

MEMORIAL

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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° 2341

1^{er} octobre 2011

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Computer Home, Société Anonyme.

Siège social: L-8050 Bertrange, route d'Arlon, Centre commercial Belle Etoile.
R.C.S. Luxembourg B 35.885.

Mesdames et Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

des actionnaires qui se tiendra le 19 octobre 2011 à 14.00 heures au 3, rue Grevelsbarrière, L-8059 Bertrange avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des comptes 2010;
2. Attribution du bénéfice de l'exercice 2010;
3. Décharge du conseil d'administration pour l'exercice 2010;
4. Nominations statutaires;
5. Divers.

Pour être admis à l'assemblée, tout détenteur d'actions au porteur est prié de déposer ses titres au siège social cinq jours francs avant l'assemblée.

Bertrange, le 28 septembre 2011.

Le Conseil d'Administration.

Référence de publication: 2011134242/19.

Marché Investissements SPF S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.
R.C.S. Luxembourg B 88.237.

Messieurs les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le 11 octobre 2011 à 10.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes portant sur l'exercice se clôturant au 30 juin 2011;
2. approbation des comptes annuels au 30 juin 2011;
3. affectation des résultats au 30 juin 2011;
4. vote spécial conformément à l'article 100, de la loi modifiée du 10 août 1915 sur les sociétés commerciales;
5. décharge aux Administrateurs et au Commissaire aux Comptes;
6. divers.

Le Conseil d'Administration.

Référence de publication: 2011126146/10/18.

Vescore FONDS, Société d'Investissement à Capital Variable.

Siège social: L-2180 Luxembourg, 3, rue Jean Monnet.
R.C.S. Luxembourg B 139.568.

Die am 14. September 2011 am Sitz der Gesellschaft abgehaltene außerordentliche Generalversammlung der Aktionäre der Investmentgesellschaft konnte nicht wirksam über die Punkte der Tagesordnung beschließen, da das erforderliche Quorum gemäß Artikel 67-1 (2) des Luxemburger Gesetzes über die Handelsgesellschaften nicht erreicht wurde.

Hiermit wird allen Aktionären des Vescore Fonds, SICAV mitgeteilt, dass eine

ZWEITE AUSSERORDENTLICHE GENERALVERSAMMLUNG

am Freitag, den 14. Oktober 2011 um 11.00 Uhr am Gesellschaftssitz im Hause der Banque LBLux S.A., 3, rue Jean Monnet, L-2180 Luxembourg stattfinden wird.

Tagesordnung:

1. Einführung eines neuen Artikels in die Statuten, zwischen den 28. und 29. Artikel der aktuellen Satzung.
2. Neummerierung der Artikel.
3. Einführung der Referenz vom Gesetz vom 17. Dezember 2010, welche das Gesetz vom 20. Dezember 2002 ablöst, und somit Anpassung von Artikel 3, 17, 26, und 30 (früher Artikel 29) der Satzung.
4. Verschiedenes.

Die Punkte der Tagesordnung der außerordentlichen Generalversammlung verlangen kein Anwesenheitsquorum und werden mit einer Zwei-Drittel-Mehrheit der Stimmen der anwesenden oder vertretenen Aktien gefasst.

Zur Teilnahme an der außerordentlichen Generalversammlung und zur Ausübung des Stimmrechts sind diejenigen Aktionäre berechtigt, die bis spätestens 13. Oktober 2011 die Depotbestätigung eines Kreditinstituts bei der Gesellschaft einreichen, aus der hervorgeht, dass die Aktien bis zur Beendigung der Generalversammlung gesperrt gehalten werden. Aktionäre können sich auch von einer Person vertreten lassen, die hierzu schriftlich bevollmächtigt ist.

Luxembourg, den 16. September 2011.

Der Verwaltungsrat.

Référence de publication: 2011131032/26.

Fingest, Société Anonyme.

Siège social: L-1637 Luxembourg, 24-28, rue Goethe.

R.C.S. Luxembourg B 109.163.

Messieurs les Actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE ANNUELLE

qui se tiendra dans les locaux de la BGL BNP PARIBAS S.A., 27, avenue Monterey, L-2163 LUXEMBOURG, le mardi 11 octobre 2011 à 11.30 heures pour délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapports du Conseil d'administration et du Commissaire aux comptes sur l'exercice clôturé au 30 juin 2011;
2. Examen et approbation des comptes annuels au 30 juin 2011;
3. Décharge à donner aux Administrateurs et au Commissaire aux comptes;
4. Affectation des résultats;
5. Nominations statutaires;
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2011130136/546/18.

Sofingea, Société Anonyme.

Siège social: L-1637 Luxembourg, 24-28, rue Goethe.

R.C.S. Luxembourg B 109.164.

Messieurs les Actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE ANNUELLE

qui se tiendra dans les locaux de la BGL BNP PARIBAS S.A., 27, avenue Monterey, L-2163 LUXEMBOURG, le mardi 11 octobre 2011 à 12.00 heures pour délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. Rapports du Conseil d'administration et du Commissaire aux comptes sur l'exercice clôturé au 30 juin 2011;
2. Examen et approbation des comptes annuels au 30 juin 2011;
3. Décharge à donner aux Administrateurs et au Commissaire aux comptes;
4. Affectation des résultats;
5. Nominations statutaires;
6. Divers.

Le Conseil d'Administration.

Référence de publication: 2011130137/546/18.

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

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

R.C.S. Luxembourg B 99.955.

Messrs Shareholders are hereby convened to attend the

ANNUAL GENERAL MEETING

which will be held on *October 11, 2011* at 2.00 p.m. at the registered office, with the following agenda:

Agenda:

1. Submission of the management report of the Board of Directors and the report of the Statutory Auditor
2. Approval of the annual accounts and allocation of the results as at June 30, 2011
3. Discharge of the Directors and Statutory Auditor

4. Miscellaneous.

The Board of Directors.

Référence de publication: 2011131029/795/15.

ZE.Wald S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

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

R.C.S. Luxembourg B 162.929.

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STATUTES

In the year two thousand and eleven on the fifth day of August.

Before Us Maître Francis Kessler, notary, residing in Esch-sur-Alzette, Grand Duchy of Luxembourg,

THERE APPEARED:

ZE.Wald und Beteiligungs AG, a public limited liability company incorporated and existing under the laws of Liechtenstein, with registered office at Austrasse 79, 9490 Vaduz, Liechtenstein and registered with the Land and Public Registry of the principality of Liechtenstein under number FL-0002.375.867-5, here represented by Mrs Sofia Afonso-Da Chao Conde, notary's clerk, with professional address at 5, rue Zénon Bernard, L-4030 Esch/Alzette, Grand-Duchy of Luxembourg, by virtue of a proxy given on July 2011.

The said proxy, signed *ne varietur*, by the proxy holder of the appearing person and the undersigned notary, will remain attached to the present deed to be filed with the registration authorities.

Such appearing person, represented as stated here above, has requested the undersigned notary to state as follows the articles of association of a private limited liability company:

Art. 1. Corporate form. There is formed a private limited liability company, which will be governed by the laws pertaining to such an entity (hereafter the «Company»), and in particular by the law of August 10th, 1915 on commercial companies as amended (hereafter the «Law»), as well as by the present articles of association (hereafter the «Articles»).

Art. 2. Corporate purpose. The corporate purpose of the Company is the holding of participations, in any form whatsoever, in other Luxembourg or foreign companies, the acquisition by purchase, subscription, or in any other manner as well as the transfer by sale, exchange or otherwise of stocks, bonds, debentures, notes and other securities of any kind, and the ownership, administration, development and management of its portfolio. The Company may also hold interests in partnerships.

The Company may acquire, own and manage real estate, consisting in particular of forest areas.

The Company may borrow money in any form, raise funds, and proceed by private placement to the issuance of bonds, notes, promissory notes, debentures and any kind of debt or equity security, convertible or not, or otherwise.

In a general fashion it may grant assistance whether by way of loans, guarantees, pledges or any other form of security, personal covenant or charge upon all or part of its undertaking or assets to affiliated companies, take any controlling and supervisory measures and carry out on an ancillary basis to this assistance any administrative, management, advisory and marketing operation with its affiliated companies. The Company may further advance and lend money in any manner as well as purchase any debt instrument and secure the repayment of any money borrowed on such terms as it may think fit.

The Company can finally perform all commercial, industrial, technical and financial operations, connected directly or indirectly to all areas as described above in order to facilitate the accomplishment of its purpose, including any transactions on immovable or on movable property.

Art. 3. Duration. The Company is formed for an unlimited period of time.

Art. 4. Denomination. The Company will have the denomination «ZE.Wald S.à r.l.».

Art. 5. Registered office. The registered office of the Company is established in Luxembourg.

It may be transferred to any other place 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 amendments to the Articles.

The address of the registered office may be transferred within the municipality by simple decision of the manager or, in case of plurality of managers, by a decision of the board of managers.

The Company may have offices and branches, both in the Grand Duchy of Luxembourg and abroad.

Art. 6. Share capital - Shares.

6.1 Subscribed share capital

The issued share capital of the Company amounts to twelve thousand five hundred Euros (EUR 12,500), represented by twelve thousand five hundred (12,500) shares with a nominal value of one Euro (EUR 1) each, all fully subscribed and entirely paid up.

In addition to the corporate capital, there may be set up a premium account, into which any premium paid on any share is transferred. The amount of said premium account is at the free disposal of the shareholder(s).

As long as all the shares are held by only one shareholder, the Company is a one man company (“société unipersonnelle”) in the meaning of article 179 (2) of the Law.

In this contingency articles 200-1 and 200-2 of the Law, amongst others, will apply, this entailing that each decision of the sole shareholder and each contract concluded between him and the Company represented by him shall have to be established in writing.

6.2 Modification of share capital

The capital may be changed at any time by a decision of the sole shareholder or by a decision of the general shareholders’ meeting, in accordance with article 8 of these Articles and within the limits provided for by article 199 of the Law.

6.3 Profit participation

Each share entitles its holder to a fraction of the Company’s assets and profits in direct proportion to the number of shares in existence.

6.4 Indivisibility of shares

Towards the Company, the Company’s shares are indivisible, since only one owner is admitted per share. Joint co-owners have to appoint a sole person as their common representative towards the Company.

6.5 Transfer of shares

In case of a sole shareholder, the Company’s shares held by the sole shareholder are freely transferable.

In the case of plurality of shareholders, the shares held by each shareholder may be transferred in compliance with the requirements of article 189 and 190 of the Law.

6.6 Registration of shares

All shares are in registered form, in the name of a specific person, and recorded in the shareholders’ register in accordance with article 185 of the Law.

Art. 7. Management.

7.1 Appointment and removal

The Company is managed by one or more managers. In case of several managers, the sole shareholder, or as the case may be, the shareholders, may decide that each manager shall be named either a “category A manager” or a “category B manager”. The manager(s) need(s) not to be shareholder(s). The manager(s) is/are appointed and may be dismissed ad nutum (with or without a cause) by the shareholder(s) of the Company.

7.2 Representation and signatory power

In dealing with third parties as well as in justice, the manager(s) will have all powers to act in the name of the Company in all circumstances and to carry out and approve all acts and operations consistent with the Company’s object.

The Company shall be validly committed towards third parties by the sole signature of its manager, or, in case of plurality of managers, by the joint signature of a category A manager and a category B manager.

The manager, or in case of plurality of managers, the board of managers may subdelegate all or part of his/its powers for specific tasks to one or several ad hoc agents. The manager, or in case of plurality of managers, the board of managers will determine these agents’ responsibilities and remuneration (if any), the duration of the period of representation and any other relevant conditions of their agency.

7.3 Powers

All powers not expressly reserved by Law or the present Articles to the general meeting of shareholders fall within the competence of the sole manager, or in case of plurality of managers, of the board of managers.

7.4 Procedures

The board of managers shall meet as often as the Company’s interests so require or upon call of any manager at the registered office of the Company or, as the case may be, at any other place in Luxembourg indicated in the convening notice.

Written notice of any meeting of the board of managers shall be given to all managers at least twenty four (24) hours in advance of the date set for such meeting, except in case of emergency, in which case the nature of such circumstances shall be set forth in the convening notice of the meeting of the board of managers.

No such convening notice is required if all the members of the board of managers of the Company are present or represented at the meeting and if they state to have been duly informed, and to have had full knowledge of the agenda of the meeting. The notice may be waived by the consent in writing, whether in original, by telegram, telex, facsimile or e-mail, of each member of the board of managers of the Company.

Any manager may act at any meeting of the board of managers by appointing in writing or by telegram or telefax or email or letter another manager as his proxy. A manager may also appoint another manager to represent him by phone to be confirmed in writing at a later stage.

The board of managers can discuss or act validly only if at least one manager of each category is present or represented at the meeting of the board of managers. In case of plurality of managers, resolutions shall be taken by a majority of the votes of the managers present or represented at such meeting, with necessarily a majority in each category of managers.

Resolutions in writing approved and signed by all managers shall have the same effect as resolutions passed at the board of managers' meetings. Such approval may be in a single or in several separate documents.

Any and all managers may participate in any meeting of the board of managers by telephone or video conference call or by other similar means of communication allowing all the managers taking part in the meeting to hear one another. The participation in a meeting by these means is equivalent to a participation in person at such meeting, even though such kind of participation shall remain an exception as in general, the managers shall attend the board of manager meetings in person.

7.5 Liability of managers

The manager(s) assume(s), by reason of his/their position, no personal liability in relation to any commitment validly made by him/them in the name of the Company.

Art. 8. General shareholders' meeting. The sole shareholder assumes all powers conferred to the general shareholders' meeting.

In case of a plurality of shareholders, each shareholder may take part in collective decisions irrespectively of the number of shares, which he owns. Each shareholder has voting rights commensurate with his shareholding. Collective decisions are only validly taken insofar as they are adopted by shareholders owning more than half of the share capital.

However, resolutions to alter the Articles, except in case of a change of nationality which requires a unanimous vote, may only be adopted by the majority of the shareholders owning at least three-quarter of the Company's share capital, subject to the provisions of the Law.

The holding of general shareholders' meetings shall not be mandatory where the number of members does not exceed twenty-five (25). In such case, each member shall receive the precise wording of the text of the resolutions or decisions to be adopted and shall give his vote in writing.

Art. 9. Annual general shareholders' meeting. Where the number of shareholders exceeds twenty-five, an annual general meeting of shareholders shall be held, in accordance with article 196 of the Law at the registered office of the Company, or at such other place in the Grand Duchy of Luxembourg as may be specified in the notice of meeting.

Art. 10. Audit. Where the number of shareholders exceeds twenty-five, the operations of the Company shall be supervised by one or more statutory auditors in accordance with Article 200 of the Law who need not to be shareholder. If there is more than one statutory auditor, the statutory auditors shall act as a collegium and form the board of auditors.

Art. 11. Fiscal year - Annual accounts. The Company's accounting year starts on January 1st and ends on December 31st. Each year, the manager, or in case of plurality of managers, the board of managers prepare an inventory, including an indication of the value of the Company's assets and liabilities, as well as the balance sheet and the profit and loss account in which the necessary depreciation charges must be made.

Each shareholder may inspect, at the Company's registered office, the above inventory, balance sheet and profit and loss accounts and, as the case may be, the report of the statutory auditor(s) set-up in accordance with article 200 of the Law.

Art. 12. Distribution of profits. The gross profits of the Company stated in the annual accounts, after deduction of general expenses, amortisation and expenses represent the net profit. An amount equal to five per cent (5%) of the net profit of the Company is allocated to the legal reserve, until this reserve amounts to ten per cent (10%) of the Company's share capital.

The balance of the net profit may be distributed to the shareholder(s) in proportion to his/their shareholding in the Company.

The manager, or in case of plurality of managers, the board of managers may resolve to pay interim dividends, including during the first financial year, subject to the drafting of an interim balance sheet showing that sufficient funds are available for distribution. The amount to be distributed may not exceed total profits since the end of the last financial year, if existing, increased by profits carried forward and available reserves, less losses carried forward and amount to be allocated to reserve pursuant to the requirements of the Law or of the Articles.

Art. 13. Dissolution - Liquidation. The Company shall not be dissolved by reason of the death, suspension of civil rights, insolvency or bankruptcy of the sole shareholder or of one of the shareholders.

Except in the case of dissolution by court order, the dissolution of the Company may take place only pursuant to a decision adopted by the general meeting of shareholders in accordance with the conditions laid down for amendments to the Articles. At the time of dissolution of the Company, the liquidation will be carried out by one or several liquidators, shareholders or not, appointed by the shareholder(s) who shall determine their powers and remuneration.

Art. 14. Reference to the law. Reference is made to the provisions of the Law for all matters for which no specific provision is made in these Articles.

Transitory provision

The first accounting year of the Company shall begin on the date of the formation of the Company and end on 31st December 2011.

Subscription - Payment

The Articles having thus been established, ZE.Wald und Beteiligungs AG, aforementioned, represented as mentioned above, declares to subscribe the entire share capital represented by twelve thousand five hundred (12,500) shares with a nominal value of one Euro (EUR 1) each.

All the shares have been fully paid up by a payment in cash of twelve thousand five hundred Euros (EUR 12,500).

Evidence thereof has been given to the notary, who expressly has acknowledged it.

Costs

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of its formation are estimated at one thousand three hundred euro (€ 1,300.-).

Resolution of the sole shareholder

Immediately after the incorporation of the Company, the appearing person, represented as stated above, has passed the following resolutions:

1. The Company will be managed by the following managers:

Category A manager(s):

- Mr. Erich Viertler, employee, born on October 23, 1949, in Toblach, Italy and professionally residing at Aufkirchnerstrasse 4, 39034 Toblach, Italy,

Category B manager(s):

- Mr. Ivo Hemelraad, manager, born on October 12, 1961 in Utrecht, Netherlands and professionally residing at 15, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg;

- Mr. Wim Rits, born in Merksem, Belgium on June 14, 1970 and professionally residing at 15, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg.

2. The registered office of the Company shall be established at 15, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg.

Declaration

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

WHEREOF the present deed was drawn up in Esch/Alzette, on the day named at the beginning of this document.

The document having been read to the representative of the appearing person, he signed together with the notary the present deed.

Es folgt die Deutsche Übersetzung des Vorangehenden Textes:

Im Jahre zweitausendelf, am fünften August.

Vor dem unterzeichneten Notar Francis Kessler mit Amtssitz in Esch-sur-Alzette, Großherzogtum Luxemburg,

IST ERSCHIENEN:

ZE.Wald und Beteiligungs AG, eine Aktiengesellschaft, gegründet und bestehend gemäß den Gesetzen von Liechtenstein, mit eingetragenem Gesellschaftssitz in der Austrasse 79, 9490 Vaduz, Liechtenstein, eingetragen im Grundbuch- und Öffentlichkeitsregisteramt des Fürstentums Liechtenstein unter Nummer FL0002.375.867-5, hier vertreten durch Frau Sofia AFONSO-DA CHAO CONDE, Privatbeamtin, Notarassistenten mit Geschäftsadresse in 101, rue Cents, L-1319 Luxembourg, Großherzogtum Luxemburg, aufgrund einer am Juli 2011 erteilten privatschriftlichen Vollmacht.

