

MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 2617

27 octobre 2011

SOMMAIRE

Cafina	125597	Entversalux S.à.r.l.	125601
C.I.P.M., Company Industrial Piping Maintenance, S.à r.l.	125570	EP Anjou 2 S.à r.l.	125602
Coach Partners S.A.	125598	EP Courcelles 2 S.à r.l.	125602
Consult T.T S.A.	125598	EP Galileo France 2 S.à r.l.	125602
Co-Ventures S.A.	125570	EP Kleber 2 S.à r.l.	125603
Cronos Recherches Cliniques S.A.	125598	EP Latitude 2 S.à r.l.	125603
CWO Private Equity (Luxembourg) S.A.	125599	Espace Carré d'Or S.A.	125573
CWO Private Equity (Luxembourg) S.A.	125598	Espace Carré d'Or S.A.	125573
Daleiden M. & Associés S. à r.l.	125572	Espace Gérances SA	125596
Damson S.à r.l.	125599	Essolona Investholding S.à r.l.	125603
Davmar S.à r.l.	125572	Euroconsumers S.A.	125604
Davmar S.à r.l.	125599	European Credit (Luxembourg) S.A.	125574
Davmar S.à r.l.	125599	E.V.B. S.A.	125597
Dazzle Luxembourg N° 1 S.A.	125572	FAURECIA AST Luxembourg S.A.	125574
Dazzle Luxembourg N° 2 S.A.	125571	Fernbach S.A.	125613
Dazzle Luxembourg N° 3 S.A.	125571	Fernbach S.A.	125614
De Bird	125571	Findas Participations S.A.	125614
Delian S.A.	125574	First Invent S.à r.l.	125614
Destiny Invest S.A.	125599	Fitflop Limited (Luxembourg Branch) ..	125614
Diam International S.à r.l.	125573	Flexafort Investholding S.à r.l.	125615
Dima Holdings S.à.r.l.	125572	Fundamental European Value S.A.	125604
Diversified European Credit S.A.	125573	GEC Management S.à r.l.	125615
Diversified Financials Europe S.A.	125574	General Development Activities - G.D.A. S.A.	125615
Dorel Luxembourg	125571	Geofirewall Participations S.à r.l.	125570
Eagle Trading S.à r.l.	125600	Geofirewall Participations S.à r.l.	125616
ECP Management	125600	Geofirewall S. à r.l.	125616
Edelton S.à r.l.	125601	Inkom Funding B.V.	125575
Elcheroth-Lorang S.à r.l.	125600	La Grande Tour S. à r.l.	125616
Emcedeux S.A.	125600	NOEMI Concept S.A.	125570
Emcedeux S.A.	125601	Pavane Investments S.A.	125595
Energy Luxembourg CCAL S.à r.l.	125601	UPA - Union des Propriétaires d'Avions	125596
Entreprise de Constructions Costantini S.A.	125602	Volans S.à r.l.	125604
		Ware SA	125597

C.I.P.M., Company Industrial Piping Maintenance, S.à r.l., Société à responsabilité limitée.

Siège social: L-3313 Bergem, 95, Grand-rue.

R.C.S. Luxembourg B 93.656.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

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

Echternach, le 12 septembre 2011.

Référence de publication: 2011127013/10.

(110146172) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2011.

Co-Ventures S.A., Société Anonyme.

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

R.C.S. Luxembourg B 48.838.

—
*Extrait des résolutions prises lors de
l'Assemblée Générale Ordinaire du 8 septembre 2011*

- L'Assemblée renouvelle les mandats d'administrateur de Monsieur Gilles Jacquet, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg, de Monsieur Christian Knauff, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg et de Monsieur Peter van Opstal, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg, ainsi que le mandat de commissaire aux comptes de Orangefield Trust (Luxembourg) S.A., ayant son siège social 40, avenue Monterey à L-2163 Luxembourg. Ces mandats se termineront lors de l'assemblée qui statuera sur les comptes de l'exercice 2011.

Luxembourg, le 8 septembre 2011.

Pour extrait conforme

Pour la société

Un mandataire

Référence de publication: 2011127043/19.

(110146174) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2011.

NOEMI Concept S.A., Société Anonyme.

Siège social: L-4807 Rodange, 65, rue Nicolas Biever.

R.C.S. Luxembourg B 106.444.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

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

Echternach, le 9 septembre 2011.

Référence de publication: 2011127272/10.

(110146154) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2011.

Geofirewall Participations S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 155.201.

—
En date du 4 août 2011 et avec effet immédiat, Alan DUNDON résidant professionnellement au 1B Heienhaff, L-1736 Senningerberg, a démissionné de son mandat de gérant de la société Geofirewall Participations S.à r.l., avec siège social au 67, Rue Ermesinde, L-1469 LUXEMBOURG enregistrée au Registre de Commerce et des Sociétés sous le numéro B 155201

Alter Domus, mandaté par le démissionnaire

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

Luxembourg, le 10 août 2011.

Référence de publication: 2011127695/14.

(110147198) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Dazzle Luxembourg N° 3 S.A., Société Anonyme.

Siège social: L-2763 Luxembourg, 10, rue Sainte Zithe.

R.C.S. Luxembourg B 114.282.

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.

L'Agent domiciliataire

Référence de publication: 2011127634/10.

(110147569) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

De Bird, Société à responsabilité limitée.

Capital social: EUR 21.000,00.

Siège social: L-1420 Luxembourg, 240, avenue Gaston Diderich.

R.C.S. Luxembourg B 114.749.

Suite à la notification de la cession, en date du 18 avril 2011, de 6 parts sociales par la société UCOR BV, ayant son siège social aux Pays- Bas, à Horsterweg 18C, 6199 AC Maastricht – Airport, 12 parts sociales par Mme Tanja van Roijen, demeurant au 240, Avenue Gaston Diderich, L-1420 Luxembourg et 3 parts sociales par M. Sibrand van Roijen, demeurant au 240, Avenue Gaston Diderich, L-1420 Luxembourg à M. Erwin P. Schippers, demeurant aux Pays-Bas, au de Polle 6, Blauwhuis 8615 LT, le capital de la société De Bird, société à responsabilité limitée, est désormais détenu comme suit:

- Mme Tanja van Roijen	108 parts sociales
- M. Sibrand van Roijen	27 parts sociales
- Ucor BV	27 parts sociales
- M. Erwin P. Schippers	21 part sociales

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

Luxembourg, le 12 septembre 2011.

Référence de publication: 2011127635/19.

(110147586) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Dazzle Luxembourg N° 2 S.A., Société Anonyme.

Siège social: L-2763 Luxembourg, 10, rue Sainte Zithe.

R.C.S. Luxembourg B 113.835.

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.

L'agent domiciliataire

Référence de publication: 2011127633/10.

(110147570) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Dorel Luxembourg, Société à responsabilité limitée.

Siège social: L-2310 Luxembourg, 16, avenue Pasteur.

R.C.S. Luxembourg B 152.110.

Extrait des résolutions écrites prises par les actionnaires en date du 02 septembre 2011

Les actionnaires ont décidé:

- D'accepter la démission de Tamas Horvath a la fonction de gérant avec effet au 04 septembre 2011.
- De nommer Timea Orosz, né le 05 décembre 1979 à Nyiregyhaza, Hongrie ayant son siège sociale au 16 avenue Pasteur L-2310 Luxembourg, Luxembourg à la fonction de gérante pour une durée indéterminée avec effet au 05 septembre 2011.

Luxembourg, le 13.09.2011.

Référence de publication: 2011127639/14.

(110146966) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

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

Siège social: L-2520 Luxembourg, 51, allée Scheffer.

R.C.S. Luxembourg B 133.081.

Les comptes annuels audités 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: 2011127637/11.

(110147242) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Daleiden M. & Associés S. à r.l., Société à responsabilité limitée.

Siège social: L-1321 Luxembourg, 145, rue de Cessange.

R.C.S. Luxembourg B 151.569.

Extrait du procès-verbal de l'assemblée générale extraordinaire des actionnaires de la société Daleiden M. & Associés S. à r.l.

RCS Luxembourg B N° 151 569 tenue en date du 30 août 2011 pardevant Maître Paul BETTINGEN, notaire de résidence à Niederanven, reçu sous le numéro 39.206 de son répertoire enregistré le 31 août 2011 sous la relation LAC/2011/38821.

Ladite assemblée générale a décidé ce qui suit:

- d'accepter la démission de son poste de gérant technique Madame Sabine Palumbo.
- d'accepter la démission de son poste de gérant administratif Monsieur Jean-Charles Laux.
- de nommer pour une durée indéterminée Monsieur Jean-Charles Laux, Chauffeur, né le 21 septembre 1969 à Algrange, demeurant au 66, route de Volkrange, F – 57700 Marspich Hayange (57), à la fonction de gérant technique.

Pour extrait conforme

Senningerberg, le 12 septembre 2011.

Référence de publication: 2011127641/18.

(110147367) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Dazzle Luxembourg N° 1 S.A., Société Anonyme.

Siège social: L-2763 Luxembourg, 10, rue Sainte Zithe.

R.C.S. Luxembourg B 113.836.

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.

L'agent domiciliaire

Référence de publication: 2011127632/10.

(110147568) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Davmar S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.550,00.**

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

R.C.S. Luxembourg B 117.181.

EXTRAIT

En date du 6 septembre 2011, l'Associé unique a pris les résolutions suivantes:

- La démission de Madame Elisabeth Maas, en tant que gérant B, est acceptée avec effet immédiat.
- Monsieur Ivo Hemelraad, avec adresse professionnelle au 15, rue Edward Steichen, L-2540 Luxembourg, est élu nouveau gérant B de la société avec effet immédiat et ce pour une durée indéterminée.

Pour extrait conforme.

Luxembourg, le 12 septembre 2011.

Référence de publication: 2011127644/14.

(110146924) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Diversified European Credit S.A., Société Anonyme.

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

R.C.S. Luxembourg B 76.696.

—
Extrait des résolutions prises lors de l'Assemblée Générale Extraordinaire du 27 juillet 2011

En date du 27 juillet 2011, l'Assemblée Générale Extraordinaire a décidé:

de nommer, avec effet au 20 juin 2011, Monsieur Roland Frey, Frey Investment & Management Advisory, Bellevuesüasse 30, CH - 3073 Gümlingen BE, en qualité d'Administrateur jusqu'à la prochaine Assemblée Générale Ordinaire en 2012.

Luxembourg, le 13 septembre 2011.

Pour extrait sincère et conforme

Pour Diversified European Credit SA

Caceis Bank Luxembourg

Référence de publication: 2011127647/15.

(110147337) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Espace Carré d'Or S.A., Société Anonyme.

Siège social: L-1420 Luxembourg, 146, avenue Gaston Diderich.

R.C.S. Luxembourg B 136.872.

—
Suite à un changement d'adresse de Archon S.à r.l., administrateur de classe A de la Société, il résulte que Archon S.à r.l., une société à responsabilité limitée, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 124198 a désormais son siège social au 19 Côte d'Eich, L-1450 Luxembourg, avec effet au 1^{er} août 2010.

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

Fait à Luxembourg, le 12 septembre 2011.

*Pour la Société**Un mandataire*

Référence de publication: 2011127653/15.

(110147092) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Espace Carré d'Or S.A., Société Anonyme.

Siège social: L-1420 Luxembourg, 146, avenue Gaston Diderich.

R.C.S. Luxembourg B 136.872.

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

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

Luxembourg, le 12 septembre 2011.

Un mandataire

Référence de publication: 2011127652/12.

(110146912) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Diam International S.à r.l., Société à responsabilité limitée.**Capital social: EUR 5.010.101,00.**

Siège social: L-1445 Strassen, 1A, rue Thomas Edison.

R.C.S. Luxembourg B 131.153.

—
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 6 septembre 2011.

Référence de publication: 2011127636/11.

(110147502) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Diversified Financials Europe S.A., Société Anonyme.

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

R.C.S. Luxembourg B 107.999.

—
Extrait des résolutions prises lors de l'Assemblée Générale Extraordinaire du 27 juillet 2011

En date du 27 juillet 2011, l'Assemblée Générale Extraordinaire a décidé:

- de nommer, avec effet au 20 juin 2011, Monsieur Roland Frey, Frey Investment & Management Advisory, Bellevue-süässe 30, CH - 3073 Gümmlingen BE, en qualité d'Administrateur jusqu'à la prochaine Assemblée Générale Ordinaire en 2011.

Luxembourg, le 13 septembre 2011.

Pour extrait sincère et conforme

Pour Diversified Financials Europe SA

Caceis Bank Luxembourg

Référence de publication: 2011127638/16.

(110147339) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

European Credit (Luxembourg) S.A., Société Anonyme.

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

R.C.S. Luxembourg B 72.192.

—
Extrait des résolutions prises lors de l'Assemblée Générale Extraordinaire du 27 juillet 2011

En date du 27 juillet 2011, l'Assemblée Générale Extraordinaire a décidé:

- de nommer, avec effet au 20 juin 2011, Monsieur Roland Frey, Frey Investment & Management Advisory, Bellevue-süässe 30, CH - 3073 Gümmlingen BE, en qualité d'Administrateur jusqu'à la prochaine Assemblée Générale Ordinaire en 2012.

Luxembourg, le 13 septembre 2011.

Pour extrait sincère et conforme

Pour European Crédit (Luxembourg) SA

Caceis Bank Luxembourg

Référence de publication: 2011127654/16.

(110147330) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Delian S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 59, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 108.208.

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: 2011127645/10.

(110147525) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

FAURECIA AST Luxembourg S.A., Société Anonyme.

Siège social: L-9779 Eselborn, 14, Op der Sang, Z.I. Eselborn-Lentzweiler.

R.C.S. Luxembourg B 92.429.

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.

E. HOUSSINE / N. DELFORGE

Directeur / Contrôleur de Gestion

Référence de publication: 2011127678/11.

(110146883) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Inkom Funding B.V., Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 104.825.

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

Before Us, Maître Martine SCHAEFFER, notary residing in Grand Duchy of Luxembourg,

THERE APPEARED:

Mr. Lars Anders Valter JOHANSSON, the sole shareholder of the Company, born on June 11, 1945 in Lund Sweden, with professional address at 54B, Klostergatan, S - 58223 Linköping, Sweden

here duly represented by David BURGOS, private employee, with professional address at 46A, Avenue JF Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg,

by virtue of a proxy given on August 24th, 2011.

Such proxy, after having been signed *ne varietur* by the proxyholder acting on behalf of the appearing party and the undersigned notary, shall remain attached to the present deed to be filed together with it with the registration authorities.

Such appearing party has requested the notary to enact the following:

- That the 'société à responsabilité limitée' "INKOM FUNDING B.V.", a private limited liability company was incorporated under the laws of The Netherlands pursuant to a deed of Meester Steven Perrick, civil law notary in Amsterdam (The Netherlands), dated June 19th, 1998 and has transferred its main office and principal place of business to the Grand Duchy of Luxembourg pursuant to a deed of Maître André SCHWACHTGEN, then notary residing in Grand Duchy of Luxembourg, on December 2nd, 2004, published in the Mémorial C, Recueil des Sociétés et Associations number 206 of March 8th, 2005 (the Company).

- That the share capital of the Company amounts to eighteen thousand euro (18,000.-EUR), represented by four hundred (400) shares with a nominal value of forty-five euro (45.-EUR) each.

- That proxy, signed by the appearing person and the notary, shall remain here annexed to be registered with the minutes.

- That the appearing party is the one and only current partner of the Company.

- That the appearing party fixed the agenda as follows:

Agenda

1. Transfer of the principal place of business from the Grand Duchy of Luxembourg to the Republic of Cyprus at 77 Lemesou Avenue, Elia House 2121 Nicosia and adoption of the Cyprian citizenship by the company.

2. The re-domiciliation of the Company within the Republic of Cyprus, with the name INKOM FUNDING (CYPRUS) LIMITED, pursuant to the applicable legislation.

