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RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 3116 19 décembre 2011

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LUXEMBOURG

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

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

R.C.S. Luxembourg B 53.378.

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Lors de l'Assemblée Générale Ordinaire et de la réunion du Conseil d'Administration en date du 15 novembre 2011, les décisions suivantes ont été prises:

1) La démission de Monsieur Horst SCHNEIDER de ses fonctions d'Administrateur-Délégué et d'Administrateur est acceptée.

2) Est nommé jusqu'à l'Assemblée Générale statuant sur les Comptes Annuels clôturant au 30 juin 2012:

- Jean-Marie POOS, demeurant professionnellement 16, Allée Marconi, L-2120 Luxembourg, Administrateur et Administrateur-Délégué.

Pour extrait conforme
Signature

Référence de publication: 2011155224/16.

(110181027) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

San Faustin S.A., Société Anonyme.

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

R.C.S. Luxembourg B 158.593.

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Les comptes consolidés de la Société au 30 juin 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

SAN FAUSTIN S.A.
Signature

Référence de publication: 2011155225/12.

(110180387) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

San Faustin S.A., Société Anonyme.

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

R.C.S. Luxembourg B 158.593.

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Les comptes annuels de la Société au 31 juin 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

SAN FAUSTIN S.A.
Signature

Référence de publication: 2011155226/12.

(110180388) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

San Faustin S.A., Société Anonyme.

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

R.C.S. Luxembourg B 158.593.

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L'affectation du résultat rectifiée concernant les comptes annuels au 30 juin 2011 (déposés en date du 15 novembre 2011 sous la référence L110180388) a été déposée 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 15 novembre 2011.
SAN FAUSTIN S.A.
Signature

Référence de publication: 2011155228/13.

(110180939) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Mirabaud, Société d'Investissement à Capital Variable,

(anc. Mirabaud Equities).

Siège social: L-2449 Luxembourg, 1, boulevard Royal.

R.C.S. Luxembourg B 99.093.

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In the year two thousand and eleven, on the twenty-first of October.

Before us Maître Henri Hellinckx, notary residing in Luxembourg,

Was held an extraordinary general meeting of the shareholders of "MIRABAUD EQUITIES" a société d'investissement à capital variable, with registered office at Luxembourg, 1, boulevard Royal, incorporated by a notarial deed of February 11, 2004, published in the Mémorial, Recueil des Sociétés et Associations C dated March 18, 2004, number 312. The Articles of Incorporation have been amended for the last time by a deed of the undersigned notary of October 12, 2007, (becoming effective on November 16, 2007), published in the Mémorial, Recueil des Sociétés et Associations C dated November 23, 2007, number 2690.

The meeting is opened with Mr Gregory Fourez, bank employee, residing professionally in Luxembourg, in the chair,

Mrs Sylvia Sillitti, bank employee, residing professionally in Luxembourg, is appointed secretary.

The meeting appoints as scrutineer Mr Kevin Laloux, bank employee, residing professionally in Luxembourg.

The chairman then declared and requested the notary to declare the following:

I.- That all the shares being registered shares, the present extraordinary general meeting has been convened by notices containing the agenda sent by registered mail to the shareholders on October 12, 2011.

II.- That the shareholders present or represented and the number of shares held by each of them are shown on an attendance list, signed by the chairman, the secretary, the scrutineer and the undersigned notary. The said list as well as the proxies will be annexed to this document to be filed with the registration authorities.

III.- That it appears from the attendance list, that out of 4,764,524.60300 shares in circulation, 3,072,531.56800 shares are present or represented at the present extraordinary general meeting, so that the meeting can validly decide on all the items of the agenda.

IV.- That the agenda of the present meeting is the following:

Agenda

1. Change of name of the Company from "Mirabaud Equities" to "Mirabaud".

2. Restatement of the Articles into English and in order to take into account, inter alia, the entry into force of the Law of 17 December 2010 concerning undertakings for collective investment (the "Law") implementing Directive 2009/65/EC (known as the UCITS IV Directive) in Luxembourg.

3. Amendment of the object clause in order to reflect the Company's submission to the Law so that Article 4 of the Articles shall read as follows:

" **Art. 4. Object.** The exclusive object of the Company is to invest the funds available to it in transferable securities, money market instruments and other permitted assets to an undertaking for collective investment under Part I of the law of 17 December 2010 relating to undertakings for collective investment, as may be amended (the "Law") with the purpose of spreading investment risks and affording its shareholders the benefit of the results of the management of its assets.

The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by Part I of the Law.

The Company qualifies as an undertaking for collective investment in transferable securities ("UCITS")."

4. Deletion of the French translation of the Articles in accordance with Article 99 (7) of the Law.

Then the meeting, after deliberation , took the following resolutions by 3,065,230 votes in favor of the resolutions:

First resolution

The meeting resolves to change the name of the Company from "Mirabaud Equities" to "Mirabaud".

Second resolution

The meeting resolves to restate the Articles into English in order to take into account, inter alia, the entry into force of the Law of 17 December 2010 concerning undertakings for collective investment (the "Law") implementing Directive 2009/65/EC (known as the UCITS IV Directive) in Luxembourg.

Third resolution

The meeting resovles to amende the object clause in order to reflect the Company's submission to the Law so that Article 4 of the Articles shall read as follows:

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" **Art. 4. Object.** The exclusive object of the Company is to invest the funds available to it in transferable securities, money market instruments and other permitted assets to an undertaking for collective investment under Part I of the law of 17 December 2010 relating to undertakings for collective investment, as may be amended (the "Law") with the purpose of spreading investment risks and affording its shareholders the benefit of the results of the management of its assets.

The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by Part I of the Law.

The Company qualifies as an undertaking for collective investment in transferable securities ("UCITS")."

Fourth resolution

The meeting resolves to delete the French version of the Articles in accordance with Article 99 (7) of the Law.

The Articles of Incorporation will therefore read as follows in the English version:

Title I. - Name - Registered Office - Duration - Object

Art. 1. Name. There exists among the subscribers and all those who may become holders of shares a corporation in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" under the name of "Mirabaud" (the "Company").