Vorgenannte Vollmacht wird nach ne varietur Unterzeichnung durch den Vertreter der Erschienenen und den unterzeichneten Notar der vorliegenden Urkunde zum Zwecke der Registrierung beigefügt.

Die erschienene Person, vertreten wie zuvor angegeben, ersuchte den unterzeichneten Notar, die folgende Satzung einer Gesellschaft mit beschränkter Haftung aufzusetzen:

Art. 1. Gesellschaftsform. Hiermit wird eine Gesellschaft mit beschränkter Haftung gegründet, die den auf eine solche Gesellschaft anwendbaren Gesetzen unterliegt (hiernach die „Gesellschaft“), insbesondere dem Gesetz vom 10. August 1915 betreffend Handelsgesellschaften in seiner jeweils aktuellen Fassung (hiernach das „Gesetz“) sowie der vorliegenden Satzung (hiernach die „Satzung“).

Art. 2. Gesellschaftszweck. Der Zweck der Gesellschaft ist der Besitz von Beteiligungen in jeglicher Form, an anderen luxemburgischen oder ausländischen Gesellschaften, der Erwerb durch Kauf, Zeichnung oder auf sonstige Weise sowie die Übertragung durch Verkauf, Tausch oder anderweitig durch Aktien, Wertpapieren, Schuldverschreibungen, Anleihen oder anderen Sicherheiten jeglicher Art und der Besitz, die Verwaltung, Entwicklung und Bewirtschaftung ihres Portfolios. Die Gesellschaft darf außerdem Anteile an Personengesellschaften halten.

Die Gesellschaft darf Grundeigentum erwerben, halten und bewirtschaften, insbesondere Waldstücke.

Die Gesellschaft darf in jeglicher Form Geldanleihen aufnehmen, Finanzmittel beschaffen und durch private Platzierung Wertpapiere, Anleihen, Wechsel, Schuldverschreibungen und jegliche Art von Sicherheit für Verbindlichkeiten oder Kapital, ob konvertierbar oder nicht, ausschütten.

Allgemein darf sie verbundenen Unternehmen Unterstützung leisten, ob durch Darlehen, Garantien, Verpfändungen oder durch jegliche andere Form von Sicherheit, verbindliche Zusage oder Belastung des gesamten oder eines Teils ihres Unternehmens, darf jegliche Kontroll- und Aufsichtsmaßnahmen ergreifen und ergänzend zu dieser Art der Unterstützung jegliche administrative, wirtschaftliche, beratende oder Absatz fördernde Maßnahme gegenüber ihren verbundenen Unternehmen ausführen. Die Gesellschaft darf weiterhin in jeglicher Art Geld vor auszahlen oder verleihen sowie jegliche Schuldinstrumente erwerben und die Rückzahlung jeglicher auf diese Weise geliehener Gelder durch aus ihrer Sicht passende Maßnahmen sichern.

Die Gesellschaft kann zuletzt jegliche kommerzielle, industrielle, technische und finanzielle Betätigung ausführen, die direkt oder indirekt mit den oben beschriebenen Tätigkeitsbereichen im Zusammenhang stehen um so die Erreichung des Gesellschaftszwecks zu ermöglichen, inklusive jeglicher Geschäfte betreffend unbewegliches oder bewegliches Vermögen.

Art. 3. Dauer. Die Gesellschaft wird auf unbegrenzte Dauer gegründet.

Art. 4. Name. Die Gesellschaft trägt den Namen „ZE.Wald S.à r.l.“.

Art. 5. Gesellschaftssitz. Der Sitz der Gesellschaft ist in Luxemburg.

Er kann an jeden anderen Ort im Großherzogtum Luxemburg verlegt werden durch einen Beschluss der Außerordentlichen Generalversammlung der Gesellschafter, die in erforderlicher Weise die Änderung der Gesellschaftsatzung beschließt.

Die Adresse des Gesellschaftssitzes kann innerhalb der Gemeinde durch einen einfachen Beschluss des Geschäftsführers oder, im Falle mehrerer Geschäftsführer, durch eine Entscheidung des Geschäftsführerrates, verlegt werden.

Die Gesellschaft darf Geschäftsräume und Zweigstellen sowohl im Großherzogtum Luxemburg als auch im Ausland haben.

Art. 6. Gesellschaftskapital - Anteile.

6.1 Gezeichnetes Kapital

Das Gesellschaftskapital beträgt zwölftausendfünfhundert Euro (EUR 12.500), eingeteilt in zwölftausendfünfhundert (12.500) Anteile mit einem Nennwert von je einem Euro (EUR 1), alle vollständig gezeichnet und eingezahlt.

Zusätzlich zum Gesellschaftskapital darf eine Kapitalrücklage gebildet werden, in welche jegliches auf Anteile gezahltes Emissionsagio, einbezahlt wird. Der Betrag des Emissionsagios steht den Gesellschaftern zur freien Verfügung.

So lange alle Anteile durch einen alleinigen Gesellschafter gehalten werden, ist die Gesellschaft eine „Ein-Mann-Gesellschaft“ („société unipersonnelle“) nach Artikel 179 (2) des Gesetzes. In diesem Fall sind die Artikel 200-1 und 200-2 des Gesetzes, neben anderen, anwendbar, so dass jegliche Entscheidung des alleinigen Gesellschafters und jeder zwischen ihm und der Gesellschaft geschlossene Vertrag schriftlich aufzusetzen ist.

6.2 Änderung des Gesellschaftskapitals

Das Kapital kann jederzeit durch einen Beschluss des alleinigen Gesellschafters oder durch einen Beschluss der Gesellschafterversammlung geändert werden, in Übereinstimmung mit Artikel 8 dieser Statuten und unter Beachtung von Artikel 199 des Gesetzes.

6.3 Gewinnbeteiligung

Jeder Anteil berechtigt den Anteilseigner zu einem Bruchteil am Vermögen und an den Gewinnen im direkten Verhältnis zu der Anzahl aller gezeichneten Geschäftsanteile.

6.4 Unteilbarkeit der Anteile

Gegenüber der Gesellschaft sind deren Anteile unteilbar, da nur ein Eigner pro Anteil zugelassen ist. Gemeinsame Anteilseigner müssen eine Einzelperson als ihren Vertreter gegenüber der Gesellschaft ernennen.

6.5 Übertragung der Anteile

Im Falle eines alleinigen Gesellschafters sind die Anteile der Gesellschaft die von diesem alleinigen Gesellschafter gehalten werden, frei übertragbar.

Im Falle von mehreren Gesellschaftern sind die Anteile die von einem der Gesellschafter gehalten werden unter Beachtung der Artikel 189 und 190 des Gesetzes zu übertragen.

6.6 Registrierung der Anteile

Alle Anteile sind registriert im Namen einer spezifischen Person und im Gesellschafterregister in Übereinstimmung mit Artikel 185 des Gesetzes eingetragen.

Art. 7. Geschäftsführung.

7.1 Ernennung und Entlassung

Die Gesellschaft wird durch einen oder mehrere Geschäftsführer geführt. Im Falle von mehreren Geschäftsführern soll der alleinige Gesellschafter, oder gegebenenfalls, die Gesellschafter entscheiden, dass jeder Geschäftsführer entweder als „Kategorie A Geschäftsführer“ oder als „Kategorie B Geschäftsführer“ bezeichnet wird.

Der/die Geschäftsführer muss/müssen kein(e) Gesellschafter sein. Der/die Geschäftsführer wird/werden von dem/den Gesellschafter(n) ernannt und können ad nutum (mit oder ohne Grund) entlassen werden.

7.2 Vertretung und Zeichnungsberechtigung

Gegenüber Dritten sowie in rechtlichen Angelegenheiten, haben der/die Geschäftsführer die Befugnis unter allen Umständen im Namen der Gesellschaft zu handeln und alle Handlungen und Geschäfte, die mit dem Gesellschaftszweck übereinstimmen, vorzunehmen und zu genehmigen.

Die Gesellschaft soll gegenüber Dritten durch die alleinige Unterschrift ihres Geschäftsführers oder im Falle mehrerer Geschäftsführer, durch die gemeinsame Unterschrift eines Geschäftsführers der Kategorie A und eines Geschäftsführers der Kategorie B gebunden sein.

Der Geschäftsführer oder, im Falle mehrerer Geschäftsführer, der Geschäftsführerrat, darf alle oder Teile seiner Befugnisse für bestimmte Aufgaben an einen oder mehrere ad hoc Vertreter delegieren. Der Geschäftsführer, oder, im Falle mehrerer Geschäftsführer, der Geschäftsführerrat, wird die Aufgabenbereiche und (gegebenenfalls) die Vergütung, die Dauer der Vertretungsperiode und alle sonstigen bedeutsamen Bedingungen der Vertretung festlegen.

7.3 Befugnisse

Alle Befugnisse, die nicht ausdrücklich per Gesetz oder nach dieser Satzung der Generalversammlung der Gesellschafter vorbehalten sind, fallen in den Aufgabenbereich des Geschäftsführers oder, im Falle mehrerer Geschäftsführer, des Geschäftsführerrates.

7.4 Verfahren

Der Geschäftsführerrat soll so oft wie es die Interessen der Gesellschaft erfordern oder im Falle der Einberufung durch einen der Geschäftsführer am Sitz der Gesellschaft oder an jedem anderen in der Einberufungsbenechtigung genannten Ort in Luxemburg zusammenkommen.

Eine schriftliche Benachrichtigung über jegliche Versammlung des Geschäftsführerrates soll jedem Geschäftsführer mindestens vierundzwanzig (24) Stunden vor dem Datum der Versammlung zukommen, außer in einem Notfall, in dem dessen konkrete Umstände in der Einberufungsbenechtigung für die Versammlung des Geschäftsführerrates erläutert werden sollen.

Eine solche Einberufungsbenechtigung ist nicht erforderlich, wenn alle Mitglieder des Geschäftsführerrates der Gesellschaft während der Versammlung anwesend oder vertreten sind und wenn sie erklären, dass sie rechtmäßig informiert wurden und Kenntnis der Tagesordnung der Versammlung haben. Auf die Benachrichtigung kann durch schriftliche Zustimmung jedes Mitglieds des Geschäftsführerrates der Gesellschaft, die entweder im Original, per Telegram, Telex, Fax oder E-Mail vorliegen muss, verzichtet werden.

Jeder Geschäftsführer darf in jeder Versammlung des Geschäftsführerrates handeln, indem er einen anderen Geschäftsführer schriftlich per Telegram, Fax oder E-Mail als seinen Vertreter bestellt. Ein Geschäftsführer darf einen anderen Geschäftsführer auch per Telefon als seinen Vertreter bestellen, was zu einem späteren Zeitpunkt schriftlich zu bestätigen ist.

Der Geschäftsführerrat kann nur dann rechtmäßig tagen oder wirksam handeln, wenn wenigstens ein Geschäftsführer jeder Kategorie während der Versammlung des Geschäftsführerrates anwesend oder vertreten ist.

Im Falle mehrerer Geschäftsführer sollen die Beschlüsse mit der Mehrheit der Stimmen der anwesenden oder vertretenen Geschäftsführer beschlossen werden, wobei jeweils die Mehrheit in jeder Kategorie der Geschäftsführer gegeben sein muss.

Schriftliche Beschlüsse, die von allen Geschäftsführern anerkannt und unterzeichnet wurden, haben die gleiche Wirkung wie Beschlüsse, die während einer Versammlung der Geschäftsführer getroffen wurden. Die Anerkennung kann in einem einzelnen oder in verschiedenen Dokumenten erfolgen.

Jeder und alle Geschäftsführer können in einer Versammlung des Geschäftsführerrates per Telefon oder Videokonferenz oder jeglichem anderen Kommunikationsmittel, welches allen teilnehmenden Geschäftsführern erlaubt einander zu hören, teilnehmen. Die Teilnahme an einer Versammlung auf diese Weise ist gleichwertig zu einer physischen Teilnahme an der Versammlung, wobei jedoch eine solche Beteiligung die Ausnahme bleiben soll, da alle Geschäftsführer generell in den Versammlungen des Geschäftsführerrates persönlich anwesend sein sollen.

7.5 Haftung der Geschäftsführer

Der/die Geschäftsführer übernimmt durch die Ausführung seines/ihrer Mandate(s) keinerlei persönliche Haftung für Verbindlichkeiten, die von ihm/ihnen rechtsgültig im Namen der Gesellschaft eingegangen wurden.

Art. 8. Gesellschafterversammlung. Der alleinige Gesellschafter übernimmt alle Befugnisse die der Generalversammlung der Gesellschafter zugeteilt sind.

Im Falle von mehreren Gesellschaftern darf jeder Gesellschafter an Kollektiventscheidungen teilnehmen ungeachtet der Anzahl der Anteile, die er hält. Jeder Gesellschafter verfügt über Stimmrechte entsprechend der Anzahl seiner Anteile. Gemeinsame Entscheidungen sind nur dann gültig, wenn sie von Gesellschaftern getroffen wurden, die zusammen mehr als die Hälfte des Gesellschaftskapitals halten.

Beschlüsse, durch die die Satzung geändert wird, mit Ausnahme der Änderung der Nationalität, welche eine einstimmige Abstimmung erfordert, können nur durch eine Mehrheit von Gesellschaftern getroffen werden, die mindestens drei Viertel des Gesellschaftskapitals halten, unter Berücksichtigung der Gesetzesvorgaben.

Das Abhalten von Generalversammlungen ist nicht verpflichtend so lange die Anzahl der Gesellschafter fünfundzwanzig (25) nicht übersteigt. In diesem Fall soll jeder Gesellschafter den genauen Wortlaut der zu treffenden Beschlüsse oder Entscheidungen erhalten und seine Stimme schriftlich abgeben.

Art. 9. Jährliche Generalversammlung. Wenn die Anzahl der Gesellschafter fünfundzwanzig (25) übersteigt, muss in Übereinstimmung mit Artikel 196 des Gesetzes eine jährliche Generalversammlung der Gesellschafter am Sitz der Gesellschaft oder an jedem anderen Ort im Großherzogtum Luxemburg abgehalten werden, wie er in der Einberufungsbekanntmachung zur Versammlung angegeben wurde.

Art. 10. Prüfung. Wenn die Anzahl der Gesellschafter fünfundzwanzig (25) übersteigt, sollen die Geschäfte der Gesellschaft durch einen oder mehrere Wirtschaftsprüfer, die keine Gesellschafter sein müssen, in Übereinstimmung mit Artikel 200 des Gesetzes beaufsichtigt werden. Sollte es mehr als einen Wirtschaftsprüfer geben, sollen alle Wirtschaftsprüfer als ein Kollegium auftreten und den Wirtschaftsprüferrat bilden.

Art. 11. Geschäftsjahr - Jahresabschluss. Das Geschäftsjahr der Gesellschaft beginnt am 1. Januar und endet am 31. Dezember. Jedes Jahr fertigt der Geschäftsführer oder, im Falle mehrere Geschäftsführer, der Geschäftsführerrat, eine Bestandsaufnahme an, welche eine Angabe zum Wert der Aktiva und Passiva der Gesellschaft enthält sowie eine Bilanz und die Gewinn- und Verlustrechnung in welcher die erforderlichen Abschreibungen beachtet wurden.

Jeder Gesellschafter darf am Sitz der Gesellschaft die oben genannte Bestandsaufnahme, Bilanz und Gewinn- und Verlustrechnung sowie gegebenenfalls den Bericht des/der Wirtschaftsprüfer(s), erstellt gemäß Artikel 200 des Gesetzes, einsehen.

Art. 12. Gewinnverteilung. Der Gesamtgewinn der Gesellschaft, so wie er aus dem Jahresabschluss hervorgeht, stellt nach Abzug der allgemeinen Ausgaben, Abschreibungen und Kosten den Nettogewinn dar. Ein Betrag von fünf (5) Prozent des Nettogewinns der Gesellschaft wird der Bildung einer gesetzlichen Rücklage zugewiesen bis diese Rücklage zehn (10) Prozent des Gesellschaftskapitals beträgt.

Der übrige Nettogewinn kann an den/die Gesellschafter im Verhältnis zu seinen/ihren Anteilen an der Gesellschaft ausgeschüttet werden.

Der Geschäftsführer, oder im Falle mehrerer Geschäftsführer, der Geschäftsführerrat, darf, auch während des ersten Geschäftsjahres, die Zahlung von Zwischendividenden beschließen, unter der Bedingung, dass eine vorläufige Bilanz erstellt wird, aus welcher hervorgeht, dass ausreichend Geldmittel zur Ausschüttung vorhanden sind. Der auszuschüttende Betrag darf die seit dem Ende des letzten Wirtschaftsjahres erwirtschafteten Gesamtgewinne, gegebenenfalls erhöht durch die vorgetragenen Gewinne und verfügbaren Rücklagen, abzüglich den vorgetragenen Verlusten und solchen Beträgen, die gemäß dem Gesetz zur Bildung einer Rücklage verwendet werden sollen, nicht übersteigen.

Art. 13. Auflösung – Liquidation. Die Gesellschaft soll durch den Tod, die Entmündigung, Konkurs oder Zahlungsunfähigkeit des alleinigen Gesellschafter oder eines Gesellschafter nicht aufgelöst werden.

Außer in dem Fall einer Auflösung durch gerichtliche Anordnung, findet eine Auflösung der Gesellschaft nur aufgrund einer Entscheidung der Generalversammlung der Gesellschafter, in Übereinstimmung mit den Bedingungen die für die Änderung der Gesellschaftssatzung festgelegt sind, statt. Zum Zeitpunkt der Auflösung der Gesellschaft wird deren Liquidierung durch einen oder mehrere Liquidatoren durchgeführt, der/die kein(e) Gesellschafter sein muss/müssen, der/ die aber durch den/die Gesellschafter ernannt werden, die deren Befugnisse und Vergütung festlegen, durchgeführt.

Art. 14. Verweis auf das Gesetz. Für alle Punkte, die nicht in der gegenwärtigen Satzung geregelt sind, wird auf das Gesetz verwiesen.

Übergangsbestimmung

Das erste Geschäftsjahr der Gesellschaft soll am Tag der Gründung beginnen und am 31. Dezember 2011 enden.

Zeichnung - Zahlung

Nachdem die Satzung hiermit aufgesetzt wurde, erklärt ZE.Wald und Beteiligungs AG, zuvor benannt, vertreten wie oben angeführt, für das gesamte Gesellschaftskapital, eingeteilt in zwölftausendfünfhundert (12.500) Anteile mit einem Nennwert von je einem Euro (EUR 1), zu zeichnen.

Alle Anteile wurden vollständig durch Barzahlung von zwölftausendfünfhundert Euro (EUR 12.500) einbezahlt.

Ein Beweis hierüber wurde dem Notar vorgelegt, der dies ausdrücklich anerkennt.