3. The resignation of the current Managers and discharge for the performance of their duties as Managers of the Company up to and including the effective date of their resignation.

4. The appointment as new Director Mr. Viveshan Ramsamy Pillay.

5. To approve its new Articles of Association which will be in force following the Company's re-domiciliation in the Republic of Cyprus and which are hereby attached.

6. To approve the adoption of the interim accounts as at July 11, 2011, statement that all the assets and all the liabilities of the Company previously of Luxembourgish nationality, remaining, without limitation, in their entirety in the ownership of the Cyprian company which will continue to own all the assets and will continue to assume all the liabilities and commitments of the Company previously of Luxembourgish nationality;

7. The appointment of G. Apostolou & Co LLC, advocates-legal consultants at 10-12 Grigoris Afxentiou Avenue, Office 401, 2360 Ayios Dometios, Nicosia with a right of delegation and full substitution, with the authority to conclude any action necessary for the re-domiciliation of the Company in the Republic of Cyprus.

8. Striking off of the Company from the Register of Trade and Companies of Grand Duchy of Luxembourg upon receipt of the confirmation for the registration or interim registration of the Company with the Registrar of Companies and Official Receiver in the Republic of Cyprus.

9. The transfer/ re-domiciliation of the registered office of the Company without interruption in the legal personality of the Company, under the suspensive condition of the filing and registration of the Company with the Register of Commerce and Companies of Cyprus.

With respect to the foregoing Sole Shareholder, the latter took the following resolutions:

First resolution

The Meeting resolved in favor of the transfer/ re-domiciliation and deregistration of the Company's principal establishment as well as the place of effective management as continuing, with effect from the present meeting, to the Republic

of Cyprus and to change the Company's nationality to Cyprus, without however that such change in nationality and transfer of the Company's principal establishment as well as the place of effective management implies, from a legal point of view, the incorporation of a new legal entity, but rather the continuance of the existing Company within the Republic of Cyprus.

The Meeting states that the resolution has been taken in compliance with articles 67-1(1) of Grand Duchy of Luxembourg Companies' Law and that the Company requests the re-domiciliation thereof within the Republic of Cyprus with the name INKOM FUNDING (CYPRUS) LIMITED and that this Resolution has also been taken in compliance with and pursuant to section 354 of the Cypriot Companies' Law, as amended and as applicable.

Second resolution

Pursuant to the First Resolution the Meeting resolves to transfer the principal establishment as well as the place of effective management and control of the Company from the Grand Duchy of Luxembourg to 77, Lemesou Avenue, Elia House, 2121 Nicosia, Republic of Cyprus, becoming effective upon the date of the registration of the Company at the Registrar of Companies and Official Receiver's Companies' Register in the Republic of Cyprus.

Third resolution

The Meeting accepts the resignation of the current Managers of the Company, Manacor (Luxembourg) S.A. and Lars Anders Valter Johansson, and gives them discharge for the performance of their duties as Managers of the Company up to and including the effective date of their resignation.

Fourth resolution

The Meeting appoints as new Director Mr. Viveshan Ramsamy Pillay, born on 27 May 1960 in Mauritius, having his residential address at 23 Arch. Kyprianou Str, Flat 23, 2059 Strovolos, Cyprus.

Fifth resolution

The Meeting hereby approves its new articles of association which will be in force following the Company's re-domiciliation in the Republic of Cyprus and which will have the following wording:

THE COMPANIES LAW, CAP. 113
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM
AND

ARTICLES OF ASSOCIATION

OF INKOM FUNDING (CYPRUS) LIMITED
THE COMPANIES LAW (CAP. 113)
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
INKOM FUNDING (CYPRUS) LIMITED

1. The name of the Company is:

INKOM FUNDING (CYPRUS) LIMITED

2. The ... of the Company will be situated in ...

3. The objects for which the Company is established are:

1. To carry on either alone or jointly with others anywhere in the world, any trade, business, work, operation or activity whatsoever relating to, connected with or involving equity, debt, stock, shares, bonds, securities, warrants, options, derivatives, commodities and any other equity, debt or commodity related instrument, commodities of all kinds, real estate in general, developing, buying, selling and financing real estate or other businesses, sinking of wells, pumping, diving, surveying, mineral oil or gas exploration extraction or exploitation, installation or building of any structures, and, in connection with or in relation to any of the above, to act as contractors, subcontractors, suppliers of power, designers, surveyors, managers, tenderers, agents, consultants, advisers, insurers, engineers, machinists and brokers of all other merchandise and commodities.

2. To incorporate, participate, in any way whatsoever, to manage, to supervise, to operate and to promote enterprises, businesses and companies.

3. To finance businesses and companies.

4. To provide advice and to render services to enterprises and companies with which the Company forms a group and / or to third parties.

5. To render guarantees, to bind the company and to encumber in any way or form its assets for obligations of the companies and enterprises with which it forms a group and / or on behalf of third parties.

6. To trade in currencies and any form of securities, in general.
7. To purchase, sell, exchange, rent, alienate, manage, obtain, exploit and otherwise trade any kind of movable or immovable property (registered or not) and goods of any kind, and any commercial and financial business and to participate in other companies and businesses and/or acquire by purchase or otherwise the whole or part of the share or other capital of other companies.
8. To carry on either alone or jointly with others anywhere in the world (and whether in a "free zone area", bonded area or elsewhere), the business of manufactures, processors, dealers, wholesalers, retailers, importers, exporters, suppliers, distributors, buyers, sellers of any kind of goods materials merchandise or things of any nature, as well as the business of merchants in general, carriers by any means of transportation, travel or insurance agents, agents on commission or otherwise, forwarding agents, estate agents and agents in general, and to carry on hotel and/or tourist businesses and/or to manage tourist offices, hotels, motels, restaurants, amusement centers and to rent and exploit same.
9. To engage, hire and train professional, clerical, manual technical and other staff and workers or the services of all or any of them and in any way and manner acquire, possess, manufacture or assemble any property of any kind or description whatsoever (including any rights over or in connection with such property) and to allocate and make available the aforesaid personnel or services or make the use of such property available on hire purchase, sale, exchange or in any other manner whatsoever, to those requiring or requesting same or who have need of the same or their use and otherwise to utilise same for the benefit or advantage of the Company; to provide or procure the provision by others of every and any service, need, want or requirement of any business nature required by any person, firm or company in or in connection with any business carried on by the To carry on any other business or activity which may seem to the Directors capable of being conveniently or advantageously carried on or done in connection with any of the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business property or rights.
10. To purchase, obtain by way of gift, take on lease or sub-lease or in exchange, or otherwise acquire or possess and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, permits, licences, stock-in-trade, and movable and immovable property of any kind and description (whether mortgaged charged or not) necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof or which may enhance the value of any other property of the Company.
11. To erect, maintain, work, manage, construct, reconstruct, alter, enlarge, repair, improve, adapt, furnish, decorate, control, pull down, replace any shops, offices, flats, electric or water works, workshops, mills, plants, machinery, warehouses and any other works, buildings, plants, conveniences or structures whatsoever, which the Company may consider desirable for the purposes of its business and to contribute to, subsidize or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
12. To improve, manage, control, cultivate, develop, exploit, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, grant as gift, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property, assets and rights of the Company or in which the Company is interested and to adopt such means of making known and advertising the business and products of the Company as may seem expedient.
13. To manufacture, repair, import, buy, sell, export, let on hire and generally trade or deal in, any kind of accessories, articles apparatus, plant, machinery, tools, goods, properties, rights or things of any description capable of being used or dealt with by the Company in connection with any of its objects.
14. To deal in, utilise for building or other purposes, let on lease or sublease or on hire, to assign or grant licence over, charge or mortgage, the whole or any parts of the immovable property belonging to the Company or any rights thereon or in which the Company is interested on such terms as the Company shall determine.
15. To purchase or otherwise acquire all or any part of the business, assets, property and liabilities of any company, society, partnership or person, formed for all or any part of the purposes within the objects of the Company, or carrying on any business or intending to carry on business which the Company is authorised to carry on, or possessing property suitable for the purposes of the Company and to undertake, conduct and carry on, or liquidate and wind up, any such business and, in consideration for such acquisition, to pay in cash, issue shares, undertake any liabilities or acquire any interest in the vendor's business.
16. To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, licences, brevets d'invention, copyright or secret processes and any other industrial and / or intellectual property rights which may be useful for the Company's objects, and to grant licences to use the same.
17. To pay all costs, charges and expenses incurred or sustained in or about the promotion, formation and establishment of the Company or which the Company shall consider to be in the nature of preliminary expenses or expenses incurred prior to incorporation and with a view to incorporation, including therein professional fees, the cost of advertising, taxes, commissions for underwriting, brokerage, printing and stationery, salaries to employees and other similar expenses and expenses attendant upon the formation and functioning of agencies, local boards or local administration or other bodies, or expenses relating to any business or work carried on or performed prior to incorporation, which the Company decides to take over or continue.
18. Upon any issue of shares, debentures or any other securities of the Company, to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash or

by the issue of shares, debentures or other securities of the Company, or by the granting of options to take the same, or in any other manner allowed by law.

19. To borrow, to raise money and funds or secure obligations (whether of the Company or any other person), in such manner or such terms as may seem expedient, including the issue of debentures, debenture stock (perpetual or terminable), bonds, promissory notes, mortgages or any other securities or any documents / transactions evidencing indebtedness, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security and upon such terms as to priority or otherwise, as may be thought fit, as well as to enter into agreements in connection with any of the abovementioned,

20. To lend and advance money or give credit to any person, firm or company; to guarantee, give guarantees or indemnities for, undertake or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging, charging, pledging, assigning or creating of any rights or priorities in favour of any person or in any other manner whatsoever all or part of the undertaking, property, assets, book, debts, rights, choses in action, receivables and revenues present and future and uncalled capital of the Company or by any such methods or by any other means whatsoever, the liabilities, the performance of contracts and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities or any borrowing or acceptance of credits and capital, and premiums, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company including, but not limited, to any company which is for the time being the holding company or a subsidiary of or associated or affiliated with the Company or with which the Company has any contractual relations or in which the Company holds any interest or which holds any share or interest in the Company; and otherwise to assist any person or company as may be thought fit.

21. To draw, execute, issue, accept, make endorse, discount and negotiate bills of exchange, promissory notes, bills of lading, and other negotiable or transferable instruments or securities.

22. To receive money on deposit, with or without allowances or interest thereon.

23. To advance and lend money upon such security as may be thought proper, or without any security therefor.

24. To invest the moneys of the Company not immediately required in such manner, other than in the shares of the Company, as from time to time may be determined by the Directors.

25. To issue, or guarantee the issue or the payment of interest on, the shares, debentures, debenture stock, or other securities or obligations of any company or association, and to pay or provide for brokerage, commission, and underwriting in respect of any such issue.

26. To acquire by subscription, purchase or otherwise, and to accept, take, hold, deal in, convert and sell, any kind of shares, stock, debentures or other securities or interests in any other company, society or undertaking whatsoever.

27. To issue and allot fully or partly paid shares in the capital of the Company or issue debentures or securities in payment or part payment of any movable property purchased or otherwise acquired by the Company or any services rendered to the Company and to remunerate in cash or otherwise any person, firm or company rendering services or grant donations to such persons.

28. To establish anywhere in the world, branch offices, regional offices, agencies and local boards and to regulate and to discontinue the same.

29. To provide for the welfare of officers or of persons in the employment of the Company, or former officers or formerly in the employment of the Company or its predecessors in business or officers or employees of any subsidiary or associated or allied company, of the Company, and the wives, widows, dependants and families of such persons, by grants of money, pensions or other payments, (including payments of insurance premia) and to form, subscribe to, or otherwise aid, any trust, fund or scheme for the benefit of such persons, and any benevolent, religious, scientific, national or other institution or object of any kind, which shall have any moral or other claims to support or aid, by the Company by reason of the nature or the locality of its operations or otherwise.

30. From time to time, to subscribe or contribute to any charitable, benevolent, or useful object of a public character the support of which will, in the opinion of the Company, tend, to increase its repute or popularity among its employees, its customers, or the public.

31. To enter into and carry into effect any arrangement for joint working in business, union of interests, limiting competition, partnership or for sharing of profits, or for amalgamation, with any other company, partnership or person, carrying on business within the objects of the Company.

32. To establish, promote and otherwise assist, any company or companies for the purpose of acquiring any of the property or furthering any of the objects of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

33. To apply for, promote, and obtain by Law, Order, Regulation, By-Law, or otherwise, concessions, rights, privileges, licences or permits enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may, calculated directly or indirectly, to prejudice the Company's interest and to enter into and execute any arrangement with any Government or Authority, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them.

34. To sell, dispose of, mortgage, charge, grant rights or options or transfer the business, property and undertakings of the Company or any part thereof for any consideration the Company may see fit to accept.

35. To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.

36. To distribute in specie or otherwise as may be resolved any assets of the Company among its Members and, particularly, the shares, debentures or other securities of any other company belonging to the Company or which the Company may have the power of disposing.

37. To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as factors, trustees, principals, sub-contractors or agents for, any other company, firm or person, or by or through any factors, trustees, sub-contractors or agents.

38. To procure the registration or recognition of the Company in any country or place and to act as secretary, manager, director or treasurer of any other company.

39. Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them.

40. To perform any and all activity of industrial, financial or commercial nature; as well as everything pertaining to the foregoing, relating thereto or conducive thereto.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or marginal title or by the name of the Company.

None of such sub-clauses or object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

Notwithstanding the above objects, powers and other provisions the Company (a) will not provide financial services to any third parties except to the shareholders of the Company or to any other company that belongs to the same group of companies. (For the purposes hereof the term "financial services" means dealing in investments, managing investments, giving investment advice or establishing and operating collective investment schemes. The term "investments" means shares, debentures, government and public securities, warrants, certificates representing securities, units in collective investment schemes, options to purchase or dispose, futures, contracts for differences and long-term insurance schemes), (b) shall not assume, directly or indirectly, any obligations to the public, whether in the form of deposits, securities or other evidence of debt and (c) shall not act as a professional trustee. For the purposes hereof the term "professional trustee" means a company which offers its trustee services to the public at large or which makes or intends to make representations in soliciting trust business, i.e. establishing, undertaking, executing and administering of trusts, or which advertises or intends to advertise the fact that it is qualified and/or authorised by law or practice to offer trustee services to the public. (For the purposes hereof the term "public" does not include banking or credit institutions, the Company's shareholders or any other company that belongs to the same group of companies. The term "deposits" does not include sums of money received after an agreement relating either to the provision of goods or services not including "financial services" as defined herein above. The term "debt" does not include credit obtained in relation to the provision of goods or services).

4. The liability of the members is limited.

5. The share capital of the Company is EURO 18.000 (eighteen thousand Euros) divided into 400 shares of EURO 45 (Forty-five Euro) each with power to issue any of the shares in the capital, original or increased, with or subject to any preferential, special or qualified rights or conditions as regards dividends, repayment of capital, voting or otherwise.

WE, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

NUMBER
OF SHARES
TAKEN
BY EACH
SUBSCRIBER

LARS ANDRERS VALTER JOHANSSON Blaak 16, 3011 TA Rotterdam The Netherlands 400 Shares

Dated this ... day of ... 2011

Witness to the above signatures:

...

THE COMPANIES LAW, CAP. 113

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF
INKOM FUNDING (CYPRUS) LIMITED*Interpretation*

1. In these Regulations:

"Cyprus" means the Republic of Cyprus.

"the Law" means the Companies Law, Cap. 113 or any Law substituting or amending same.

"the seal" means the common seal of the Company.

"the secretary" means any person appointed to perform the duties of the secretary of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Law or any statutory modification thereof in force at the date at which these Regulations become binding on the Company.

Table "A" Excluded

2. The Regulations contained in Table "A" in the First Schedule to the Law shall not apply except so far as the same are repeated or contained in these Regulations.

