) All powers not expressly reserved to the shareholder(s) by the Law or the Articles fall within the competence of the sole manager or the Board, who shall have 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 sole manager or the Board.

#### 8.2. Procedure

(i) The Board shall meet as often as required to ensure that the corporate interest is met or upon request of any manager at the place indicated in the convening notice.

(ii) Written notice of any Board meeting is given to all managers at least twenty-four (24) hours in advance, except in the case of an emergency, in which case the nature and circumstances of such shall be set forth in the notice.

(iii) No notice is required if all members of the Board are present or represented and each of them states that they have full knowledge of the agenda for 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 which 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 represent him at any Board meeting.

(v) The Board may only validly deliberate and act if a majority of its members is present or represented. Board resolutions are validly taken by a majority of the managers present or represented. In the event, however, the sole shareholder or general meeting of shareholders has appointed different classes of managers (namely Class A managers and Class B managers) any resolutions of the Board may only be validly taken by the majority of the votes of the managers present or represented including at least one Class A and one Class B manager present or represented. Board resolutions shall be recorded in minutes signed by the chairperson of the meeting or, if no chairperson has been appointed, by all the managers present or represented.

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

(vii) Circular resolutions signed by all the managers (the Managers' Circular Resolutions) shall be valid and binding as if passed at a duly convened and held Board meeting, and bear the date of the last signature. Such signatures may appear on a single document or on multiple copies of an identical resolution.

#### 8.3. Representation

(i) Where the Company is managed by a board of managers, the Company shall be bound towards third parties in all matters by the single signature of any manager, provided that in the event the sole shareholder or general meeting of shareholders have appointed different classes of managers (namely class A managers and class B managers) the Company shall only be validly bound by the joint signature of one class A manager and one class B manager.

(ii) Where the Company has a sole manager, the Company shall be bound towards third parties by the signature of the latter.

(iii) The Company shall also be bound towards third parties by the joint or single signature of any persons to whom special powers have been delegated by the sole manager or the Board.

**Art. 9. Sole manager.** If the Company is managed by a sole manager all references in the Articles to the Board or the managers shall be read as references to the sole manager, as appropriate.

**Art. 10. Liability of the managers.** The managers shall not be held personally liable, by reason of their mandate, for any commitment they have validly made in the name of the Company, provided those commitments comply with the Articles and the Law.

#### IV. Shareholder(s)

##### Art. 11. General meetings of shareholders and shareholders' circular resolutions

###### 11.1. Powers and voting rights

(i) Resolutions of the shareholder(s) shall be adopted at a general meeting of shareholders (a General Meeting) or by way of circular resolutions (the Shareholders' Circular Resolutions).

(ii) When resolutions are to be adopted by way of Shareholders' Circular Resolutions, the text of the resolutions shall be 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 duly convened and held General Meeting, and bear the date of the last signature. The signatures of the shareholders may appear on a single document or on multiple copies of an identical resolution and may be evidenced by letter or facsimile

(iii) Each share gives entitlement to one (1) vote.

###### 11.2. Notices, quorum, majority and voting procedures

(i) The shareholders may be convened or consulted by any manager. The sole manager, the board of managers or, failing which, the statutory auditor(s), must convene or consult the shareholders following a request from shareholders representing more than half of the share capital.

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

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

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

(v) A shareholder may grant written power of attorney to another person, shareholder or otherwise, 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 shall be adopted at the second General Meeting or by Shareholders' Circular Resolutions by a majority of the votes cast, irrespective of the proportion of the share capital represented.

(vii) The Articles may only be 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 in a shareholder's commitment to the Company require the unanimous consent of the shareholders.

##### Art. 12. Sole shareholder.

###### 12.1. When the number of shareholders is reduced to one (1):

(i) the sole shareholder exercises all powers granted by the Law to the General Meeting;

(ii) any reference in the Articles to the shareholders and the general meeting (or General Meeting) or to Shareholders' Circular Resolutions is to be read as a reference to the sole shareholder or the shareholder's resolutions, as appropriate; and

(iii) the resolutions of the sole shareholder are recorded in minutes or drawn up in writing.

#### V. Annual accounts - Allocation of profits - Supervision

##### Art. 13. Financial year and approval of annual accounts.

13.1. The financial year begins on 1<sup>st</sup> January and ends on 31<sup>st</sup> December of each year.

13.2. Each year, the sole manager or the board of managers must prepare the balance sheet and the profit and loss accounts 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 managers, auditor(s) (if any) and shareholders towards the Company.

13.3. Each shareholder may inspect the inventory, the balance sheet and the report of the statutory auditor(s), if any, at the registered office. If there are more than twenty-five (25) shareholders, the inventory, balance sheet and report of the statutory auditor(s) may only be inspected by the shareholders during the fifteen (15) days preceding the annual general meeting convened to approve these documents.

13.4. 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 following the closure of the financial year.

**Art. 14. External Auditors (réviseurs d'entreprises).**

14.1. When so required by law, the Company's operations are supervised by one or more external auditors (réviseurs d'entreprises).

14.2. The shareholders appoint the external auditors, if any, and determine their number and remuneration and the term of their mandate, which may not exceed six (6) years but may be renewed.

**Art. 15. Allocation of profits.**

15.1. Five per cent (5%) of the Company's annual net profits shall be allocated to the reserve required by law. This requirement ceases when the legal reserve reaches an amount equal to ten per cent (10%) of the share capital.

15.2. The sole shareholder or the general meeting of shareholders shall determine the allocation of the balance of the annual net profits. It may decide on the payment of a dividend, to transfer the balance to a reserve account, or to carry it forward in accordance with the applicable legal provisions.

15.3. Interim dividends may be distributed at any time subject to the following conditions:

- (i) the Board, or the sole manager, draws up interim accounts;
- (ii) the interim accounts show that sufficient profits and other reserves (including share premiums) are available for distribution; it being understood that the amount to be distributed may not exceed the profits made since the end of the last financial year for which the annual accounts have been approved, if any, increased by profits carried forward and distributable reserves, and reduced by losses carried forward and sums to be allocated to the legal reserve;
- (iii) the decision to pay interim dividends is taken by the sole shareholder or by the general meeting of shareholders within two (2) months from the date of the interim accounts;
- (iv) the rights of the Company's creditors are not threatened, taking the assets of the Company; and
- (v) if the interim dividends paid exceed the distributable profits at the end of the financial year, the shareholders must refund the excess to the Company.