Kosten

Die Kosten, Ausgaben, Honorare und Gebühren jeglicher Form, die von der Gesellschaft im Zusammenhang mit ihrer Gründung zu tragen sind, werden auf eintausend dreihundert euro (€ 1.300,-) geschätzt.

Beschlüsse des Alleinigen Gesellschafters

Sofort nach der Gründung der Gesellschaft, hat der Erschienene, vertreten wie zuvor angegeben, die folgenden Beschlüsse gefasst:

1. Die Gesellschaft wird durch die folgenden Geschäftsführer verwaltet:

Kategorie A Geschäftsführer:

- Herr Erich Viertler, Angestellter, geboren am 23. Oktober 1949 in Toblach, Italien, mit Geschäftsadresse in der Aufkirchnerstrasse 4, 39034 Toblach, Italien,

Kategorie B Geschäftsführer:

- Herr Ivo Hemelraad, Geschäftsführer, geboren am 12. Oktober 1961 in Utrecht, mit Geschäftsadresse in 15, rue Edward Steichen, L-2540 Luxemburg, Großherzogtum Luxemburg;

- Herr Wim Rits, geboren am 14 Juni 1970 in Merkssem mit Geschäftsadresse in 15, rue Edward Steichen, L-2540 Luxemburg, Großherzogtum Luxemburg.

2. Der Sitz der Gesellschaft befindet sich in 15, rue Edward Steichen, L-2540 Luxemburg, Großherzogtum Luxemburg.

Erklärung

Der unterzeichnete Notar, der die englische Sprache versteht und spricht, erklärt hiermit, dass auf Antrag der Erschienenen, die vorliegende Urkunde in Englisch verfasst wurde, gefolgt von einer deutschen Übersetzung. Auf Antrag der Erschienenen soll im Falle von Abweichungen zwischen der englischen und der deutschen Fassung die englische Fassung maßgeblich sein.

Worüber Urkunde, aufgenommen zu Luxemburg, Datum wie eingangs erwähnt.

Nach Vorlesung und Erklärung alles Vorstehenden an den Erschienenen, der dem Notar nach Namen, gebräuchlichem Vornamen, sowie Stand und Wohnort bekannt ist, hat der Erschienene mit dem Notar gegenwärtige Urkunde unterzeichnet.

Signé Conde, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 09 août 2011. Relation: EAC/2011/10903. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2011117922/414.

(110135261) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 août 2011.

W.P. Stewart Quality Growth Funds, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 163.412.

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STATUTES

In the year two thousand and eleven, on the twenty-ninth day of August.

Before Maître Paul DECKER, notary residing in Luxembourg.

There appeared:

W.P. Stewart Co.Ltd., having its registered office at 527 Madison Avenue, New York, New York, USA, here duly represented by Ms Nadine Gloesener, employee, professionally residing in Luxembourg, pursuant to a proxy dated 26th of August 2011.

The proxy given, signed "ne varietur" by the appearing party and the undersigned notary, shall remain annexed to this document to be filed with the registration authorities.

Such appearing party, represented as above stated, has requested the undersigned notary to draw up the following articles of incorporation of a public limited liability company so called "société anonyme" as "société d'investissement à capital variable, fonds d'investissement spécialisé) which she declares to establish as follows:

Art. 1. Formation. There exists among the existing shareholders and those who may become owners of shares in the future, a Luxembourg company (the "Company") under the form of a public limited company ("société anonyme") subject

to the 10th August 1915 as amended relating to commercial companies (the "Law of 1915") and the law of 17th December 2010 relating to undertakings for collective Investment (the "Law of 2010").

The Company will exist under the corporate name of W.P. Stewart Quality Growth Funds.

Art. 2. Duration. The Company is established for an unlimited duration. The Company may be dissolved by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation as prescribed in Article 32.

Art. 3. Object. The exclusive purpose of the Company is to invest in securities and all other legally permissible assets in accordance with the principle of risk diversification and with the objective to provide the shareholders with the income from the management of the Company's assets.

The Company is set up as a Part I Fund in accordance with the law dated 17 December 2010 relating to undertakings for collective investment (the "Law of 2010").

The Company may take any measures or carry out any transactions that it considers appropriate to achieve and promote this purpose and will do this in the broadest possible sense in accordance with Part I of the 2010 Law.

Art. 4. Registered office. The registered office of the Company shall be in Luxembourg-City. Branches and/or other representative offices may be established in Luxembourg or in other countries following a decision of the Board of Directors of the Company (the "Board of Directors").

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

Art. 5. Capital. The capital of the Company is represented by shares without par value ("Shares") which shall at all times be equal to the total net assets of the Company.

The minimum capital of the Company shall amount to the equivalent of one million two hundred and fifty thousand Euro (EUR 1,250,000). Such minimum capital must be reached within a period of six months after the date on which the Company has been authorised as a collective investment undertaking under Luxembourg law.

The Board of Directors is authorised to issue Shares at an issue price per Share calculated in accordance with Article 28 hereof at any time and without restriction, with no requirement to grant existing shareholders any right to purchase the new Shares. The Board of Directors may transfer to any of its members (a "Director") or to any other duly authorized person, the duty to accept subscriptions and/or deliver and receive payment for such new Shares.

Following a decision of the Board of Directors, such Shares may be of different asset divisions ("Sub-Funds") and, also following a decision of the Board of Directors, may be denominated in different currencies. The Board of Directors may furthermore determine that each Sub-Fund may include two or more classes of Shares ("Share Class") having different characteristics, for example specific distributing or accumulating policies, a specific fee structure or other specific characteristics, as determined in each case by the Board of Directors and set forth in the prospectus of the Company.

The proceeds from the issue of each Sub-Fund shall commonly, in accordance with Article 3 hereof, be invested in transferable securities (including rights on investments, etc.; hereinafter "Securities") or in other liquid financial assets that correspond to the geographical regions, industrial sectors and currency areas stipulated by the Board of Directors for the applicable Sub-Fund, and that adhere to the requirements laid down by the Board of Directors with regard to special forms of Shares or fixed-interest or variable-rate Securities.

The Company may from time to time, by way of a stock split resulting in a decreased net asset value per Share, issue bonus Shares.

In determining the capital of the Company, the net asset value of each Sub-Fund not denominated in U.S. Dollars ("USD") shall be converted into USD, such that the capital of the Company is equal to the total of all net asset values of all Sub-Funds expressed in USD.

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

If the Board of Directors decides to issue bearer Shares, these will in principle be documented by global certificates. It is not intended to issue additional bearer Share certificates, except if extraordinary circumstances occur. If bearer Share certificates are issued, they must be signed by two members of the Board of Directors.

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

Any registered Shares issued by the Company must be registered in the Share register kept by the Company or one or more persons designated thereto by the Company. This Share register will contain the name of each holder of regis-

tered 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, as applicable, the Share Class of the relevant Shares and the amount paid up on each Share. Each transfer or any other form of legal assignment of a registered share must be registered in the Share register.

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

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

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

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

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

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

Shareholders are authorized to attach a usufructuary right to the registered Shares. With the previous consent of the Board of Directors, shareholders are authorised to attach a pledge to the registered Shares. In the case of establishment or transfer of a right of usufruct on the Shares or a pledge, an annotation shall be inserted into the register of shareholders.

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

The Company may, at its election, charge the shareholder any exceptional out of pocket expenses incurred in issuing a duplicate of or a new Share certificate and all reasonable expenses incurred by the Company in connection with the issuance and registration thereof, or in connection with the annulment of the original Share certificate.

Art. 8. Restriction of share ownership. The Company may restrict or prevent the ownership of Shares in the Company by any person, firm or corporate body, namely any person in breach of any law or requirement of any country or governmental authority or of the provisions of the Company's sales documents and any person which is not qualified to hold such Shares by virtue of such law, requirement or provision or if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become subject to laws (including without limitation tax laws) other than those of the Grand Duchy of Luxembourg (each an "unauthorised person").

To this end the Company may:

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

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

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

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

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

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

(3) The price at which each such Share is to be purchased (the "Purchase Price") shall be an amount based on the net asset value per Share as at the valuation day following the Notice of Purchase, determined in accordance with Article 24 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, if applicable, 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 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, if applicable, 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 such 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. 9. Rights of the general meeting of shareholders. Each duly convened general meeting of shareholders shall constitute the supreme organ of the Company. Its resolutions shall be binding on all shareholders regardless of the Sub-Fund or Share Class, unless the resolutions intrude upon the rights of shareholders of a particular Sub-Fund or Share Class to hold separate meetings in accordance with the provisions below. The general meeting of shareholders shall have far-reaching authority to arrange, execute and approve all legal acts relating to the transactions of the Company.

In the event that the Company is composed of one sole shareholder, the sole shareholder will be vested with all powers of the general meeting of shareholders.

Art. 10. 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.

Under Luxembourg law, the annual general meeting of shareholders takes place at the registered office of the Company or at another location in Luxembourg specified in the invitation, on the 15th day in April at 10 a.m. and for the first time in 2013. If the aforementioned day is not a business day in Luxembourg, the annual general meeting will be held on the next Luxembourg business day. In this context, "business day" refers to the normal 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.

The general meeting of shareholders of the Company may grant the directors, as remuneration for their activities, a fixed annual sum, in the form of directors' fees, which shall be booked under the Company's overheads and distributed among the members of the board of directors, at its discretion. In addition, the directors may be paid for expenses incurred on behalf of the Company insofar as these are considered as reasonable.

Art. 11. Separate meetings of shareholders. Separate meetings of shareholders relating to a Sub-Fund or Share Class may be convened upon decision of the Board of Directors. The quorum and voting requirements laid down in Article 12 below shall apply mutatis mutandis. A separate meeting of shareholders may decide on any matters which relate exclusively to the relevant Sub-Fund or Share Class and that are not by law or by these Articles attributed to the general meeting of shareholders or the Board of Directors. Resolutions of separate meetings of shareholders shall not affect the rights of shareholders holding Shares in other Sub-Funds or Share Classes.

Art. 12. Voting requirements. Each whole share of whatever Sub-Fund or Share Class shall and regardless of the net asset value per Share within the Sub-Fund or Share Class entitle the holder to one vote, subject to the restrictions imposed by these Articles of Incorporation.

A shareholder may participate in any meeting of shareholders, or may be represented by another shareholder or another person on the basis of a proxy in writing or by cable, telegram or telefax message or in any other form determined by the Board of Directors.

The holders of bearer Shares are obliged, in order to be admitted to the general meetings, to deposit a written declaration with an institution specified in the convening notice at least five clear days prior to the date of the meeting. Such declaration must be issued by an allied institution of the relevant clearing and settlement system and state that the number of bearer Shares mentioned in such declaration belongs to the collective depot of that allied institution of the relevant clearing and settlement system and that the person mentioned in the declaration is a participant in that allied institution's collective depot for the quantity of bearer Shares mentioned in that declaration.

Except as otherwise required by law or herein, resolutions at a general meeting of shareholders duly convened will be passed by a simple majority of the votes of Shares represented on the basis of a proxy, and voting. The Board of Directors may determine further conditions that must be fulfilled by shareholders for them to participate in any meeting of shareholders.

If a Company has only one shareholder, the shareholder will exercise all rights which are attributed to shareholders by the most recent version of the Luxembourg Law of 10 August 1915 ("the 1915 Law") or herein. Resolutions of the sole shareholder shall be documented in writing.

Art. 13. Convening notes. The convening of general meetings or separate meetings of shareholders shall be subject to the periods of notice and formalities laid down by law.

The annual general meeting and other meetings of shareholders shall be convened by the Board of Directors by means of a notice setting forth the agenda.

Such notice will be sent at least eight (8) days prior to the meeting to each registered shareholder at the shareholder's address in the register, together with the reports of the Board of Directors and of the external independent auditor and the annual report.

Such documents shall be made available for inspection at the registered office of the Company fifteen (15) days before the date of the annual general meeting of shareholders. If bearer Shares have been issued, the convening notice must be published in the "Mémorial Recueil des Sociétés et Associations Luxembourg", in a Luxembourg newspaper and in such other newspapers of countries in which the Shares are offered to the public as the Board of Directors may decide.

The convening notices to general meetings shall provide that the quorum and the majority requirements at the general meeting shall be determined according to the Shares issued and outstanding on a date specified in such notices which shall be no earlier than 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.

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.

Art. 14. The board of directors. The Company shall be managed by the Board of Directors, composed of at least three members who need not be shareholders of the Company. Members of the Board of Directors shall be elected by the shareholders at the general meeting for a period of no more than six years, and they may be re-elected. The general meeting will also determine the number of members of the Board of Directors, their remuneration and their term of office. Should the position of a member of the Board of Directors become vacant as a result of death, resignation or other cause, the remaining members of the Board of Directors may elect, by simple majority, a new member of the Board of Directors who will occupy the vacant position until the next general meeting of shareholders.

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. 15. Internal organisation of the board of directors. The Board of Directors may elect a chairman from its ranks, in addition to one or more deputy chairmen where applicable. It may also appoint a secretary, who need not be a member of the Board of Directors and who is responsible for keeping the minutes of the meetings of the Board of Directors and of the annual general meetings of the shareholders.

The chairman shall preside at all meetings of the Board of Directors. In his absence, the members of the Board of Directors shall appoint any other person to act as temporary chairman by vote of the majority present at any such meeting.

A meeting of the Board of Directors may be called by the chairman or by two members of the Board of Directors, and the invitation shall specify the location and give details of the agenda.

Notice of any meeting of the Board of Directors shall be given in writing or by cable, telegram, telex or telefax to all Directors at least twenty four (24) hours in advance of the hour set for such meeting, except in circumstances of urgency, in which case the nature of such circumstances shall be set forth in the notice of meeting.

Unless otherwise provided herein, the Directors may only act at duly convened meetings of the Board of Directors.

This notice may be waived by the consent of each Director. No notice shall be required for meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any Director may act at any meeting of the Board of Directors by appointing another Director as his proxy. A Director may represent one or more other Directors. The proxy shall be given in writing or by cable or telegram or telex or telefax or in any other form determined by the Board of Directors.

Unless otherwise provided herein, the Board of Directors can deliberate or act validly only if at least a majority of the Directors are present or represented, which may be by way of a telephone conference call or video conference call or in any other form determined by the Board of Directors. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting. The chairman of the meeting shall have a casting vote.

Resolutions of the Board of Directors may also be passed in the form of circular resolution in identical terms which may be signed on one or more counterparts by all the Directors.

The Board of Directors may also appoint individual members of the Board of Directors or third parties to carry out all or part of the day-to-day management or representation of the Company with the powers decided by the Board of Directors. Transfer of the day-to-day management to individual members of the Board of Directors requires the consent of the general meeting of shareholders. Such appointments may be revoked at any time by the Board of Directors.

In relation thereto, the Company may from time to time enter into an agreement with a Luxembourg management company by which it may delegate the day-to-day operations of the Company concerning investment management, central administration and distribution services to this management company with, as the case may be, the right of the management company to sub-delegate its powers. Furthermore, the Company or the appointed management company, as the case may be, may enter with any Luxembourg or foreign company into (an) investment management or advisory agreement (s) according to which the above mentioned company or any other company first approved by it will supply the Company with recommendations and advice with respect to the Company's investment policy. Furthermore, such company may, on a day-to-day basis and subject to the overall control and ultimate responsibility of the Board of Directors, purchase and sell securities and otherwise manage the Company's portfolio. The investment management or advisory agreement shall contain the rules governing the modification or expiration of such contract(s) which are otherwise concluded for an unlimited period.

The Board of Directors may also delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board of Directors or not) as it thinks fit.

The Board may decide to appoint a consultative committee to assist it in the conduct of the Company's business. Such consultative committee shall not be entitled take any binding decisions on its behalf.

Art. 16. Minutes of the meetings of the board of directors. The minutes of each meeting of the Board of Directors shall be signed by the chairman of the meeting and by one other member of the Board of Directors or by the secretary of the Board of Directors. Copies or extracts from such minutes produced for legal proceedings or other legal purposes shall be signed by the chairman of the meeting or by two members of the Board of Directors or by the secretary of the Board of Directors one member of the Board of Directors.

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

Within those restrictions, the Board of Directors may decide that investments be made as follows:

Permitted investments of the Company:

(A) Sub-Funds of the Company must solely consist of:

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

b) transferable securities and money market instruments dealt in on another regulated market in a Member State which operates regularly and is recognised and open to the public;

c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State or dealt in on another regulated market in a non-Member State of the European Union which operates regularly and is recognised and open to the public provided that the choice of the stock exchange or the market has been provided for in the articles of incorporation of the Company

d) recently issued transferable securities and money market instruments, provided that:

- the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or to another regulated market referred to under a) to c) above;

- such admission is secured within one year of issue;

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

- such other UCI are authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured;

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

- the business of the other UCI is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;

- no more than 10% of the assets of the UCITS or the other UCIs, whose acquisition is contemplated, can, according to its instruments of incorporation, be invested in aggregate in units of other UCITS or other UCIs.

Each Sub-Fund may also acquire Shares of another Sub-Fund subject to the provisions of Section (2) point (C) here below.

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

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

- the underlying consists of instruments covered by this Section (1) (A), financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives as stated in the Company's Articles of Incorporation,

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

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

h) money market instruments other than those dealt in on a regulated market and referred to in paragraphs a) to d) above, if the issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided these instruments are:

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

- issued by an undertaking any securities of which are dealt in on regulated markets referred to in sub-paragraphs a), b) or c), or

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

- issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million euros (EUR 10,000,000.-)

and which presents and publishes its annual accounts in accordance with Fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

(B) The Company and/or each Sub-Fund:

a) may invest no more than 10% of its assets in transferable securities and money market instruments other than those referred to in paragraph (1) (A).

b) may acquire movable and immovable property which is essential for the direct pursuit of its business;

c) may not acquire either precious metals or certificates representing them;

d) may hold ancillary liquid assets.

(2) Risk Diversification

(A) In accordance with the principle of risk diversification, each Sub-Fund will invest no more than 10% of its net assets in transferable securities or money market instruments issued by the same issuing body. Each Sub-Fund may not invest more than 20% of its assets in deposits made with the same body.

The risk exposure to a counterparty of each Sub-Fund in an OTC derivative transaction may not exceed 10% of its assets when the counterparty is a credit institution referred to in Section (1) point (A) f), or 5% of its assets in the other cases.

Moreover, the total value of the transferable securities and money market instruments held by the Sub-Fund in the issuing bodies in each of which it invests more than 5% of its assets must not exceed 40% of the value of its assets. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the limits laid down in the two first paragraphs of this Section (2), the Sub-Fund shall not combine, where this would lead to investing more than 20% of its assets in a single body, any of the following:

- investments in transferable securities or money market instruments issued by;
- deposits made with or;
- exposures arising from OTC derivative transactions undertaken with a single body.