Preliminary

3. The Company is a private Company and accordingly:

(a) The right to transfer shares is restricted in the manner hereinafter prescribed.

(b) The number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were, while in such employment, and have continued after the termination of such employment, to be Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Regulation be treated as a single Member.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

(d) The Company shall not have power to issue share warrants to bearer.

(e) At all times where the Company shall have only one Member the following provisions shall apply:

(i) The sole Member exercises all the powers of the General Meeting provided, always, that any decisions taken by the said Member in General Meeting are minuted or taken in writing.

(ii) Agreements concluded between the sole Member and the Company, are minuted or reduced in writing, unless they relate to day to day transactions of the Company concluded in the ordinary course of business.

Business

4. The Company shall pay all preliminary and other expenses and enter into, adopt or carry into effect and take over or continue (with such modifications, if any, as the contracting parties shall agree and the Directors shall approve), any agreement or business or work reached or carried on (as the case might be) prior to incorporation, as the Company may decide.

Share capital and Variation of rights

5. The shares shall be at the disposal of the Directors which may allot or otherwise dispose of them, subject to Regulation 3, and to the provisions of the next following Regulation, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 56 of the Law.

6. Unless otherwise determined by the Company in General Meeting, any original shares for the time being unissued and not allotted and any new shares from time to time to be created shall, before they are issued, be offered to the Members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Company may, subject to these Regulations, dispose of the same in such manner as it thinks most beneficial to the Company. The Company may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Company be conveniently offered in manner herein before provided.

7. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any shares in the Company may be issued with such preferred, deferred or other special rights or such restrictions,

whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine.

8. Subject to the provisions of section 57 of the Law, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company or of the Member holding any such preference shares are liable to be redeemed, on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

9. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Regulations relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

11. The Company may exercise the powers of paying commissions conferred by section 52 of the Law, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

12. Except as required by law, no person shall be recognized by the Company as holding any shares upon any trust, and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

13. Every person whose name is entered as a Member in the register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of 12.5 cents for every certificate after the first or such lesser sum as the Directors shall from time to time determine. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

14. If a share certificate be defaced, lost or destroyed, it may be substituted on payment of a fee of 12.5 cents, or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company for investigating the evidence adduced as the Directors think fit.

15. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this Regulation shall prohibit transactions mentioned in the proviso to section 53(1) of the Law.

Lien

16. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon as well as to any other rights or benefits attached thereto.

17. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

18. To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

19. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

Calls on shares

20. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company, at the time or times and place so specified, the amount called on his shares. A call may be revoked or postponed as the Directors may determine and the Members shall be accordingly notified.

21. A call shall be deemed to have been made at the time when the Resolution of the Directors authorising the call was passed and may be required to be paid by installments.

22. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

23. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 8 per cent per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

24. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Regulations be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all relevant provisions of these Regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. The Directors may on the issue of shares, differentiate between the holders as to the number of calls, the amount of calls to be paid and the times of payment.

25. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) 5 per cent per annum, as may be agreed upon between the Directors and the Member paying such sum in advance.

Transfer of shares

26. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

27. Subject to such of the restrictions of these Regulations as may be applicable, any Member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may approve.

28. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the Company has a lien.

29. The Directors may also decline to recognize any instrument of transfer unless:

(a) fee of 12.5 cents, or such lesser sum as the Directors may from time to time require, is paid to the Company in respect thereof;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

30. If the Directors refuse to register a transfer they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

31. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

32. The Company shall be entitled to charge a fee not exceeding

12.5 cents on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, or other instrument.

33. Regulations 26 and 27 shall be read subject to the provisions of Regulation 34.

34. (a) For the purposes of this Regulation, where any person becomes un-conditionally entitled to be registered as the holder of a share he and not the registered holder of such share shall be deemed to be a Member of the Company in respect of that share.

(b) Except as hereinafter provided, no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(c) Every Member who desires to transfer any share or shares (hereinafter called "the Vendor") shall give to the Company notice in writing of such desire (hereinafter called "transfer notice") specifying the number of shares desired to be transferred (the "said shares"). Subject as hereinafter mentioned, a transfer notice shall constitute the Company the Vendor's agent for the sale of the said shares in one or more lots at the discretion of the Directors to the Members other than the Vendor at the price to be agreed upon by the Vendor and the remaining Members of the Company, or, in case of difference or no such agreement within fourteen days from the date of the transfer notice, at the price which the auditor of the Company for the time being shall, by writing under his hand, certify to be in his opinion the fair value thereof as between a willing seller and a willing buyer. A transfer notice may contain a provision that unless all the shares comprised therein are sold by the Company pursuant to this Regulation, none shall be so sold and any such provision shall be binding on the Company.

(d) If the auditor is asked to certify the fair price as aforesaid, the Company shall, as soon as it receives the auditor's certificate, furnish a certified copy thereof to the Vendor and the Vendor shall be entitled, by notice in writing given to the Company within ten days of the service upon him of the said certified copy, to cancel the Company's authority to sell the said shares. The cost of obtaining the certificate shall be borne by the Company unless the Vendor shall give notice of cancellation as aforesaid in which case he shall bear the said cost.

(e) Upon the price being fixed as aforesaid and provided the Vendor shall not give notice of cancellation as aforesaid the Company shall forthwith by notice in writing inform each Member other than the Vendor and other than Members holding employees' shares only of the number and price of the said shares and invite each such Member to apply in writing to the Company within twenty-one days of the date of dispatch of the notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.

(f) If the said Members shall within the said period of twenty-one days apply for all or (except where the transfer notice provides otherwise) any of the said shares, the Directors shall allocate the said shares (or so many of them as shall be applied for as aforesaid) to or amongst the applicants and in case of competition pro rata (as nearly as possible) according to the number of shares in the Company (other than employees' shares) of which they are registered or unconditionally entitled to be registered as holders, provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid; and the Company shall forthwith give notice of such allocations (hereinafter called "an allocation notice") to the Vendor and to the persons to whom the shares have been allocated and shall specify in such notice the place and time (being no earlier than fourteen and not later than twenty-eight days after the date of the notice) at which the sale of the shares so allocated shall be completed.

(g) The Vendor shall be bound to transfer the shares comprised in an allocation notice to the purchasers named therein at the time and place therein specified; and if he shall fail to do so, the chairman of the Company or some other person appointed by the Directors shall be deemed to have been appointed attorney of the Vendor with full power to execute, complete and deliver, in the name and on behalf of the Vendor, transfers of the shares to the purchasers thereof against payment of the price to the Company. On payment of the price to the Company the purchaser shall be deemed to have obtained a good quittance for such payment and on execution and delivery of the transfer the purchaser shall be entitled to insist upon his name being entered in the register of Members as the holder by transfer of the shares. The Company shall forthwith pay the price into a separate bank account in the Company's name and shall hold such price in trust for the Vendor.

(h) During the three (3) months following the expiry of the said period of twenty-one days referred to in paragraph (e) of this Regulation, the Vendor shall be at liberty, (subject nevertheless to the provisions of Regulation 28) to transfer to any person and at any price (not being less than the price fixed under paragraph (c) of this Regulation) any share not allocated by the Directors in an allocation notice. Provided that, if the Vendor stipulated in his transfer notice that unless all the shares comprised therein were sold pursuant to this Regulation, none should be sold, the Vendor shall not be entitled, save with the written consent of all the other Members of the Company, to sell hereunder only some of the shares comprised in his transfer notice.

(i) Any share may be transferred by a Member to the spouse, child or remote issue or parent, brother or sister of that Member or to a company beneficially owned or controlled by such Member and any share of a deceased Member may be transferred by his personal representatives to any widow, widower, child or remote issue or parent, brother or sister of such deceased Member and shares standing in the name of the trustees of any deceased Member may be transferred upon any change of trustees to the trustees for the time being of such will; and where the Member is a body corporate any share may be transferred by such Member to its subsidiary or holding company or to a company controlled by such holding company. The rights of preemption herein before conferred in this Regulation shall not arise on the occasion of any such transfer or transfers as aforesaid and Regulation 28 shall be read subject to this paragraph.

Transmission of shares

35. In case of the death of a Member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

36. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that Member before his death or bankruptcy, as the case may be.

37. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer was a transfer signed by that Member.

38. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by Membership in relation to meetings of the Company.

Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

Forfeiture of shares

39. If a Member fails to pay any call or installment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

40. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.

41. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.

42. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be canceled on such terms as the Directors think fit.

43. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

44. A statutory declaration in writing that the declarant is a Director or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

45. The provisions of these Regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Conversion of shares into stock

46. The Company may by ordinary Resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.

47. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same Regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstance admit; and the Directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

48. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company

and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

49. Such of the Regulations of the Company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

Alteration of capital

50. The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the Resolution shall prescribe.

51. The Company may by ordinary resolution:

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) subdivide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of section 60 (1) (d) of the Law;
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

52. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorised, and consent required, by law.

General meetings

53. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and shall specify the Meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. For the purpose of discussion and adoption of the annual accounts, the Annual General Meeting shall be held not later than six months after the end of the fiscal year.

Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

54. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

55. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 126 of the Law. If at any time there are not within Cyprus sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

Notice of general meetings

56. An Annual General Meeting and a Meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a Meeting of the Company other than an Annual General Meeting or a Meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the date and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meetings to such persons as are, under the Regulations of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, be deemed to have been duly called if it is so agreed:

- (a) in the case of a Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other Meeting, by majority in number of the Members having a right to attend and vote at the Meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

57. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive notice, shall not invalidate the proceedings at that Meeting.

Proceedings at general meetings

58. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

59. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, two Members present in person or by proxy shall be a quorum. At all times when the Company has one and only Member, one Member present in person or by proxy shall be a quorum.

60. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Members present shall be a quorum.

61. If at any Meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of their number to be chairman of the Meeting.

62. The chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the Meeting or is unwilling to act, the Directors present shall elect one of their number to be chairman of the Meeting.

63. The chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

64. At any General Meeting any resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- a. by the chairman; or
- b. by at least two Members present in person or by proxy; or
- c. by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting; or
- d. by a Member or Members holding shares in the Company conferring a right to vote at the Meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

65. Except as provided in Regulation 67, if a poll is duly demanded, it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

66. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the Meeting shall not have a casting vote.

67. A poll demanded on the election of a chairman or on a question of adjournment of the Meeting shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the Meeting directs, and any business other than upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

Votes of members

68. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person shall have one vote, and on a poll every Member shall have one vote for each share of which he is the holder.

69. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of Members.

70. A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by the administrator of his property, his committee, receiver, curator bonis, or other person in the nature of an administrator, committee, receiver or curator bonis appointed by that Court, and any such administrator, committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

71. No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

72. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the Meeting whose decision shall be final and conclusive.

73. On a poll votes may be given either personally or by proxy.

74. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.

75. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within Cyprus as is specified for that purpose in the notice convening the Meeting, at any time before the time for holding the Meeting or adjourned Meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, at any time before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

76. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit
"(Name of the Company) Limited

I/We, of

being a Member/Members of the above-named Company, hereby

appoint,, of,

or failing him of,

as my/our proxy to vote for me/us or on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company, to be held on the day of,20, and at any adjournment thereof.

Signed this day of, 20"

77. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit

"(Name of the Company) Limited.

I/We,,of.

being a Member/Members of the above-named Company, hereby

appoint,, of,

or failing him of,

as my/our proxy to vote for me/us or on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company, to be held on the day of,20, and at any adjournment thereof.

Signed this day of, 20

This form is to be used in favour of/* against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

- Strike out whichever is not desired."

78. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

79. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

80. Subject to the provisions of the Law, a resolution in writing signed or approved by letter, email or facsimile by each Member for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director or other authorised officer thereof or its duly appointed attorney.

Corporations acting by representatives at meetings

81. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents, as that corporation could exercise if it were an individual Member of the Company.

Directors

82. Unless and until otherwise determined by the Company in General Meeting there shall be no minimum or maximum number of Directors. The first Directors of the Company shall be appointed in writing by the subscribers to the memorandum of association or a majority of them and it shall not be necessary to hold any meeting for that purpose.

83. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

84. The shareholding qualification for Directors may be fixed by the Company in General Meeting, and unless and until so fixed no qualification shall be required.

85. A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs.

Borrowing powers

86. The Directors may exercise all the powers of the Company to borrow or raise money without limitation or to guarantee and to mortgage, pledge, assign or otherwise charge its undertaking, property, assets, rights, choses in action and book debts, receivables, revenues and uncalled capital or any part thereof and to issue and create debentures, debenture stock, mortgages, pledges, charges and other securities as security for any debt, liability or obligation of the Company or of any third party.

Powers and Duties of directors

87. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Law or by these Regulations, required to be exercised by the Company in General Meeting, subject, nevertheless to any of these Regulations, to the provisions of the Law and to such Regulations, being not inconsistent with the aforesaid Regulations or provisions as may be prescribed by the Company in General Meeting. But no Regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that Regulation had not been made.

88. The Directors may from time to time and at any time appoint any company, firm or person or body or persons, whether nominated directly or indirectly by the Directors, to be the authorised representative or attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Regulations) and for such period and subject to such conditions as they may think fit, and any such authorisation or power of attorney may contain such provisions for the protection and convenience of persons dealing with any such authorised representative or attorney as the Directors may think fit and may also authorise any such authorised representative or attorney to delegate all or any of the powers, authorities and discretions vested in him.

89. The Company may exercise the powers conferred by section 36 of the Law with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

90. The Company may exercise the powers conferred upon the Company by sections 114 to 117 (both inclusive) of the Law with regard to the keeping of a dominion register, and the Directors may (subject to the provisions of those sections) make and vary such Regulations as they may think fit respecting the keeping of any such register.

91. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract or employment with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 191 of the Law.

(2) A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.

(3) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

(4) Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company.

92. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

93. The Directors shall cause minutes to be made in books provided for the purpose:

e. of all appointments of officers made by the Directors;

f. of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;

g. of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.

Pensions

94. The Directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or persons in respect of services rendered by him or them to the Company whether as managing Directors or in any other office or employment under the Company or indirectly as officers or employees of any subsidiary, associated or allied company of the Company, notwithstanding that he or they may be or may have been Directors of the Company and the Company may make payments towards insurance, trusts, schemes or funds for such purposes in respect of such person or persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person or persons.

Disqualification of directors

95. The office of Director shall be vacated if the Director:

- h. ceases to be a Director by virtue of section 176 of the Law; or
- i. becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- j. becomes prohibited from being a director by reason of any order made under section 180 of the Law; or
- k. becomes of unsound mind; or
- l. resigns his office by notice in writing to the Company.

Appointment of additional directors and Removal of directors

96. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Regulations. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

97. The Company may by ordinary resolution, of which special notice has been given in accordance with section 136 of the Law, remove any Director before the expiration of his period of office notwithstanding anything in these Regulations or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

98. At any time, and from time to time, the Company may (without prejudice to the powers of the Directors under Regulation 96) by ordinary resolution appoint any person as Director and determine the period for which such person is to hold office.

Proceedings of directors

99. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a simple majority of votes. In case of equality of votes the chairman shall not have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall be necessary to give at least a 96 hour notice of a meeting of Directors to any Director for the time being absent from Cyprus who has supplied to the Company a registered address situated outside Cyprus. A meeting may be held by telephone or other means whereby all persons present may at the same time hear and be heard by everybody else present and persons who participate in this way shall be considered present at the meeting. In such case the meeting shall be deemed to be held where the secretary of the meeting is located. All board and committee meetings shall take place in Cyprus where the management and control of the company shall rest.

100. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be one Director or his alternate.

101. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Regulations of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

102. The Directors may elect a chairman of their meeting and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

103. The Directors may delegate any of their powers to a committee or committees consisting of such Member or Members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any Regulations that may be imposed on it by the Directors, as to its powers, constitution, proceedings, quorum or otherwise.

104. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be chairman of the meeting.

105. Subject to any Regulations imposed on it by the Directors, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the Members present.

106. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

107. A resolution in writing signed or approved by letter, email or facsimile by each Director or his alternate shall be as valid and effectual as if it had been passed at a meeting of the Directors or a committee duly convened and held and when signed may consist of several documents each signed by one or more of the persons aforesaid.

Alternate directors

108. (a) Each Director shall have power from time to time to nominate another Director or any person, not being a Director, to act as his alternate Director and at his discretion to remove such alternate Director.

b) An alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote at any such meeting at which his appoint or is not present.

(c) One person may act as alternate Director to more than one Director and while he is so acting shall be entitled to a separate vote for each Director he is representing and, if he is himself a Director, his vote or votes as an alternate Director shall be in addition to his own vote.

(d) Any appointment or removal of an alternate Director may be made by letter, email or facsimile or in any other manner approved by the Directors. Any email or facsimile shall be confirmed as soon as possible by letter but may be acted upon by the Company meanwhile.

(e) If a Director making any such appointment as aforesaid shall cease to be a Director otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director.

(f) An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

Managing director

109. The Directors may from time to time appoint one or more of their body to the office of managing Director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Director.

110. A managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine.

111. The Directors may entrust to and confer upon a managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Secretary

112. The secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

113. No person shall be appointed or hold office as secretary who is:

m. the sole Director of the Company; or

n. a corporation the sole director of which is the sole Director of the Company; or

o. the sole director of a corporation which is the sole Director of the Company.

These restrictions shall not apply at all times when the Company has one and only Member.

114. A provision of the Law or these Regulations requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the secretary. The present Regulation shall not apply at all times when the Company has one and only Member.

The seal

115. The board of directors shall provide for the safe custody of the seal, which shall only be used by the authority of the board of directors or of a committee of the board of directors, and every instrument to which the seal shall be affixed shall be signed by one director or alternate director or by the secretary.

Dividends and Reserve

116. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

117. The Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company.

118. No dividend shall be paid otherwise than out of profits.

119. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to the reserve carry forward any profits which they may think prudent not to divide.

120. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but not amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

121. The Directors may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

122. Any General Meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other Company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

123. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the register of Members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

124. No dividend shall bear interest against the Company.

Accounts

125. The Directors shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

126. The books of account shall be kept at the registered office of the Company, or, subject to section 141(3) of the Law, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

127. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or Regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

128. The Directors shall from time to time, in accordance with sections 142, 144 and 151 of the Law, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

129. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditors' report shall, not less than twenty-one days before the date of the meeting, be sent to every Member of, and every holder of debentures of the Company and to every person registered under Regulation 37. Provided that this Regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

Capitalisation of profits

130. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution, amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted, distributed and credited as fully paid up to and amongst such Members in the proportions aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution:

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Regulation, only be applied in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.

131. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

Audit

132. Auditors shall be appointed and their duties regulated in accordance with sections 153 to 156 (both inclusive) of the Law.

Notices

133. A notice may be given by the Company to any Member either personally or by sending it by post, email or facsimile to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected, provided that it has been properly mailed, addressed, and posted, at the expiration of 24 hours after same is posted. Where a notice is sent by email or facsimile it shall be deemed to be effected as soon as it is sent, provided there will be the relevant transmission confirmation.

134. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of Members in respect of the share.

135. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like descriptions, at the address, if any, supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

136. Notice of every General Meeting shall be given in any manner herein-before authorised to:

p. every Member except those Members who have not supplied to the Company a registered address for the giving of notices to them;

q. every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

r. the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

Winding up

137. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Law, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

138. Every Director or other officer for the time being of the Company shall be indemnified out of the assets of the Company against any losses or liabilities which he may sustain or incur in or about the execution of his duties including liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 383 of the Law in which relief is granted to him by the Court and no Director or officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office in relation thereto. But this clause shall only have effect insofar as its provisions are not avoided by section 197 of the Law.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

LARS ANDRERS VALTER JOHANSSON

Blaak 16, 3011 TA Rotterdam

The Netherlands

Dated this...day of... 2011

Witness to the above signatures:

...

I confirm that I settled the above Memorandum and Articles of Association of the Company

Sgd...

George N. Apostolou

Advocate

G. Apostolou & Co. LLC

Sixth resolution

The Meeting adopts the interim accounts as at July 11, 2011. No changes have occurred to the accounts until the date of the present deed.

These accounts, after having been signed "ne varietur" by the appearing party and the undersigned notary, shall remain attached hereto to be registered with the minutes.

The meeting states that all the assets and all the liabilities of the Company previously of Luxemburgish nationality, without limitation, remain in their entirety in the ownership of the Cyprian Company which continues to own all the assets and continues to assume all the liabilities and commitments of the Company previously of Luxemburgish nationality.

Seventh resolution

The Meeting hereby appoints G. Apostolou & Co LLC, advocates-legal consultants at 10-12 Grigoris Afxentiou Avenue, Office 401, 2360 Ayios Dometios, Nicosia with a right of delegation and full substitution, with the authority to conclude any action necessary for the re-domiciliation of the Company in the Republic of Cyprus.

Eighth resolution

The meeting decides to carry out the radiation of the Company in the Grand Duchy of Luxembourg on basis of an evidence of the Company's inscription in Cyprus.

Ninth resolution

The transfer/ re-domiciliation of the principal establishment as well as the place of effective management of the Company will be carried out without interruption in the legal personality of the Company, under the suspensive condition of the filing and registration of the Company with the Register of Commerce and Companies of Cyprus.

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 French translation. On request of the same appearing party and in case of discrepancies between the English and the French text, the English version will prevail.

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

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

Suit la traduction française du texte qui précède:

L'an deux mille onze, le vingt-six août.

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

A COMPARU:

Monsieur Lars Anders Valter JOHANSSON, associé unique, né le 11 juin 1945 à Lund, Suède, avec adresse professionnelle 54B Klostergatan, S-58223 Linköping, Suède,,

ici dûment représenté par Monsieur David BURGOS, employé privé, demeurant professionnellement à 46A, Avenue JF Kennedy, L-1855 Luxembourg,

en vertu d'une procuration sous seing privé donnée le 24 août 2011.

Ladite procuration restera, après avoir été paraphée et signée ne varietur par le mandataire de la comparante et le notaire instrumentant, annexée aux présentes pour être formalisée avec elles.

Laquelle comparante a requis le notaire instrumentaire d'acter ce qui suit:

- Que la société à responsabilité limitée INKOM FUNDING B.V., incorporée selon les lois des Pays-Bas suivant l'acte reçu par Maître Steven Perrick, notaire résidant à Amsterdam (Pays-Bas), en date du 19 juin 1998, a transférée son administration centrale et son principal établissement à Luxembourg suivant acte reçu par Maître André SCHWACHTGEN, alors notaire de résidence à Luxembourg, en date du 2 décembre 2004, publié au Mémorial C, Recueil des Sociétés et Associations numéro 206 du 8 mars 2005 (la Société).

- Que le capital social de la Société s'élève à dix-huit mille euros (18.000,-EUR), représenté par quatre cents (400) parts sociales d'une valeur nominale de quarante-cinq euros (45,-EUR) chacune.

- Que la procuration signée par le mandataire de la comparante et le notaire instrumentant restera annexée aux présentes pour être formalisée avec elles.

- Que la comparante est la seule et unique associée actuelle de la Société.

- Que la comparante a fixé l'ordre du jour comme suit:

Ordre du jour

1. Transfert de l'établissement principal du Grand-Duché de Luxembourg à Chypre, 77 Avenue Lemesou, Elia House, 2121 Nicosia, et adoption de la nationalité chypriote;

2. Re-domiciliation de la Société à Chypre, avec pour dénomination INKOM FUNDING (CYPRUS) LIMITED, suivant la loi en vigueur;

3. Démission des gérants actuels et décharge pour l'exécution de leur mandat jusqu'à la date de leur démission.

4. Nomination de Viveshan Ramsamy Pillay comme Administrateur;

5. Adoption des "Articles of Incorporation" annexés ci-joint, qui entreront en vigueur suite à la re-domiciliation de la Société à Chypre;

5. Approbation des comptes intérimaires au 11 juillet 2011 et déclaration selon laquelle la société chypriote conservera l'entière propriété, sans limitation ni discontinuation, des actifs et responsabilités de la Société anciennement de nationalité luxembourgeoise.

6. Nomination de G. Apostolou & Co LLC, avocats - consultants légaux, avec adresse au 10 - 12 Grigoris Afxentiou Avenue, Office 401, 2360 Ayios Dometios, Nicosia, ayant plein pouvoir de délégation et de substitution, afin d'exercer tous les actes nécessaires à la re-domiciliation de la Société à Chypre.

8. Radiation de la société auprès du Registre de Commerce et des Sociétés de Luxembourg à réception de la confirmation de l'inscription, ou inscription intérimaire, de la Société auprès du Registre de Commerce ou de tout Organe Officiel.

9. Transfert / re-domiciliation du siège social de la Société sera exécuté sans interruption de la personnalité légale de la Société, sous la condition suspensive de l'inscription de la Société au Registre de Commerce et des Sociétés de Chypre.

Ces faits exposés et reconnus exacts par l'assemblée, l'associé unique a pris les résolutions suivantes:

Première résolution

L'assemblée vote en faveur du transfert vers Chypre, de la re-domiciliation et de la radiation du principal établissement et du siège de direction effective de la Société à compter de la présente assemblée et de l'adoption de la nationalité chypriote, sans que toutefois le changement de nationalité et le transfert du principal établissement et du siège de direction effective de la Société n'implique la constitution d'une nouvelle entité légale, mais plutôt la continuation de la Société pré-existante selon les lois de Chypre.

L'assemblée déclare que la résolution a été prise en conformité avec les articles 67-1(1) de la loi des sociétés du Grand-Duché de Luxembourg et que la Société demande sa re-domiciliation à Chypre sous la dénomination INKOM FUNDING (CYPRUS) LIMITED, et que cette résolution a également été prise en conformité et selon la section 354 de la loi des sociétés chypriotes.

Deuxième résolution

Suite à la première résolution, l'assemblée décide de fermer l'établissement principal à Luxembourg et de transférer le principal établissement et du siège de direction effective de la Société et de contrôle à Lemesou 77, Elia House, P.C. 2121 Nicosie, Chypres, et ce avec effet au jour de l'inscription de la Société au Registre de Commerce et des Sociétés de Chypre.

Troisième résolution

L'assemblée décide d'accepter la démission des gérants de la société, Manacor (Luxembourg) S.A. et Monsieur Lars Anders Valter Johansson, et leur donne pleine et entière décharge pour l'exécution de leur mandat jusqu'à date de leur démission respective.

Quatrième résolution

L'assemblée décide la nomination de l'administrateur suivant: Mr. Viveshan Ramsamy Pillay, né le 27 mai 1960 à l'île Maurice, résidant au 23 Arch. Kyprianou, Flat 23, Strovolos, P.C. 2059, Nicosia, Chypre.

Cinquième résolution

L'assemblée décide l'adoption de nouveaux Statuts de la Société "Articles of Incorporation", qui entreront en vigueur suite à la re-domiciliation de la Société à Chypre, dont la teneur est celle indiquée dans la version anglaise du présent acte à la cinquième résolution.

Sixième résolution

L'assemblée décide d'adopter le bilan intérimaire au 11 juillet 2011. Il n'y a pas eu de changement matériel depuis cette date dans les comptes de la Société

Ce bilan, après avoir été paraphé et signé ne varietur par le mandataire de la comparante et le notaire instrumentant, restera annexé aux présentes pour être formalisée avec elles.

L'assemblée déclare que la société chypriote conservera l'entière propriété, sans limitation ni discontinuation, des actifs et responsabilités de la Société anciennement de nationalité luxembourgeoise.

Septième résolution

L'assemblée décide la nomination de G. Apostolou & Co LLC, avocats - consultants légaux, avec adresse au 10 - 12 Grigoris Afxentiou Avenue, Office 401, 2360 Ayios Dometios, Nicosia, ayant plein pouvoir de délégation et de substitution, afin d'exercer tous les actes nécessaires à la re-domiciliation de la Société à Chypre.

Huitième résolution

L'assemblée décide la radiation de la société auprès du Registre de Commerce et des Sociétés de Luxembourg sur la base d'une confirmation de l'inscription de la Société à Chypre.

Neuvième résolution

Le transfert / la re-domiciliation du principal établissement et du siège de direction effective de la Société sera exécuté sans interruption de la personnalité légale de la Société, sous la condition suspensive de l'inscription de la Société au Registre de Commerce et des Sociétés de Chypre.

Le notaire soussigné qui comprend et parle la langue anglaise constate que sur demande de la comparante le présent acte est rédigé en langue anglaise suivi d'une version française. Sur demande de la comparante et en cas de divergences entre le texte anglais et le texte français, le texte anglais fera foi.

DONT ACTE, fait et passé à Luxembourg, les jours, mois et an qu'en tête des présentes.

Et après lecture faite au mandataire de la comparante, il a signé avec Nous notaire la présente minute.

Signé: D. Burgos et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 29 août 2011. LAC/2011/38451. Reçu douze euros EUR 12,

Le Receveur (signé): pd. Tom BENNING.

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

Luxembourg, le 2 septembre 2011.

Référence de publication: 2011123786/1166.

(110142430) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 septembre 2011.

Pavane Investments S.A., Société Anonyme.

R.C.S. Luxembourg B 78.943.

Monsieur Gilles Jacquet, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg, a démissionné de ses fonctions d'administrateur de la société avec effet au 8 septembre 2011.

Lux Konzern Sàrl, ayant son siège social 40, avenue Monterey à L-2163 Luxembourg, a démissionné de ses fonctions d'administrateur de la société avec effet au 8 septembre 2011.

Lux Business Management Sàrl, ayant son siège social 40, avenue Monterey à L-2163 Luxembourg, a démissionné de ses fonctions d'administrateur de la société avec effet au 8 septembre 2011.

CO-VENTURES S.A., ayant son siège social 40, avenue Monterey à L-2163 Luxembourg, a démissionné de ses fonctions de commissaire aux comptes de la société avec effet au 8 septembre 2011.

*Pour la société
Un mandataire*

Référence de publication: 2011127297/16.

(110146161) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2011.

Espace Gérances SA, Société Anonyme.

Siège social: L-8008 Strassen, 130, route d'Arlon.

R.C.S. Luxembourg B 150.588.

Il est confirmé que le conseil d'administration se compose comme suit:

- Monsieur Michael Reichling, administrateur et administrateur-délégué, demeurant professionnellement à L-8008 Strassen, 130, route d'Arlon,
- Monsieur Frédéric Reichling, administrateur, demeurant professionnellement à L-8008 Strassen, 130, route d'Arlon,
- Monsieur Tom Wagner, administrateur+président, demeurant professionnellement à L-2557 Luxembourg, 9, rue Robert Stümper,
- G.T. Experts Comptables S.à.r.l., commissaire aux comptes, avec siège social à L-1273 Luxembourg, 19, rue de Bitbourg.

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

Luxembourg, le 08.09.2011.

G.T. Experts Comptables Sarl
Luxembourg

Référence de publication: 2011127076/19.

(110146160) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2011.

UPA - Union des Propriétaires d'Avions, Société à responsabilité limitée.

Siège social: Luxembourg, Aéroport de Luxembourg.

R.C.S. Luxembourg B 11.085.

Il résulte d'un acte de notoriété du 4 juillet 2011 dressé à la suite du décès de Monsieur et Madame Jacky Talon survenu le 23 juin 2011, ainsi que d'une convention entre les héritiers de Monsieur et Madame Jacky Talon datée du 4 août 2011 que Monsieur Cyrial Remy Talon, demeurant à L-8373 Hobscheid, 8 rue du Neuort a repris les 10 parts sociales de la société à responsabilité limitée UPA UNION DES PROPRIETAIRES D'AVIONS ayant appartenu à Monsieur et Madame Jacky Talon. De ce fait Monsieur Cyrial Remy Talon détient 10 parts sociales de la société UPA - UNION DES PROPRIETAIRES D'AVIONS s.à.r.l..