Art. 2. Registered office. The Company's registered office is established in Luxembourg City, Grand Duchy of Luxembourg. If permitted by and under the conditions set forth in Luxembourg laws and regulations, the board of directors may transfer the registered office of the Company to any other municipality in the Grand Duchy of Luxembourg. The Company may establish by simple resolution of the board of directors any branches, subsidiaries or offices within the Grand Duchy of Luxembourg as well as abroad.

In the event that the board of directors determines that extraordinary events of force majeure have occurred or are imminent, that are likely to interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, it may temporarily transfer the registered office abroad until the complete cessation of these abnormal circumstances. Such temporary measure shall have no effect whatsoever on the nationality of the Company which notwithstanding this temporary transfer of its registered office will remain a Luxembourg company.

Art. 3. Duration. The Company is established for an indefinite period. The Company may be dissolved at any time by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation (the "Articles of Incorporation") as prescribed in Article 26.

Art. 4. Object. The exclusive object of the Company is to invest the funds available to it in transferable securities, money market instruments and other permitted assets to an undertaking for collective investment under Part I of the law of 17 December 2010 relating to undertakings for collective investment, as may be amended (the "Law") with the purpose of spreading investment risks and affording its shareholders the benefit of the results of the management of its assets.

The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by Part I of the Law.

The Company qualifies as an undertaking for collective investment in transferable securities ("UCITS").

Title II. - Share Capital - Shares - Net Asset Value

Art. 5. Share Capital - Share classes. The capital of the Company shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Company as defined in Article 11 hereof.

Such shares may, as the board of directors shall determine, be of different Compartments corresponding to separate portfolios of assets (which may, as the board of directors shall determine, be denominated in different currencies) and the proceeds of the issue of shares of each Compartment shall be invested pursuant to Article 3 hereof in transferable securities, money market instruments and other permitted assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities or other permitted assets, as the board of directors shall from time to time determine in respect of each Compartment.

The Company is incorporated with multiple Compartments as provided for by the Law. The assets of a specific Compartment are exclusively available to satisfy the rights of creditors whose claims have arisen in connection with the creation, operation or the liquidation of that Compartment.

Shares issued within each Compartment may be of one or more different classes of shares ("Share Classes" or "Share Class") the issue proceeds of which will be commonly invested pursuant to the specific investment policy of the Compartment concerned but which may differ, among other things, in respect of their charge structure, distribution policy or other specific feature as the board of directors may decide. Any reference herein to "Compartment" shall also mean a reference to "Share Class" unless the context requires otherwise.

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In order to determine the Company's capital, the net assets pertaining to each share class, if not stated in euros, shall be converted into euros and the capital shall be equal to the total net assets of all share classes. The minimum capital is the minimum capital required by law.

Art. 6. Form of the Shares. The Company shall issue only registered shares. Shareholders will receive a confirmation of their shareholding.

Shares shall be issued only upon acceptance of the subscription and subject to payment of the Share Price as set forth in Article 7 hereof. The subscriber will, upon acceptance of the subscription and receipt of the Share Price, receive title to the shares purchased by him and obtain a confirmation of shareholding.

Payments of dividends will be made to registered shareholders in accordance with such instructions.

All issued registered shares of the Company shall be registered in the register of shareholders (the "Register of Shareholders"), which shall be kept by the Company or by one or more persons designated therefore by the Company and such Register of Shareholders shall contain the name of each holder of registered shares, his residence or elected domicile so far as notified to the Company and the number, Share Class and the Compartment of which the shares are held by him. Every transfer of a share shall be entered in the Register of Shareholders without payment of any fee and no fee shall be charged by the Company for registering any other document relating to or affecting the title to any share.

Transfer of registered shares shall be effected by inscription of the transfer to be made by the Company upon receipt by the Company of instruments of transfer satisfactory to the Company.

Every registered shareholder must provide the Company with an address to which all notices and announcements from the Company may be sent. Such address will be entered in the Register of Shareholders free of charge. In the event of joint holders of shares, only one address will be inserted and any notices will be sent to that address only.

In the event that such shareholder does not provide such address or that such address is incorrect or becomes invalid, the Company may permit a notice to this effect to be entered in the Register of Shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered by the Company from time to time, until another address shall be provided to the Company by such shareholder. The shareholder may, at any time, change his address as entered in the Register of Shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time. The shareholder shall be responsible for ensuring that its details, including its address, for the register of shareholders are kept up to date and shall bear any and all responsibility should any details be incorrect or invalid.

If a conversion or a payment made by any subscriber results in the issue of a share fraction, such fraction shall be entered into the Register of Shareholders. It shall not be entitled to vote but shall, to the extent the Company shall determine, be entitled to a corresponding fraction of the dividend.

The Company will recognise only one (1) holder in respect of a share in the Company. In the event of joint ownership of shares the Company may suspend the exercise of any right deriving from the relevant share or shares until one (1) person shall have been designated to represent the joint owners vis-à-vis the Company.

In the case of joint shareholders, the Company reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Company may consider to be the representative of all joint holders, or to all joint shareholders together, at its absolute discretion.

Art. 7. Issuance of Shares. The board of directors is authorised without limitation to issue fully paid shares of any Share Class at any time in accordance with Article 7 hereof at the Share Price or at the respective Share Prices per share determined in accordance with Article 11 hereof without reserving to the existing shareholders a preferential right to subscription of shares to be issued. The board of directors may delegate to any director of the Company (a "Director") or to any officer of the Company or to any other duly authorised person, the duty to accept subscriptions and receive payment for such new shares, remaining always within the provisions of the Law.

Whenever the Company shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be based on the Share Price for the relevant Share Class of the relevant Compartment and, if applicable, increased by any charge, commission or dilution levy as described in the Company's sales documents. The price per share will be rounded upwards or downwards as the board of directors may resolve. The price so determined shall be payable within a period as determined by the Directors and disclosed in the Company's sales documents after the date on which the application was accepted.

The Share Price (not including the sales commission) may, upon approval of the board of directors, and subject to all applicable laws and regulations, namely with respect to a special audit report confirming the value of any assets contributed in kind (if legally required), be paid by contributing to the Company securities or other eligible assets acceptable to the board of directors consistent with the investment policy and investment restrictions of the Company. The costs for such subscription in kind, in particular the costs of the special audit report, will be borne by the shareholder requesting the subscription in kind or by a third party, but will not be borne by the Company unless the board of directors considers that the subscription in kind is in the interest of the Company or made to protect the interests of the Company.