15.4. In the event of a dividend declaration, such dividend shall be allocated and paid as follows:

- (i) up to an amount equal to 0.25% of the nominal value of each share shall be distributed equally to all shareholders pro rata to their holding of Shares regardless of the Class of Shares held; and
- (ii) the balance of the total amount to be distributed shall be allocated in its entirety to the holders of the last Class of Shares in existence in reverse alphabetical order (i.e. first to the holders of the Class J Shares, then if there are no Class J Shares, to the holders of the Class I Shares and continuing in such a manner until only the Class A Shares are in existence.

**VI. Dissolution - Liquidation**

16.1 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 shall appoint one or more 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 full power to realise the Company's assets and pay its liabilities.

16.2 After payment of all debts and any charges against the Company and payment of the expenses of the liquidation, the net liquidation proceeds shall be distributed to the shareholders in conformity with, and so as to achieve on an aggregate basis the same economic result as, the distribution rules set for dividend distributions.

**VII. General provisions**

17.1 Notices and communications may be made or waived, and Managers' and Shareholders' Circular Resolutions may be evidenced, in writing, by fax, email or any other means of electronic communication.

17.2 Powers of attorney are granted 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.

17.3 Signatures may be in handwritten or electronic form, provided they fulfil all legal requirements for being deemed equivalent to handwritten signatures. Signatures of the Managers' Circular Resolutions, the resolutions adopted by the Board by telephone or video conference or the Shareholders' Circular Resolutions, as the case may be, are affixed to one original or several counterparts of the same document, all of which taken together constitute one and the same document.

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

*Transitional provision*

The first financial year begins on the date of this deed and ends on 31<sup>st</sup> December 2011.

### *Subscription and Payment*

Jupiter Acquisitions S.à r.l., represented as stated above, subscribes for one thousand two hundred and fifty (1,250) Class A Shares, one thousand two hundred and fifty (1,250) Class B Shares, one thousand two hundred and fifty (1,250) Class C Shares, one thousand two hundred and fifty (1,250) Class D Shares, one thousand two hundred and fifty (1,250) Class E Shares, one thousand two hundred and fifty (1,250) Class F Shares, one thousand two hundred and fifty (1,250) Class G Shares, one thousand two hundred and fifty (1,250) Class H Shares, one thousand two hundred and fifty (1,250) Class I Shares, one thousand two hundred and fifty (1,250) Class J Shares in registered form, each with a par value of one euro (EUR 1), and agrees to pay them in full by an aggregate contribution in cash of EUR 12,500.

The amount of twelve thousand five hundred euros (EUR 12,500) is at the Company's disposal.

### *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 one thousand three hundred euro (€ 1,300.-).

### *Resolutions of the shareholders*

Immediately after the incorporation of the Company, its shareholders, representing the entire subscribed capital, adopted the following resolutions:

1. The Company shall have a board of managers for an undetermined period composed of Class A and Class B managers. The following persons are named managers:

#### *Class A:*

Gregory Wallace, Fund Controller, born on 16 May 1980 in Connecticut, U.S.A. residing at 3 Lenox St. UN 11 Norwood, MA 02062 4224; and

Thomas Alber, Chief Financial Officer, born on 17 August 1960 in Bridgeport, CT, USA, residing at 134 School St., Wayland MA 01778-4545, U.S.A.;

#### *Class B:*

Keith Greally, accountant, born on 5 February 1977 in Galway, Ireland, with professional address at 291, route d'Arlon, L-1150 Luxembourg;

Russell Perchard, manager, born on 16 January 1978 in Jersey, Channel Islands, with professional address at 291, route d'Arlon, L-1150 Luxembourg; and

Costas Constantinides, manager, born on 17 September 1979 in Nicosia, Cyprus, with professional address at 291, route d'Arlon, L-1150 Luxembourg.

2. The registered office of the Company is located at 291, route d'Arlon, L-1150, Luxembourg.

### *Declaration*

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

WHEREOF, this deed was drawn up in Esch/Alzette, on the day stated above.

This deed has been read to the representative of the appearing party, who have signed it together with the undersigned notary.

### **Suit la traduction française du texte qui précède:**

L'an deux mille onze, le dixième mai.

Par-devant Maître Francis Kessler, notaire de résidence à 5 rue Zénon Bernard L-4030 Esch-sur-Alzette Luxembourg, Grand-Duché de Luxembourg.

#### **ONT COMPARU:**

1. Jupiter Acquisitions S.à r.l., une société à responsabilité limitée régie par les lois de Luxembourg dont le siège social se situe à 291, route d'Arlon, L-1150 Luxembourg, inscrite au registre du commerce et des sociétés, sous le numéro B 128.538, dont le capital social est fixé à EUR 328,347,

représentée par Madame Sofia AFONSO-DA CHAO CONDE, employée privée, avec adresse professionnelle à 5, rue Zénon Bernard, L-4030 Esch/Alzette, en vertu d'une procuration donnée sous seing privé à Luxembourg,

Ladite procuration, après avoir été signées 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<sup>er</sup>. Dénomination.** Le nom de la société est "TA EU Luxembourg III 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 gérant unique ou du conseil de gérance. Le siège social peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par une résolution de l'associé unique ou l'assemblée générale 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 résolution du gérant unique ou par décision du conseil de gérance. Lorsque le gérant unique ou 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 événements sont de nature à compromettre les activités normales de la Société à son siège social, ou la communication aisée entre le siège social et les personnes à 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 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 tous emprunts et les émissions de titres de créance ou de titres de participation 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 doit effectuer aucune activité réglementée du secteur financier.

3.3. La Société peut en règle générale employer toutes les techniques et instruments en relation avec ses investissements pour leur gestion efficace, y compris les techniques et instruments conçus pour sa protection contre le risque de crédit, les fluctuations monétaires, les fluctuations de taux d'intérêt et autres risques.

3.4. La Société peut en règle générale 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 ne sera 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 événement similaire affectant un ou plusieurs associés.