Suite à une erreur d'inscription il y a lieu de lire Monsieur Bryniar Thordarson au lieu de Monsieur Bryniar Thordorson en conformité avec les résolutions adoptées par l'Assemblée Générale Extraordinaire du 10 mai 2001.

La nouvelle adresse de Monsieur Charles Biermann est 36, rue Randlingen à L-8366 Hagen.

La nouvelle adresse de Monsieur Jean Birgen est 65, rue Raoul Follereau à L-1529 Luxembourg.

La nouvelle adresse de Monsieur Patrick De Coninck est 3, rue des Noyers à L-7594 Beringen.

Par suite le capital social de la société de cent soixante-seize mille Euros (176.000,-) représenté par deux cent quatre (204) parts sociales sans dénomination de valeur nominale, se trouve réparti comme suit:

- 1) Monsieur Bryniar Thordarson, dix (10) parts
- 2) Monsieur Théo Leydenbach, dix (10) parts
- 3) Monsieur Charles Biermann, dix (10) parts
- 4) Monsieur Emile Rippinger, onze (11) parts
- 5) Monsieur Jean Birgen, dix (10) parts
- 6) AVIASPORT II, association sans but lucratif, trente et une (31) parts
- 7) Monsieur Paul Reichert, dix (10) parts
- 8) NOUVELLE GENAVIA, société anonyme, dix (10) parts
- 9) Monsieur Patrick De Coninck, onze (11) parts
- 10) Monsieur Eric Della Schiava, dix (10) parts
- 11) Monsieur Cyrial Remy Talon, dix (10) parts
- 12) Monsieur Jean-Paul Kieffer, dix (10) parts

13) Monsieur Marco Nosbusch et Monsieur Armand Longuich, agissant en indivision mais représentés envers la société par Monsieur Armand Longuich, seul, dix (10) parts

14) Monsieur Camille Olinger, architecte, dix (10) parts

15) GAVIAG association sans but lucratif, dix (10) parts

16) Monsieur Camille Montaigu, onze (11) parts

17) ELECTRO RENT société à responsabilité limitée, dix (10) parts

18) Monsieur et Madame Jos Lamparski, dix (10) parts

Total: deux cent quatre (204) parts

Luxembourg, le 7 septembre 2011.

A. Heiderscheid

Président

Référence de publication: 2011127385/43.

(110146152) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2011.

Ware SA, Société Anonyme.

Siège social: L-8008 Strassen, 130, route d'Arlon.

R.C.S. Luxembourg B 133.663.

Les adresses professionnelles sont confirmées pour les membres du conseil d'administration suivants:

- Monsieur Frédéric Reichling, administrateur de groupe A et administrateur-délégué, demeurant professionnellement à L-8008 Strassen, 130, route d'Arlon,

- Monsieur Michael Reichling, administrateur de groupe A, demeurant professionnellement à L-8008 Strassen, 130, route d'Arlon.

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

Luxembourg, le 12.09.2011.

G.T. Experts Comptables Sàrl

Luxembourg

Référence de publication: 2011127397/16.

(110146159) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2011.

E.V.B. S.A., Société Anonyme.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 115.675.

Extrait des résolutions de l'assemblée générale

En date du 16 juin 2011, l'assemblée générale a décidé de renouveler les mandats d'administrateurs de Monsieur Eric VANDERKERKEN, Monsieur Xavier LIKIN et Monsieur Massimo LONGONI ainsi que le mandat du réviseur d'entreprises agréé, ERNST & YOUNG, une société anonyme, ayant son siège social au 7, rue Gabriel Lippmann, L-5365 Munsbach. Les mandats des administrateurs et du réviseur d'entreprises agréé expireront à l'issue de l'assemblée générale de 2012.

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

Luxembourg, le 6 septembre 2011.

Doris Marliani

Mandataire

Référence de publication: 2011127471/17.

(110146175) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 septembre 2011.

Cafina, Société Anonyme.

Siège social: L-2163 Luxembourg, 23, avenue Monterey.

R.C.S. Luxembourg B 50.317.

Extrait du Procès verbal du Conseil d'Administration tenu par vote circulaire en janvier 2011

- Le siège social de la société COGESEM SA, administrateur, est précisé comme suit: 1 Avenue Spinoza, F – 77184 Marne La Vallée.

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

Pour la Société

Référence de publication: 2011127612/12.

(110147527) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Coach Partners S.A., Société Anonyme.

Siège social: L-8812 Bigonville, 12, rue des Romains.

R.C.S. Luxembourg B 120.548.

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 5 septembre 2011.

Pour la société

Signature

Un mandataire

Référence de publication: 2011127622/13.

(110147379) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Consult T.T S.A., Société Anonyme.

Siège social: L-4210 Esch-sur-Alzette, 69, rue de la Libération.

R.C.S. Luxembourg B 123.819.

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

Luxembourg, le 5 septembre 2011.

Pour la société

Signature

Un mandataire

Référence de publication: 2011127625/13.

(110147378) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Cronos Recherches Cliniques S.A., Société Anonyme Soparfi.

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

R.C.S. Luxembourg B 64.451.

Les comptes 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.

CRONOS RECHERCHES CLINIQUES S.A.

Enzo ZAFFERANI / Ornella ANDREINI

Administrateur / Administrateur

Référence de publication: 2011127627/12.

(110147173) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

CWO Private Equity (Luxembourg) S.A., Société Anonyme.

Siège social: L-1413 Luxembourg, 3, place Dargent.

R.C.S. Luxembourg B 114.379.

Extrait des résolutions prises lors de l'Assemblée Générale Statutaire du 22 juin 2011

- Les mandats d'administrateur de Monsieur Celso Gomes Domingues, employé privé, né le 21 février 1978 à Luxembourg, demeurant professionnellement à L-1413 Luxembourg, 3, Place Dargent, de Monsieur Roger Caurla, maître en droit, né le 30 octobre 1955 à L-Esch-sur-Alzette, demeurant à L-3912 Mondercange, 19 rue des champs et de Monsieur Alain Vasseur, consultant, né le 24 avril 1958 à L-Dudelange, demeurant à L-8277 Holzem, 3 rue de Mamer, sont reconduits pour une période statutaire de 6 ans jusqu'à l'Assemblée Générale Statutaire de 2017.

- Le mandat de commissaire aux comptes de Triple A Consulting, dont le siège se trouve à L-2156 Luxembourg, 2 Millegässel, et qui est inscrite auprès du Registre de commerce et des Sociétés de Luxembourg sous le n° B 61.417, est reconduit pour une période statutaire de 6 ans jusqu'à l'Assemblée Générale Statutaire de 2017

Certifié sincère et conforme
CWO PRIVATE EQUITY (LUXEMBOURG) S.A.

Référence de publication: 2011127628/18.

(110147374) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

CWO Private Equity (Luxembourg) S.A., Société Anonyme.

Siège social: L-1413 Luxembourg, 3, place Dargent.

R.C.S. Luxembourg B 114.379.

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: 2011127629/9.

(110147375) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

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

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 118.505.

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

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

Luxembourg, le 12 septembre 2011.

Référence de publication: 2011127630/11.

(110147509) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

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

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

R.C.S. Luxembourg B 117.181.

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: 2011127642/9.

(110146922) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

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

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

R.C.S. Luxembourg B 117.181.

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: 2011127643/9.

(110146923) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Destiny Invest S.A., Société Anonyme.

Siège social: L-1413 Luxembourg, 3, place Dargent.

R.C.S. Luxembourg B 77.236.

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: 2011127646/9.

(110147201) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Eagle Trading S.à r.l., Société à responsabilité limitée.

Siège social: L-2121 Luxembourg, 117, Val des Bons-Malades.
R.C.S. Luxembourg B 88.685.

EXTRAIT

La soussignée atteste par la présente que suivant la (les) décision(s) de l'Assemblée Générale Extra-Ordinaire du 09 septembre 2011 à 11h00

le siège social et les bureaux sont déplacés vers la nouvelle adresse 117 Val des Bons Malades / cabinet Watté, L-2121 Luxembourg, Luxembourg
à effet du 12 septembre 2011.

Le gérant unique Jan Herman VAN LEUVENHEIM est inscrit à son adresse privée 28 rue Jean de Beck, L-7308 Heisdorf, Luxembourg.

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

EAGLE TRADING Sarl
J H VAN LEUVENHEIM
Gérant unique

Référence de publication: 2011127655/19.

(110146914) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

ECP Management, Société à responsabilité limitée.

Siège social: L-1855 Luxembourg, 35A, avenue J.F. Kennedy.
R.C.S. Luxembourg B 152.304.

Extrait des résolutions prises lors du conseil de gérance réuni en date du 26 juillet 2011

L'an deux mille onze, le 26 juillet, à 10 heures, les gérants de la société ECP MANAGEMENT SARL se sont réunis et ont pris, à l'unanimité des voix exprimées, la résolution suivante:

Le conseil de gérance a décidé de transférer le siège social de la société du 9b, Boulevard Prince Henri à L-1724 Luxembourg au 35A, Avenue John F. Kennedy à L-1855 Luxembourg.

Luxembourg, le 13 septembre 2011.

P. Kauffman.

Référence de publication: 2011127658/13.

(110147516) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Elcheroth-Lorang S.à r.l., Société à responsabilité limitée.

Siège social: L-9282 Diekirch, 6, rue du Onze Septembre.
R.C.S. Luxembourg B 149.018.

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: 2011127660/10.

(110147208) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Emcedeux S.A., Société Anonyme.

Siège social: L-1219 Luxembourg, 17, rue Beaumont.
R.C.S. Luxembourg B 73.814.

Les comptes 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.

EMCEDEUX S.A.
Georges DIEDERICH / Robert REGGIORI
Administrateur / Administrateur

Référence de publication: 2011127661/12.

(110147177) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Emcedeux S.A., Société Anonyme.

Siège social: L-1219 Luxembourg, 17, rue Beaumont.
R.C.S. Luxembourg B 73.814.

Les comptes 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.

EMCEDEUX S.A.
Georges DIEDERICH / Robert REGGIORI
Administrateur / Administrateur

Référence de publication: 2011127662/12.
(110147178) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

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

Siège social: L-2121 Luxembourg, 117, Val des Bons-Malades.
R.C.S. Luxembourg B 92.579.

Extrait

La soussignée atteste par la présente que suivant la (les) décision(s) de l'Assemblée Générale Extra-Ordinaire du
09 septembre 2011 à 09h40
le siège social et les bureaux sont déplacés vers la nouvelle adresse 117 Val des Bons Malades / cabinet Watté, L-2121
Luxembourg, Luxembourg
à effet du 12 septembre 2011.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Le 12 septembre 2011.
EDELTON Sàrl
J H VAN LEUVENHEIM
Gérant unique

Référence de publication: 2011127659/18.
(110146889) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Energy Luxembourg CCAL S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2449 Luxembourg, 25B, boulevard Royal.
R.C.S. Luxembourg B 140.608.

Extrait de la résolution écrite du gérant unique en date du 2 août 2011

Résolution unique: transfert du siège social de la Société

Le gérant unique décide de transférer le siège social de la Société du 11C, Boulevard Joseph II, L-1840 Luxembourg
au 25B, Boulevard Royal, L-2449 Luxembourg avec effet au 2 août 2011.

Jean-Christophe Kerdelhué
Gérant

Référence de publication: 2011127663/13.
(110147003) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

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

Siège social: L-6637 Wasserbillig, 15, Esplanade de la Moselle.
R.C.S. Luxembourg B 46.943.

Der Jahresabschluss vom 31.12.2009 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.
Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.
Wasserbillig, den 13.09.2011.

Référence de publication: 2011127665/10.
(110147232) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Entreprise de Constructions Costantini S.A., Société Anonyme.

Siège social: L-3817 Schifflange, Chemin de Bergem.

R.C.S. Luxembourg B 28.279.

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.

Itzig, le 12 Septembre 2011.

Pour ENTREPRISE DE CONSTRUCTIONS COSTANTINI S.A.

FIDUCIAIRE EVERARD - KLEIN S.A R.L.

Signature

Référence de publication: 2011127664/13.

(110147587) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

EP Anjou 2 S.à r.l., Société à responsabilité limitée unipersonnelle.**Capital social: EUR 273.650,00.**

Siège social: L-1930 Luxembourg, 34, avenue de la Liberté.

R.C.S. Luxembourg B 124.123.

EXTRAIT

Il résulte des résolutions de l'associée unique de la Société en date du 13 Aout 2011, que:

- M. Timo Hirte, ayant son adresse professionnelle au 34 avenue de la Liberté, L-1930 Luxembourg, Grand Duché de Luxembourg, a démissionné de son mandat de gérant de la Société avec effet au 29 Juillet 2011.

- Mademoiselle Elena Toshkova, ayant son adresse professionnelle au 34 avenue de la Liberté, L-1930 Luxembourg, Grand Duché de Luxembourg, a été nommé gérant de la Société avec effet au 29 Juillet 2011.

Pour extrait conforme,

A Luxembourg, le 13 septembre 2011.

Référence de publication: 2011127666/16.

(110147320) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

EP Courcelles 2 S.à r.l., Société à responsabilité limitée unipersonnelle.**Capital social: EUR 82.450,00.**

Siège social: L-1930 Luxembourg, 34, avenue de la Liberté.

R.C.S. Luxembourg B 127.468.

EXTRAIT

Il résulte des résolutions de l'associée unique de la Société en date du 13 Aout 2011, que:

- M. Timo Hirte, ayant son adresse professionnelle au 34 avenue de la Liberté, L-1930 Luxembourg, Grand Duché de Luxembourg, a démissionné de son mandat de gérant de la Société avec effet au 29 Juillet 2011.

- Mademoiselle Elena Toshkova, ayant son adresse professionnelle au 34 avenue de la Liberté, L-1930 Luxembourg, Grand Duché de Luxembourg, a été nommé gérant de la Société avec effet au 29 Juillet 2011.

Pour extrait conforme,

A Luxembourg, le 13 septembre 2011.

Référence de publication: 2011127667/16.

(110147319) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

EP Galileo France 2 S.à r.l., Société à responsabilité limitée unipersonnelle.**Capital social: EUR 99.100,00.**

Siège social: L-1930 Luxembourg, 34, avenue de la Liberté.

R.C.S. Luxembourg B 132.850.

EXTRAIT

Il résulte des résolutions de l'associée unique de la Société en date du 13 Aout 2011, que:

- M. Timo Hirte, ayant son adresse professionnelle au 34 avenue de la Liberté, L-1930 Luxembourg, Grand Duché de Luxembourg, a démissionné de son mandat de gérant de la Société avec effet au 29 Juillet 2011.

- Mademoiselle Elena Toshkova, ayant son adresse professionnelle au 34 avenue de la Liberté, L-1930 Luxembourg, Grand Duché de Luxembourg, a été nommé gérant de la Société avec effet au 29 Juillet 2011.

Pour extrait conforme,
A Luxembourg, le 13 septembre 2011.

Référence de publication: 2011127668/16.

(110147318) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

EP Kleber 2 S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 82.475,00.

Siège social: L-1930 Luxembourg, 34, avenue de la Liberté.

R.C.S. Luxembourg B 127.499.

—
EXTRAIT

Il résulte des résolutions de l'associée unique de la Société en date du 13 Aout 2011, que:

- M. Timo Hirte, ayant son adresse professionnelle au 34 avenue de la Liberté, L-1930 Luxembourg, Grand Duché de Luxembourg, a démissionné de son mandat de gérant de la Société avec effet au 29 Juillet 2011.