Art. 8. Redemptions. As more especially prescribed herein below the Company has the power to redeem its own shares at any time within the sole limitations set forth by law.

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Any shareholder may request the redemption of all or part of his shares by the Company provided that:

(i) in the case of a request for redemption of part of his shares, the Company may, if compliance with such request would result in a holding of shares of any one Compartment with an aggregate Net Asset Value of less than such amount or number of shares as the board of directors may determine from time to time, redeem all the remaining shares held by such shareholder; and

(ii) the Company may limit the total number of shares of any Compartment which may be redeemed (including switches) on a Valuation Date to a number representing 10% of the total net assets of a Compartment of the Company.

In case of deferral of redemption the relevant shares shall be redeemed at the Share Price based on the Net Asset Value per share prevailing at the date on which the redemption is effected, less any redemption charge in respect thereof and/or less any applicable dilution levy and/or less any contingent deferred charge and/or any other charge as foreseen by the sales documents of the Company. Redemption requests that have not been dealt with in case of such deferral will be given priority as if the request had been made for the next following Valuation Date or dates until completion of full treatment of the original request, subject always to the limit set out under (ii) above.

The redemption proceeds shall normally be paid within seven days which are business days in Luxembourg following the date on which the applicable Share Price was determined and shall be based on the Share Price for the relevant Share Class of the relevant Compartment as determined in accordance with the provisions of Article 11 hereof, less any redemption charge in respect thereof and/or less any applicable dilution levy and/or less any contingent deferred charge and/or any other charge as foreseen by the sales documents of the Company. If in exceptional circumstances the liquidity of the portfolio of assets maintained in respect of the Share Class of a given Compartment being redeemed is not sufficient to enable the payment to be made within such a period, such payment shall be made as soon as reasonably practicable thereafter but without interest.

With the consent of or upon request of the shareholder(s) concerned, the board of directors may (subject to the principle of equal treatment of shareholders) satisfy redemption requests in whole or in part in kind by allocating to the redeeming shareholders investments from the portfolio in value equal to the Share Price attributable to the shares to be redeemed as described in the Company's sales documents. Such redemption will, if required by law or regulation, be subject to a special audit report confirming the number, the denomination and the value of the assets which the board of directors will have determined to be transfered in counterpart of the redeemed shares. The costs for such redemptions in kind, in particular the costs of the special audit report, will be borne by the shareholder requesting the redemption in kind or by a third party, but will not be borne by the Company unless the board of directors considers that the redemption in kind is in the interest of the Company or made to protect the interests of the Company. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares in the relevant Compartment or of the Company.

Any such request must be filed or confirmed by such shareholder in written form at the registered office of the Company in Luxembourg or with any other person or entity appointed by the Company as its agent for the redemption of shares. Proper evidence of transfer or assignment must be received by the Company or its agent appointed for that purpose before the redemption proceeds may be paid.

Shares of the Company redeemed by the Company shall be cancelled.

Art. 9. Switching of Shares. Any shareholder may in principle request switching of the whole or part of his shares of one Share Class into another Share Class based on a switching formula and under the conditions as determined from time to time by the board of directors and disclosed in the Company's sales documents provided that the board of directors may impose such restrictions as to, inter alia, the availability of a Share Class for switching, frequency of switching, and may make switching subject to payment of such charge, as it shall determine and disclose in the Company's sales documents.

Art. 10. Restrictions on the Holding of Shares. The board of directors shall have power to impose or relax such restrictions on any Compartment or Share Class (other than any restrictions on transfer of shares) (but not necessarily on all Share Classes within the same Compartment) as it may think necessary for the purpose of ensuring that no shares in the Company or no shares of any Compartment in the Company are acquired or held by or on behalf of (a) any person in breach of the law or requirements of any country or governmental or regulatory authority or (b) any person in circumstances which in the opinion of the board of directors might result in the Company incurring any liability to taxation or suffering any other pecuniary disadvantage which the Company might not otherwise have incurred or suffered, including a requirement to register under any securities or investment or similar laws or requirement of any country or authority.

More specifically, the Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, and without limitation, by any "U.S. person", as defined hereafter. For such purpose, the Company may:

(a) decline to issue any share where it appears to it that such registration would or might result in such share being directly or beneficially owned by a person, who is precluded from holding shares in the Company;

(b) at any time require any person whose name is entered in the Register of Shareholders to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not

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beneficial ownership of such shareholder's shares rests in a person who is precluded from holding shares in the Company; and

(c) where it appears to the Company that any person, who is precluded pursuant to this Article from holding shares in the Company, either alone or in conjunction with any other person is a beneficial or registered owner of shares, compulsorily redeem from any such shareholder all shares held by such shareholder in the following manner:

(1) The Company shall serve a notice (hereinafter called the "redemption notice") upon the shareholder appearing in the Register of Shareholders as the owner of the shares to be redeemed, specifying the shares to be redeemed as aforesaid, the price to be paid for such shares, and the place at which the Redemption Price (as hereinafter defined) in respect of such shares is payable. Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. The said shareholder shall cease to be a shareholder and the shares previously held by him shall be cancelled;

(2) the price at which the shares specified in any redemption notice shall be redeemed (herein called the "Redemption Price") shall be an amount equal to the Share Price of shares of the relevant Share Class in the given Compartment, determined in accordance with Article 11 hereof, less any redemption charge payable in respect thereof and/or any applicable dilution levy and/or less any applicable contingent deferred charge as disclosed in the sales documents of the Company.

(3) payment of the Redemption Price will be made to the shareholder appearing as the owner thereof in the currency of denomination of the relevant Share Class in the given Compartment and will be deposited by the Company in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such person. Upon deposit of such price as aforesaid no person interested in the shares specified in such redemption notice shall have any further interest in such shares or any of them, or any claim against the Company or its assets in respect thereof, except the right of the shareholder appearing as the owner thereof to receive the price so deposited (without interest) from such bank as aforesaid; or

(4) the exercise by the Company of the powers conferred by this Article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of shares by any person or that the true ownership of any share was otherwise than appeared to the Company at the date of any redemption notice, provided that in such case the said powers were exercised by the Company in good faith; and

(d) decline to accept the vote of any person who is precluded from holding shares in the Company at any meeting of shareholders of the Company.