## II. Capital - Parts sociales

### Art. 5. Capital.

5.1. Le capital social de la société est fixé à douze mille cinq cent euros (EUR 12,500), représenté par:

- (i) Mille deux cent cinquante parts sociales de catégorie A (Parts sociales de catégorie A);
- (ii) Mille deux cent cinquante parts sociales de catégorie A (Parts sociales de catégorie B);
- (iii) Mille deux cent cinquante parts sociales de catégorie A (Parts sociales de catégorie C);
- (iv) Mille deux cent cinquante parts sociales de catégorie A (Parts sociales de catégorie D);
- (v) Mille deux cent cinquante parts sociales de catégorie A (Parts sociales de catégorie E);
- (vi) Mille deux cent cinquante parts sociales de catégorie A (Parts sociales de catégorie F);
- (vii) Mille deux cent cinquante parts sociales de catégorie A (Parts sociales de catégorie G);
- (viii) Mille deux cent cinquante parts sociales de catégorie A (Parts sociales de catégorie H);
- (ix) Mille deux cent cinquante parts sociales de catégorie A (Parts sociales de catégorie I);

(x) Mille deux cent cinquante parts sociales de catégorie A (Parts sociales de catégorie J);

Chacune des parts de catégorie A, B, C, D, E, F, G, H, I et J étant listée dans un registre et dénommée respectivement Parts de catégorie et collectivement les Parts sociales. Une part sociale de toute catégorie sera dénommée une Part sociale.

5.2. Chaque part sociale sera intégralement payée et libérée à sa valeur nominale de un euro (EUR 1) et à des droits et obligations tels que définis dans les statuts.

#### **Art. 6. Parts sociales.**

6.1. Le capital social de la Société peut être augmenté ou réduit une ou plusieurs fois par résolution des actionnaires, passée par la majorité des actionnaires représentant les trois quarts des parts sociales de la Société.

6.2. Le capital social de la Société peut être réduit par annulation des Parts, incluant l'annulation d'une ou plusieurs catégories entières de parts sociales, par rachat et annulation des parts émises au sein de chaque catégorie.

6.3. Dans le cas d'un rachat et d'une annulation d'une ou plusieurs catégories entières de parts sociales;

(i) une telle annulation sera faite par ordre alphabétique inversé (commençant par la catégorie J);

(ii) les détenteurs des parts appartenant aux dites catégories auront le droit:

(i) de recevoir un montant n'excédant pas le montant mis à disposition (tel que défini ci-dessous), ce montant étant limité au Montant de l'Annulation Totale (tel que défini à l'article 6.6 ci-dessous), et

(ii) de recevoir de la Société un montant égal à la Valeur d'Annulation (telle que définie à l'article 6.4 ci-dessous) pour chaque Action de la Classe concernée détenue par eux avant l'annulation.

6.4. La Valeur d'Annulation par part sociale sera calculée en divisant le Montant de l'Annulation Totale (tel que défini à l'article 6.6 ci-dessous) par le nombre de parts sociales émises dans la Catégorie des actions devant être rachetées et annulées.

6.5. Le montant disponible (tel que défini ci-dessous) est calculé par le Conseil sur la base des Comptes Intérimaires (tel que défini ci-dessous) et sont soumis à l'approbation des actionnaires réunis en assemblée générale.

6.6. Le Montant de l'Annulation Totale:

(i) est égal au Montant Disponible, à condition que le Montant Disponible soit approuvé par les actionnaires en assemblée générale conformément à l'article 6.5; ou

(ii) dans la mesure où le Montant Disponible n'est pas approuvé par les actionnaires en assemblée générale, tout autre montant approuvé par les actionnaires en assemblée générale à condition que le Montant Total de l'Annulation ne soit jamais supérieur au Montant Disponible.

6.7. Pour l'application de l'article 6.5 et 6.6 une résolution des actionnaires prise lors d'une assemblée générale des actionnaires doit être adoptée dans les conditions prévues pour une modification des Statuts.

6.8. A compter du rachat et de l'annulation des parts sociales, la Valeur d'Annulation par Part sociale deviendra exigible et payable par la Société.

6.9. Les parts sociales de la Société sont indivisibles et la Société ne reconnaît qu'un seul propriétaire par part sociale.

6.10. Les parts sociales sont librement transférables parmi les actionnaires. .

6.11. Si la Société n'a qu'un seul actionnaire, celui-ci peut librement transférer les parts sociales à des tiers.

6.12. Si la Société a plus d'un actionnaire, le transfert («entre vifs») des parts sociales à des tiers est soumis à l'approbation préalable de l'assemblée générale des actionnaires représentant au moins trois quarts des parts sociales.

6.13. Le transfert des actions en raison de décès à des tiers doit être approuvée par les actionnaires représentant les trois quarts (3 / 4) des droits appartenant aux survivants.

6.14. Une cession de parts sociales n'est opposable à la Société ou aux tiers qu'après notification à ou acceptation par la Société conformément à l'article 1690 du Code civil.

6.15. Un registre des actionnaires sera tenu au siège social et peut être consulté par chaque actionnaire sur demande.

6.16. Aux fins du présent article 6, les termes suivants auront les définitions suivantes:

Montant Disponible signifie le montant total des profits nets de la Société (incluant les profits reportés) capable de distribution aux actionnaires conformément à l'article 15 des Statuts, augmenté:

(i) des réserves librement distribuables; et

(ii) selon le cas:

(a) du montant de la réduction de capital relative à la catégorie des actions à annuler; et

(b) sous réserve des dispositions de la loi, du montant égal à la réduction de la réserve légale découlant de la réduction de capital social par exemple, à condition que:

i. immédiatement avant la réduction de capital social, le montant effectivement détenu à la réserve légale, ait été égal ou supérieur au montant égal à 10 pour cent du capital social, immédiatement avant la réduction du capital social de la Société; et

ii. la réserve légale ne doit pas, à la suite d'une telle distribution, tomber à un seuil inférieur à ce montant égal à 10 pour cent du capital social de la Société immédiatement après la réduction du capital social,

Mais réduit par:

- (i) toutes pertes (incluant les pertes reportées); et
- (ii) toutes sommes devant être placées en réserve(s) conformément aux exigences de la loi ou des Statuts, chaque fois que figurant dans les Comptes Intérimaires concernés, de sorte que:

$$MD = (PN + R + RC) - (P + SR)$$

où:

MD = Montant Disponible

PN = Profits Nets (incluant les bénéfices reportés)

R = Réserves librement distribuables

RC = le montant de la réduction du capital social relatif à la Catégorie de Parts Sociales annulée

P = pertes (incluant les pertes reportées)

SR = toutes sommes devant être placées en réserve (s) conformément aux exigences de la loi ou des articles;

Comptes Intérimaires signifie les comptes intérimaires de la Société à la Date des Comptes Intérimaires; et

Date des Comptes Intérimaires signifie la date pas plus tôt que huit (8) jours avant la date du rachat et l'annulation de la Classe d'Actions.