- Mademoiselle Elena Toshkova, ayant son adresse professionnelle au 34 avenue de la Liberté, L-1930 Luxembourg, Grand Duché de Luxembourg, a été nommé gérant de la Société avec effet au 29 Juillet 2011.

Pour extrait conforme,
A Luxembourg, le 13 septembre 2011.

Référence de publication: 2011127670/16.

(110147317) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

EP Latitude 2 S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 158.975,00.

Siège social: L-1930 Luxembourg, 34, avenue de la Liberté.

R.C.S. Luxembourg B 131.522.

—
EXTRAIT

Il résulte des résolutions de l'associée unique de la Société en date du 13 Aout 2011, que:

- M. Timo Hirte, ayant son adresse professionnelle au 34 avenue de la Liberté, L-1930 Luxembourg, Grand Duché de Luxembourg, a démissionné de son mandat de gérant de la Société avec effet au 29 Juillet 2011.

- Mademoiselle Elena Toshkova, ayant son adresse professionnelle au 34 avenue de la Liberté, L-1930 Luxembourg, Grand Duché de Luxembourg, a été nommé gérant de la Société avec effet au 29 Juillet 2011.

Pour extrait conforme,
A Luxembourg, le 13 septembre 2011.

Référence de publication: 2011127671/16.

(110147316) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Essolona Investholding S.à r.l., Société à responsabilité limitée - Société de gestion de patrimoine familial.

Siège social: L-2121 Luxembourg, 117, Val des Bons-Malades.

R.C.S. Luxembourg B 100.365.

—
EXTRAIT

La soussignée atteste par la présente que suivant la (les) décision(s) de l'Assemblée Générale Extra-Ordinaire du 09 septembre 2011 à 14h30

le siège social et les bureaux sont déplacés vers la nouvelle adresse 117 Val des Bons Malades / cabinet Watté, L-2121 Luxembourg, Luxembourg

à effet du 12 septembre 2011.

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

Le 13 septembre 2011.

ESSOLONA INVESTHOLDING Sarl
J H VAN LEUVENHEIM
Gérant unique

Référence de publication: 2011127672/18.

(110147531) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Euroconsumers S.A., Société Anonyme.

Siège social: L-1651 Luxembourg, 13B, avenue Guillaume.
R.C.S. Luxembourg B 33.096.

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

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

Luxembourg, le 9 septembre 2011.

SG AUDIT SARL

Référence de publication: 2011127673/12.

(110146878) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Fundamental European Value S.A., Société Anonyme.

Siège social: L-2520 Luxembourg, 5, allée Scheffer.
R.C.S. Luxembourg B 86.975.

Extrait des résolutions prises lors de l'Assemblée Générale extraordinaire du 27 juillet 2011

En date du 27 juillet 2011, l'Assemblée Générale Extraordinaire a décidé:

- de nommer, avec effet au 20 juin 2011, Monsieur Roland Frey, Frey Investment & Management Advisory, Bellevue-süasse 30, CH - 3073 Gümlingen BE, en qualité d'Administrateur jusqu'à la prochaine Assemblée Générale Ordinaire en 2012.

Luxembourg, le 13 septembre 2011.

Pour extrait sincère et conforme
Pour Fundamental European Value SA
Caceis Bank Luxembourg

Référence de publication: 2011127677/16.

(110147327) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

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

Capital social: EUR 12.400,00.

Siège social: L-8010 Strassen, 206, route d'Arlon.
R.C.S. Luxembourg B 163.208.

STATUTES

In the year two thousand and eleven, on the twenty-fifth of August

Before us Maître Joseph ELVINGER, notary residing in Luxembourg (Grand Duchy of Luxembourg).

There appeared:

Mr Patokh CHODIEV residing in CH-8832 Wilen, 27, Höh-Rohnenweg (Switzerland), hereby represented by Mr Hervé Poncin, company director, with professional address in L-2419 Luxembourg, 03, rue du Fort Rheinsheim (Grand Duchy of Luxembourg), by virtue of a proxy given under private seal to him in Luxembourg, which will remain annexed hereto and registered with this deed.

Such appearing person, in the capacity in which it acts, has requested the notary to state as follows the articles of incorporation of a company:

Art. 1. Formation. There is formed a private limited liability company under the form of a private asset management company ("the Company") organized under the laws of the Grand Duchy of Luxembourg ("the Laws") and by the present articles of association ("the Articles").

The Company may be composed of one single shareholder or several shareholders, but not exceeding forty (40) shareholders.

Art. 2. Name. The Company will exist under the name of “VOLANS S.à r.l.”.

Art. 3. Registered office. The Company will have its registered office in Strassen.

The registered office may be transferred (i) to any other place within the City of Luxembourg by a resolution of the manager(s) and (ii) to any other place in the Grand Duchy of Luxembourg by a resolution of the shareholder(s) deliberating in the manner provided for amendments to the Articles.

Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by resolution of the manager(s).

Art. 4. Object. The object of the Company is the holding of participations, in any form whatsoever, in Luxembourg companies and foreign companies and all other forms of investments, the acquisition by purchase, subscription, or in any other manner as well as the transfer by sale, exchange or otherwise of stock, bonds, debentures, notes and other securities of any kind, as well as the management, control and development of such participations.

The Company may participate in the establishment and development of any financial, industrial or commercial enterprises in Luxembourg and abroad and may render them every assistance whether by way of loans, guarantees or otherwise.

The Company may enter into the following transactions:

- to conclude and/ or to get facilities in any form, and to proceed to the issuance of bonds and debentures;
- to advance, lend, deposit funds and/ or grant facility to its subsidiaries and/ or to companies in which the Company has direct or indirect interest, even not substantial, and/ or to companies belonging at the same group of companies than the Company (“the Affiliated Company(ies)”);

For the purpose of this article, a company is considered as belonging at the same group of companies than the Company whether this company, directly or indirectly, holds, controls, is controlled by or is under common control with the Company, as ultimate holder, trustee, guardian or other fiduciary agent.

A company shall be considered as controlling another company whether it holds, directly or indirectly, the whole or a substantial part of the whole share capital of the company or it has the disposal of the authority to run or to orient the management and the politics of the other company by way of the detention of shares enabling to exert the right of vote by agreements or otherwise.

- to grant any guarantee, pledge or other form of security agreement, whether by personal covenant or by mortgage or charge upon all or part of the Company’s property assets (presents or futures), or by these two methods cumulatively, for the execution of any agreement or obligation of the Company or of Affiliated Companies and to render any assistance to the Affiliated Companies within the limits authorized by Luxembourg law, being understood that the Company will not enter into any transaction which could cause it to be engaged in any activity that would be considered as a banking activity.

The Company may carry out any other securities, financial, industrial or commercial activity, directly or indirectly connected with its objects and maintain a commercial establishment open to the public.

The Company may conduct all real estate transactions, such as buying, selling, development and management of real estate.

The Company may invest in intellectual property rights or any other movable or immovable assets in any kind or form.

The Company may in general take any controlling and supervisory measures and carry out any operation which it may deem useful in the accomplishment and development of its purposes.

Art. 5. Duration. The Company is formed for an unlimited period of time.

Art. 6. Share capital. The share capital of the Company is fixed at 12,400.- eur represented by 124 shares fully paid in with a nominal value of 100.- eur each.

The share capital may be changed at any time by a resolution of the shareholder(s) deliberating in the manner provided for amendments to the Articles.

Art. 7. Share premium. In addition to the share capital, a share premium account may be set up to which any premium paid on any share in addition to its nominal value is transferred.

The amount of the share premium account may, inter alia, be used to provide for the payment of any shares which the Company may repurchase from its shareholder(s), to offset any net realised losses or to make distributions to the shareholder(s) or to allocate funds to the Legal Reserve.

Art. 8. Ownership of shares. Towards the Company, the shares are indivisible, since only one owner is admitted per share. Joint co-owners have to appoint a sole person as their representative towards the Company.

Art. 9. Transfer of shares. In case of a single shareholder, the shares held by the single shareholder are freely transferable.

In the case of plurality of shareholders, the shares held by each shareholder may be transferred in the respect of article 189 of the law of August 10th, 1915 on commercial companies (as amended).

Art. 10. Register of shares. There will be held at the registered office a register of shares which may be inspected by each shareholder.

Art. 11. Incapacity, Insolvency, Bankruptcy of the shareholder(s). The Company shall not be dissolved by reason of the death, suspension of civil rights, insolvency or bankruptcy of the single shareholder or of one of the shareholders.

Art. 12. Management. The Company shall be managed by one or several managers who need not be shareholders themselves.

The manager(s) shall be appointed by the shareholder(s), who will determine their number and the duration of their mandate, respectively they are eligible for re-appointment and may be removed at any time, with or without cause, by a resolution of the shareholder(s).

The shareholder(s) may decide to qualify the appointed managers as class A Manager and class B Manager.

If several managers are appointed, they shall form a board of managers (“the Board of Managers”).

Art. 13. Power of the manager(s). The manager(s) are vested with the broadest powers to perform all acts necessary or useful for accomplishing the Company’s object.

All powers not expressly reserved by the Laws or by the Articles to the general meeting of shareholder(s) fall within the competence of the manager(s).

Art. 14. Representation. The Company will be bound towards third parties by the individual signature of the sole manager or by the joint signatures of any two managers if more than one manager has been appointed.

However, if the shareholder(s) have qualified the managers as class A Manager and class B Manager, the Company will only be bound towards third parties by the joint signatures of one class A Manager and one class B Manager.

The Company will further be bound towards third parties by the joint signatures or sole signature of any person to whom special power has been delegated by the manager(s), but only within the limits of such special power.

Art. 15. Interim dividend. The manager(s) may decide to pay an interim dividend on the basis of a statement of accounts prepared by them showing that sufficient funds are available for distribution provided always that the amount to be distributed by way of interim dividend may not exceed total profits made since the end of the last financial year for which the annual accounts have been approved, plus any profits carried forward and sums drawn from reserves available for this purpose, less losses carried forward and any sums to be placed to reserve pursuant to the requirements of the Laws or of the Articles.

Art. 16. Meetings of the Board of Managers. In case a Board of Managers is formed, the board may appoint from among its members a chairman and a secretary who need not be a manager himself responsible for keeping the minutes of the meetings of the Board of Managers.

The Board of Managers will meet upon call by the chairman or by any two (2) of its members, at the place and at the time indicated in the notice of meeting.

No such notice is required if all members of the Board of Managers are present or represented and if they state to have full knowledge of the agenda of the meeting.

Notice of a meeting may also be waived by a manager, either before or after a meeting, whether in original, by fax or e-mail.

Separate written notices are not required for meetings that are held at times and places indicated in a schedule previously adopted by the Board of Managers.

The chairman will preside at all meetings of the Board of Managers, except that in his absence the Board of Managers may appoint another member of the Board of Managers as chairman pro tempore by majority vote of the managers present or represented at such meeting.

Any manager may act at any meeting of the Board of Managers by appointing in writing, transmitted by any means of communication allowing for the transmission of a written text, another manager as his proxy.

Any member of the Board of Managers may represent one or more other members of the Board of Managers.

One or more managers may participate in a meeting by conference call, visioconference or any other similar means of communication enabling thus several persons participating therein to simultaneously communicate with each other.

Such participation shall be deemed equivalent to a physical presence at the meeting.

In addition, a written decision, signed by all the managers, is proper and valid as though it had been adopted at a meeting of the Board of Managers which was duly convened and held.

Such a decision may be documented in a single document or in several separate documents having the same content and each of them signed by one or several managers.

A quorum of the Board of Managers shall be the presence or representation of at least half (1/2) of the managers holding office.

However, if the shareholder(s) have qualified the managers as class A Manager and class B Manager, the quorum of the Board of Managers shall be the presence or representation of at least half (1/2) of the class A Managers and the class B Managers.

Decisions will be taken by a majority of the votes of the managers present or represented at such meeting.

Art. 17. Management fees and Expenses. Subject to approval by the shareholder(s), the manager(s) may receive a management fee in respect of the carrying out of their management of the Company and be reimbursed for all other expenses whatsoever incurred by the manager(s) in relation with such management of the Company or the pursuit of the Company's corporate object.

Art. 18. Conflicts of interest. If any of the managers of the Company has or may have any personal interest in any transaction of the Company, such manager shall disclose such personal interest to the other manager(s) and shall not consider or vote on any such transaction.

In case of a sole manager it suffices that the transactions between the Company and its manager, who has such an opposing interest, be recorded in writing.

The foregoing paragraphs do not apply if (i) the relevant transaction is entered into under fair market conditions and (ii) falls within the ordinary course of business of the Company.

No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the mere fact that any one or more of the managers or any officer of the Company has a personal interest in, or is a manager, associate, member, shareholder, officer or employee of such other company or firm.

Art. 19. Liability of the manager(s). The manager(s) assume, by reason of their position, no personal liability in relation to any commitment validly made in the name of the Company.

Art. 20. Auditor(s). Except where according to the Laws the financial statements must be audited by an independent auditor, the business of the Company and its financial situation may be reviewed by one or more auditors who need not be shareholder(s) themselves.

The independent auditor(s) and the auditor(s) (if any), will be appointed by the shareholder(s), who will determine their number and the duration of their mandate, respectively they are eligible for re-appointment and may be removed at any time, with or without cause, by a resolution of the shareholder(s), save in such cases where the independent auditor may, as a matter of the Laws, only be removed for serious cause.

Art. 21. Shareholder(s). The shareholder(s) shall have such powers as are vested with them pursuant to the Laws and the Articles.

The single shareholder carries out the powers bestowed on the general meeting of shareholders.

Art. 22. General meetings. Resolutions of the shareholder(s) are passed in a general meeting held at the registered office of the Company or at such other place in the Grand Duchy of Luxembourg upon issuance of a convening notice in compliance with the Laws and the Articles, by the manager(s), subsidiarily, by the auditor(s) (if any) or, more subsidiarily, by shareholder(s) representing more than half (1/2) of the share capital.

If all the shareholders are present or represented at a general meeting and if they state that they have been duly informed of the agenda of the meeting, the meeting may be held without prior notice.

All shareholders are entitled to attend and speak at any general meeting.

A shareholder may act at any general meeting by appointing in writing, transmitted by any means of communication allowing for the transmission of a written text, another person who need not be a shareholder himself, as a proxy holder.

In addition, if the Company is composed of several shareholders, but no more than twenty-five (25) shareholders, resolutions of the shareholders may be passed in writing.

Written resolutions may be documented in a single document or in several separate documents having the same content and each of them signed by one or several shareholders.

At any general meeting other than a general meeting convened for the purpose of amending the Articles or voting on resolutions whose adoption is subject to the quorum and majority requirements of an amendment to the Articles, resolutions shall be adopted by shareholders representing more than half (1/2) of the capital, each share entitling to one vote.

If such majority is not reached at the first meeting, the shareholders shall be convened a second time and resolutions shall be adopted, irrespective of the number of shares represented, by a simple majority of votes cast.

At any general meeting convened for the purpose of amending the Articles or voting on resolutions whose adoption is subject to the quorum and majority requirements of an amendment to the Articles, the quorum shall be a majority of shareholders in number representing at least three quarters (3/4) of the share capital.

Art. 23. Financial year. The Company's financial year starts on the first of January and ends on the thirty first of December of each year.

Art. 24. Financial statements. At the end of each financial year, the accounts are closed and the manager(s) draw up an inventory of assets and liabilities, the balance sheet and the profit and loss account, in accordance with the Laws for submission to the shareholder(s) for approval.

Each shareholder or its representative may inspect these financial documents at the registered office.

If the Company is composed of more than twenty-five (25) shareholders, such right may only be exercised within a time period of fifteen (15) calendar days preceding the date set for the annual general meeting.

Art. 25. Legal reserve. The credit balance of the profit and loss account, after deduction of general expenses, costs, amortization, charges and provisions represents the annual net profit.