Whenever used in these Articles of Incorporation, the term "U.S. person" shall include a national or resident of the United States of America or any of its states, territories, possessions or areas subject to its jurisdiction (the "United States") and any partnership, corporation or other entity organised or created under the laws of the United States or any political subdivision thereof. The board of directors may further clarify the term "U.S. Person" in the sales documents of the Company.

In addition to the foregoing, the board of directors may restrict the issue and transfer of shares of a Compartment/ Share Class to institutional investors within the meaning of the Law ("Institutional Investor(s)"). The board of directors may, at its discretion, delay the acceptance of any subscription application for shares of a Share Class or Compartment reserved for Institutional Investors until such time as the Company has received sufficient evidence that the applicant qualifies as an Institutional Investor. If it appears at any time that a holder of shares of a Share Class/Compartment reserved to Institutional Investors is not an Institutional Investor, the board of directors will convert the relevant shares into shares of a Share Class/Compartment which is not restricted to Institutional Investors (provided that there exists such a Share Class/Compartment with similar characteristics) or compulsorily redeem the relevant shares in accordance with the provisions set forth above in this Article. The board of directors will refuse to give effect to any transfer of shares and consequently refuse for any transfer of shares to be entered into the Register of Shareholders in circumstances where such transfer would result in a situation where shares of a Share Class/Compartment restricted to Institutional Investors would, upon such transfer, be held by a person not qualifying as an Institutional Investor. In addition to any liability under applicable law, each shareholder who does not qualify as an Institutional Investor, and who holds shares in a Share Class/ Compartment restricted to Institutional Investors, shall hold harmless and indemnify the Company, the board of directors, the other shareholders of the relevant Share Class/Compartment and the Company's agents for any damages, losses and expenses resulting from or connected to such holding in circumstances where the relevant shareholder had furnished misleading or untrue documentation or had made misleading or untrue representations to wrongfully establish its status as an Institutional Investor or has failed to notify the Company of its loss of such status.

Art. 11. Calculation of the Net Asset Value of the Shares. The Net Asset Value and the Share Price in the Company shall be determined as to the shares of each Share Class of each Compartment by the Company from time to time, but in no instance less than twice monthly or, subject to regulatory approval, no less than once a month, as the board of directors by regulation may determine (every such day or time for determination thereof being referred to herein as a "Valuation Date"), but so that no day observed as a holiday by banks in Luxembourg shall be a Valuation Date.

The Net Asset Value of shares of each Share Class in each Compartment in the Company shall be expressed in the relevant reference currency of the Compartment (or Share Class) concerned or in such other currency as the board of directors shall in exceptional circumstances determine as a per share figure and shall be determined in respect of any Valuation Date by dividing the net assets of the Compartment corresponding to such Share Class, being the value of the

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assets of such Compartment attributable to such Share Class less its liabilities attributable to such Share Class by the number of shares then in issue of the relevant Share Class.

The share price (the "Share Price") of a share of any Share Class in each Compartment shall be expressed in the currency of expression of the relevant Compartment or in such other currency as the board of directors shall in exceptional circumstances temporarily determine as a per share figure and shall be determined in respect of any Valuation Date to be equal to the Net Asset Value of that Share Class on that day, adjusted to reflect any dealing charges or other charges as disclosed in the sales documents of the Company as well as any fiscal charges which the board of directors feels it is appropriate to take into account in respect of that Share Class, divided by the number of shares of that Share Class then in issue or deemed to be in issue and by rounding the total to the nearest second decimal or such other figure as the board of directors may determine from time to time. The board of directors may also apply a dilution adjustment as disclosed in the sales documents of the Company.

The board of directors may resolve to operate equalisation arrangements in relation to the Company.

The valuation of the Net Asset Value for the various Share Classes shall be performed as follows:

A. The assets of the Company shall be deemed to include:

(a) all cash in hand or on deposit, including any interest accrued thereon;

(b) all bills and demand notes and accounts receivable (including proceeds of securities sold but not delivered);

(c) all bonds, time notes, shares, stocks, debenture stocks, units/shares in undertakings for collective investment, subscription rights, warrants, options and other investments and securities owned or contracted for by the Company;

(d) all stocks, stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company (provided that the Company may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

(e) all interest accrued on any interest-bearing securities owned by the Company except to the extent that the same is included or reflected in the principal amount of such securities;

(f) the preliminary expenses of the Company insofar as the same have not been written off; and

(g) all other permitted assets of every kind and nature, including prepaid expenses.

The value of these assets shall be determined as follows:

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

2) the value of securities and/or financial derivative instruments which are listed on any official stock exchange or traded on any other organised market at the last available stock price. Where such securities or other assets are quoted or dealt in or on more than one stock exchange or other organised markets, the directors shall select the principal of such stock exchanges or markets for such purposes;

(3) in the event that any of the securities held in the Company's portfolio on the relevant day are not listed on any stock exchange or traded on any organised market or if with respect to securities listed on any stock exchange or traded on any other organised market, the price as determined pursuant to subparagraph (2) is not, in the opinion of the board of directors, representative of the fair market value of the relevant securities, the value of such securities will be determined prudently and in good faith based on the reasonably foreseeable sales prices or any other appropriate valuation principles;

(4) the financial derivative instruments which are not listed on any official stock exchange or traded on any other organised market will be valued in a reliable and verifiable manner on a daily basis and verified by a competent professional appointed by the Company;

(5) units or shares in underlying open-ended investment compartments shall be valued at their last available net asset value reduced by any applicable charges; and

(6) in the event that the above mentioned calculation methods are inappropriate or misleading, the board of directors may adjust the value of any investment or permit some other method of valuation to be used for the assets of the Company if it considers that the circumstances justify that such adjustment or other method of valuation should be adopted to reflect more fairly the value of such investments