### III. Gestion - Représentation

#### Art. 7. Nomination et révocation des gérants.

7.1. La Société est gérée par un ou plusieurs gérants nommés par une résolution de l'associé unique ou de l'assemblée générale des associés, qui fixe la durée de leur mandat. Le(s) gérant(s) ne doivent pas nécessairement être associé(s)

7.2. Le(s) gérant(s) sont révocables à tout moment ad nutum (avec ou sans raison) par une décision de l'actionnaire unique ou de l'assemblée générale des associés.

7.3. L'associé unique ou l'assemblée générale des associés peut décider de nommer des gérants de différentes catégories, des gérants de catégorie A et des gérants de catégorie B. Une telle classification de gérants devra être enregistrée dans le procès-verbal de la réunion appropriée et les gérants devront être identifiés en ce qui concerne la catégorie à laquelle ils appartiennent.

**Art. 8. Conseil de gérance.** Si plusieurs gérants ont été nommés, ils constitueront le conseil de gérance (le Conseil).

#### 8.1. 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 gérant unique ou du Conseil, qui aura 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 gérant unique ou le Conseil à un ou plusieurs agents pour des tâches spécifiques.

#### 8.2. Procédure

(i) Le Conseil se réunira aussi souvent que nécessaire pour assurer que l'intérêt social est respecté ou sur convocation de tout gérant au lieu indiqué dans l'avis de convocation.

(ii) Il est donné à tous les gérants une convocation écrite de toute réunion du Conseil au moins vingt-quatre (24) heures à l'avance, sauf en cas d'urgence, auquel cas la nature et les circonstances de cette urgence seront mentionnées dans la convocation à la réunion.

(iii) Aucune convocation n'est requise si tous les membres du Conseil sont présents ou représentés et que chacun déclare 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. Les décisions du Conseil sont valablement adoptées par une majorité des gérants présents ou représentés. Cependant, si l'associé unique ou l'assemblée générale des associés a nommé différentes catégories de gérants (à savoir les gérants de Catégorie A et les gérants de Catégorie B), toutes décisions du Conseil peuvent seulement être valablement adoptées par la majorité des votes des gérants présents ou représentés, y compris au moins un gérant de Catégorie A et un gérant de Catégorie B présents ou représentés. Les décisions du Conseil seront 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.

(vi) 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.

(vii) Des résolutions circulaires signées par tous les gérants (les Résolutions Circulaires des Gérants) seront valables et engageront 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. Ces signatures peuvent apparaître sur un seul document ou sur plusieurs copies d'une résolution identique.

### 8.3. Représentation

(i) Lorsque la Société est gérée par un conseil de gérance, la Société devra être engagée vis-à-vis des tiers en toutes circonstances par la seule signature de tout gérant, à condition que si l'associé unique ou l'assemblée générale des associés ont nommé différentes catégories de gérants (à savoir les gérants de catégorie A et les gérants de catégorie B), la Société sera seulement valablement engagée par la signature conjointe d'un gérant de catégorie A avec un gérant de catégorie B.

(ii) Lorsque la Société a un seul gérant, la Société sera engagée vis-à-vis des tiers par la signature de ce dernier.

(iii) La Société sera également engagée vis-à-vis des tiers par la signature conjointe ou individuelle de toutes personnes à qui des pouvoirs spéciaux ont été délégués par le gérant unique ou le Conseil.

**Art. 9. Gérant unique.** Si la Société est gérée par un gérant unique, toute référence dans les Statuts au Conseil ou aux gérants devra être considérée, le cas échéant, comme une référence au gérant unique.

**Art. 10. Responsabilité des gérants.** Les gérants ne contracteront, 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. 11. Assemblées générales des associés et résolutions circulaires des associés.

#### 11.1. Pouvoirs et droits de vote

(i) Les résolutions de(s) associé(s) seront 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 sera 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. Les signatures des associés peuvent apparaître sur un seul document ou sur plusieurs copies d'une résolution identique et peuvent être attestées par lettre ou télécopie.

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

#### 11.2. Convocations, quorum, majorité et procédure de vote

(i) Les associés peuvent être convoqués ou consultés par tout gérant. Le gérant unique, le conseil de gérance ou, à défaut, le(s) commissaire(s) aux comptes, doivent convoquer ou consulter les associés suivant requête 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 seront précisées dans la convocation à ladite assemblée.

(iii) Les Assemblées Générales doivent être 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 seront 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 peuvent seulement être 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. 12. Associé unique.

#### 12.1. Dans le cas où le nombre des associés est réduit à un (1):

(i) l'associé unique exerce tous les pouvoirs conférés par la Loi à l'Assemblée Générale;

(ii) toute référence dans les Statuts aux associés et à l'assemblée générale (ou 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;

(iii) les résolutions de l'associé unique sont consignées dans des procès-verbaux ou rédigées par écrit

## V. Comptes annuels - Affectation des bénéfices - Contrôle

### Art. 13. Exercice social et approbation des comptes annuels.

13.1. L'exercice social commence le 1<sup>er</sup> janvier et se termine le 31 décembre de chaque année.

13.2. Chaque année, le gérant unique ou le conseil de gérance doit dresser 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, commissaire(s) aux comptes (s'il y en a) et des associés envers la Société.

13.3. Chaque associé peut prendre connaissance de l'inventaire, du bilan et du rapport de(s) commissaire(s) aux comptes, s'il y en a, au siège social. Si il y a plus de vingt-cinq (25) associés, l'inventaire, le bilan et le rapport de(s) commissaire(s) aux comptes peuvent seulement être consultés par les associés durant les quinze (15) jours précédant l'assemblée générale annuelle convoquée pour approuver ces documents.

13.4. 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.

### Art. 14. Réviseurs d'entreprises.

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

14.2. 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. 15. Affectation des bénéfices.

15.1. Cinq pour cent (5 %) des bénéfices nets annuels de la Société devront être 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.

15.2. L'associé unique ou l'assemblée générale des associés décidera 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.

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

(i) des comptes intérimaires sont établis par le gérant unique ou 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, augmentés 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 payer des dividendes intérimaires doit être adoptée par l'associé unique ou l'assemblée générale des associés 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 excèdent les bénéfices distribuables à la fin de l'exercice social, les associés doivent reverser l'excès à la Société.