(B) The following exceptions can be made:

a) The aforementioned limit of 10% can be raised to a maximum of 25% for certain bonds if they are issued by credit institution whose registered office is situated in a Member State and which is subject, by virtue of law, to particular public supervision for the purpose of protecting the holders of such bonds. In particular, the amounts resulting from the issue of such bonds must be invested, pursuant to the UCI Law in assets which during the whole period of validity of such bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used for, the repayment of the principal and payment of the accrued interest. If the Sub-Fund invests more than 5% of its net assets in such bonds as referred to above and issued by the same issuer, the total value of such investments may not exceed 80% of the value of the Sub-Fund's net assets.

b) The aforementioned limit of 10% can be raised to a maximum of 35% for transferable securities or money market instruments issued or guaranteed by a Member State, by its local authorities, by a non Member State or by public international bodies of which one or more Member States are members.

The transferable securities referred to in exceptions (a) and (b) are not included in the calculation of the limit of 40% laid down above.

The limits stated under Section (2) points (A) and (B), above, may not be combined and, accordingly, investments in transferable securities or money market instruments issued by the same body or in deposits or derivatives instruments made with this body in accordance with Section (2) points (A) and (B), may not, in any event, exceed a total of 35% of the SubFund's net assets.

Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/EEC or in accordance with recognised international accounting rules are regarded as a single body for the purpose of calculating the limits contained in the present Section "Risk Diversification".

The Company may invest in aggregate up to 20% of its assets in transferable securities and money market instruments with the same group.

c) Each Sub-Fund is authorized to invest in accordance with the principle of risks-reading up to 100% of its assets in different transferable securities and / or money market instruments issued or guaranteed by a Member State, its local authorities, an OECD Member State or by public international bodies of which one or more Member States are members; provided that in such event, the Sub-Fund must hold securities and / or money market instruments from at least six different issues and securities and / or money market instruments from one issue may not account for more than 30% of the total net assets.

(C) Each Sub-Fund may also subscribe for, acquire and/or hold shares issued or to be issued by one or more other Sub-Funds of the Company subject to additional requirements which may be specified in Chapter 1, if:

- a) the target Sub-Fund does not, in turn, invest in the Sub-Fund invested in this target Sub-Fund; and

b) no more than 10% of the assets of the target Sub-Funds whose acquisition is contemplated may be invested in aggregate in shares of other Sub-Funds of the Fund; and

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

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

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

(3) Specific Rules for Master / Feeder structures

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

(B) A feeder sub-fund may hold up to 15% of its assets in one or more of the following: a) ancillary liquid assets in accordance point (1) last paragraph above;

b) financial derivative instruments, which may be used only for hedging purposes, in accordance with point (1) paragraph (g) above and Article 42, paragraphs (2) and (3) of the UCI Law;

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

(C) For the purposes of compliance with Article 42, paragraph (3) of the UCI Law, the feeder sub-fund shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under point (3) (B) b) above, with:

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

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

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

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

b) is not itself a feeder UCITS; and

c) does not hold units of a feeder UCITS.

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

(4) Investment in UCITS/UCIs

(A) The Company may acquire the units of UCITS and/or other UCIs referred to in Section (1) point (A) e), provided that no more than 20% of its assets are invested in a single UCITS or other UCI. For the purposes of applying this investment limit, each sub-fund of a UCI with multiple sub-funds, within the meaning of Article 181 of the UCI Law, shall be considered as a separate entity, provided that the principle of segregation of commitments of the different Sub-Funds is ensured in relation to third parties.

a) Investments made in units of UCI other than UCITS may not exceed, in aggregate, 30% of the assets of the Company.

When the Company has acquired units of UCITS and/or other UCIs, the assets of the respective UCITS or other UCI do not have to be combined in the view of the limits laid down under Section (2) Risk Diversification.

b) When the Company invests in the units of other UCITS and/or other UCIs that are managed, directly or by delegation, by W.P. Stewart Asset Management Ltd. or by any other company to which W.P. Stewart Asset Management Ltd. is linked by common management or control or by a substantial direct or indirect holding of more than 10% of the capital or of the votes, the Company will not charge any management fees on these investments. Moreover, none of W.P. Stewart Asset Management Ltd. or the UCITS and/or other UCIs mentioned below will charge any subscription or redemption fees to the Company.

(B) The Company will not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

(C) The Company may not acquire more than 10% of non-voting shares of the same issuer, more than 10% of the debt securities issued by the same issuer, more than 20% of the units of the same UCITS or UCI or more than 10% of the money market instruments of the same issuer.

The limits under (B) and (C) are waived as to:

a) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;

b) transferable securities and money market instruments issued or guaranteed by a non- Member State;

c) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members;

d) shares held in the capital of a company incorporated in a non Member State and investing its assets mainly in securities of issuers having their registered office in that State, if under the legislation of that State such a holding represents the only way in which the Company can invest in the securities of the issuers of that State. This derogation only applies if the company has an investment policy complying with the provisions of Section (2) Risk Diversification points (A) and (B), as well as of Section (4) Investment Restrictions, points (A), (B) and (C). If the limits stated in the provisions of Section (2), points (A) and (B) and in Section (4), points (A), (B) and (C) are exceeded, the limit under the provisions of Section (4) point (G) shall apply *mutatis mutandis*;

e) shares held by one or more investment companies in the capital of subsidiary companies which carry on the business of management, advice or marketing in the country/state where the subsidiary is established, in regard to the repurchase of units at the shareholders' request exclusively on its or their behalf.

(D) Any Sub-Fund may not borrow more than 10% of its total net assets, and then only from financial institutions and on a temporary basis. Each Sub-Fund may, however, acquire foreign currency by means of a back to back loan. Each Sub-Fund will not purchase securities while borrowings are outstanding in relation to it, except to fulfil prior commitments and/or exercise subscription rights. However, each Sub-Fund can borrow up to 10% of its net assets to make possible the acquisition of immovable property essential for the direct pursuit of its business. In this case, these borrowings and those referred to above (temporary borrowings) may not in any case in total exceed 15% of the Sub-Funds' net assets.

(E) The Company may not grant credits or act as guarantor for third parties. This limitation does not prevent the Company to purchase securities that are not fully paid up, nor to lend securities as further described hereunder. This limitation does not apply to margin payments on option deals and other similar transactions made in conformity with established market practices.

(F) Each Sub-Fund will not purchase any securities on margin (except that the Sub-Fund may obtain such short-term credit as may be necessary for the clearance of purchases and sales of securities) or make short sales of securities or maintain a short position. Deposits on other accounts in connection with option, forward or financial futures contracts, are, however, permitted within the limits provided for here below.

The Board of Directors is authorised to introduce further investment restrictions at any time in the interests of the shareholders provided these are necessary to ensure compliance with the laws and regulations of those countries in which the Company's Shares are offered and sold. In this event, this Prospectus will be updated.

(G) If any of the above limitations are exceeded for reasons beyond the control of the Company and/or each Sub-Fund or as a result of the exercise of subscription rights attaching to transferable securities or money market instruments, the Company and/or each Sub-Fund must adopt, as a priority objective, sales transactions for the remedying of that situation, taking due account of the interests of its shareholders.

Art. 18. Pooling / "Co-Management". The assets of two or more Sub-Funds may be managed through "Pooling".

In such case, assets of more than one Sub-Fund are managed together. These assets will be considered as a "Pool", whereas such Pools are only used for internal management purposes. The Pools do not have a separate legal personality and are not accessible to shareholders. Each Sub-Fund managed in conjunction with other Sub-Fund is allocated its own specific assets.

In cases where the assets of one of more Sub-Funds are managed together ("co-managed"), the assets allocated to each of the participating Sub-Funds are determined on the basis of the initial allocation of assets to the Pool, and they will be amended in the event of additional allocations or withdrawals.

The entitlements of each participating Sub-Fund on the co-managed Sub-Funds apply to each and every line of investments of such Pool.

Additional investments, which are made in accordance with co-managed Sub-Funds, will be allocated to the Sub-Funds on the basis of their respective rights, and any realized assets are withdrawn from the relevant assets of each participating Sub-Fund on the same basis.

Furthermore, to the extent that such will be consistent with the investment policy of the respective Sub-Fund, the Board of Directors may decide, with a view to efficient management, that all or part of the assets of one or more Sub-Funds will be jointly managed with the assets of other undertakings for collective investment on a "co-management" basis as described in the prospectus.

Art. 19. Conflicts of interest. No contract or other transaction between the Company and any other company or organisation shall be impaired or rendered invalid by the fact that one or more members of the Board of Directors or officers of the Company are involved in another company as a member of the Board of Directors, shareholder, manager or employee, or otherwise personally involved in such company or organisation.

Any Director or officer of the Company who serves as a Director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm but subject as hereinafter provided, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

If a member of the Board of Directors or officer of the Company has a personal interest in a transaction of the Company, he shall declare such personal interest to the Board of Directors, and shall not be involved in deliberating on

and voting on the transaction. Such transactions and personal interest of a member of the Board of Directors or officer shall be reported to the next succeeding general meeting of shareholders.

In the event that the Company is composed of one sole shareholder the preceding paragraph is not applicable, but any transaction entered with its manager, having a personal interest contrary to that of the Company shall only be recorded in writing. This provision does not apply if and when the relevant transactions are entered into under fair market conditions and fall within the ordinary course of business of the Company.

The term "personal interest" shall not include any relationship with or interest in any matter, position or transaction involving the Company or any subsidiary thereof, or such other company or entity as may from time to time be determined by the Board of Directors at its discretion.

Art. 20. Indemnity. The Company shall indemnify each member of the Board of Directors and each officer, or their heirs, executors and administrators, against expenses reasonably incurred in connection with any legal dispute/action or judicial proceedings in which he becomes involved in his capacity as current or former member of the Board of Directors or as officer of the Company, or as a result of a function performed, at the request of the Company, at another organisation with which the Company has a contractual relationship or of which it is a creditor. This provision excludes incidents in respect of which there is a legal finding of gross negligence or wilful misconduct against him/her resulting from an action or legal process. In the event of a settlement, any indemnity shall be provided only in respect of matters covered by the settlement as to which the Company is advised by its lawyers that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnity shall not exclude other rights to which such Director or officer of the Company may be entitled.

Expenses (including attorneys' fees) incurred by a director or an officer of the Company in defending any action, suit or proceeding to which the above paragraph might apply shall be paid by the Company in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Company as provided in this Article. Any advancement of expenses shall not be deemed exclusive of any other rights which the director or officer may be entitled.

Art. 21. Representation. In order to place the Company under an obligation, the joint signatures of two members of the Board of Directors of the Company shall be required or, provided the Board of Directors has made the corresponding resolutions, the joint signatures of one member of the Board of Directors and a officer, a holder of general commercial power of attorney or other holder of power of attorney, or else by the single signature of any other person for precisely designated one-off transactions for which the appropriate authority has been issued by a resolution of the Board of Directors or by two members of the Board of Directors.

Art. 22. Auditor. The general meeting of shareholders of the Company shall appoint an independent auditor ("réviseur d'entreprise agréé"), who shall perform the duties described by the Law.

Art. 23. Redemption and Conversion of shares. As provided in detail herein below, the Company is entitled to redeem its Shares at any time, subject to the limitation set forth by law in relation to the minimum capital.

Any shareholder may request the redemption of all or part of his Shares by the Company on a valuation day (as defined below). If redemption requests for more than ten percent (10%) of the net asset value are received, then the Company shall have the right to limit redemptions so they do not exceed this threshold amount of 10%. For the purpose of this article, conversions are considered as redemptions.

If on any valuation day the Company receives requests for redemptions or conversions for more than ten percent (10%) of the net asset value, it may declare that such redemptions or conversions may be deferred on a pro rata basis. These redemption and conversion requests will be treated in priority in subsequent requests.

The redemption price shall be paid no later than five business days in Luxembourg after the later of the applicable valuation day or the day on which the Share certificates (where issued) and any other required redemption documents are received. The redemption price shall be calculated on the basis of the net asset value per Share of the applicable Sub-Fund, in accordance with the provisions in Article 26 herein, less a redemption fee, as may be decided by the Board of Directors from time to time and described in the current prospectus of the Company. Payment of redemption proceeds may be delayed if there are any specific statutory provisions such as foreign exchange restrictions, or any circumstances beyond the Company's control which make it impossible to transfer the redemption proceeds to the country where the redemption was requested.

Under consideration of all other provisions which are authorised hereby, and in the event of extraordinary circumstances, the Board of Directors may take such measures that the Board of Directors considers appropriate to protect the interests of the investors under consideration of the respective circumstances. These exceptional measures may include for example, but not limited to, the application of a "spread" or a "dilution" charge, which must be paid by the investors who apply for the redemption of their Shares, or any other measures which the Board of Directors considers in a specific situation as legitimate and always in accordance with the applicable law and supervisory regulations and proceedings.

If, as a result of exceptional circumstances, the liquidity of the assets of a Sub-Fund is insufficient to pay the redemption price within the above period, payment shall be made as soon as possible, but without any interest payments as far as legally possible.

Redemption requests shall be submitted in writing directly to the registered office of the Company, its central administrator to the attention of the Company, or to one of the distributors on the relevant date and before the relevant redemption deadline, as set forth in the prospectus of the Company. The Share certificates must be accompanied by all not mature coupons. A correctly submitted application for redemption is irrevocable, unless and during a period of suspension or deferral of redemptions. Redeemed Shares will be cancelled.

Every shareholder may request the conversion of some or part of its Shares into Shares in another Sub-Fund on a valuation day common to both Sub-Funds, or, within a Sub-Fund, a conversion between different Share Classes, according to the provisions described in the prospectus and following the principles and, if applicable, restrictions as they have been decided by the Board of Directors for each Sub-Fund.

The Board of Directors is entitled to impose restrictions and conditions, as set out in the relevant prospectus, on the conversion of Shares of one Sub-Fund for Shares in another Sub-Fund or of Shares within a Sub-Fund for Shares in another Share Class. In particular, the Board of Directors may:

- limit the frequency of conversion requests;
- apply a fee to the conversion between Share Classes respectively into Shares of different Sub-Funds;
- exclude the conversion between Share Classes within a Sub-Fund or between different Sub-Funds.

In the event that, for any reason, the value of the total net assets of any Sub-Fund, declines to, or fails to reach, an amount determined by the Board of Directors to be the minimum appropriate level for the relevant Sub-Fund, or in the event that the Board of Directors deems it appropriate because of changes in the economical or political situation affecting the relevant Sub-Fund, or because it is in the best interests of the relevant shareholders, the Company may redeem all (but not some) of the Shares of the Sub-Fund at a price reflecting the anticipated realisation and liquidation costs of closing the relevant Sub-Fund, but without the application of any redemption charge, or may merge that Sub-Fund with another Sub-Fund of the Company or with another Luxembourg or foreign undertaking for collective investment organised under the 2010 Law.

Art. 24. Liquidation and merger of sub-funds and/or share classes; Merger of the company; Conversions of existing sub-funds in feeder sub-funds and changes of master sub-funds.

24.1 Liquidation of Sub-Funds and Share Classes

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

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

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

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

Irrespective of the Board of Directors' rights, the general meeting of shareholders in a Sub-Fund and/or Share Class of 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 and/or Share Class will be informed of the decision by the general meeting of shareholders to withdraw the Shares or of the decision of the Board of Directors to liquidate the Sub-Fund and/or Share Class by means of a publication as required by law. In addition and if necessary in accordance with the statutory regulations of the countries in which Shares in the Company are sold, an announcement will then be made in the official publications of each individual country concerned.

The 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.

Each Sub-Fund of the Company being a feeder Sub-Fund shall be liquidated, if its master UCITS is liquidated, divided into two or more UCITS or merged with another UCITS, unless the CSSF approves:

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

b) its conversion into a sub-fund which is not a feeder sub-fund.

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

24.2 Mergers of the Company or of Sub-Funds with another UCITS or other sub-funds thereof; Mergers of one or more sub-funds within the Company; Division of Sub-Funds.

"Merger" means an operation whereby:

a) one or more UCITS or Sub-Funds thereof, the "merging UCITS/Sub-Fund", on being dissolved without going into liquidation, transfer all of their assets and liabilities to another existing UCITS or a sub-fund thereof, the "receiving UCITS", in exchange for the issue to their shareholders of shares of the receiving UCITS and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares;

b) one or more "merging UCITS /Sub-Fund" thereof which continue to exist until the liabilities have been discharged, transfer their net assets to another Sub-Funds of the same UCITS or to a new UCITS or Sub-Funds thereof or to another existing UCITS or Sub-Funds thereof (the receiving UCITS), in exchange for the issue to their shareholders of shares of the receiving UCITS and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares;

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

Under the same circumstances as provided in Article 24.1 of these Articles of Incorporation, the Board of Directors may decide to reorganise a Sub-Fund and/or Share Class by means of a merger with another existing Sub-Fund and/or Share Class within the Company or with another UCITS established in Luxembourg or in another Member-State or to another sub-fund and/or share class within such other UCITS (the "new fund/sub-fund") and to re-designate the Shares of the relevant Sub-Fund or Share Class concerned as shares of another sub-fund and/or share class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be published in the same manner as described in the first paragraph of this Article (and, in addition, the publication will contain information in relation to the new fund or 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.

If a Sub-Fund and/or Share-Class is to be merged with a Luxembourg or foreign UCI which is not qualifying as a UCITS or sub-fund and/or share class thereof, such merger has to be decided upon by a general meeting of the contributing sub-fund and/or share class. There shall be no quorum requirements for such general meeting, but resolutions shall be binding only upon such shareholders who will have voted in favour of such merger.

Under the same circumstances as provided in Article 24.1 of these Articles of Incorporation, the Board of Directors may decide to reorganise a Sub-Fund and/or Share Class by means of a division into two or more Sub-Funds and/or Share Classes. 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.

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

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

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

If a Sub-Fund of the Company is the receiving sub-fund, the entry into effect of the merger shall be made public through all appropriate means by the Company and shall be notified to the CSSF and, where appropriate, to the competent authorities of the home member states of the other UCITS involved in the merger.

Under the same circumstances as provided in Article 24.1 of these Articles of Incorporation, the general meeting of shareholders of the Company may decide with no quorum requirement and simple majority to merge the whole Company with another UCITS established in Luxembourg or in another Member State or with any Sub-Fund thereof.

A merger which has taken in accordance with the provisions of the 2010 Law cannot be declared null and void.

24.3 Conversions of existing Sub-Funds in feeder sub-funds and changes of master sub-funds

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

Art. 25. Valuations and Suspension of valuation. The net asset value of the Company ("Net Asset Value"), the net asset value per Share in each Sub-Fund and, where applicable, the net asset value of the Share Classes issued within a Sub-Fund, are determined in the relevant currency on every valuation day – as defined hereafter – except in the circumstances of suspension described below. The relevant valuation day ("Valuation Day") of a Sub-Fund will be determined by the Company and will be disclosed in the relevant part of the prospectus of the Company.