B. The liabilities of the Company shall be deemed to include:

(a) all loans, bills and accounts payable;

(b) all accrued or payable administrative expenses (including management fee, custodian fee and corporate agents' insurance premiums fee for and any other fees payable to representatives and agents of the Company), as well as the costs of incorporation and registration, legal publications and prospectus printing, financial reports and other documents made available to shareholders;

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(c) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company where the date of valuation falls on the record date for determination of the person entitled thereto or is subsequent thereto;

(d) an appropriate provision for future taxes based on capital and income as at the date of the valuation and any other reserves, authorised and approved by the board of directors; and

(e) all other liabilities of the Company of whatsoever kind and nature except liabilities related to shares in the relevant Compartment toward third parties. In determining the amount of such liabilities the Company may take into account all administrative and other expenses of a regular or periodical nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

Such other liabilities may include, without limitation, expenses for establishment and subsequent amendment of these Articles of Incorporation, printing expenses, fees payable to managers and investment advisors, including fees tied to performance, expenses and fees payable to accountants, to the depository and its correspondents, to the domiciliation agents, administrative agents, registrar and transfer agents, listing agent, all paying agents, to the distributors and to the permanent representatives in the places where the Company is subject to registration, as well as to any other employee or agent of the Company, Directors' compensation as well as any expenses reasonably incurred by the Directors, insurance expenses and reasonable travel expenses related to board of directors' meetings, expenses incurred in connection with legal assistance and the review of the Company's annual accounts, expenses for statements for registration with the government authorities and securities exchanges of the Grand Duchy of Luxembourg or foreign government authorities and securities exchanges, advertising expenses, including expenses for promotion, preparation, printing and distribution of the prospectuses and periodic reports, expenses for reports to the shareholders, translation expenses for these documents into each language deemed useful, all taxes and fees imposed by government authorities and securities exchanges and all similar expenses, expenses for publication of issue, redemption, and conversion prices, as well as all other operating expenses, interest, financing, bank or brokerage expenses incurred upon the purchase or sale of assets or otherwise, and postage, telephone and telex expenses.

C. The Directors shall establish a portfolio of assets for each Compartment in the following manner:

(a) the proceeds from the allotment and issue of each Share Class of such Compartment shall be applied in the books of the Company to the portfolio of assets established for that Compartment, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such portfolio subject to the provisions of this Article;

(b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same portfolio as the assets from which it was derived and on each re-evaluation of an asset, the increase or diminution in value shall be applied to the relevant portfolio;

(c) where the Company incurs a liability which relates to any asset of a particular Compartment or Share Class or to any action taken in connection with an asset of a particular Compartment or Share Class, such liability shall be allocated to the relevant Compartment or Share Class;

(d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular Compartment or Share Class, such asset or liability shall be allocated to all the Share Classes pro rata to the net asset values of each portfolio; provided that all liabilities, attributable to a Compartment or Share Class shall be binding on that Compartment or Share Class; and

(e) upon the record date for the determination of the person entitled to any dividend declared on any Compartment or Share Class, the Net Asset Value of such Compartment or Share Class shall be reduced by the amount of such dividends.

D. For the purpose of valuation under this Article:

(a) shares of the Company to be redeemed under Article 8 hereof shall be treated as existing and taken into account until immediately after the time specified by the Directors on the Valuation Date on which such valuation is made, and, from such time and until paid, the price therefore shall be deemed to be a liability of the Company;

(b) shares of the Company in respect of which subscription has been accepted but payment has not yet been received shall be deemed to be existing as from the close of business on the Valuation Date on which they have been allotted and the price therefore, until received by the Company, shall be deemed a debt due to the Company;

(c) all investments, cash balances and other assets of any Compartment expressed in currencies other than the currency of denomination in which the Net Asset Value of the relevant Compartment is calculated shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value of the relevant Compartment;

(d) effect shall be given on any Valuation Date to any purchases or sales of securities contracted for by the Company on such Valuation Date, to the extent practicable; and

(e) the valuation referred to above shall reflect that the Company is charged with all expenses and fees in relation to the performance under contract or otherwise by agents for asset management, custodial, domiciliary, registrar and transfer agency, audit, legal and other professional services and with the expenses of financial reporting, notices and dividend payments to shareholders and all other customary administration services and fiscal charges, if any.

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E. The board of directors may invest and manage all or any part of the pools of assets established for one or more Compartments (hereafter referred to as "Participating Compartments") on a pooled basis where it is appropriate with regard to their respective investment sectors to do so.

Any such enlarged asset pool ("Enlarged Asset Pool") shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Compartments. Thereafter the board of directors may from time to time make further transfers to the Enlarged Asset Pool. The board of directors may also transfer assets from the Enlarged Asset Pool to a Participating Compartment, up to the amount of the participation of the Participating Compartment concerned. Assets other than cash may be allocated to an Enlarged Asset Pool only where they are appropriate to the investment sector of the Enlarged Asset Pool concerned.

2. The contribution of a Participating Compartment in an Enlarged Asset Pool shall be measured by reference to notional units ("units") of equal value in the Enlarged Asset Pool. On the formation of an Enlarged Asset Pool the board of directors shall in its discretion determine the initial value of a unit which shall be expressed in such currency as the board of directors considers appropriate, and shall allocate to each Participating Compartment units having an aggregate value equal to the amount of cash (or to the value of other assets) contributed. Fractions of units, calculated as further disclosed in the sales documents of the Company, may be allocated as required. Thereafter the value of a unit shall be determined by dividing the net asset value of the Enlarged Asset Pool (calculated as provided below) by the number of units subsisting.

3. When additional cash or assets are contributed to or withdrawn from an Enlarged Asset Pool, the allocation of units of the Participating Compartment concerned will be increased or reduced (as the case may be) by a number of units determined by dividing the amount of cash or value of assets contributed or withdrawn by the current value of a unit. Where a contribution is made in cash it may be treated for the purpose of this calculation as reduced by an amount which the board of directors considers appropriate to reflect fiscal charges and dealing and purchase costs which may be incurred in investing the cash concerned. In the case of a cash withdrawal a corresponding addition may be made to reflect costs which may be incurred in realising securities or other assets of the Enlarged Asset Pool.