15.4. En cas de déclaration de dividende, un tel dividende sera assigné et payé comme suit:

(i) un montant égal à 0,25 % de la valeur nominale de chaque part sociale sera distribué paritairement à tous les associés au prorata de leur détention de Parts Sociales sans se soucier de la Catégorie de Parts Sociales détenue; et

(ii) le solde du montant total devant être distribué sera assigné dans son entièreté aux détenteurs de la dernière Catégorie de Parts Sociales dans l'ordre alphabétique inverse (c.-à-d. premièrement aux détenteurs des Parts Sociales de Catégorie J, ensuite s'il n'y a pas de Parts Sociales de Catégorie J, aux détenteurs des Parts Sociales de Catégorie I, et ainsi de suite jusqu'à ce qu'il n'existe plus que les Parts Sociales de Catégorie A).

## VI. Dissolution - Liquidation

16.1. 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, pouvoir 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.

16.2. Après paiement de toutes les dettes et charges de la Société et paiement des dépenses de la liquidation, le produit net de la liquidation sera distribué aux associés en conformité avec, et pour que la réalisation soit faite sur une base globale de même résultat économique, les règles de distribution établis pour les distributions de dividendes.

## VII. Dispositions générales

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

17.2. Les procurations sont données 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.

17.3. Les signatures peuvent être sous forme manuscrite ou électronique, à condition de satisfaire aux conditions légales pour être assimilées à des signatures manuscrites. 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.

17.4. 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*

Jupiter Acquisitions S.à r.l., représenté comme indiqué ci-dessus, déclare souscrire à 1.250 Parts sociales de catégorie A, 1.250 Parts sociales de catégorie B, 1.250 Parts sociales de catégorie C, 1.250 Parts sociales de catégorie D, 1.250 Parts sociales de catégorie E, 1.250 Parts sociales de catégorie F, 1.250 Parts sociales de catégorie G, 1.250 Parts sociales de catégorie H, 1.250 Parts sociales de catégorie I, 1.250 Parts sociales de catégorie J sous forme nominative, d'une valeur nominale de un euro (EUR 1) chacune, et de les libérer intégralement par un apport en numéraire d'un montant de EUR 12,500.

Le montant de douze mille cinq cents euro (EUR 12,500) est à la disposition de la Société.

#### *Frais*

Les dépenses, coûts, honoraires et charges de toutes sortes qui incombent à la Société du fait de sa constitution s'élèvent approximativement à mille trois cents euros (€ 1.300,-).

#### *Résolutions des associés*

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

1. La Société aura un conseil de gérance pour une durée indéterminée composé de gérants de Catégorie A et de gérant de Catégorie B. Les personnes suivantes sont nommées en qualité de gérants:

##### *gérants de Catégorie A:*

Gregory Wallace, Contrôleur de Fonds, né le 16 mai 1980 dans le Connecticut, Etats-Unis d'Amérique, dont l'adresse est située au 3, Lenox St. UN 11 Norwood, MA 02062 4224, Etats-Unis d'Amérique; et

Thomas Alber, Directeur Financier, né le 17 août 1960 à Bridgeport, CT, Etats-Unis d'Amérique, dont l'adresse est située au 134, School St., Wayland MA 01778-4545, Etats-Unis d'Amérique.

##### *gérants de Catégorie B:*

Keith Grealley, comptable, né le 5 février 1977 à Galway, Irlande, dont l'adresse professionnelle est située au 291, route d'Arlon, L-1550 Luxembourg;

Russell Perchard, gérant, né le 16 janvier 1978 à Jersey, Iles anglo-normandes, dont l'adresse professionnelle est située au 291, route d'Arlon, L-1550 Luxembourg; et

Costas Constantinides, gérant, né le 17 septembre 1979 à Nicosie, Chypre, dont l'adresse professionnelle est située au 291, route d'Arlon, L-1550 Luxembourg.

2. Le siège social de la Société est établi au 291, route d'Arlon, L-1150 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.

Dont acte, fait et passé à Esch/Alzette, à la date qu'en tête des présentes.

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

Signé: Conde, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 20 mai 2011. Relation: EAC/2011/6715. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): Santioni A.

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

Référence de publication: 2011081701/684.

(110090793) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 juin 2011.

**Beldico Holdings S.A., Société Anonyme.**

Siège social: L-1840 Luxembourg, 11B, boulevard Joseph II.

R.C.S. Luxembourg B 132.055.

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  
Domiciliataire

Référence de publication: 2011092233/11.

(110103481) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Bellini S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 79.730.

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  
Signatures

Référence de publication: 2011092234/13.

(110104250) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**BEN & Co CHARTERING S.A., Société Anonyme.**

Siège social: L-1411 Luxembourg, 2, rue des Dahlias.

R.C.S. Luxembourg B 72.582.

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: 2011092235/10.

(110103711) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Bimex SA, Société Anonyme.**

Siège social: L-9637 Bockholtz, 4, Am aale Wee.

R.C.S. Luxembourg B 102.330.

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.  
Luxembourg, le 01/07/2011.

Signature.

Référence de publication: 2011092236/10.

(110103976) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Biscalux S.A., Société Anonyme.**

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

R.C.S. Luxembourg B 153.957.

Les comptes annuels pour la période du 22 juin 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.  
FIDUPAR  
1, rue Joseph Hackin  
L-1746 Luxembourg  
Signature

Référence de publication: 2011092237/15.

(110104207) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Bouvy S.A., Société Anonyme.**

Siège social: L-2734 Luxembourg, 47, rue de Wiltz.

R.C.S. Luxembourg B 92.351.

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.

Bertrange, le 01.07.2011.

Signature.

Référence de publication: 2011092238/10.

(110103991) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**BTM S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 108.171.

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: 2011092239/10.

(110103434) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Burton Invest S.A., Société Anonyme.**

Siège social: L-1840 Luxembourg, 11B, boulevard Joseph II.

R.C.S. Luxembourg B 108.182.

Les comptes annuels au 30/06/2010 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

*Domiciliaire*

Référence de publication: 2011092240/11.

(110103482) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Chambertin S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 131.847.

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

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

Luxembourg, le 28 juin 2011.

Stijn Curfs

*Mandataire*

Référence de publication: 2011092241/13.