The Company may temporarily suspend the calculation of the net asset value of each Sub-Fund and the issue, conversion and redemption of Shares within the Sub-Fund, as well as the conversion from and into Shares of a Sub-Fund, in the following circumstances:

- a) where one or more stock exchanges or other markets forming the basis of valuation for a substantial part of the net asset value or exposure of the Sub-Fund (except on customary public holidays) is closed or where trading is suspended; or
- b) where in the opinion of the Board of Directors it is impossible to sell or to value assets as a result of particular circumstances; or
- c) where the communication technology normally used in determining the price of a security of the Sub-Fund fails or provides only partial functionality; or
- d) where the transfer of moneys for the purchase or sale of assets by the Company is impossible; or
- e) in the case of a resolution to liquidate the Company: on or after the date of publication of the first calling of a general meeting of shareholders for the purpose of such resolution.

The Company shall suspend the subscription, redemption and conversion of Shares without delay as soon as an event resulting in liquidation occurs or such is required by the supervisory authorities in Luxembourg.

Shareholders having offered their Shares for redemption or conversion shall be notified of any suspension in writing within seven (7) days of such suspension, and immediately of the ending of such suspension.

The suspension of the subscription, redemption and conversion of Shares of any Sub-Fund shall not affect the calculation of the net asset value or the subscription, redemption and conversion of Shares of any other Sub-Fund.

Art. 26. Calculation of net asset value. The net asset value per share of each Sub-Fund and, where applicable, the net asset value of the Share Class issued within each Sub-Fund, are determined in the relevant currency on each Valuation Day by dividing the total net asset value of the assets of the relevant Sub-Fund or Share Class by the number of the outstanding Shares of the relevant Sub-Fund or Share Class. The total net asset value of the Sub-Fund or Share Class represents the market value of the assets attributable to the Sub-Fund of the Share Class, less the liabilities.

Art. 27. Calculation rules. The calculation of the net asset values of the various Sub-Funds shall be carried out as follows:

- (A) The assets of the Company shall be deemed to include:
 - a) all cash in hand or receivable or on deposit, including accrued interests;
 - b) all bills and demand notes and any accounts due (including proceeds from the sale of securities not yet credited);
 - c) all securities (shares, fixed-interest and variable-rate securities, stocks, option or subscription rights, warrants and other investments and securities in the possession of the Company);
 - d) all dividends and distributions payable to the Company in cash or some other form approved by the Company; the Company may however adjust the valuation to check fluctuations of the market value of securities due to trading practices such a trading ex-dividend or ex-rights;
 - e) all interest accrued on interest-bearing securities held by the Company, where such interest does not form part of the principal claim;
 - f) all financial rights arising from the use of derivative instruments;
 - g) the provisional expenses of the Company, where they have yet not been written off, on condition that it is permitted to write off such provisional expenses against the capital of the Company; and
 - h) all other assets of every kind and composition, including expenses paid in advance.

The value of the above assets shall be determined as follows:

1) The value of freely available cash holdings, deposits, bills of exchange and sight deposits, expenses paid in advance, cash dividends and interest as per confirmation or accrued but not received, as described above, shall be calculated at the full amount, unless for some reason payment is not likely at all or in part, in which case the value shall be determined after deducting an amount at the discretion of the Board of Directors, with the aim of determining the effective value.

2) Securities held by the Company which are officially listed on a stock exchange or traded on another regulated market shall be valued using the latest available price on the principal market on which the securities are traded. The services of an information agency approved by the Board of Directors may be used. The valuation of securities whose listing price is not representative and all other approved assets (including securities not listed on a stock exchange or traded on a regulated market) is based on their probable realisation price determined with care and in good faith by or under the supervision of the Board of Directors.

3) All assets and liabilities in a currency other than that of the Sub-Fund in question are converted into the currency of the Sub-Fund using an exchange rate supplied by a bank or other responsible financial institution at the time of valuation.

4) Shares issued by UCIs of the open-ended type are valued at their last available net asset value or in accordance with the above where such securities are listed.

5) The market value of futures, forwards or options contracts that are not traded on a stock exchange or other regulated market is determined according to the guidelines laid down by the Board of Directors and in a consistent manner. The market value of futures, forwards or options contracts that are traded on a stock exchange or other regulated market is determined on the basis of the last available settlement price for the contracts on stock exchanges and regulated markets on which futures, forwards or options contracts of this type are traded, with the proviso that, in the case of futures, forwards or options contracts that could not be sold on a valuation day, the market value of this contract shall be determined on the basis of a value which the Board of Directors deems reasonable and appropriate.

6) Liquid assets and money market instruments with a maturity of less than 12 months may be valued at nominal value plus any accrued interest or by using an amortised cost method. This amortised cost method may result in periods during which the value deviates from the price the relevant Sub-Fund would receive if it sold the investment. The Company will, from time to time, assess this method of valuation and recommend changes, where necessary, to ensure that such assets will be valued at their fair value as determined in good faith pursuant to procedures established by the Board of Directors. If the Company believes that a deviation from the amortised cost per share may result in a material dilution or other unfair results to shareholders, it shall take such corrective action, if any, as it deems appropriate, to eliminate or reduce, to the extent reasonably practicable, the dilution or unfair results.

7) The swap transactions are, in principle valued on the basis of the valuations received from the swap counterparty. The values can be the bid, offer or mid price, as determined in good faith according to the method specified by the Board of Directors. If, in the opinion of the Board of Directors, these values do not reflect the fair value of the swap transactions concerned, the value of these swap transactions shall be determined by the Board of Directors in good faith or according to such other method as the Board of Directors deems appropriate.

8) If, as a result of particular circumstances, such as hidden credit risk, the valuation cannot be properly carried out on the basis of the above rules, the Company is entitled to apply other valuation rules, which can be scrutinised by auditors, in order to arrive at a reasonable valuation of the assets.

(B) The liabilities of the Company shall include the following:

a) all credits, bills of exchange and other payable amounts, including deposits lodged as security, for example margin accounts, etc. in connection with the use of derivative instruments; and

b) all due/accrued administrative expenses including the costs associated with incorporation and registration, and legal fees, auditor's fees, all fees of the investment advisers, custodian, distributors and other representatives and agents of the Company, the costs of the mandatory publications, the statutory notices and the prospectus, the financial reports and all other documents made available to shareholders. If the scale of fees for such services, as agreed between the Company and the appointed service providers such as investment advisers, sales advisers or the custodian bank, differ from one Sub-Fund to another, the varying fees shall only apply to the respective Sub-Funds. Marketing and advertising expenses may only be charged following a decision of the Board of Directors; and

c) all known due or unmatured liabilities including any dividend declared but not yet paid; and

d) an appropriate provision for tax as at the date of the valuation, and other accruals or reserves authorised and approved by the Board of Directors; and

e) all other liabilities of the Company of whatsoever kind and nature towards third parties. Any liability of whatsoever kind and nature towards third parties shall be restricted to the respective Sub-Fund(s).

In determining the amount of such liabilities the Company may take into account all administrative and other expenses of a regular or periodical nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period. Such valuation method may only be limited to administrative and other expenses, which affect all Sub-Funds equally.

(C) For each Sub-Fund, the Board of Directors shall establish an asset division as follows:

a) In the accounts of the Company, the proceeds from the allocation and issue of Shares of each Sub-Fund shall be allocated to the asset division for which the Sub-Fund has been opened, and the corresponding assets and liabilities, in addition to income and expenditure, shall be allocated to this asset division in accordance with the guidelines in this article.

b) If an asset has been derived from another asset, the asset thus derived shall be allocated, in the accounts, to the same Sub-Fund as the asset from which it derives, and whenever an asset is re-valued, any increase/loss in value shall be allocated to the relevant Sub-Fund.

c) If the Company has assumed a liability that relates to some asset in a particular Sub-Fund or to some activity in connection with an asset in a particular Sub-Fund, the liability shall be allocated to the Sub-Fund in question.

d) If an asset or liability of the Company cannot be regarded as having a particular value to be allocated to a particular Sub-Fund, and it does not affect all Sub-Funds equally, the Board of Directors may allocate such asset or liability in good faith.

e) From the date on which a dividend is declared for a Sub-Fund, the net asset value of the Sub-Fund shall be reduced by the amount of the dividend, subject, however, to the rules governing the sale and Redemption Price of the shares of each Sub-Fund as set out in these Articles.

(D) For the purposes of this article, the following shall apply to the process of valuation:

a) Shares of the Company to be redeemed under Article 23 hereto shall be treated as existing and taken into account until immediately after the time specified by the Board of Directors or its delegate on the Valuation Day on which such valuation is made, and, from such time and until paid, the price therefore shall be deemed to be a liability of the Company;

b) all investments, cash balances and other assets of any portfolio expressed in currencies other than the currency of denomination in which the value per Share of the relevant Sub-Fund is calculated shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the value of the relevant Sub-Fund; and

c) on each Valuation Day, all purchases and sales of securities contracted by the Company on that Valuation Day shall be included in the valuation, to the extent possible.

In the absence of bad faith, gross negligence or manifest error, every decision in calculating the Net Asset Value taken by the Board of Directors or by any bank, company or other organization which the Board of Directors may appoint for the purpose of calculating the Net Asset Value, shall be final and binding on the Company and present, past or future shareholders.

Art. 28. Subscription and Redemption price. Whenever the Company offers Shares for subscription, the price of the Shares offered shall be based on the net asset value (as defined above) per Share for the relevant Sub-Fund or Share Class, plus a subscription fee if so determined by the Board of Directors and disclosed in the current prospectus of the Company. The subscription fee must be paid partly or fully to the distributors and/or to the Company. The subscription fees shall comply with the applicable laws, shall not exceed a maximum amount determined by the Board of Directors, and although they may be different for each Sub-Fund or Share Class, all subscription applications within a Sub-Fund or Share Class made on the same day shall be treated equally, if such subscription fee is payable to the Company.

The price so determined ("Subscription Price") shall be payable within a period as determined by the Board of Directors that may not exceed seven Luxembourg banking days after allocation of the Shares. Exceptionally, the Subscription Price may, upon approval of the Board of Directors, and subject to all applicable laws, namely with respect to a special audit report from the auditors of the Company confirming the value of any assets contributed in kind, be paid by contributing to the Company securities acceptable to the Board of Directors consistent with the investment policy and investment restrictions of the Company.

On every redemption of Shares, the Share price of the redeemed Shares will be calculated, based on the net asset value of the Sub-Fund or Share Class, reduced by a redemption fee that is determined by the Board of Directors and indicated in the current prospectus of the Company. The redemption fee must be paid partly or fully to the distributor and/or to the Company. The redemption fee of each Sub-Fund respectively Share Class may differ. The price so defined ("Redemption Price") will be paid in accordance with Article 23 herein.

In special cases the Redemption Price may also be paid at the request of the relevant shareholder by means of a distribution in kind, the valuation of which must be confirmed by the company's auditor. The equal treatment of all shareholders must be guaranteed.

The Board of Directors may decide that shares of different Sub-Funds and Share Classes within a Sub-Fund may be subject to different maximum subscription/redemption fees.

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 and may become publicly available one or more business days following the Valuation Day. If since the time of determination of the net asset value there has been a material change in the valuations of a substantial portion of the investments attributable to the relevant Share Class or in the markets on which investments are dealt in or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation. In such a case, instructions for subscription, redemption or conversion of Shares shall be executed on the basis of the second calculation of the net asset value per Share provided; however, this second valuation will be carried out on the same Valuation Day.

Art. 29. Financial year. The accounting year of the Company shall begin on 1st January of each year and shall terminate on 31st December. The first accounting year will start with the incorporation of the Company and end on 31st December 2012.

The annual reports of the Company shall be consolidated in USD. If certain Sub-Funds, as provided in Article 5, contain assets denominated in currencies other than USD, the amounts shall be converted into USD and shall be shown in USD in the consolidated, audited annual report, including the balance sheet and the profit and loss account to be made available, with the report of the Board of Directors, to all shareholders no later than fifteen (15) days before each general meeting.

Art. 30. Distribution of profits. The separate meetings of shareholders in the respective Sub-Fund shall, at the request of the Board of Directors, decide on the appropriation of the net profit of the respective Sub-Fund. The results of the Company may be distributed provided the minimum capital defined in Article 5 above is not affected.

Interim dividends may be paid to shareholders in shares of a Sub-Fund at any time, following a decision of the Board of Directors.

Where dividends are declared, they shall generally be paid in the currency of the net asset value per Share of the applicable Sub-Fund, although it may be paid in another currency determined by the Board of Directors, which shall also determine the locations and times of payment. The Board of Directors may set the exchange rate used to convert the dividend amounts into the currency in which they are paid.

Art. 31. Proceeds from liquidation. If the Company is wound up, the liquidation shall be conducted by one or more liquidators appointed by the general meeting, which shall decide on the question of liquidation and which shall lay down the respective powers and remuneration. The net proceeds from liquidation shall be divided among the shareholders in each Sub-Fund and Share Class in proportion to the shares held in the respective Sub-Fund/Share Class.

Art. 32. Amendments to the articles of incorporation. These Articles may be amended or supplemented by a resolution of the shareholders of the Company, provided the voting and majority requirements of the most recent version of the 1915 Law are observed in the voting. Any alteration of the rights of shareholders in one Sub-Fund compared with the rights of shareholders in another Sub-Fund shall only be permissible if the requirements relating to amendments to the Articles provided for in the 1915 Law are adhered to within the affected Sub-Fund.

Art. 33. General. All matters not dealt with in these Articles shall be governed by the 1915 Law and the Law.

Subscription and Payment

The capital is fixed at EUR 31,000.- (thirty-one thousand euro) divided into 100 (hundred) Shares of no par value.

The subscriber has subscribed for the number of Shares and has paid in cash the amount as mentioned hereafter:

Subscriber	Subscribed capital	Number of shares
W.P. Stewart Co., Ltd.	EUR 31,000.- (thirty-one thousand euro)	(100) (one hundred)
TOTAL	EUR 31,000.- (thirty-one thousand euro)	(100) (one hundred)

Evidence of the above payments, has been given to the undersigned notary, who expressly acknowledges it.

Expenses

The expenses which shall result from the incorporation of the Corporation are estimated at approximately 2.500.- EUR.

Statements

The undersigned notary states that the conditions provided for in article twenty-six of the law of August tenth, nineteen hundred and fifteen on commercial companies have been observed.

General meeting of shareholders

The above named person representing the entire subscribed capital and considering itself as having received due notice, has immediately taken the following resolutions:

First resolution

The following persons are appointed Directors for a period ending at the annual general meeting of 2012:

- Mr. Mark I. Phelps, (Chairman) Chief Executive Officer and President of W.P. Stewart & Co., Ltd., (Chairman) W.P. Stewart & Co. (Europe) Ltd., born on November 17th 1959 in Edgbaston (United Kingdom), residing at 32 Curzon Street London W1J 7WS United Kingdom.

- Mr. Mark D. Bergen, Chief Operating Officer & Chief Financial Officer of W.P. Stewart & Co., Ltd. W.P. Stewart & Co. Ltd., born on 27 June. in 1955 Chicago residing at 527 Madison Avenue, 20th Floor New York, NY 10022 United States of America.

- Mr. Anton Wijsman, Managing Director W.P. Stewart Asset Management (Europe) N.V., W.P. Stewart Asset Management (Europe) N.V. WTC, born on March 7th 1957 in Hertogenbosch, The Netherlands, residing at Schiphol Airport Schipholboulevard 189 NL-1118 BG Luchthaven Schiphol The Netherlands.

- Mr. Martin Vogel, Director MDO Services S.A. MDO Management Company S.A., born on September 29th 1963 in Trüllikon (Switzerland), professionally residing at 19, rue de Bitbourg L-1273 Luxembourg. Mr. Gary Pieters, Associate The Directors' Office, born on March 29th 1958 in Eireannach (Ireland), professionally residing at 19, rue de Bitbourg L-1273 Luxembourg.

Second resolution

The following is appointed as independent auditor for a period ending at the annual general meeting in 2012:

Ernst & Young, 7, rue Gabriel Lippmann, Parc d'Activité Syrdall 2, Munsbach, L-5365 Luxembourg, RCS Luxembourg number B 47771.

Third resolution

The registered office of the Company is fixed at 2-8, Avenue Charles de Gaulle, L-1653 Luxembourg.

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

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

The document having been read and translated into the language of the person appearing, whom is known to the notary by his/her surnames, Christian names, civil status and residences, said person appearing signed together with us, Notary, the present original deed.

Signé: N. GLOESENER, P. DECKER.

Enregistré à Luxembourg A.C., le 31 août 2011. Relation: LAC/2011/38727. Reçu 75.-€ (soixante-quinze Euros)

Le Receveur (signé): Francis SANDT.

POUR COPIE CONFORME, délivré au Registre de Commerce et des Sociétés à Luxembourg.

Luxembourg, le 08 septembre 2011.

Référence de publication: 2011129556/960.

(110149168) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 septembre 2011.

Somerset Capital Partners Umbrella Fund FCP-SIF, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.

Le règlement de gestion de Somerset Capital Partners Umbrella Fund FCP-SIF 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.

Somerset Capital Partners Management S.à r.l.

Signature

Référence de publication: 2011132897/11.

(110153545) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 septembre 2011.

BCSP V CE Lux I S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.012.500,00.

Siège social: L-1118 Luxembourg, 19, rue Aldringen.

R.C.S. Luxembourg B 127.014.

EXTRAIT

Il résulte de la résolution de l'associé unique de la Société prise en date du 13 juillet 2011, de nommer Monsieur Teunis Christiaan Akkerman, né le 30 décembre 1948 à Dirksland (Pays-Bas) résidant au 15, rue Jean Pierre Kommes, L-6988 Hostert (Niederanven) en tant que gérant de la Société pour une durée indéterminée.

En conséquence, à compter du 13 juillet 2011, le conseil de gérance de la Société est composé comme suit:

- Monsieur William Bonn;
- Monsieur Jacques Reckinger;
- Monsieur Philippe Slendzak;
- Monsieur Teunis Christiaan Akkerman.

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

Luxembourg, le 3 août 2011.

Pour la Société

Signatures

Référence de publication: 2011113607/21.

(110129839) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Chauffage Federspiel Sàrl, Société à responsabilité limitée.

Siège social: L-8080 Bertrange, 9, rue Pletzer.

R.C.S. Luxembourg B 37.712.

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: 2011113113/10.

(110129469) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Dover Luxembourg Services S.à r.l, Société à responsabilité limitée.

Siège social: L-1420 Luxembourg, 7, avenue Gaston Diderich.

R.C.S. Luxembourg B 159.317.

Les statuts coordonnés de la société 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 8 août 2011.

Référence de publication: 2011113146/10.

(110129987) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Les P'tits Tigrou, Société à responsabilité limitée.

Siège social: L-3352 Leudelange, 19, route d'Esch.

R.C.S. Luxembourg B 153.716.

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: 2011113317/10.

(110130220) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Mutua (Luxembourg) S.A., Société Anonyme.

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

R.C.S. Luxembourg B 41.471.