From the annual net profit, at least five per cent (5%) shall each year be allocated to the reserve in the respect of article 197 of the law of August 10th, 1915 on commercial companies (as amended) (“the Legal Reserve”).

That allocation to the Legal Reserve will cease to be required as soon and as long as the Legal Reserve amounts to ten per cent (10%) of the share capital.

Art. 26. Allocation of the profits. After allocation to the Legal Reserve, the shareholder(s) shall determine how the remainder of the annual net profit will be disposed of by allocating the whole or part of the remainder to a reserve or to a provision, by carrying it forward to the next following financial year or by distributing it, together with carried forward profits, distributable reserves or share premium to the shareholder(s), each share entitling to the same proportion in such distributions.

Art. 27. Dissolution and Liquidation. The Company may be dissolved by a resolution of the shareholder(s) deliberating in the manner provided for amendments to the Articles.

At the time of winding up, 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.

A sole shareholder can decide to dissolve the Company and to proceed to its liquidation, assuming personally the payment of all known and unknown assets and liabilities of the Company.

After payment of all the debts of and charges against the Company, including the expenses of liquidation, the net liquidation proceeds shall be distributed to the shareholder(s).

The liquidator(s) may proceed with the distribution of liquidation down payments subject to keep sufficient provision for payment of the outstanding debts.

Art. 28. Incorporated Provisions. Reference is made to the provisions of the Laws, in particular the law of August 10th, 1915 on commercial companies (as amended), for all matters for which no specific provision is made in the Articles.

Transitory disposition

By exception, the first financial year starts on the date of incorporation and ends on December 31st, 2011.

The first annual general meeting shall be held in the year 2012.

Subscription and Payment

The subscriber has subscribed a number of shares and has paid in cash the amounts as mentioned hereafter:

Shareholder	Subscribed and paid-in capital	Number of shares
M. Patokh CHODIEV	12,400,- eur	124 shares
Total	12,400,- eur	124 shares

Evidence of such contribution has been given to the undersigned notary by a bank certificate, so that the amount of 12,400.- eur is as of now available to the Company.

Said bank certificate, after having been signed “ne varietur” by the proxyholder of the subscriber, the members of the bureau and the undersigned notary, will remain attached to the present deed.

Expenses

The amount of expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the company as a result of its formation are estimated at approximately two thousand euros.

General meeting of shareholders

Immediately after the incorporation of the Company, the above named parties, representing the entire subscribed capital and exercising the powers devolved to the meeting, passed the following resolutions:

1. The number of managers is fixed at three.
2. Are appointed as managers for unlimited duration:

(i) Mr. Akmal BEKMIRZAEV, born on August 22nd, 1975 in Artykov and residing at 8, rue Michel Rodange, L-8034 Strassen (Grand Duchy of Luxembourg) as class A manager;

(ii) Mr. Hervé PONCIN, born on September 15th, 1967 and residing professionally at 3, rue du Fort Reinsheim, L-2419 Luxembourg (Grand Duchy of Luxembourg) as class B manager;

(iii) Mr. Charles DURO, born on June 5th, 1958 in Luxembourg and residing professionally at 3, rue de la Chapelle, L-1325 Luxembourg (Grand Duchy of Luxembourg) as class B.

3. The address of the Company is set at L-8010 Strassen, 206, Route d'Arlon (Grand Duchy of Luxembourg).

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

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

The document having been read to the appearing party, whose is known to the notary by its social denomination, by-laws and residences, the said party appearing signed together with us, the notary, the present original deed.

French version

L'an deux mille onze, le vingt-cinq août

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

A comparu:

M. Patokh CHODIEV demeurant à CH-8832 Wilen, 27, Höh-Rohnenweg (Suisse), ici représentée par M. Hervé PONCIN, demeurant à professionnellement à L-2419 Luxembourg, 03, rue du Fort Rheinsheim (Grand-Duché de Luxembourg), en vertu d'une procuration lui délivrée à Luxembourg, laquelle restera annexée au présent acte pour être enregistrée avec lui.

Lequel comparant, ès qualités qu'il agit, a requis le notaire instrumentaire d'acter les statuts d'une société qu'il déclare constituer comme suit:

Art. 1^{er}. Forme. Il est formé une société à responsabilité limitée («la Société») régie par les lois du Grand-Duché de Luxembourg («les Lois») et par les présents statuts («les Statuts»).

La Société peut comporter un associé unique ou plusieurs associés, dans la limite de quarante (40) associés.

Art. 2. Dénomination. La Société a comme dénomination «VOLANS S.à r.l.».

Art. 3. Siège social. Le siège social de la Société est établi à Strassen.

Le siège social peut être transféré (i) à tout autre endroit de la ville de Luxembourg par une décision des gérant(s) et (ii) à tout autre endroit au Grand-Duché de Luxembourg par une décision des associé(s) délibérant comme en matière de modification de Statuts.

Des succursales ou d'autres bureaux peuvent être établis soit au Grand-Duché du Luxembourg ou à l'étranger par décision des gérant(s).

Art. 4. Objet. La Société a pour objet la prise de participations sous quelque forme que ce soit, dans des entreprises luxembourgeoises ou étrangères, et toutes autres formes de placement, l'acquisition par achat, souscription ou de toute autre manière, ainsi que l'aliénation par vente, échange ou de toute autre manière de titres, obligations, créances, billets et autres valeurs de toutes espèces, l'administration, le contrôle et le développement de telles participations.

La Société peut participer à la création et au développement de n'importe quelle entreprise financière, industrielle ou commerciale, tant au Luxembourg qu'à l'étranger et leur prêter concours, que ce soit par des prêts, des garanties ou de toute autre manière.

La Société peut également, être engagée dans les opérations suivantes:

- conclure des emprunts sous toute forme ou obtenir toutes formes de moyens de crédit, et procéder à l'émission d'obligations;

- avancer, prêter, déposer des fonds ou donner crédit à ses filiales ou aux sociétés dans lesquelles elle a un intérêt direct ou indirect, même non substantiel, ou à toutes sociétés, qui seraient actionnaires, directs ou indirects, de la Société, ou encore à toutes sociétés appartenant au même groupe que la Société («la Société(s) Apparenté(es)»);

Aux fins des présentes, une société est considérée comme appartenant au même groupe de sociétés que la Société, si cette société, directement ou indirectement, détient, contrôle, est contrôlée par ou est sous contrôle commun avec, la Société, que ce soit comme détenteur ultime, trustee ou gardien ou autre fiduciaire.

Une société sera considérée comme contrôlant une autre société si elle détient, directement ou indirectement, tout ou une partie substantielle de l'ensemble du capital social de la société ou dispose du pouvoir de diriger ou d'orienter la gestion et les politiques de l'autre société, que ce soit aux moyens de la détention de titres permettant d'exercer un droit de vote, par contrat ou autrement;

- accorder toutes garanties, fournir tous gages ou toutes autres formes de sûreté, que ce soit par engagement personnel ou par hypothèque ou charge sur tout ou partie des avoirs (présents ou futurs), ou par l'une et l'autre de ces méthodes, pour l'exécution de tous contrats ou obligations de la Société ou de Sociétés Apparentées et d'apporter toute assistance aux Sociétés Apparentées dans les limites autorisées par la loi luxembourgeoise; il est entendu que la Société n'effectuera aucune opération qui pourrait l'amener à être engagées dans des activités pouvant être considérées comme une activité bancaire.

La Société peut réaliser toutes opérations mobilières, financières ou industrielles, commerciales, liées directement ou indirectement à son objet et avoir un établissement commercial ouvert au public.

La Société peut également faire toutes les opérations immobilières, telles que l'achat, la vente, l'exploitation et la gestion d'immeubles.

La Société peut investir dans les droits de propriété intellectuelle ou tout autre actif mobilier ou immobilier sous quelque forme que ce soit.

La Société peut, d'une façon générale, prendre toutes mesures de contrôle et de surveillance et faire toutes opérations qu'elle jugera utiles à l'accomplissement ou au développement de son objet.

Art. 5. Durée. La Société est constituée pour une durée illimitée.

Art. 6. Capital social. Le capital social de la Société est de 12.400,- eur représenté par 124 parts sociales entièrement libérées d'une valeur nominale de 100,- eur chacune.

Le capital peut être modifié à tout moment par une décision des associé(s) délibérant comme en matière de modification de Statuts.

Art. 7. Prime d'émission. En outre du capital social, un compte prime d'émission peut être établi dans lequel seront transférées toutes les primes payées sur les parts sociales en plus de la valeur nominale.

Le montant de ce compte prime d'émission peut être utilisé, entre autre, pour régler le prix des parts sociales que la Société a rachetées à ses associé(s), pour compenser toute perte nette réalisée, pour des distributions au(x) associé(s) ou pour affecter des fonds à la Réserve Légale.

Art. 8. Propriété des parts sociales. Envers la Société, les parts sociales sont indivisibles, de sorte qu'un seul propriétaire par part sociale est admis. Les copropriétaires indivis doivent désigner une seule personne qui les représente auprès de la Société.

Art. 9. Transfert des parts sociales. Lorsque la Société ne compte qu'un seul associé, celui-ci peut librement céder ses parts sociales.

Lorsque la Société compte plusieurs associés, ceux-ci ne peuvent céder leurs parts sociales que dans le respect de l'article 189 de la loi du 10 août 1915 concernant les sociétés commerciales (telle que modifiée).

Art. 10. Registre des parts sociales. Il est tenu au siège social un registre des parts sociales dont tout associé pourra prendre connaissance.

Art. 11. Incapacité, Insolvabilité ou Faillite des Associé(s). La Société ne sera pas dissoute par suite du décès, de la suspension des droits civils, de l'insolvabilité ou de la faillite de l'associé unique ou d'un des associés.

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

Les gérant(s) seront nommés par les associé(s), qui détermineront leur nombre et la durée de leur mandat, respectivement ils peuvent être renommés et peuvent être révoqués à tout moment, avec ou sans motif, par une résolution des associé(s).

Les associé(s) pourront qualifier les gérants de Gérant de catégorie A et de Gérant de catégorie B.

Si plusieurs gérants sont nommés, ils formeront un conseil de gérance («le Conseil de Gérance»).

Art. 13. Pouvoir des gérant(s). Les gérant(s) sont investis des pouvoirs les plus étendus pour accomplir tous les actes nécessaires ou utiles à la réalisation de l'objet social de la Société.

Tous les pouvoirs qui ne sont pas expressément réservés en vertu des Lois ou des Statuts au(x) associé(s) relèvent de la compétence des gérant(s).

Art. 14. Représentation. La Société sera engagée vis-à-vis des tiers par la signature individuelle du gérant unique ou par la signature conjointe de deux gérants si plus d'un gérant a été nommé.

Toutefois, si les associé(s) ont qualifié les gérants de Gérant de catégorie A et Gérant de catégorie B, la Société sera engagée vis-à-vis des tiers par la signature conjointe d'un Gérant de catégorie A et d'un Gérant de catégorie B.

La Société sera également engagée vis-à-vis des tiers par la signature conjointe ou par la signature individuelle de toute personne à qui ce pouvoir de signature aura été délégué par les gérant(s), mais seulement dans les limites de ce pouvoir.

Art. 15. Acompte sur dividende. Les gérant(s) peuvent décider de payer un acompte sur dividende sur base d'un état comptable préparé par eux duquel il ressort que des fonds suffisants sont disponibles pour distribution, étant entendu que les fonds à distribuer en tant qu'acompte sur dividende ne peuvent jamais excéder le montant total des bénéfices réalisés depuis la fin du dernier exercice dont les comptes annuels ont été approuvés, augmenté des bénéfices reportés ainsi que prélèvements effectués sur les réserves disponibles à cet effet et diminué des pertes reportées ainsi que des sommes à porter en réserves en vertu des Lois ou des Statuts.

Art. 16. Réunions du Conseil de Gérance. Dans le cas où un Conseil de Gérance est formé, le conseil peut nommer parmi ses membres un président et un secrétaire qui n'a pas besoin d'être lui-même gérant responsable de la tenue des procès-verbaux du Conseil de Gérance.

Le Conseil de Gérance se réunira sur convocation du président ou de deux (2) de ses membres, au lieu et date indiqués dans la convocation.

Si tous les membres du Conseil de Gérance sont présents ou représentés à une réunion et s'ils déclarent avoir été dûment informés de l'ordre du jour de la réunion, celle-ci peut se tenir sans convocation préalable.

Un gérant peut également renoncer à sa convocation à une réunion, soit avant soit après la réunion, par écrit en original, par fax ou par e-mail.

Des convocations écrites séparées ne sont pas requises pour les réunions qui sont tenues au lieu et date indiqués dans un agenda de réunions adopté à l'avance par le Conseil de Gérance.

Le Président présidera toutes les réunions du Conseil de Gérance, mais en son absence le Conseil de Gérance désignera un autre membre du Conseil de Gérance comme président pro tempore par un vote à la majorité des gérants présents ou représentés à cette réunion.

Tout gérant peut se faire représenter aux réunions du Conseil de Gérance en désignant par un écrit, transmis par tout moyen de communication permettant la transmission d'un texte écrit, un autre gérant comme son mandataire.

Tout membre du Conseil de Gérance peut représenter un ou plusieurs autres membres du Conseil de Gérance.

Un ou plusieurs gérants peuvent prendre part à une réunion par conférence téléphonique, visioconférence ou tout autre moyen de communication similaire permettant ainsi à plusieurs personnes y participant de communiquer simultanément les unes avec les autres.

Une telle participation sera considérée équivalente à une présence physique à la réunion.

En outre, une décision écrite, signée par tous les Gérants, est régulière et valable de la même manière que si elle avait été adoptée à une réunion du Conseil de Gérance dûment convoquée et tenue.

Une telle décision pourra être consignée dans un seul ou plusieurs écrits séparés ayant le même contenu et signé par un ou plusieurs Gérants.

Le Conseil de Gérance ne pourra valablement délibérer que si au moins la moitié (1/2) des gérants en fonction est présente ou représentée.

Toutefois, si les associé(s) ont qualifié les gérants de Gérant de catégorie A et Gérant de catégorie B, le Conseil de Gérance ne pourra valablement délibérer que si au moins la moitié (1/2) des Gérants de catégorie A et des Gérants de catégorie B sont présents ou représentés.

Les décisions seront prises à la majorité des voix des gérants présents ou représentés à cette réunion.

Art. 17. Rémunération et Débours. Sous réserve de l'approbation des associé(s), les gérant(s) peuvent recevoir une rémunération pour leur gestion de la Société et être remboursés de toutes les dépenses qu'ils auront exposées en relation avec la gestion de la Société ou la poursuite de l'objet social de la Société.

Art. 18. Conflit d'intérêts. Si un ou plusieurs gérants a ou pourrait avoir un intérêt personnel dans une transaction de la Société, ce gérant devra en aviser les autres gérant(s) et il ne pourra ni prendre part aux délibérations ni émettre un vote sur une telle transaction.

Dans le cas d'un gérant unique, il est seulement fait mention dans un procès-verbal des opérations intervenues entre la Société et son gérant ayant un intérêt opposé à celui de la Société.

Les dispositions des alinéas qui précèdent ne sont pas applicables lorsque (i) l'opération en question est conclue à des conditions normales et (ii) si elle tombe dans le cadre des opérations courantes de la Société.

Aucun contrat ni autre transaction entre la Société et d'autres sociétés ou entreprises ne sera affecté ou invalidé par le simple fait qu'un ou plusieurs gérants ou tout fondé de pouvoir de la Société y a un intérêt personnel, ou est gérant, collaborateur, membre, associé, fondé de pouvoir ou employé d'une telle société ou entreprise.

Art. 19. Responsabilité des gérant(s). Les Gérants n'engagent, dans l'exercice de leurs fonctions, pas leur responsabilité personnelle lorsqu'ils prennent des engagements au nom et pour le compte de la Société.