4. The net asset value of the Enlarged Asset Pool shall be determined in accordance with the provisions (mutatis mutandis) of Article 11 herein, provided that the value of the assets contributed to, withdrawn from or forming part of the Enlarged Asset Pool shall be determined on the day of such contribution or withdrawal.

5. Dividends, interests and other distributions of an income nature received in respect of the assets in an Enlarged Asset Pool will immediately be credited to the Participating Compartments, in proportion to their respective entitlements to the assets in the Enlarged Asset Pool at the time of receipt.

Art. 12. Temporary Suspension of the Calculation of the Net Asset Value. The Company may suspend the determination of the Net Asset Value and the Share Price of any Share Class in any Compartment and the issue, switching and redemption of the shares in such Compartment:

(a) during any period when any market or stock exchange, on which a material part of the investments of the relevant Compartment for the time being is quoted, is closed , or during which dealings are substantially restricted or suspended;

(b) during the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets owned by the Company attributable to such Compartment would be impracticable;

(c) during any breakdown or restriction in the use of the means of communication normally employed to determine the price or value of any of the investments attributable to such Compartment or the current prices or values of any stock exchange;

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

(e) during any period when in the opinion of the board of directors of the Company there exist unusual circumstances where it would be impracticable or unfair towards the shareholders to continue dealing with shares of any Compartment of the Company or any other circumstance where a failure to do so might result in the shareholders of the Company, a Compartment or a Share Class incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment which the shareholders of the Company, a Compartment or a Share Class might not otherwise have suffered;

(f) in the event of the publication (i) of the convening notice to a general meeting of shareholders at which a resolution to wind up the Company or a Compartment is to be proposed, or of the decision of the board of directors to wind up one or more Compartments, or (ii) to the extent that such a suspension is justified for the protection of the shareholders, of the notice of the general meeting of shareholders at which the merger of the Company or a Compartment is to be proposed, or of the decision of the board of directors to merge one or more Compartments;

(g) in the case of a suspension of the calculation of the net asset value of one or several funds in which a Compartment has invested a substantial portion of assets;

Any such suspension of the determination of the Net Asset Value shall be promptly notified to shareholders requesting redemption or switching of their shares by the Company at the time of the filing of the written request for such redemption as specified in Article 8 hereof. The board of directors may also make public such suspension in such a manner as it deems

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appropriate. Furthermore, such suspension as to any Compartment or Share Class, as the case may be, will have no effect on the calculation of the Net Asset Value, and, if applicable, the issue, redemption and switching price of the shares of any other Compartment or Share Class, as the case may be.

Title III. - Administration and Oversight

Art. 13. Directors. The Company shall be managed by a board of directors composed of not less than three members. Members of the board of directors need not be shareholders of the Company.

The Directors shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until their successors are elected and qualify, provided, however, that a Director may be removed with or without cause and/or replaced or an additional director appointed at any time by a resolution adopted by the shareholders.

No person, other than a Director retiring at the meeting (whether by rotation or otherwise), shall be appointed or re-appointed as Director at any general meeting unless:

(a) he is recommended by the board of directors; or

(b) not less than six nor more than thirty-five clear days before the day of the meeting, notice executed by a shareholder qualified to vote at the meeting (not being the person to be proposed) has been given to the chairman of the board of directors of the intention to propose that person for appointment or reappointment together with notice executed by that person of his willingness to be appointed or re-appointed.

In the event of a vacancy in the office of a Director because of death, retirement or otherwise the remaining Directors may meet and may elect, by majority vote, a Director to fill such vacancy until the next meeting of shareholders.

The Company will be bound by the joint signature of any two Directors or by the joint or single signature of any Director or officer to whom authority has been delegated by the board of directors.

Art. 14. Board of Directors' Meetings. The board of directors shall choose from among its members a chairman, and may appoint one or more vice-chairmen. It may also choose a secretary, who need not be a Director, who shall be responsible for keeping the minutes of the meetings of the board of directors and of the shareholders. The board of directors shall meet upon call by any two Directors, at the place indicated in the notice of meeting.

The chairman shall preside at all meetings of shareholders and at the board of directors, but failing a chairman or in his absence the shareholders or the board of directors may appoint any person as chairman pro tempore by vote of the majority present at any such meeting.

Written notice of any meeting of the board of directors shall be given to all Directors at least twenty-four (24) hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of these circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by email or other means capable of evidencing such consent of each Director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by a resolution of the board of directors.

Any Director may act at any meeting of the board of directors by appointing another Director as his proxy in writing or by telefax or email or any other means capable of evidencing such proxy. Directors may also cast their vote in writing or by telefax, email or other means capable of evidencing such vote.

Any Director may also participate at any meeting of the board of directors by videoconference or any other means of telecommunication permitting the identification of such Director. Such means must allow the Director(s) to participate effectively at such meeting of the board of directors. The proceedings of the meeting must be retransmitted continuously. The participation in a meeting by such means shall constitute presence in person at the meeting and the meeting is deemed to be held at the registered office of the Company.

The Directors may only act at duly convened meetings of the board of directors. Directors may not bind the Company by their individual acts, except as specifically permitted by a resolution of the board of directors.

The board of directors can deliberate or act validly only if at least a majority of the Directors are present or represented at a meeting of the board of directors. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting. The chairman of the meeting shall have a casting vote in any circumstances.

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

The board of directors from time to time may appoint the officers of the Company, including a general manager, a secretary, and any assistant general managers, assistant secretaries or other officers considered necessary for the operation and management of the Company. Any such appointment may be revoked at any time by the board of directors. Officers need not be Directors or shareholders of the Company. The officers appointed, unless otherwise stipulated in these Articles of Incorporation, shall have the powers and duties given to them by the board of directors.

The board of directors may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to physical persons or corporate entities which need not be members of the board. The board of directors may also delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the board or not) as it thinks fit, provided that the majority of the members of the committee are Directors of the Company and that

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no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are Directors of the Company

The minutes of any meeting of the board of directors shall be signed by the chairman or, in his absence, by the chairman pro tempore who presided such meeting.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by such chairman, or by the secretary, or by two Directors.