Les administrateurs de la Société confirment qu'il résulte de l'Assemblée Générale Extraordinaire de la Société tenue en date du 15 juin 2011, les actionnaires ont pris notamment les décisions suivantes:

- Jacob Mudde, né le 14 Octobre 1969 à Rotterdam, Pays- Bas et demeurant professionnellement au 46A, Avenue J.F. Kennedy, L-1855 Luxembourg est nommé administrateur de la Société avec effet au 1^{er} Juin 2011. Son mandat viendra à échéance à l'Assemblée Générale Statutaire qui se tiendra en l'année 2017;

- Patrick Leonardus Cornelis van Denzen, né le 28 Février 1971 à Geleen, Pays- Bas et demeurant professionnellement au 46A, Avenue J.F. Kennedy, L-1855 Luxembourg est nommé administrateur de la Société avec effet au 1^{er} Juin 2011. Son mandat viendra à échéance à l'Assemblée Générale Statutaire qui se tiendra en l'année 2017;

- Johannes Laurens de Zwart, né le 19 Juin 1967 à 's-Gravenhage, Pays- Bas et demeurant professionnellement au 46A, Avenue J.F. Kennedy, L-1855 Luxembourg est nommé administrateur de la Société avec effet au 1^{er} Juin 2011. Son mandat viendra à échéance à l'Assemblée Générale Statutaire qui se tiendra en l'année 2017;

- Le mandat de M. Franciscus Willem Josephine Johannes Welman en tant qu'administrateur de la Société a été renouvelé avec effet au 19 mai 2011. Son mandat viendra à échéance à l'Assemblée Générale Statutaire qui se tiendra en l'année 2017;

- M. Franciscus Willem Josephine Johannes Welman a été nommé comme administrateur-délégué effectif à partir du 19 mai 2011 et chargé de la gestion des affaires journalières de la Société avec le pouvoir de représenter la Société dans la gestion des affaires journalières conformément aux dispositions de l'article 60 de la loi modifiée du 10 août 1915

concernant les sociétés commerciales. Son mandat viendra à échéance à l'Assemblée Générale Statutaire qui se tiendra en l'année 2017.

- Le mandat de PricewaterhouseCoopers S.à r.l. en tant que réviseur d'entreprise a été renouvelé pour une nouvelle période avec effet au 19 mai 2011. Son mandat viendra à échéance à l'Assemblée Générale Statutaire qui se tiendra en l'année 2017.

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

Mutua (Luxembourg) S.A.
R. Van't Hoeft / M.C.J. Weijermans
Administrateur / Administrateur

Référence de publication: 2011115680/33.

(110131457) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 août 2011.

Garofa Investment S.A., Société Anonyme.

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

R.C.S. Luxembourg B 94.087.

DISSOLUTION

L'an deux mille onze, le vingt-huit février.

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

A comparu:

Monsieur Fons MANGEN, réviseur d'entreprises, demeurant professionnellement à Luxembourg;

"le mandataire"

agissant en sa qualité de mandataire spécial de la société de droit luxembourgeois COPARIN S.A.-SPF, ayant son siège social à L-1724 Luxembourg, 9B, boulevard du Prince Henri, inscrite au Registre de Commerce et des Sociétés à Luxembourg, Section B sous le numéro 94.087;

"le mandant"

en vertu d'une procuration sous seing privé lui délivrée, laquelle, après avoir été signée ne varietur par le mandataire comparant et le notaire instrumentant, restera annexée au présent acte pour être formalisée avec lui.

Lequel comparant, agissant ès-dites qualités, a requis le notaire instrumentant de documenter ainsi qu'il suit ses déclarations et constatations:

I.- Que la société anonyme "GAROFI INVESTMENT S.A.", ayant son siège social à L-1724 Luxembourg, 9B, Boulevard du Prince Henri, inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B sous le numéro 94.087, a été constituée suivant acte reçu le 2 juin 2003, publié au Mémorial C numéro 743 du 14 juillet 2003.

II.- Que le capital social de la société anonyme "GAROFI INVESTMENT S.A.", prédésignée, s'élève actuellement à USD 2.000.000.- (deux millions de US Dollars), représenté par 200.000 actions de USD 10.- (dix US Dollars) chacune de valeur nominale.

III.- Que son mandant déclare avoir parfaite connaissance des statuts et de la situation financière de la susdite société "GAROFI INVESTMENT S.A.".

IV.- Que son mandant est devenu propriétaire de toutes les actions de la susdite société et qu'en tant qu'actionnaire unique il déclare expressément procéder à la dissolution de la susdite société.

V.- Que son mandant, en tant que liquidateur, prend à sa charge toutes les obligations connues ou inconnues, la liquidation du passif et les engagements financiers, connus ou inconnus, toutes les dettes connues et actuellement inconnues de la société, le tout devra être terminé avant toute appropriation de quelque manière que ce soit des actifs de la société en tant qu'actionnaire unique.

VI.- Qu'il a été procédé à l'annulation du registre des actionnaires et des actions de la société dissoute.

VII.- Que décharge pleine et entière est accordée à tous les administrateurs et commissaire aux comptes de la société dissoute pour l'exécution de leurs mandats jusqu'à ce jour.

VIII.- Que les livres et documents de la société dissoute seront conservés pendant cinq ans au siège de la société dissoute.

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

Et après lecture, le mandataire prémentionné a signé avec le notaire instrumentant le présent acte.

Signé: F. MANGEN, J. ELVINGER.

Enregistré à Luxembourg A.C., le 7 mars 2011. Relation: LAC/2011/10629. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): Francis SANDT.

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

Luxembourg, le 21 mars 2011.

Référence de publication: 2011115920/48.

(110132959) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 août 2011.

Quadra Kaiserslautern S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1855 Luxembourg, 44, avenue J.F. Kennedy.

R.C.S. Luxembourg B 120.172.

Extrait des résolutions des associés du 1^{er} Août 2011

Les associés de la Société ont décidé comme suit:

- D'accepter la démission de Stuart Rothstein en tant que gérant de la Société, avec effet immédiat:
- De nommer le gérant suivant avec effet immédiat:

Fess Wofse, né le 22 Juin 1969 à New York, Etats Unis D'Amérique, demeurant professionnellement au 9 West 57th Street, New York, NY 10019, Etats Unis D'Amérique.

Luxembourg, le 4 août 2011.

Luxembourg Corporation Company S.A.

Signatures

Gérant

Référence de publication: 2011113750/18.

(110129649) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Luxberg S.A., Société Anonyme.

Siège social: L-1512 Luxembourg, 6, rue Pierre Federspiel.

R.C.S. Luxembourg B 51.013.

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

Pour la société

Signature

Référence de publication: 2011113321/11.

(110129603) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

M/C AWS Canada S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1628 Luxembourg, 1, rue des Glacis.

R.C.S. Luxembourg B 140.438.

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 8 août 2011.

Référence de publication: 2011113322/11.

(110130021) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Neuheim Lux Group Holding V, Société à responsabilité limitée.

Capital social: EUR 2.202.164,00.

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

R.C.S. Luxembourg B 137.498.

La société Neuheim Investments Two Holdings, LLC, associé de la Société, ayant son siège social au 1209 Orange Street, Delaware 19801, Etats-Unis d'Amérique, enregistré au Secrétariat d'Etat de l'Etat du Delaware, sous le numéro 49047667, a changé de nom.

Sa nouvelle dénomination est la suivante: Compass Printing Holdings, LLC.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Senningerberg, le 5 août 2011.

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

Référence de publication: 2011113347/20.

(110129233) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Moneylift S.A., Société Anonyme.

Siège social: L-1463 Luxembourg, 29, rue du Fort Elisabeth.
R.C.S. Luxembourg B 96.010.

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 05 août 2011.

Signature
Un mandataire

Référence de publication: 2011113337/12.

(110129342) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

mensching plus S.à.r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 25A, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 148.367.

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: 2011113324/10.

(110130067) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Translate 4 U, Société à responsabilité limitée.

Siège social: L-9145 Erpeldange, 130, Porte des Ardennes.
R.C.S. Luxembourg B 100.500.

L'an deux mille onze, le six juillet.

Par-devant Maître Alex WEBER, notaire de résidence à Bascharage.

ONT COMPARU:

1.- Madame Jocelyne COLETTE, interprète, née à Charleroi (Belgique) le 6 octobre 1952, demeurant à L-9145 Erpeldange, 130, Porte des Ardennes,
détentrice de cinquante (50) parts sociales.

2.- Monsieur Emmanuel PONS, traducteur, né à Hermalle-sous-Argenteau (Belgique) le 4 décembre 1957, demeurant à B-3140 Keerbergen, Lozenhoekstraat, 92,
détenteur de cinquante (50) parts sociales.

Lesquels comparants, agissant en leur qualité de seuls associés de la société à responsabilité limitée "TRANSLATE 4 U" (numéro d'identité 2001 24 04 442), avec siège social à L-8308 Mamer/Capellen, 75, Parc d'Activités, inscrite au R.C.S.L. sous le numéro B 100.500, constituée sous la dénomination de "TRANSLATE 4 U, S. à r.l." suivant acte reçu par le notaire Martine DECKER, alors de résidence à Wiltz, en date du 19 mars 2001, publié au Mémorial C, numéro 938 du 30 octobre 2001 et dont les statuts ont été modifiés suivant actes reçus par le notaire Paul BETTINGEN, de résidence à Niederanven, en date du 9 avril 2004, publié au Mémorial C, numéro 642 du 22 juin 2004 et par le notaire Anja HOLTZ, de résidence à Wiltz, en date du 15 avril 2010, publié au Mémorial C, numéro 1312 du 25 juin 2010, ledit acte contenant notamment changement de la dénomination sociale en "TRANSLATE 4 U",

ont requis le notaire d'acter les résolutions suivantes:

I. - Cession de parts sociales

Madame Jocelyne COLETTE, préqualifiée sub 1.-, cède et transporte, sous les garanties ordinaires de fait et de droit, vingt-cinq (25) parts sociales qu'elle détient dans la prédite société "TRANSLATE 4 U", à Monsieur René OFFERMANN, interprète, né à Eupen (Belgique), le 5 août 1978, demeurant à B-4700 Eupen, Oestrasse, 105, ici présent et qui accepte.

Conformément à l'article 6 des statuts, Monsieur Emmanuel PONS, préqualifié, donne son consentement à la présente cession. Il renonce en outre au droit de préemption prévu par ledit article 6.

Conformément à l'article 1690 du code civil et à l'article 190 de la loi du 10 août 1915 relative aux sociétés commerciales, Madame Jocelyne COLETTE déclare accepter la présente cession au nom de la société "TRANSLATE 4 U", en sa qualité de gérante unique.

Le cessionnaire se trouve subrogé dans tous les droits et obligations attachés aux parts cédées à partir de ce jour. Le cessionnaire participera aux bénéfices et pertes à partir de ce jour.

Le cessionnaire déclare parfaitement connaître les statuts et la situation financière de la société et renonce à toute garantie de la part de la cédante.

Après la prédite cession, les parts sociales sont réparties comme suit:

1) Madame Jocelyne COLETTE, préqualifiée, vingt-cinq parts sociales	25
2) Monsieur Emmanuel PONS, préqualifié, cinquante parts sociales	50
3) Monsieur René OFFERMANN, préqualifié, vingt-cinq parts sociales	<u>25</u>
Total: cent parts sociales	100

II. - Assemblée générale extraordinaire

Ensuite Madame Jocelyne COLETTE et Messieurs Emmanuel PONS et René OFFERMANN, seuls associés de la société "TRANSLATE 4 U", ont pris les résolutions suivantes:

Première résolution

Afin de tenir compte de la cession de parts sociales qui précède, les associés décident de modifier l'article 5 des statuts pour lui donner la teneur suivante:

" **Art. 5.** Le capital social est fixé à douze mille cinq cents euros (€ 12.500.-), représenté par cent (100) parts sociales d'une valeur nominale de cent vingt-cinq euros (€ 125.-) chacune.

La propriété des parts sociales résulte des présents statuts ou des actes de cession de parts régulièrement consentis, sans qu'il y ait lieu à délivrance d'aucun titre.

Chaque part sociale donne droit à une fraction proportionnelle au nombre des parts existantes de l'actif social ainsi que des bénéfices."

Deuxième résolution

Les associés décident de transférer le siège social de L-8308 Mamer/Capellen, 75, Parc d'Activités à L-9145 Erpeldange, 130, Porte des Ardennes et en conséquence de modifier le premier alinéa de l'article 2 des statuts pour lui donner la teneur suivante:

" **Art. 2. Al. 1^{er}.** Le siège de la société est établi à Erpeldange."

Troisième résolution

Les associés déclarent que:

I) leurs adresses actuelles sont les suivantes:

a) en ce qui concerne Madame Jocelyne COLETTE: L-9145 Erpeldange, 130, Porte des Ardennes;

b) en ce qui concerne Monsieur Emmanuel PONS: B-3140 Keerbergen, Lozenhoekstraat, 92.

II) La date de naissance exacte de Madame Jocelyne COLETTE est le 6 octobre 1952.

Les comparants déclarent, en application de la loi du 12 novembre 2004, telle qu'elle a été modifiée par la suite, être les bénéficiaires réels de la société faisant l'objet des présentes et agir pour leur propre compte et certifient que la société ne se livre pas et ne s'est pas livrée à des activités constituant une infraction visée aux articles 506-1 du Code Pénal et 8-1 de la loi modifiée du 19 février 1973 concernant la vente de substances médicamenteuses et la lutte contre la toxicomanie (blanchiment) ou des actes de terrorisme tels que définis à l'article 135-1 du Code Pénal (financement du terrorisme).

Frais

Les frais, dépenses, rémunérations ou charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison des présentes, sont estimés à huit cent cinquante euros (€ 850.-).

DONT ACTE, fait et passé à Bascharage en l'étude, date qu'en tête des présentes.

Et après lecture faite aux comparants, ceux-ci ont signé avec Nous notaire le présent acte.

Signé: COLETTE, PONS, A. WEBER.

Enregistré à Capellen, le 14 juillet 2011. Relation: CAP/2011/2617. Reçu soixante-quinze euros (75,00 €)

Le Receveur (signé): NEU.

Pour expédition conforme, délivrée à la société à sa demande, aux fins de dépôt au Registre de Commerce et des Sociétés.

Bascharage, le 1^{er} août 2011.

Alex WEBER.

Référence de publication: 2011113772/83.

(110129980) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Mirado S.A., Société Anonyme.

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

R.C.S. Luxembourg B 83.843.

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: 2011113326/10.

(110129225) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Manchester S.A., Société Anonyme.

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

R.C.S. Luxembourg B 60.723.

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

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

Signature.

Référence de publication: 2011113328/10.

(110129888) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Barrilux S.A., Société Anonyme.

Siège social: L-8437 Steinfort, 60, rue de Koerich.

R.C.S. Luxembourg B 37.586.

Extrait des résolutions prises lors de l'assemblée générale ordinaire annuelle réunie de manière extraordinaire en date du 5 juillet 2011

L'an deux mille onze, le cinq juillet, à onze heures, les actionnaires de la société BARRILUX SA se sont réunis en assemblée générale ordinaire, tenue de manière extraordinaire, au siège social et ont pris les résolutions suivantes:

1) Renouvellement des mandats des administrateurs et de l'administrateur-délégué

Les mandats des administrateurs étant arrivés à échéance les actionnaires décident de renouveler pour une nouvelle période de 6 ans (soit jusqu'à l'assemblée générale annuelle qui se tiendra en 2017) les mandats des administrateurs de:

- Monsieur Patrice BRENLY, demeurant à B-6730 Tintigny, 88, rue du Centre Rossignol (Belgique) et
- Monsieur Alain BRENLY, demeurant à B-6791 Aubange, 14; Le Pas-de-Loup (Belgique).

Les actionnaires renouvellent également le mandat de l'administrateur-délégué, Monsieur Alain BRENLY, susvisé, pour la période décrite ci-dessus. La société se trouve désormais engagée par la signature conjointe des deux administrateurs dont obligatoirement celle de l'administrateur-délégué.

2) Nomination d'un nouvel administrateur

Suite au décès de l'administrateur et administrateur-délégué, Monsieur Jacques BRENLY, les actionnaires décident de nommer:

Monsieur Philippe GRAAS, administrateur de société, né le 11 août 1955 à Arlon et demeurant à B-6700 Arlon, 16, rue François Boudart (Belgique)

au poste d'administrateur de la société pour une période de 6 ans, soit jusqu'à l'assemblée générale annuelle qui se tiendra en 2017.

3) Renouvellement du mandat du commissaire aux comptes

Le mandat du commissaire aux comptes étant arrivé à échéance, les actionnaires décident de renouveler le mandat de

Fiduciaire CABEXCO SARL, avec siège social à L-8080 Bertrange, 1, rue Pletzer, Centre Helfent, (RCS Luxembourg B 139.890)

pour une durée de 6 ans, soit jusqu'à l'assemblée générale annuelle qui se tiendra en 2017.

Steinfort, le 05.07.2011.

Les membres du bureau

Référence de publication: 2011115833/34.

(110132930) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 août 2011.

Saint-Paul Luxembourg S.A., Société Anonyme.

Siège social: L-2339 Luxembourg, 2, rue Christophe Plantin.

R.C.S. Luxembourg B 147.973.

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Extrait de l'Assemblée Générale Ordinaire du 11 mai 2011

L'assemblée générale décide de renouveler le mandat de PricewaterhouseCoopers S. à r.l. , 400, Route d'Esch, L-1471 Luxembourg comme réviseur d'entreprises pour l'exercice 2011, son mandat venant à échéance lors de l'assemblée générale qui se tiendra en 2012.

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

Luxembourg, le 11 mai 2011.

Référence de publication: 2011113431/13.

(110129821) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

IMAGE3G S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-8385 Koerich, 1, rue du Château.

R.C.S. Luxembourg B 162.693.

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STATUTS

L'an deux mille onze, le deux août.

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

A comparu:

Monsieur Grégory Goosse, technicien-infographiste, demeurant professionnellement au 1, rue du Château à L-8385 Koerich, né le 4 mai 1975 à St Mard (Belgique).

Lequel comparant a requis le notaire instrumentant de dresser l'acte constitutif d'une société à responsabilité limitée qu'il déclare constituer et dont il a arrêté les statuts comme suit:

Art. 1^{er}. Il est formé par le comparant une société à responsabilité limitée sous la dénomination de IMAGE3G S.à r.l. ("la Société"), régie par la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée ultérieurement ("la Loi") ainsi que par les statuts tels qu'établis par acte constitutif et tels que modifiés ultérieurement, le cas échéant ("les Statuts").

Art. 2. Le siège social de la Société est établi à KOERICH.

Il peut être transféré à toute autre adresse de la même municipalité par simple résolution de la Gérance. Il peut être transféré en tout autre endroit du Grand-Duché de Luxembourg par l'assemblée générale statuant comme en matière de modification des statuts.

Art. 3. La Société a pour objet la modélisation par programme informatique de plans d'architectes, d'ingénieurs ou de toutes autres personnes afin de visualiser l'intérieur d'appartements et maisons et de visualiser l'extérieur de constructions.