Art. 20. Commissaire(s) aux comptes. Hormis lorsque, conformément aux Lois les comptes sociaux doivent être vérifiés par un réviseur d'entreprises indépendant, les affaires de la Société et sa situation financière peuvent être contrôlés par un ou plusieurs commissaires aux comptes qui n'ont pas besoin d'être eux-mêmes associé(s).

Les réviseur(s) d'entreprises indépendant(s) et les commissaire(s) aux comptes seront (s'il y en existe), nommés par les associé(s) qui détermineront leur nombre et la durée de leur mandat, respectivement leur mandat peut être renouvelé et ils peuvent être révoqués à tout moment, avec ou sans motif, par une résolution des associé(s) sauf dans les cas où le réviseur d'entreprises indépendant ne peut seulement, par dispositions des Lois, être révoqué pour motifs graves.

Art. 21. Associé(s). Les associés exercent les pouvoirs qui leur sont dévolus par les Lois et les Statuts.

Si la Société ne compte qu'un seul associé, celui-ci exerce les pouvoirs prémentionnés conférés à l'assemblée générale des associés.

Art. 22. Assemblées générales. Les décisions des associé(s) sont prises en assemblée générale tenue au siège social ou à tout autre endroit du Grand-Duché de Luxembourg sur convocation conformément aux conditions fixées par les Lois

et les Statuts des gérant(s), subsidiairement, des commissaire(s) aux comptes (s'il y en existe), ou plus subsidiairement, des associé(s) représentant plus de la moitié (1/2) du capital social.

Si tous les associés sont présents ou représentés à une assemblée générale et s'ils déclarent avoir été dûment informés de l'ordre du jour de l'assemblée, celle-ci peut se tenir sans convocation préalable.

Tous les associés sont en droit de participer et de prendre la parole à toute assemblée générale.

Un associé peut désigner par écrit, transmis par tout moyen de communication permettant la transmission d'un texte écrit, un mandataire qui n'a pas besoin d'être lui-même associé.

En outre, si la Société compte plusieurs associés, dans la limite de vingt-cinq (25) associés, les décisions des associés peuvent être prises par écrit.

Les résolutions écrites peuvent être constatées dans un seul ou plusieurs documents ayant le même contenu, signés par un ou plusieurs associés.

Lors de toute assemblée générale autre qu'une assemblée générale convoquée en vue de la modification des Statuts ou du vote de décisions dont l'adoption est soumise aux conditions de quorum et de majorité exigées pour une modification des Statuts, les résolutions seront adoptées par les associés représentant plus de la moitié (1/2) du capital social.

Si cette majorité n'est pas atteinte sur première convocation, les associés seront de nouveau convoqués et les résolutions seront à la majorité simple, indépendamment du nombre de parts sociales représentées.

Lors de toute assemblée générale convoquée en vue de la modification des Statuts ou du vote de décisions dont l'adoption est soumise aux conditions de quorum et de majorité exigées pour une modification des Statuts, le quorum sera d'au moins la majorité en nombre des associés représentant au moins les trois quarts (3/4) du capital social.

Art. 23. Exercice social. L'exercice social de la Société commence le premier janvier et s'achève le trente et un décembre de chaque année.

Art. 24. Comptes sociaux. A la clôture de chaque exercice social, les comptes sont arrêtés et les gérant(s) dressent l'inventaire des éléments de l'actif et du passif, le bilan ainsi que le compte de résultats conformément aux Lois afin de les soumettre aux associé(s) pour approbation.

Tout associé ou son mandataire peut prendre connaissance des documents comptables au siège social.

Si la Société compte plus de vingt-cinq (25) associés, ce droit ne pourra être exercé que dans les quinze (15) jours calendaires qui précèdent l'assemblée générale annuelle

Art. 25. Réserve légale. L'excédent favorable du compte de résultats, après déduction des frais généraux, coûts, amortissements, charges et provisions constituent le bénéfice net.

Sur le bénéfice net, il sera prélevé au moins cinq pour cent (5%) qui seront affectés, chaque année, à la réserve légale («la Réserve Légale») dans le respect de l'article 197 de la loi du 10 août 1915 concernant les sociétés commerciales (telle que modifiée).

Cette affectation à la Réserve Légale cessera d'être obligatoire lorsque et aussi longtemps que la Réserve Légale atteindra dix pour cent (10%) du capital social.

Art. 26. Affectations des bénéfices. Après affectation à la Réserve Légale, les associé(s) décident de l'affectation du solde du bénéfice net par versement de la totalité ou d'une partie du solde à un compte de réserve ou de provision, en le reportant à nouveau ou en le distribuant avec les bénéfices reportés, les réserves distribuables ou la prime d'émission aux associé(s), chaque part sociale donnant droit à une même proportion dans ces distributions.

Art. 27. Dissolution et Liquidation. La Société peut être dissoute par une décision des associé(s) délibérant comme en matière de modification de Statuts.

Au moment de la dissolution, la liquidation sera assurée par un ou plusieurs liquidateurs, associés ou non, nommés par les associé(s) qui détermineront leurs pouvoirs et rémunérations.

Un associé unique peut décider de dissoudre la Société et de procéder à sa liquidation en prenant personnellement à sa charge tous les actifs et passifs, connus et inconnus, de la Société.

Après paiement de toutes les dettes et charges de la Société, y compris les frais de liquidation, le produit net de liquidation sera réparti entre les associé(s).

Les liquidateur(s) peuvent procéder à la distribution d'acomptes sur produit de liquidation sous réserve de provisions suffisantes pour payer les dettes impayées à la date de la distribution.

Art. 28. Disposition finale. Toutes les matières qui ne sont pas régies par les Statuts seront réglées conformément aux Lois, en particulier à la loi du 10 août 1915 concernant les sociétés commerciales (telle que modifiée).

Disposition transitoire

Par exception, le premier exercice social commence le jour de la constitution et s'achève le 31 décembre 2011.

La première assemblée générale annuelle se tiendra en l'an 2012.

Souscription et Libération

Le comparant a souscrit un nombre d'actions et a libéré en espèces les montants suivants:

Associé	Capital souscrit et libéré	Parts sociales
M. Patokh CHODIEV	12.400,- eur	124 parts sociales
Total	12.400,- eur	124 parts sociales

La preuve de la contribution a été donnée au notaire par un certificat de blocage des fonds, de sorte que le montant de 12.400,- eur est à présent à la disposition de la Société.

Frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge en raison de sa constitution, sont approximativement estimés à la somme de EUR 2.000,-.

Assemblée générale extraordinaire

Immédiatement après la constitution de la Société, les comparant précité, représentant l'intégralité du capital social, exerçant les pouvoirs de l'assemblée a pris les résolutions suivantes:

1. Le nombre des gérants est fixé à trois.

2. Ont été appelés aux fonctions de gérant pour une durée indéterminée:

(i) M. Akmal BEKMIRZAEV né le 22 août 1975 à Artykov et demeurant au 8, rue Michel Rodange, L-8034 Strassen (Grand-Duché de Luxembourg) en tant que gérant de catégorie A;

(ii) M. Hervé PONCIN né le 15 septembre 1967 à Rocourt et demeurant professionnellement au 3, rue du Fort Reinsheim, L-2419 Luxembourg (Grand-Duché de Luxembourg) en tant que gérant de catégorie B;

(iii) M. Charles DURO, né le 5 juin 1958 à Luxembourg et demeurant professionnellement au 3, rue de la Chapelle, L-1325 Luxembourg (Grand-Duché de Luxembourg) en tant que gérant de catégorie B.

3. L'adresse de la Société est fixée à L-8010 Strassen, 206, Route d'Arlon (Grand-Duché de Luxembourg).

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

Et après lecture faite aux comparants, tous connus du notaire instrumentaire par leurs noms, prénoms usuels, états et demeures, lesdits comparants ont signé avec Nous notaire la présente minute.

Signé: H. PONCIN, J. ELVINGER.

Enregistré à Luxembourg A.C le 29 août 2011. Relation: LAC/2011/38415. Reçu soixante-quinze Euros (75,- €)

Le Receveur ff. (signé): Tom BENNING.

POUR EXPEDITION CONFORME, délivrée à la Société sur sa demande

Luxembourg, le 1^{er} septembre 2011.

Référence de publication: 2011123992/488.

(110142203) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 septembre 2011.

Fernbach S.A., Société Anonyme.

Siège social: L-5365 Munsbach, 1A, rue Gabriel Lippmann.

R.C.S. Luxembourg B 90.280.

Auszug aus dem Protokoll der Generalversammlung vom 16.05.2011

Die Aktionäre der FERNBACH S.A. haben bestimmt, dass Grant Thornton Lux Audit S.A, 83, Pafebruch, L-8308 Capellen, mit der Prüfung der Geschäftsbuchführung beauftragt wird.

Munsbach, den 16. Mai 2011.

FERNBACH S.A

Günther Fernbach / Peter Spanier / Dr. Götz Winterfeldt

Vorsitzender des Verwaltungsrates / Mitglied des Verwaltungsrates / Mitglied des Verwaltungsrates

Référence de publication: 2011127679/15.

(110147406) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Fernbach S.A., Société Anonyme.

Siège social: L-5365 Munsbach, 1A, Parc d'Activité Syrdall.

R.C.S. Luxembourg B 90.280.

—
Auszug aus dem Protokoll der Verwaltungsratsitzung

Beschluss:

Das Mandat von Herrn Dr. Götz Winterfeldt als Mitglied des Verwaltungsrates der FERNBACH S.A. wird gem. Artikel 5 der Satzung der Gesellschaft durch den Verwaltungsrat einstimmig bis zum 8. Oktober 2011 verlängert.

Munsbach, den 05. August 2011.

FERNBACH S.A

Günther Fernbach / Peter Spanier / Dr. Götz Winterfeldt

Vorsitzender des Verwaltungsrates / Mitglied des Verwaltungsrates / Mitglied des Verwaltungsrates

Référence de publication: 2011127680/15.

(110147406) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Findas Participations S.A., Société Anonyme.

Siège social: L-2121 Luxembourg, 231, Val des Bons-Malades.

R.C.S. Luxembourg B 64.776.

—
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 9 septembre 2011.

SG AUDIT SARL

Référence de publication: 2011127681/11.

(110146875) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

First Invent S.à r.l., Société à responsabilité limitée.

Siège social: L-1251 Luxembourg, 13, avenue du Bois.

R.C.S. Luxembourg B 155.912.

—
Les comptes annuels clos 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: 2011127682/10.

(110146904) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Fitflop Limited (Luxembourg Branch), Succursale d'une société de droit étranger.

Adresse de la succursale: L-2540 Luxembourg, 13, rue Edward Steichen.

R.C.S. Luxembourg B 158.426.

—
FERMETURE D'UNE SUCCURSALE

Extrait du procès-verbal de la réunion du conseil d'administration de Fitflop Limited datée du 22 août 2011

Le Conseil d'administration de FITFLOP LIMITED (le Conseil) a décidé de fermer sa succursale luxembourgeoise, FITFLOP LIMITED (LUXEMBOURG BRANCH) avec effet au 26 août 2011.

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

Pour FITFLOP LIMITED

Joseph de Raaij

Director

Référence de publication: 2011127683/15.

(110146895) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Flexafort Investholding S.à r.l., Société à responsabilité limitée - Société de gestion de patrimoine familial.

Siège social: L-2121 Luxembourg, 117, Val des Bons-Malades.

R.C.S. Luxembourg B 100.389.

—
EXTRAIT

La soussignée atteste par la présente que suivant la (les) décision(s) de l'Assemblée Générale Extra-Ordinaire du 09 septembre 2011 à 15h50

le siège social et les bureaux sont déplacés vers la nouvelle adresse 117 Val des Bons Malades / cabinet Watté, L-2121 Luxembourg, Luxembourg

à effet du 12 septembre 2011.

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

Le 13 septembre 2011.

FLEXAFORT INVESTHOLDING Sàrl

J H VAN LEUVENHEIM

Gérant unique

Référence de publication: 2011127684/18.

(110147566) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

GEC Management S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 128.761.

—
Extrait du procès-verbal de l'assemblée générale extraordinaire des associés tenue le 12 Septembre 2011 à Luxembourg

1) Monsieur Alain TAIB 195, rue Vaugirard F-75015 PARIS

Cent vingt cinq parts sociales 125

Total: cent vingt-cinq parts sociales 125

Pour copie conforme

Signatures

Gérant

Référence de publication: 2011127693/15.

(110147447) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

General Development Activities - G.D.A. S.A., Société Anonyme.

Siège social: L-2121 Luxembourg, 231, Val des Bons-Malades.

R.C.S. Luxembourg B 76.050.

—
Il résulte du procès-verbal de l'Assemblée Générale Extraordinaire des actionnaires de la société tenue en date du 8 août 2011 que:

- Mme Carla CANOVA, demeurant Via Simen 12, CH-6830 Chiasso, et Mme Olga FILERI, demeurant Via Bruno Pelizzi 281, I-00173 Rome, Italie, ont été nommées à la fonction d'administrateur, en remplacement de M. Fabrizio CODONI, démissionnaire, et de Mme Laura POLICARPI, avec effet au 14 avril 2011,

- le mandat d'administrateur de Mme Monica CANOVA, demeurant Via alle Corti 22, CH-6874 Castel San Pietro, a été confirmé.

- leurs mandats expireront à l'issue de l'Assemblée Générale Ordinaire qui se tiendra en 2013.

Pour extrait conforme

SG AUDIT SARL

Référence de publication: 2011127694/17.

(110146983) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

Geofirewall Participations S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 155.201.

En date du 4 août 2011 et avec effet immédiat, Géraldine SCHMIT résidant professionnellement au 1B Heienhaff, L-1736 Senningerberg, a démissionné de son mandat de gérant de la société Geofirewall Participations S.à r.l., avec siège social au 67, Rue Ermesinde, L-1469 LUXEMBOURG enregistrée au Registre de Commerce et des Sociétés sous le numéro B 155201

Alter Domus, mandaté par le démissionnaire

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 10 août 2011.

Référence de publication: 2011127696/14.

(110147198) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

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

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 155.203.

Par résolutions prises lors d'un conseil de gérance tenue en date du 10 août 2011 les gérants ont pris les décisions suivantes:

1. Acceptation de la démission de Géraldine SCHMIT, avec adresse au 1B, Heienhaff, L-1736 Senningerberg de son mandat de Gérant, avec effet au 4 août 2011.

Acceptation de la démission d'Alan DUNDON, avec adresse au 1B, Heienhaff, L-1736 Senningerberg de son mandat de Gérant, avec effet au 4 août 2011.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 8 septembre 2011.

Référence de publication: 2011127697/16.

(110147199) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.

La Grande Tour S. à r.l., Société à responsabilité limitée.

Capital social: EUR 37.600,00.

Siège social: L-1150 Luxembourg, 291, route d'Arlon.

R.C.S. Luxembourg B 128.986.

Extrait des contrats de cession de parts de la Société

En vertu de l'acte de transfert des qu'avais parts a pris effet à partir de 18 juin 2010,

Uberior Ventures Limited, ayant son siège social à Level 1, Citymark, 150 Fountainbridge, Edinburg EH3 9PE, Royaume-Uni, a transféré toutes ses 1.474.460 parts sociales détenues dans la Société à DPK Property Holdings Limited, ayant son siège social à 66 Lincoln's Inn Fields, Londres WC2A 3LH Royaume-Uni

Les parts sociales de la Société sont réparties comme suit:

- DPK Property Holdings Limited, 1.474.460 parts sociales;
- Robert Whitton, 511.180 parts sociales;
- Mark Lee Tagliaferri, 511.180 parts sociales; et
- Stuart James Le Gassick, 511.180 parts sociales.

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

Fait au Luxembourg, le 8 septembre 2011.

Pour la Société

Signature

Un Mandataire

Référence de publication: 2011128097/23.

(110147263) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2011.