(110103447) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---



**Channel Springs S.à r.l., Société à responsabilité limitée.**

Siège social: L-2340 Luxembourg, 6, rue Philippe II.  
R.C.S. Luxembourg B 109.819.

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: 2011092242/10.

(110103817) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Cobois S.A., Société Anonyme.**

Siège social: L-1524 Luxembourg, 14, rue Michel Flammang.  
R.C.S. Luxembourg B 93.720.

Les comptes annuels 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.

Luxembourg.

COBOIS S.A.

Signature

Référence de publication: 2011092243/13.

(110103919) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Constantia S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 12.500,00.**

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.  
R.C.S. Luxembourg B 134.273.

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 28 juin 2011.

Stijn Curfs

Mandataire

Référence de publication: 2011092244/13.

(110103445) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**CCEEP Investment 2 S.à r.l., Société à responsabilité limitée.**

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.  
R.C.S. Luxembourg B 141.350.

Il résulte des décisions des actionnaires de la Société au 13 mai 2011:

- que l'assemblée a accepté la démission de Sam Block III, né le 28/12/1972 à Tennessee, USA, avec adresse professionnelle à 57, Berkeley Square, bâtiment Lansdowne House, W1J6ER, London, UK, de ses fonctions de membre du conseil de gérance de la Société avec effet au 28 avril 2011;

- que l'assemblée a nommé Erica Kathleen Herberg, née le 08/06/1974 à North Carolina, USA, avec adresse professionnelle à 1001, Pennsylvania Avenue NW, 20004- 2505 Washington DC, USA, comme nouveau membre du conseil de gérance de la Société avec effet au 13 mai 2011 et pour une période illimitée.

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

Luxembourg, le 30 juin 2011.

CCEEP Investment 2 S.à r.l.

Signature

Un mandataire

Référence de publication: 2011092246/19.

(110103489) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Chariot-Lux Manutention, S.à r.l., en abrégé C.L.M. S.à r.l., Société à responsabilité limitée.**

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

R.C.S. Luxembourg B 95.617.

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.

FIDUCIAIRE CORFI

EXPERTS COMPTABLES

63-65, Rue de Merl

L-2146 LUXEMBOURG

Signature

Référence de publication: 2011092248/15.

(110103471) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**CM Capital Markets Europe S.A., Société Anonyme.**

Siège social: L-2520 Luxembourg, 21-25, allée Scheffer.

R.C.S. Luxembourg B 60.697.

Le bilan et annexes 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.

Signature.

Référence de publication: 2011092249/10.

(110103983) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**CM Capital Markets Latinamerica S.A., Société Anonyme.**

Siège social: L-2520 Luxembourg, 21-25, allée Scheffer.

R.C.S. Luxembourg B 60.698.

Le bilan et annexes 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.

Signature.

Référence de publication: 2011092250/10.

(110103984) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**CMA S.A. (Conception de Menuiseries Aluminium S.A.), Société Anonyme.**

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

R.C.S. Luxembourg B 54.742.

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.

FIDUCIAIRE CORFI

EXPERTS COMPTABLES

63-65, Rue de Merl

L-2146 LUXEMBOURG

Signature

Référence de publication: 2011092251/15.

(110103470) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**COFI, Compagnie de l'Occident pour la Finance et l'Industrie, Société Anonyme.**

Siège social: L-1449 Luxembourg, 2, rue de l'Eau.

R.C.S. Luxembourg B 9.539.

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 30 JUIN 2011.

Pour: *COMPAGNIE DE L'OCCIDENT POUR LA FINANCE ET L'INDUSTRIE* et sous forme abrégée *COFI*

Société anonyme

Experta Luxembourg

Société anonyme

Mireille Wagner / Nathalie Paquet-Gillard

Référence de publication: 2011092252/15.

(110103467) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Coralie S.A., Société Anonyme.**

Siège social: L-5413 Canach, 20, Scheiffeschgaard.

R.C.S. Luxembourg B 104.395.

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: 2011092253/9.

(110104050) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Dexia Funding Luxembourg S.A., Société Anonyme.**

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 120.942.

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

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

Luxembourg, le 30 JUIN 2011.

Pour: *DEXIA FUNDING LUXEMBOURG S.A.*

Société anonyme

Experta Luxembourg

Société anonyme

Valérie Wozniak / Valérie Albanti

Référence de publication: 2011092256/15.

(110103454) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**DKV Globality S.A., Société Anonyme.**

Siège social: L-2540 Luxembourg, 13, rue Edward Steichen.

R.C.S. Luxembourg B 134.471.

Der Jahresabschluss vom 31. Dezember 2010 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011092258/10.

(110104058) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Domulux S.A., Société Anonyme.**

Siège social: L-5852 Hesperange, 9, rue d'Iltzig.

R.C.S. Luxembourg B 76.916.

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.

FIDUCIAIRE CORFI

EXPERTS COMPTABLES

63-65, Rue de Merl

L-2146 LUXEMBOURG

Signature

Référence de publication: 2011092259/15.

(110103474) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**DUVAL INVESTMENTS S.A., société de gestion de patrimoine familial, Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.  
R.C.S. Luxembourg B 39.014.

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 29 juin 2011.

Pour: DUVAL INVESTMENTS S.A., société de gestion de patrimoine familial

Société anonyme

Experta Luxembourg

Société anonyme

Mireille Wagner / Ana-Paula Duarte

Référence de publication: 2011092260/16.

(110103749) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

**Europa Capital S.à r.l., Société à responsabilité limitée.**

Siège social: L-2320 Luxembourg, 68-70, boulevard de la Pétrusse.  
R.C.S. Luxembourg B 103.537.

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: 2011092261/10.

(110103515) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

**Costamar Finances Holding SPF, Société Anonyme - Société de Gestion de Patrimoine Familial, (anc. Costamar Finances Holding S.A., SPF).**

Siège social: L-8308 Mamer, 75, Parc d'Activités.  
R.C.S. Luxembourg B 69.792.

L'an deux mil onze, le dix-sept mars.

Par-devant Maître Anja HOLTZ, notaire de résidence à Wiltz.

S'est réunie l'assemblée générale extraordinaire des actionnaires de la société anonyme «COSTAMAR FINANCES HOLDING S.A., SPF» dont le siège social est à L-2227 Luxembourg, 23, avenue de la Porte-Neuve, constituée pour une durée illimitée suivant acte du 23 avril 1999, reçu par Maître Gérard LECUIT, notaire de résidence à Hesperange, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, sous le numéro 557 du 20 juillet 1999, statuts non modifiés à ce jour, inscrite au Registre du commerce et des sociétés sous le numéro B 69.792.