Art. 15. Investment Powers of the Board of Directors. The board of directors shall, based upon the principle of spreading of risks, have the power to determine the corporate and investment policy for the investments for each Compartment, the currency of denomination of each Compartment and the course of conduct of the management and business affairs of the Company.

The board of directors shall also determine any restrictions which shall from time to time be applicable to the investments of the Company, in accordance with Part I of the Law.

The board of directors may decide that investment of the Company be made (i) in transferable securities and money market instruments admitted to or dealt in on a regulated market as defined by the Law, (ii) in transferable securities and money market instruments dealt in on another market in a member state of the European Union which is regulated, operates regularly and is recognised and open to the public, (iii) in transferable securities and money market instruments admitted to official listing on a stock exchange in any other country in Europe, Asia, Oceania (including Australia), the American continents and Africa, or dealt in on another market in the countries referred to above, provided that such market is regulated, operates regularly and is recognised and open to the public, (iv) in recently issued transferable securities and money market instruments provided the terms of the issue provide that application be made for admission to official listing in any of the stock exchanges or other regulated markets referred to above and provided that such admission is secured within one year of issue, as well as (v) in any other transferable securities, instruments or other assets within the restrictions as shall be set forth by the board of directors in compliance with applicable laws and regulations and disclosed in the sales documents of the Company.

The board of directors of the Company may decide to invest up to one hundred per cent of the net assets of each Compartment of the Company in different transferable securities and money market instruments issued or guaranteed by any member state of the European Union, its local authorities, a non-member state of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the sales documents of the Company (including but not limited to OECD member states, Singapore and Brazil), or public international bodies of which one or more of such member states are members, provided that in the case where the Company decides to make use of this provision it must hold, on behalf of the Compartment concerned, securities from at least six different issues and securities from any one issue may not account for more than thirty per cent of the total net assets of such Compartment.

The board of directors may decide that investments of the Company be made in financial derivative instruments, including equivalent cash settled instruments, dealt in on a regulated market as referred to in the Law and/ or financial derivative instruments dealt in over-the-counter provided that, among others, the underlying consists of instruments covered by the Law, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives as disclosed in the sales documents of the Company.

The board of directors may decide that investments of a Compartment of the Company be made so as to replicate stock indices and/or debt securities indices to the extent permitted by the Law provided that the relevant index is recognised as having a sufficiently diversified composition, is an adequate benchmark and is published in any appropriate manner.

The Company will not invest more than 10% of the net assets of any Compartment in undertakings for collective investment as defined in Article 41 (1) (e) of the Law except if otherwise provided in the Company's sales documents in relation to a given Compartment.

The board of directors may invest and manage all or any part of the pools of assets established for two or more Compartments on a pooled basis, as described in Article 11 above and where it is appropriate, with regard to their respective investment sectors.

When investments of the Company are made in the capital of subsidiary companies which, exclusively on its behalf carry on only the business of management, advice or marketing in the country where the subsidiary is located, with regard to the redemption of units/shares at the request of unitholders/shareholders, paragraphs (1) and (2) of Article 48 of the Law do not apply.

Under the conditions set forth in Luxembourg laws and regulations, the board of directors may, at any time it deems appropriate and to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Company, (i) create any Compartment qualifying either as a feeder UCITS or as a master UCITS, (ii) convert any existing Compartment into a feeder UCITS or (iii) change the master UCITS of any of its feeder UCITS Compartments.

Under the conditions set forth in Luxembourg laws and regulations, any Compartment may, to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales

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documents of the Company, invest in one or more Compartments. The relevant legal provisions on the computation of the net asset value will be applied accordingly.

In this case and subject to conditions set forth in applicable Luxembourg laws and regulations, the voting rights, if any, attaching to these shares are suspended for as long as they are held by the Compartment concerned. In addition and for as long as these shares are held by a Compartment, their value will not be taken into consideration for the calculation of the net assets of the Company for the purposes of verifying the minimum threshold of the net assets imposed by the Law.

Art. 16. Conflict of Interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company is interested in, or is a director, associate officer or employee of such other company or firm. Any Director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such an affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company may have any personal interest in any transaction of the Company, conflicting with that of the Company such Director or officer shall make known to the board of directors his personal interest and shall not consider or vote on any such transactions and such Director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders.

The preceding paragraph does not apply where the decision of the board of directors or by the single Director relates to current operations entered into under normal conditions.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving Mirabaud or any subsidiary thereof or such other corporation or entity as may from time to time be determined by the board of directors provided such a "personal interest" is not considered to be a conflicting interest by applicable laws and regulations.

Art. 17. Indemnification of the Directors. The Company may indemnify any Director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Company or, at its request, of any other corporation of which the Company is a shareholder or creditor and from which he is not entitled to be indemnified. Such person shall be indemnified in all circumstances except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct. In the event of a settlement, any indemnity shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnity shall not exclude other rights to which such Director or officer of the Company may be entitled.

Art. 18. Approved statutory auditor. The general meeting of shareholders shall appoint an approved statutory auditor (réviseur d'entreprises agréé) who shall carry out the duties prescribed by the Law.

Title IV. - General Shareholders' Meetings - Financial Year Distributions

Art. 19. Powers. Any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all shareholders of the Company regardless of the Compartment of which shares are held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Art. 20. General Shareholder's Meetings. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company, or at such other place in the Grand Duchy of Luxembourg as may be specified in the notice of meeting, at 10 a.m. on the third Tuesday in April unless such day is not a bank business day in Luxembourg in which case the meeting shall be held on the first bank business day in Luxembourg thereafter. The annual general meeting may be held abroad if, in the absolute and final judgement of the board of directors, exceptional circumstances so require.

Under the conditions set forth in Luxembourg laws and regulations, the annual general meeting of shareholders may be held at another date, time or place than those set forth in the preceding paragraph, which date, time and place are to be decided by the board of directors.

Other meetings of shareholders may be held at such place, date and time as may be specified in the respective notices of meeting.

The quorum and delays required by law shall govern the notice for and conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Each share of whatever Compartment or Share Class and regardless of the Net Asset Value per share of the Compartment or Share Class is entitled to one vote, subject to the limitations imposed by these Articles of Incorporation or by law. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by telefax message. A corporation may execute a proxy under the hand of a duly authorised officer.