La Société a également pour objet la retouche et le montage de photos et de films, la réalisation d'animations vidéos, de présentations et de brochures.

D'une manière générale, la Société peut effectuer toute opération qu'elle jugera utile à la réalisation et au développement de son objet social. L'énumération qui précède doit être interprétée de la façon la plus large.

Art. 4. La Société est constituée pour une durée illimitée. Le décès ou la faillite d'un associé n'entraîne pas la dissolution de la Société.

Art. 5. Le capital social est fixé à douze mille cinq cents euros (EUR 12.500,-) représenté par cent (100) parts sociales sans valeur nominale, libérées intégralement.

Les parts sociales sont et resteront nominatives. Le capital souscrit peut être augmenté ou, le cas échéant, réduit par l'assemblée générale statuant comme en matière de modification des statuts.

La Société peut procéder au rachat de ses propres parts sociales, respectant les conditions prévues par la Loi.

Art. 6. La gestion de la Société appartient à un ou plusieurs gérants ("la Gérance"), associé ou non, et nommé par l'assemblée générale pour une durée illimitée ou limitée. Ils sont rééligibles et peuvent être révoqués à tout moment, avec ou sans motif, par l'assemblée générale statuant en conformité avec les dispositions de la Loi.

Tous les pouvoirs non expressément réservés à l'assemblée générale relèvent de la Gérance.

La Société est valablement engagée par la signature de son gérant unique et en cas de pluralité de gérants, par la signature conjointe de deux membres du conseil de gérance.

La Gérance peut déléguer la représentation de la Société à un ou plusieurs employés ou conférer des mandats spéciaux ou des fonctions permanentes ou temporaires à des personnes de son choix.

Art. 7. L'exercice social commence le 1^{er} janvier et finit le 31 décembre de chaque année.

Art. 8. La Gérance établit les comptes annuels tels que prévus par la Loi. Sur le bénéfice net de l'exercice, il est prélevé cinq pour cent (5%) au moins pour la formation du fonds de réserve légale; ce prélèvement cesse d'être obligatoire lorsque la réserve aura atteint dix pour cent (10%) du capital social. Le solde restant est à la disposition de l'assemblée générale.

Art. 9. La Gérance peut verser des acomptes sur dividendes sous l'observation des conditions prévues par la Loi. Lorsque les acomptes excèdent le montant du dividende arrêté ultérieurement par l'assemblée générale, ils sont, dans cette mesure, considérés comme un acompte à valoir sur le dividende suivant.

Art. 10. La Société peut être dissoute en observant les conditions requises par la Loi. Lors de la dissolution de la Société, la liquidation s'effectuera par les soins d'un ou de plusieurs liquidateurs, personnes physiques ou morales, nommés par l'assemblée générale qui détermine leurs pouvoirs et leurs émoluments.

Dispositions transitoires

Le premier exercice social commence le jour de la constitution et se termine le 31 décembre 2011.

Souscription

Toutes les parts sociales ont été souscrites par:

GREGORY GOOSSE, prénommé	100
Total: cent parts sociales	100

Toutes les parts souscrites ont été entièrement payées en numéraire de sorte que la somme de douze mille cinq cents euros (EUR 12.500,-) se trouve dès à présent à la libre disposition de la Société, ainsi qu'il en a été justifié au notaire.

Constatation

Le notaire instrumentant a constaté que les conditions exigées par l'article 26 de la Loi ont été entièrement accomplies.

Frais

Les parties ont évalué le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge à raison de sa constitution, à environ mille trois cents euros (EUR 1.300,-).

Avertissement

Le notaire instrumentaire a rendu attentif le comparant au fait qu'avant toute activité commerciale de la Société présentement fondée, celle-ci doit être en possession d'une autorisation de commerce en bonne et due forme en relation avec l'objet social, ce qui est expressément reconnu par le comparant.

Résolutions

Le comparant prénommé, représentant la totalité du capital souscrit et se considérant comme dûment convoqué, s'est ensuite constitué en assemblée générale extraordinaire.

Après avoir constaté que la présente assemblée est régulièrement constituée, il a pris les résolutions suivantes à l'unanimité:

1. La Gérance est composée de un gérant (1).
2. Est nommé gérant pour une durée illimitée:

Monsieur Grégory GOOSSE, technicien-infographiste, né le 4 mai 1975 à St Mard (Belgique), résidant professionnellement à L-8385 Koerich, 1, rue du Château.

La Société est engagée par la seule signature du gérant.

3. Le siège social de la Société est établi à L-8385 Koerich, 1, rue du Château.

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

Et après lecture faite et interprétation donnée au comparants, ceux-ci ont signé la présente minute avec le notaire.

Signé: G. Goosse et M. Schaeffer.

Enregistré à Luxembourg A.C., le 4 août 2011. LAC/2011/35545. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): Francis Sandt.

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

Luxembourg, le 8 août 2011.

Référence de publication: 2011113265/92.

(110129723) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Nouricia S.A., Société Anonyme.

Siège social: L-2530 Luxembourg, 6, rue Henri M. Schnadt.

R.C.S. Luxembourg B 115.131.

Procès-verbal de l'Assemblée Générale Extraordinaire des Associés Tenue au siège administratif de la Société à Luxembourg

L'assemblée est ouverte à 9h00, le 28 juin 2011 sous la présidence de Mr. Ludovic CONVERT, représentant la majorité qualifiée des actionnaires de la société.

L'assemblée prend à l'unanimité, selon la majorité qualifiée de cette assemblée Générale la résolution suivante:

1. Transfert du siège social du 2 rue du Fort Wallis, Luxembourg au 6 rue Henri Schnadt, L-2530 Luxembourg

Plus rien ne figurant à l'ordre du jour et personne ne demande parole, Monsieur, le Président lève la séance à 9h30.

Luxembourg, le 28 juin 2011.

Signatures

Le scrutateur / Le président

Référence de publication: 2011113359/16.

(110129847) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

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

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

R.C.S. Luxembourg B 40.777.

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

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

Signature.

Référence de publication: 2011113329/10.

(110129897) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

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

Siège social: L-1724 Luxembourg, 3A, boulevard du Prince Henri.

R.C.S. Luxembourg B 21.894.

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: 2011113336/10.

(110130117) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Morganite Luxembourg S.A., Société Anonyme.

Siège social: L-8399 Windhof (Koerich), rue des Trois Cantons.

R.C.S. Luxembourg B 7.776.

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: 2011113338/9.

(110129934) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

More Attitude S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 112.561.

Extrait de l'assemblée générale ordinaire des associés tenue en date du 8 août 2011

Il résulte de la résolution de l'Assemblée Générale Ordinaire des associés, tenue sous seing privé au siège social de la Société, en date du 8 août 2011:

1. Transfert du siège social de la société MORE ATTITUDE Sàrl, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, numéro B 112.561, à l'adresse 34A, boulevard Grande-Duchesse Charlotte à L-1330 Luxembourg.

2. Madame Christine Louise Armande VALENZA cède quarante-neuf (49) parts sociales de la Société à Madame Nathalie DONDELINGER, employée privée, demeurant à L-8531 E11, 2, rue Leembierg,

Suite à la cession qui précède, la répartition des parts sociales est désormais la suivante:

Madame Nathalie Dondelinger, employée privée, demeurant à L-8531 E11, 2, rue Leembierg,

Cents parts sociales	100
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Total: Cents parts sociales	100
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Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 8 août 2011.

MORE ATTITUDE Sàrl

Chritine Valenza / Nathalie Dondelinger

Gérante Technique / Gérante Administrative

Référence de publication: 2011114038/25.

(110130600) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2011.

Moscow Construction and Development, Société à responsabilité limitée.

Siège social: L-2652 Luxembourg, 142-144, rue Albert Uden.

R.C.S. Luxembourg B 62.894.

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 05.08.2011.

G. ADIBEKIAN

Gérant

Référence de publication: 2011113339/12.

(110129347) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Compagnie Industrielle et Financière des Produits Amylacés SICAF/SIF, Société Anonyme sous la forme d'une SICAF - Fonds d'Investissement Spécialisé.

Siège social: L-1840 Luxembourg, 40, boulevard Joseph II.

R.C.S. Luxembourg B 4.367.

Extrait des résolutions prises par l'Assemblée Générale Ordinaire du 30 mars 2011

Après en avoir délibéré, l'Assemblée Générale renomme:

- Maître Carole PIWNICA, demeurant à Avenue Georges Mandel, 30, F-75016 Paris, aux fonctions d'administrateur;
- Monsieur Jacques RECKINGER, avec adresse professionnelle au 40, boulevard Joseph II, L-1840 Luxembourg, aux fonctions d'administrateur;
- Maître Jean HOSS, demeurant à 4, rue P. d'Aspelt, L-1142 Luxembourg, aux fonctions d'administrateur;
- Monsieur Larry PILLARD, avec adresse professionnelle au 25, Chemin des Cerisiers, CH-1009 Pully, aux fonctions d'administrateur;
- Monsieur Pierre AHLBORN, demeurant à 32, rue Beringen, L-7517 Mersch, aux fonctions d'administrateur;
- Monsieur Robert RECKINGER, avec adresse professionnelle au 40, boulevard Joseph II, L-1840, aux fonctions d'administrateur;

- Monsieur Steven MILLS, avec adresse professionnelle au 4666, Faries Parkway, IL-62526 Decatur, aux fonctions d'administrateur.

Leurs mandats respectifs prendront fin lors de l'Assemblée Générale Ordinaire statuant sur les comptes au 31 décembre 2011.

COMPAGNIE FINANCIERE DE GESTION LUXEMBOURG S.A.

Boulevard Joseph II, L-1840 Luxembourg

Référence de publication: 2011115199/25.

(110132342) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 août 2011.

Muirfield Services S.à r.l., Société à responsabilité limitée.

Siège social: L-2330 Luxembourg, 128, boulevard de la Pétrusse.

R.C.S. Luxembourg B 100.491.

Les comptes annuels au 17 février 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: 2011113341/10.

(110129238) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

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

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

R.C.S. Luxembourg B 150.178.

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

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

Luxembourg.

Pour la société

Un mandataire

Référence de publication: 2011113340/12.

(110129276) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

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

Capital social: EUR 312.000,00.

Siège social: L-1420 Luxembourg, 263, avenue Gaston Diderich.

R.C.S. Luxembourg B 143.434.

Le siège social de la société est transféré au 263, avenue Gaston Diderich, L- 1420 Luxembourg, avec effet au 30 juin 2011.

Fait à Luxembourg, le 29 juin 2011.

Certifié sincère et conforme

MYLA S.à r.l.

Signatures

Gérant de catégorie B / Gérant de catégorie A

Référence de publication: 2011113343/15.

(110129364) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

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

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

R.C.S. Luxembourg B 113.740.

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

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

Référence de publication: 2011113344/9.

(110130100) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

N Alpha S.à r.l., Société à responsabilité limitée.

Capital social: EUR 26.186.102,00.

Siège social: L-2449 Luxembourg, 28, boulevard Royal.
R.C.S. Luxembourg B 127.925.

Les statuts coordonnés ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 20 juin 2011.

Référence de publication: 2011113346/11.

(110130078) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Ni Film, Société à responsabilité limitée.

Siège social: L-2715 Luxembourg, 5, rue Walram.
R.C.S. Luxembourg B 37.079.

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: 2011113350/10.

(110130054) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Anolis-Lux S.A., Société Anonyme.

Siège social: L-1114 Luxembourg, 3, rue Nicolas Adames.
R.C.S. Luxembourg B 132.920.

Auszug aus dem Protokoll der außerordentlichen Generalversammlung vom 9. August 2011

Aus dem Protokoll der außerordentlichen Generalversammlung vom 9. August 2011 geht hervor, dass:

1. Herr Jörg ROMMERSKIRCHEN, geboren am 14.07.1961 in Braunschweig,
wohnhaft in D-35745 HERBORN, Steinseiterweg 7,
bis zur ordentlichen Generalversammlung, die im Jahre 2012 stattfinden wird, in seinem Amt als Verwaltungsratsmitglied bestätigt wird.
2. Herr Thomas SCHNEIDER, geboren am 12.02.1958 in Herborn,
wohnhaft in D - 35745 HERBORN, Jahnstrasse 34,
bis zur Generalversammlung, die im Jahre 2012 stattfinden wird, in seinem Amt als Verwaltungsratsmitglied bestätigt wird.
3. Herr Andreas SCHULTE, geboren am 03.05.1966 in Unna,
wohnhaft in D-35745 HERBORN, Buchenstrasse 10,
bis zur Generalversammlung, die im Jahre 2012 stattfinden wird, in seinem Amt als Verwaltungsratsmitglied bestätigt wird.

Junglinster, den 10 August 2011.

Für die Richtigkeit des Auszugs

Unterschrift

Référence de publication: 2011114505/24.

(110131471) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 août 2011.

Nasti S.A., Société Anonyme.

Siège social: L-8080 Bertrange, 67, route de Longwy.
R.C.S. Luxembourg B 84.744.

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: 2011113353/10.

(110129555) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Nasti S.A., Société Anonyme.

Siège social: L-8080 Bertrange, 67, route de Longwy.
R.C.S. Luxembourg B 84.744.

Les comptes annuels 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.

Signature.

Référence de publication: 2011113354/10.

(110129556) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Neder S.A., Société Anonyme Soparfi.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 96.442.

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

Référence de publication: 2011113355/9.

(110129791) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Gefinor S.A., Société Anonyme de Titrisation.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.
R.C.S. Luxembourg B 8.282.

Lors de l'assemblée générale annuelle tenue en date du 24 juin 2011, les actionnaires ont pris les décisions suivantes:

1. renouvellement du mandat des administrateurs suivants:

- Yves Prussen, avec adresse au 2, Place Winston Churchill, L-2014 Luxembourg
- Sulaiman Abdul Kader Al Muhaidib, avec adresse au Rue Saoud, Immeuble Al-IKARIA, 31411 Dammam, Arabie Saoudite
- Damien Wigny, avec adresse au 22, Rue de Mellemont, 1360 Perwez, Belgique
- Khaled Youssef Al Fulaij, avec adresse au 13091, Safat, Koweït
- Mohamed Ousseimi, administrateur et Président, avec adresse au 30, Quai Gustave Ador, 1211 Genève, Suisse

pour une période venant à échéance lors de l'assemblée générale annuelle statuant sur les comptes de l'exercice social se clôturant au 31 décembre 2011 et qui se tiendra en 2012.

2. renouvellement du mandat de commissaire aux comptes de Harold Jupp avec adresse au 30, Quai Gustave Ador, 1211 Genève, Suisse, pour une période venant à échéance lors de l'assemblée générale annuelle statuant sur les comptes de l'exercice social se clôturant au 31 décembre 2011 et qui se tiendra en 2012.

3. renouvellement du mandat de réviseur d'entreprises agréé de DELOITTE S.Á., avec siège social au 3, Route d'Arlon, L-8009 Strassen, pour une période venant à échéance lors de l'assemblée générale annuelle statuant sur les comptes de l'exercice social se clôturant au 31 décembre 2011 et qui se tiendra en 2012.

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

Luxembourg, le 19 juillet 2011.

Référence de publication: 2011115281/25.

(110132027) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 août 2011.

Equinox Two S.C.A., Société en Commandite par Actions.

Siège social: L-1724 Luxembourg, 35, boulevard du Prince Henri.
R.C.S. Luxembourg B 129.986.

L'an deux mille onze, le six juillet

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

A comparu:

La société anonyme de droit luxembourgeois dénommée Equinox, ayant son siège social à Luxembourg, 35, Bvd du Prince Henri,

ici représentée par Messieurs Federico FRANZINA et Christophe VELLE, demeurant professionnellement à Luxembourg,

agissant sur base d'une décision de EQUINOX, dont une copie reste annexée,

en sa qualité de gérant unique commandité de la société en commandite par actions dénommée «EQUINOX TWO S.C.A.», ayant son siège social à Luxembourg, 35, Bvd du Prince Henri,

constituée par acte reçu par le notaire Jacques DELVAUX en date du 30 mai 2007, publié au Mémorial C de 2007, page 90739, et les statuts ont été modifiés pour la dernière fois par acte du même notaire en date du 27 décembre 2010, publié dans le Mémorial C – N°780 du 21 avril 2011 à la page 37.416,

Laquelle société comparante, ès-qualité qu'elle agit, a requis le notaire instrumentant d'acter les déclarations suivantes:

1.- Que le capital social de la société prédésignée s'élève actuellement à EUR 117.258 (cent dix-sept mille deux cent cinquante huit Euros) divisés en:

(1) 1.164 actions non rachetables d'une valeur nominale d'un euro (1 EUR) chacune (ci-après les «Actions A»);

(2) 31.000 actions de gestion non rachetables (ci-après les «Actions B») d'une valeur nominale d'un euro (1 EUR) chacune;

(3) 85.094 actions rachetables d'une valeur nominale d'un euro (1 EUR) chacune (ci-après les «Actions Rachetables»).

2.- Qu'aux termes de l'article 6.2 des statuts, la société a un capital autorisé qui est fixé à trois cent dix mille euros (310.000 EUR) divisé en mille cinq cent quarante-deux (1542) Actions A d'une valeur nominale d'un euro (1 EUR) chacune, trente et un mille (31.000) Actions B d'une valeur nominale d'un euro (1 EUR) chacune,

et deux cent soixante-dix-sept mille quatre cent cinquante-huit (277.458) Actions Rachetables d'une valeur nominale d'un euro (1 EUR) chacune,

et que le même article autorise le gérant commandité à augmenter le capital social dans les limites du capital autorisé.

Les articles 6.3. à 6.7. alinéas 3 et suivants du même article 5 des statuts sont libellés comme suit:

6.3 Durant une période de cinq (5) ans, à partir de la date de publication des présents Statuts, l'Actionnaire Commandité est autorisé à augmenter (en une ou plusieurs fois à sa discrétion) le capital social émis jusqu'au montant du capital social total autorisé par l'émission d'Actions A et d'Actions Rachetables additionnelles sans réserver aux détenteurs d'Actions existant (ci-après les «Actionnaires») un droit de préemption à la souscription des actions nouvellement émises. Dans ce cas, l'Actionnaire Commandité déterminera (à sa discrétion) le prix de souscription des Actions A et des Actions Rachetables nouvellement émises (y compris le montant de la prime, si prévu) et la période pour souscrire à ces Actions A et à ces Actions Rachetables nouvellement émises.

6.4 Au cas où l'Actionnaire Commandité effectuerait une augmentation du capital social de la Société, conformément aux dispositions du présent Article VI, il mettra en oeuvre, ou fera de sorte que, toutes les étapes requises ou nécessaires soient mises en oeuvre aux termes des dispositions applicables de la loi pour effectuer et publier cette augmentation de capital et pour apporter les modifications consécutives des présents Statuts.

6.5 Le capital social souscrit et le capital social autorisé de la Société peuvent être augmentés ou diminués par résolution de l'assemblée générale des Actionnaires adoptée suivant les modalités requises pour modifier aux présents Statuts.