L'assemblée est ouverte à 11.35 heures sous la présidence de Monsieur Benoît de Bien, avec adresse professionnelle à 75, Parc d'Activités, L-8308 Capellen,

qui désigne comme secrétaire Monsieur Bertrand Party, avec adresse professionnelle à 75, Parc d'Activités, L-8308 Capellen.

L'assemblée choisit comme scrutateur Monsieur Benoît de Bien, ci-avant nommé.

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

I. Que la présente assemblée générale extraordinaire a pour

*Ordre du jour:*

1/ Transfert du siège social de la société de Luxembourg vers Capellen et la modification subséquente de l'article 2 des statuts;

2/ Démission et décharge de l'actuel Conseil d'administration;

3/ Nomination d'un nouvel administrateur et détermination de la durée de son mandat;

4/ Démission et décharge de l'actuel Commissaire;

5/ Nomination d'un nouveau Commissaire et détermination de la durée de son mandat;

6/ Modification de la raison sociale de la société.

II. Les actionnaires présents ou représentés, les mandataires des actionnaires représentés et le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence. Cette liste de présence, après avoir été signée «ne varietur» par

les actionnaires présents, les mandataires des actionnaires représentés ainsi que par les membres du bureau et le notaire instrumentant, restera annexée aux présentes, avec lesquelles elle sera enregistrée.

Resteront pareillement annexées aux présentes les procurations des actionnaires représentés, après avoir été signées «ne varietur» par les membres du bureau et le notaire instrumentant.

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

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

Ces faits étant reconnus exacts par l'assemblée, le Président expose les raisons qui ont amené le conseil d'administration à proposer les points figurant à l'ordre du jour.

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

*Première résolution*

L'assemblée décide de transférer le siège de la société de L-2227 Luxembourg, 23, avenue de la Porte-Neuve à L-8308 Mamer/Capellen, 75, Parc d'Activités et de modifier en conséquence l'article 2 (alinéa premier) des statuts comme suit:

« **Art. 2. (alinéa premier):** Le siège social de la société est établi à Mamer/Capellen.»

*Deuxième résolution*

L'assemblée constate la démission en tant qu'administrateurs avec effet à la date de la présente assemblée et donne décharge à:

- la société COSAFIN SA dont le siège social est à L-2227 Luxembourg, 23, avenue de la Porte-Neuve, inscrite au registre du commerce et des sociétés de Luxembourg sous le numéro B 70.588 et représentée par Monsieur Jacques BORDET;
- Monsieur Joseph WINANDY ayant son adresse professionnelle à L-5960 Itzig, 92, rue de l'Horizon;
- Monsieur Koen LOZIE ayant son adresse professionnelle à L-8510 Redange-sur-Attert, 61, Grand-rue.

*Troisième résolution*

L'assemblée décide de nommer comme administrateur unique pour une durée de 6 ans la société «SEREN» Sàrl dont le siège social est au 75, Parc d'Activités, L-8308 Capellen, enregistrée auprès du registre de commerce de Luxembourg sous le numéro B 110.588, représentée par Monsieur Benoit de BIEN, né le 29 janvier 1935 à Etterbeek (Belgique) et ayant son adresse professionnelle à 75, Parc d'Activités, L-8308 Capellen.

*Quatrième résolution*

L'assemblée constate la démission en tant que commissaire de la Fiduciaire HRT dont le siège social est à L-1882 Luxembourg, 3A, rue Guillaume Kroll et inscrite au registre du commerce et des sociétés de Luxembourg sous le numéro B 61.459, avec décharge.

*Cinquième résolution*

L'assemblée décide de nommer comme commissaire pour une durée de 6 ans:

La société «DUNE EXPERTISES» Sàrl, ayant son siège social à L-8308 Capellen, 75, Parc d'Activités et inscrite au Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 110.593.

*Sixième résolution*

L'assemblée décide de modifier la raison sociale de la société et en conséquence modifie l'article 1<sup>er</sup> comme suit:

« **Art. 1<sup>er</sup>.** La société prend la dénomination de "COSTAMAR FINANCES HOLDING SPF" SA.»

*Frais*

Le montant des dépens, frais, rémunérations et charges de toutes espèces qui incombent à la société ou qui sont mis à sa charge à raison du présent acte s'élève approximativement à 1.100,- €.

Dont acte, fait et passé à Mamer/Capellen, date qu'en tête des présentes.

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

Signé: B. de Bien, B. Party, Anja Holtz.

Enregistré à Wiltz, le 21 mars 2011 - WIL/2011/215 - Reçu soixante-quinze euros = 75,- €.

Le Receveur (signé): J. Pletschette.

POUR EXPEDITION CONFORME, délivrée à la société aux fins d'inscription au Registre de Commerce et des Sociétés.

Wiltz, le 5 avril 2011.

Anja HOLTZ.

Référence de publication: 2011079713/84.

(110088221) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 juin 2011.

---

**Europa Cobalt S.à r.l., Société à responsabilité limitée.**

Siège social: L-2320 Luxembourg, 68-70, boulevard de la Pétrusse.

R.C.S. Luxembourg B 115.731.

---

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: 2011092262/10.

(110103521) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Euritrade S.A., Société Anonyme.**

Siège social: L-8053 Bertrange, 87, rue des Champs.

R.C.S. Luxembourg B 115.923.

---

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.

Signature.

Référence de publication: 2011092266/10.

(110103986) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Europa Investments Holdings S.A., Société Anonyme.**

Siège social: L-1411 Luxembourg, 2, rue des Dahlias.

R.C.S. Luxembourg B 15.291.

---

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: 2011092267/10.

(110103709) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Forum European Realty Income S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 125.000,00.**

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

R.C.S. Luxembourg B 96.530.

---

Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.  
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 28 juin 2011.

Stijn Curfs

Mandataire

Référence de publication: 2011092268/13.

(110103443) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**TD Grand Duché de Luxembourg, Société à responsabilité limitée.**

Siège social: L-2958 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 155.484.