6.6 La Société peut, dans la limite des dispositions applicables de la loi et conformément aux présents Statuts, acheter ses propres Actions.

6.7 La Société pourra également émettre au fil du temps des parts bénéficiaires, de la valeur nominale d'un euro (1,00 EUR) chacune (ci-après les «Parts Bénéficiaires»), ayant les droits et les obligations prévus par les présents Statuts. Les présents Statuts autorisent l'Actionnaire Commandité à émettre (en une ou plusieurs fois à sa discrétion) jusqu'à 155.855 Parts Bénéficiaires d'une valeur nominale d'un euro (1,00 EUR) chacune, sans réserver aux Porteurs de Parts Bénéficiaires existant un droit préférentiel de souscription des Parts Bénéficiaires émises. Dans ce cas, l'Actionnaire Commandité déterminera (à sa discrétion) le prix d'émission et la période pour la souscription des Parts Bénéficiaires nouvellement émises.

Les modifications des présents Statuts seront effectuées par acte notarié.

3.- Que par décision du conseil d'administration prise en date du 29 juin 2011 une copie de cette décision, après avoir été signée "ne varietur" par la société comparante et le notaire instrumentant, restera annexée au présent acte avec lequel elle sera soumise à la formalité du timbre et de l'enregistrement,

le gérant unique a décidé de réaliser une augmentation jusqu'à concurrence de EUR 13.066,- (treize mille soixante six Euros),

pour le porter de son montant actuel de EUR 117.258 (cent dix-sept mille deux cent cinquante huit Euros) à EUR 130.324 (cent trente mille trois cent vingt quatre Euros),

par l'émission de 13.066 (treize mille soixante six) actions rachetables d'une valeur nominale de EUR 1,- (un Euro) chacune, assortie d'une prime d'émission de EUR 1.432,58 (mille quatre cent trente deux Euros et cinquante huit Cents) par action,

et a accepté la souscription de ces nouvelles actions par 34 (trente quatre) actionnaires actuels de la société,

lesquels ont souscrits, dans des proportions telles qu'indiquées sur 35 (trente cinq) bulletins de souscription annexés à ladite décision, à la totalité des 13.066 (treize mille soixante six) actions rachetables d'une valeur nominale de EUR 1,- (un Euro) chacune, assortie d'une prime d'émission de EUR 1.432,58 (mille quatre cent trente deux Euros et cinquante huit Cents) par action, soit une prime d'émission totale de EUR 18.718.090,28 (dix huit millions sept cent dix huit mille quatre-vingt dix Euros et vingt huit Cents),

et les libèrent moyennant une contribution en espèces totale de EUR 18.731.156,28 (dix huit millions sept cent trente et un mille cent cinquante six Euros et vingt huit Cents)

4.- La réalisation de l'augmentation de capital est constatée par le notaire instrumentant sur le vu des documents de souscription.

La somme totale de EUR 18.731.156,28 (dix huit millions sept cent trente et un mille cent cinquante six Euros et vingt huit Cents)

a été créditée sur le c/c de ladite société ainsi qu'il en a été justifié au notaire par certificat bancaire.

5.- Que suite à la réalisation de cette augmentation, le capital se trouve porté à EUR 130.324 (cent trente mille trois cent vingt quatre Euros),

de sorte que l'article 6.1 des statuts, version anglaise et traduction française, aura dorénavant la teneur suivante:

English version:

6.1. The subscribed share capital of the Company is set at EUR 130.324,- (one hundred thirty thousand three hundred twenty four Euro) divided into:

- (1) 1.164 non-redeemable shares having a par value of Euro one (EUR 1.00) each (the "A Shares");
- (2) 31,000 non-redeemable management shares (the "B Shares") having a par value of Euro one (EUR 1.00) each;
- (3) 98.160 redeemable shares having a par value of Euro one (EUR 1.00) each (the "the Redeemable Shares").

Version française:

6.1. Le capital social souscrit de la Société est fixé à EUR 130.324 (cent trente mille trois cent vingt quatre Euros), divisé en:

- (1) 1.164 actions non rachetables d'une valeur nominale d'un euro (1 EUR) chacune (ci-après les «Actions A»);
- (2) 31.000 actions de gestion non rachetables (ci-après les «Actions B») d'une valeur nominale d'un euro (1 EUR) chacune;
- (3) 98.160 actions rachetables d'une valeur nominale d'un euro (1 EUR) chacune (ci-après les «Actions Rachetables»).

Frais - Déclaration

Les frais, dépenses, honoraires ou charges sous quelque forme que ce soit, incombant à la société ou mis à sa charge en raison des présentes sont évalués à EUR 6.200,-.

Le notaire soussignée, qui a personnellement la connaissance de la langue anglaise, déclare que la société comparante l'a requis de documenter la modification de l'article 6.1 des statuts en langue anglaise, suivi d'une traduction française, et en cas de divergence entre le texte anglais et la traduction française, le texte anglais fera foi.

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

Et après lecture et interprétation données aux comparants, connus du notaire instrumentant par noms, prénoms, états et demeures, ils ont signé avec Nous notaire le présent acte.

Signé: F. FRANZINA, Ch. VELLE, C. DELVAUX.

Enregistré à Redange/Attert, actes civils le 12 juillet 2011, RED/2011/1441: Reçu soixante quinze Euros (EUR 75.-)

Le Receveur (signé): T. KIRSCH.

- Pour expédition conforme - délivrée à la demande de la société prénommée, aux fins de dépôt au Registre du Commerce et des Sociétés de et à Luxembourg.

Redange-sur-Attert, le 3 août 2011.

Référence de publication: 2011113170/111.

(110129544) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Neder S.A., Société Anonyme Soparfi.

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

R.C.S. Luxembourg B 96.442.

Le siège social du commissaire aux comptes AUDIEX S.A. est dorénavant le suivant: 9, rue du Laboratoire L-1911 Luxembourg.

Luxembourg, le 29 juillet 2011.

Référence de publication: 2011113356/10.

(110130049) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Never End Finance S.A., Société Anonyme.

Siège social: L-2311 Luxembourg, 31-33, avenue Pasteur.
R.C.S. Luxembourg B 76.307.

Le Bilan au 31.12.2009 a été déposé au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2011113358/10.

(110129889) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Blue Cross Finance S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.
R.C.S. Luxembourg B 143.353.

Auszug aus der Beschlussfassung der Ordentlichen Generalversammlung vom 30. Juni 2011

1. Der Rücktritt der Verwaltungsratsmitglieder der Herren Christoph KOSSMANN, Philippe STANKO und François LANNERS, mit Wirkung zum 30. Juni 2011 wird angenommen

2. Als neues Verwaltungsratsmitglied wird Herr Ralf THIEDE, geboren am 09.06.1965 in Andwil SG, Schweiz, Privatschrift an dem Schafmattweg 47, CH-4102 Binningen, Schweiz, ernannt. Sein Mandat wird anlässlich der Ordentlichen Generalversammlung von 2016 verfallen.

Luxemburg, den 30. Juni 2011.

Für beglaubigten Auszug

SGG S.A.

412F, route d'Esch

L-2086 LUXEMBOURG

Unterschriften

Référence de publication: 2011113830/19.

(110130563) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2011.

**Compass Printing Management S.à r.l., Société à responsabilité limitée,
(anc. Neuheim Management II S.à r.l.).**

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 159.217.

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

Before Us, Maître Francis Kessler, notary residing in Esch/Alzette, Grand Duchy of Luxembourg.

THERE APPEARED:

Compass Printing Holdings, LLC, a limited liability company incorporated and organized under the laws of the State of Delaware, United States of America, having its registered office at 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States of America and registered with the Secretary of State of the State of Delaware under number 49047667,

here represented by Ms. Sofia Afonso-DaChao Conde, private employee, having her professional address at 5, rue Zénon Bernard, L-4030 Esch/Alzette, Grand Duchy of Luxembourg, by virtue of a proxy given under private seal on July 25, 2011.

The said proxy, signed in writing by the proxyholder of the person appearing and the undersigned notary, will remain attached to the present deed to be filed with the registration authorities.

Such appearing person, represented as stated hereabove, has requested the undersigned notary to state that:

I. The appearing person is the sole shareholder of the private limited liability company established and existing in the Grand Duchy of Luxembourg under the name of "Neuheim Management II S.à r.l." (hereinafter, the Company), with registered office at 5, Rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 159217, established pursuant to a deed of maître Henri Hellinckx, notary residing in Luxembourg dated January 13, 2011, published in the Mémorial C, Recueil des Sociétés et Associations under number 1084 and dated May 23, 2011.

II. The Company's share capital is set at twelve thousand five hundred Euro (EUR 12.500,00) represented by twelve thousand five hundred (12.500) shares with a nominal value of one Euro (EUR 1,00) each.

III. The sole shareholder takes the following resolutions:

First resolution

The sole shareholder resolves to change the name of the Company to “Compass Printing Management S.à r.l.”

Second resolution

Pursuant to the above change of name, article 4 of the Company’s articles of association is amended and shall henceforth read as follows:

“ **Art. 4.** The Company shall bear the name “Compass Printing Management S.à r.l.”.

Costs

The expenses, costs, fees and charges of any kind whatsoever which shall be borne by the Company as a result of the above resolutions are estimated at one thousand Euro (EUR 1.000,00).

Declaration

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

WHEREOF the present deed was drawn up in Esch/Alzette, on the day named at the beginning of this document.

The document having been read to the proxy holder of the person appearing, she signed together with the notary the present deed.

Suit la traduction française du texte qui précède:

L’an deux mille onze, le vingt-huit juillet.

Par-devant Nous, Maître Francis Kessler, notaire de résidence à Esch/Alzette, Grand Duché de Luxembourg.

A COMPARU:

Compass Printing Holdings, LLC, une limited liability company constituée et existant selon le droit de l’Etat du Delaware, Etats-Unis d’Amérique, ayant son siège social au Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle, Etats Unis d’Amérique, enregistrée auprès du Secrétariat d’Etat du Delaware sous le numéro 49047667,

ici représentée par Mme Sofia Afonso-Da Chao Conde, employée privée, ayant son adresse professionnelle au 5, rue Zénon Bernard, L-4030 Esch/Alzette, Grand Duché de Luxembourg, en vertu d’une procuration donnée sous seing privé le 25 juillet 2011.

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

Lequel comparant, représenté comme indiqué ci-dessus, a requis le notaire instrumentant d’acter que:

I. Le comparant est l’associé unique de la société à responsabilité limitée établie en vertu des lois du Luxembourg sous la dénomination «Neuheim Management II S.à r.l.» (ci-après la Société), ayant son siège social au 5, Rue Guillaume Kroll, L1882 Luxembourg, Grand Duché de Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 159217, constituée par acte reçu par Maître Henri Hellinckx, notaire de résidence à Luxembourg, en date du 13 janvier 2011, publié au Mémorial C, Recueil des Sociétés et Associations sous le numéro 1084, en date du 23 mai 2011.

II. Le capital social de la Société est fixé à la somme de douze mille cinq cents Euro (EUR 12.500,00) représenté par douze mille cinq cents (12.500) parts sociales d’une valeur nominale d’un Euro (EUR 1,00) chacune.

III. L’associé unique, représenté comme indiqué ci-dessus, prend les résolutions suivantes:

Première résolution

L’associé unique décide de modifier la dénomination sociale de la Société en «Compass Printing Management S.à r.l.»

Deuxième résolution

Suite au changement de dénomination sociale, l’article 4 des statuts de la Société est modifié pour avoir désormais la teneur suivante:

“ **Art. 4.** La Société a comme dénomination «Compass Printing Management S.à r.l.»”

Frais

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la Société et mis à sa charge à raison des présentes, sont évalués à la somme de mille Euro (EUR 1.000,00).

Déclaration

Le notaire soussigné, qui a personnellement la connaissance de la langue anglaise, déclare que le comparant l'a requis de documenter le présent acte en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

DONT ACTE, fait et passé à Esch/Alzette, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au mandataire du comparant, celle-ci a signé le présent acte avec le notaire.

Signé: Conde, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 03 août 2011. Relation: EAC/2011/10542. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2011113348/91.

(110129504) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Quinlan Private CE Commercial Client Holdings #3 Sàrl, Société à responsabilité limitée.

Capital social: EUR 25.000,00.

Siège social: L-2557 Luxembourg, 7A, rue Robert Stümper.

R.C.S. Luxembourg B 132.455.

En date du 27 avril 2011, la dénomination de l'associé Quinlan Nominees Limited avec siège social au 8, Raglan, Dublin 4, Irlande a changé et est à présent Avestus Nominees Limited.

Par résolutions signées en date du 22 juin 2011, les associés ont pris les décisions suivantes:

1. Nomination de Mark Donnelly, avec adresse professionnelle au 8, Raglan Road, Ballsbridge Dublin 4, Irlande au mandat de Gérant de type A, avec effet au 15 juin 2011 et pour une durée indéterminée

2. Nomination de Sandra Atkinson, avec adresse professionnelle au 8, Raglan Road, Ballsbridge Dublin 4, Irlande au mandat de Gérant de type A, avec effet au 15 juin 2011 et pour une durée indéterminée

3. Acceptation de la démission de Matthew Charles Fleming, avec adresse professionnelle au 8, Raglan Road, Ballsbridge Dublin 4, Irlande de son mandat de Gérant de type A, avec effet au 30 juin 2011.

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

Référence de publication: 2011114077/19.

(110130965) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 août 2011.

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

Capital social: EUR 100.000,00.

Siège social: L-1246 Luxembourg, 2A, rue Albert Borschette.

R.C.S. Luxembourg B 160.294.

Il résulte d'une décision des associés de MarketPrizm Group S.à r.l. (la "Société"), que Monsieur John Lowrey a démissionné de ses fonctions de membre du conseil de gérance (gérant de classe B) de la Société avec effet au 4 août 2011, que Monsieur Mark Mancini, résidant professionnellement à Hong Kong, 2 International Finance Center, 25th floor, a été nommé membre du conseil de gérance (gérant de classe B) de la Société avec effet au 4 août 2011.

Il résulte de la même décision des associés de MarketPrizm Group S.à r.l. que Monsieur John Lowrey a été nommé gérant non-exécutif indépendant avec effet au 10 août 2011.

Le conseil de gérance est désormais constitué comme suit:

- *Gérants de classe A:*

Tanuja Randery

Rakesh Bhasin

Simon Walsh

Mark Ferrari

- *Gérant de classe B:*

Mark Mancini

- Gérant non-exécutif indépendant:

John Lowrey

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

Luxembourg, le 12 août 2011.

Pour la société MarketPrizm Group S.à r.l.

Esmée Chengapen

Référence de publication: 2011118108/28.

(110135044) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 août 2011.

Tri Bridge S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 11, boulevard Royal.

R.C.S. Luxembourg B 126.901.

—
EXTRAIT

Il résulte de l'Assemblée Générale Ordinaire de la société TRI BRIDGE S.A. qui s'est tenue extraordinairement en date du 1^{er} août 2011 au siège social que;

1. Les mandats de Mr Graham J. Wilson, Mr Sven Heuertz et Mlle Cindy Reiners en tant qu'administrateurs de la société ont été reconduits jusqu'à l'issue de l'Assemblée Générale en 2017.

2. Le mandat de Mr Andrew Mann en tant que commissaire aux comptes de la société a été reconduit jusqu'à l'issue de l'Assemblée Générale en 2017.

Pour extrait conforme

Signatures

Administrateurs

Référence de publication: 2011113482/17.

(110130046) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Nummi, Société Anonyme.

Siège social: L-1734 Luxembourg, 2, rue Carlo Hemmer.

R.C.S. Luxembourg B 142.060.

—
Le bilan et l'annexe au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour la société

Un administrateur

Référence de publication: 2011113360/11.

(110130167) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Orient-Express Luxembourg Holdings S.à r.l., Société à responsabilité limitée.

Capital social: EUR 81.452.500,00.

Siège social: L-5365 Munsbach, 6C, rue Gabriel Lippmann.

R.C.S. Luxembourg B 95.988.

—
Il résulte de la décision de l'associé unique prise en date du 4 août 2011 que:

Mr. Paul Martin WHITE, résidant professionnellement au 49, Danbury Street, GB -N1 8LE London a démissionné de ses fonctions de gérant de catégorie A de la société avec effet au 18 juillet 2011.

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

Munsbach, le 5 août 2011.

Pour la Société

Un gérant

Référence de publication: 2011113362/15.

(110129358) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 août 2011.

Threadneedle Asset Management Holdings Sàrl, Société à responsabilité limitée.

Capital social: GBP 905.983,70.

Siège social: L-1130 Luxembourg, 37, rue d'Anvers.

R.C.S. Luxembourg B 143.975.

—
Extrait des résolutions prises lors de l'assemblée générale annuelle des associés de la société en date du 22 juin 2011

1. Le mandat des gérants suivants est renouvelé jusqu'à la prochaine assemblée générale annuelle appelée à approuver les comptes de l'exercice social clos au 31 décembre 2011:

- Monsieur James M. CRACCHIOLO, demeurant au 707, 2nd Ave. South, Minneapolis, USA-55474 Minnesota,
- Monsieur Walter S. BERMAN, demeurant au 707, 2nd Ave. South, Minneapolis, USA-55474 Minnesota,
- Monsieur John C. JUNEK, demeurant au 707, 2nd Ave. South, Minneapolis, USA-55474 Minnesota,
- Monsieur William F. TRUSCOTT, demeurant au 707, 2nd Ave. South, Minneapolis, USA-55474 Minnesota,
- Monsieur Simon Howard DAVIES, demeurant au 60, St. Mary Axe., GB-EC3A 8JQ London
- Monsieur Crispin John HENDERSON, demeurant au 60, St. Mary Axe., GB-EC3A 8JQ London
- Monsieur Herschel E. POST, demeurant au 60, St. Mary Axe., GB-EC3A 8JQ London
- Madame Marie-Jeanne CHEVREMONT, demeurant au 138, Rue A. Uden, L-2652 Luxembourg.

2. Le mandat du commissaire aux comptes de la Société, ERNST & YOUNG Luxembourg, ayant son siège social au 7, Parc d'Activité Syrdall, L-5365 Münsbach, immatriculé auprès du RCS de Luxembourg sous le numéro B 88019, est renouvelé jusqu'à la prochaine assemblée générale annuelle appelée à approuver les comptes de l'exercice social clos au 31 décembre 2011.

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

Référence de publication: 2011116679/24.

(110134076) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 août 2011.

SV Services S.à r.l., Société à responsabilité limitée.

Siège social: L-4963 Clemency, 9, rue Basse.

R.C.S. Luxembourg B 128.158.

—
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.

Clemency, le 16 août 2011.

Signature.

Référence de publication: 2011116674/10.

(110134040) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 août 2011.

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

Siège social: L-2311 Luxembourg, 55-57, avenue Pasteur.

R.C.S. Luxembourg B 58.558.

—
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 16 août 2011.

Référence de publication: 2011116668/10.

(110134014) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 août 2011.

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