---

*Extract of the annual general meeting of the sole shareholder of the Company on April 6, 2011:*

It is proposed to renew the mandates of:

- Dave SPARVELL as type A of the Company;
- Yves SAWAYA as type A manager of the Company;
- Marjorie ALLO as type B manager of the Company; and

- Christian SCHAACK as type B manager of the Company  
until the holding of the next annual general meeting of the sole shareholder that shall be held in 2012.

**Suit la traduction française de ce qui précède:**

*Extrait de l'assemblée générale annuelle de l'associé unique de la Société le 6 avril 2011:*

Il est proposé de renouveler les mandats de:

- Dave SPARVELL comme gérant de type A de la Société;
- Yves SAWAYA comme gérant de type A de la Société;
- Marjorie ALLO comme gérant de type B de la Société; et
- Christian SCHAACK comme gérant de type B de la Société

jusqu'à la prochaine assemblée générale de l'associé unique qui se tiendra en l'année 2012.

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

*Un mandataire*

Référence de publication: 2011093863/24.

(110106213) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 juillet 2011.

**Luxembourg Contact Centers S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 70.500.000,00.**

Siège social: L-1258 Luxembourg, 32, rue Jean-Pierre Brasseur.

R.C.S. Luxembourg B 26.357.

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

Par-devant Maître Martine SCHAEFFER, notaire de résidence à Luxembourg,

A comparu:

La société Luxembourg Contact Centers S.à r.l., une société à responsabilité limitée, ayant son siège social 32, rue Jean-Pierre Brasseur à L-1258 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 26.357.

représentée aux fins des présentes par Maître Dorothee CIOLINO, Avocat, demeurant professionnellement à L-2324 Luxembourg, 9, avenue Jean-Pierre PESCATORE, substituée par Mademoiselle Héloïse BIHL.

agissant en sa qualité de mandataire de la société en vertu d'un pouvoir lui conféré par décision du Conseil de gérance dans sa réunion du 27 avril 2011 et dont une copie restera annexée au présent acte avec lequel elle sera enregistrée, l'original étant annexé au projet de fusion du 5 mai 2011.

*Exposé*

La société comparante, telle que représentée, requiert le notaire instrumentant d'acter ses déclarations faites en application de l'article 274 de la loi sur les sociétés telle que modifiée par la loi du 7 septembre 1987.

Elle constate:

Qu'en application de l'article 278 et suivants de la loi sur les sociétés telle que modifiée,

la prédite société à responsabilité limitée de droit luxembourgeois dénommée «Luxembourg Contact Centers S.à r.l.», avec siège social à L-1258 Luxembourg 32, rue Jean-Pierre Brasseur, inscrite au R.C.S Luxembourg section B numéro 26.357, constituée suivant acte notarié reçu le 16 juillet 1987 publié au Mémorial C n° 361 de 1987, au capital social de soixante-dix millions cinq cent mille euros (EUR 70.500.000) divisé en cent soixante-seize mille deux cent cinquante parts sociales d'une valeur nominale de quatre cents euros (EUR 400) chacune, intégralement souscrites et entièrement libérées,

détenant l'intégralité (100%) des parts sociales représentant la totalité du capital social de la société à responsabilité limitée de droit luxembourgeois dénommée "RUSSIA CONTACT CENTER S.à r.l." ayant son siège social à L-1258 Luxembourg, 32 rue Jean-Pierre Brasseur, inscrite au R.C.S Luxembourg section B numéro 109.190, constituée suivant acte notarié en date du 5 juillet 2005, publié au Mémorial C n°1153 du 5 novembre 2005, au capital social de trente et un mille euros (EUR 31.000), représenté par trois mille cent (3.100) parts sociales d'une valeur nominale de dix euros (EUR 10) chacune, intégralement souscrites et entièrement libérées,

a absorbé cette dernière conformément au projet de fusion passé par acte authentique reçu par le notaire soussigné en date du 5 mai 2011, publié au Mémorial C n°1060 du 20 mai 2011.

Qu'aucune approbation de la fusion, ni par l'assemblée générale de Luxembourg Contact Centers S.à r.l., ni par l'assemblée de RUSSIA CONTACT CENTER S.à r.l., n'a été nécessaire, les conditions de l'article 279 ayant été observées. La fusion se trouvait réalisée un mois après le 20 mai 2011, date de la publication du projet de fusion au Mémorial C numéro 1060 du 20 mai 2011, aucun associé d'une des sociétés concernées, spécialement de Luxembourg Contact Centers S.à r.l. n'ayant requis la convocation d'une assemblée.

Qu'en ces circonstances, la fusion se trouve réalisée au 21 juin 2011, et entraînera au 1<sup>er</sup> juillet 2011, conformément aux stipulations du projet de fusion, de plein droit et simultanément les effets visés à l'article 274, notamment:

- la transmission universelle, tant entre la société absorbée et la société absorbante qu'à l'égard des tiers, de l'ensemble du patrimoine actif et passif de la société absorbée à la société absorbante,
- et la société absorbée RUSSIA CONTACT CENTER S.à r.l. cessera d'exister.

Les frais des présentes sont à la charge de la Société.

Pour l'exécution des présentes, il est élu domicile par la Société comparante en son siège social à Luxembourg.

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

Après lecture faite au comparant et interprétation lui donnée en langue française, le comparant, connu du notaire instrumentant par ses nom, prénom, état et demeure, a signé avec le notaire le présent acte.

Signé: D. Ciolino et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 30 juin 2011. LAC/2011/29649. Reçu soixante-quinze euros (EUR 75,-).

*Le Receveur (signé): Francis SANDT.*

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

Luxembourg, le 4 juillet 2011.

Référence de publication: 2011091901/58.

(110104233) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Luxembourg Liquidation Co II S.à r.l., Société à responsabilité limitée.**

Siège social: L-1724 Luxembourg, 41, boulevard du Prince Henri.

R.C.S. Luxembourg B 150.000.

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.

Fait à Luxembourg, le 4 juillet 2011.

Référence de publication: 2011091902/10.

(110103920) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**La Rioja S.A., Société Anonyme.**

Siège social: L-1651 Luxembourg, 95, avenue Guillaume.

R.C.S. Luxembourg B 19.129.

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: 2011091903/9.

(110104151) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 juillet 2011.

---

**Natura Vita Wurst und Fleisch Handelsgesellschaft GmbH, Société à responsabilité limitée.**

Siège social: L-9944 Beiler, 1, Hasselt.

R.C.S. Luxembourg B 128.546.

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: 2011092866/10.

(110104496) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 juillet 2011.

---