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Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders of the Company or at a Share Class or Compartment meeting duly convened will be passed by a simple majority of the votes cast. Votes cast shall not include votes in relation to shares in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote.

The board of directors may determine all other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders.

Where there is more than one Share Class or Compartment and the resolution of the general meeting is such as to change the respective rights thereof, such resolution must, in order to be valid, be approved separately by shareholders of such Share Class or Compartment in accordance with the quorum and majority requirements provided for by this article.

Two or more Compartments or Share Classes may be treated as a single Compartment or Share Class if such Compartments or Share Classes would be affected in the same way by the proposals requiring the approval of holders of shares relating to the separate Compartment or Share Class.

Shareholders will meet upon call by the board of directors, pursuant to a notice setting forth the agenda, sent in accordance with Luxembourg law to each registered shareholder at the shareholder's address in the Register of Shareholders.

The notice of any general meeting of shareholders may provide that the quorum and the majority at this general meeting shall be determined according to the shares issued and outstanding at a certain date and time preceding the general meeting (the "Record Date").The right of a shareholder to participate at a general meeting of shareholders and to exercise voting rights attached to his/its/her shares shall be determined by reference to the shares held by this shareholder as at the Record Date.

Art. 21. Financial Year. The accounting year of the Company shall begin on the 1 st of January of each year and shall end on the 31 st of December of the same year. The accounts of the Company shall be expressed in Euro or to the extent permitted by laws and regulations such other currency, as the board of directors may determine. Where there shall be different Compartments as provided for in Article 5 hereof, and if the accounts of such Compartments are expressed in different currencies, such accounts shall be converted into Euro and added together for the purpose of determination of the accounts of the Company.

Art. 22. Distributions. The Shareholders shall in a special Share Class meeting upon proposal of the board of directors and within the limits provided by Luxembourg law determine how the results shall be disposed of and how other distributions shall be effected and may from time to time declare, or authorise the board of directors to declare distributions. The Directors may decide to issue, on such terms as the Directors shall determine in their discretion, within each Compartment and for each Share Class, shares on which income is either distributed ("distribution shares") or accumulated ("accumulation shares").

Distribution shares confer on their holders the right to receive dividends declared on the portion of the net assets of the Company attributable to the relevant Compartment and Share Class in accordance with the provisions below. Accumulation shares do not confer on their holders the right to dividends. The portion of the net assets of the Company attributable to accumulation shares of the relevant Compartment and Share Class in accordance with the provisions below shall automatically be reinvested within the relevant Compartment and Share Class.

The Directors shall for the purpose of the calculation of the Net Asset Value of the shares as provided in Article 11 operate within each Compartment and Share Class separate pools of assets corresponding to distribution shares and accumulation shares in such manner that at all times the portion of the total assets of the relevant Compartment and Share Class attributable to the distribution shares and accumulation shares respectively shall be equal to the portion of the total of distribution shares and accumulation shares respectively in the total number of shares of the relevant Compartment and Share Class.

Distributions may further, in respect of any Share Class, include an allocation from an equalisation account which may be maintained in respect of any such Share Class and which, in such event, will in respect of such Share Class, be credited upon issue of shares and debited upon redemption of shares, in an amount calculated by reference to the income attributable to such shares.

Distribution paid in cash will normally be paid in the currency in which the relevant Share Class is expressed or, in exceptional circumstances, in such other currency as selected by the board of directors and may be paid at such places and times as may be determined by the board of directors. The board of directors may make a final determination of the rate of exchange applicable to translate dividends into the currency of their payment.

The board of directors may decide that dividends be automatically reinvested for any Compartment unless a shareholder entitled to receive cash distribution elects to receive payment of such dividends. However, no dividends will be paid if their amount is below an amount to be decided by the board of directors from time to time and published in the sales documents of the Company. Such dividends will automatically be reinvested.

The board of directors may resolve to distribute stock dividends rather than cash dividends in accordance with the modalities and conditions determined by the board of directors.

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The board of directors may decide, at any time and for any Share Class and subject to any conditions of Luxembourg law, to pay interim dividends. The annual general meeting resolving on the approval of the annual accounts shall also ratify interim dividends resolved by the Directors. No distribution shall be made if as a result thereof the capital of the Company becomes less than the minimum required by law.

Art. 23. Dissolution of the Company. In the event of a dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders deciding such dissolution and which shall determine their powers and their compensation. The net proceeds of liquidation corresponding to each Share Class shall be distributed by the liquidators to the holders of shares of each Share Class of each Compartment in proportion to their holding of shares in such Share Class of such Compartment either in cash or, upon the prior consent of the shareholder, in kind. Any funds to which shareholders are entitled upon the liquidation of the Company and which are not claimed by those entitled thereto prior to the close of the liquidation process shall be deposited for the persons entitled thereto with the Caisse de Consignation in Luxembourg in accordance with the Law. Amounts so deposited shall be forfeited in accordance with Luxembourg laws.

Art. 24. Liquidation and Merger of Compartments. Under the conditions set forth in Luxembourg laws and regulations, any merger of a Compartment shall be decided by the board of directors unless the board of directors decides to submit the decision for a merger to a meeting of shareholders of the Compartment concerned. No quorum is required for this meeting and decisions are taken by a simple majority of the votes cast. In case of a merger of a Compartment where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of shareholders resolving in accordance with the quorum and majority requirements for changing these Articles of Incorporation.

In case the board of directors deems it appropriate because of important changes in the economic or political situation affecting a Compartment, or if for any reason, the net assets of one or more Compartments has not reached or has fallen below an amount which the board of directors considers to be the minimum to guarantee an effective management of such Compartments, the board of directors may redeem all shares of the relevant Compartment at a price reflecting the anticipated realisation and liquidation costs and closing of the relevant Compartment, but with no redemption charge.

Termination of a Compartment by compulsory redemption of all the relevant shares in case for reasons other than those mentioned in the preceding paragraph, may be effected only upon the prior approval of the shareholders of the Compartment to be terminated, at a duly convened shareholders' meeting of the relevant Compartment which may be validly held without a quorum and the decision will be approved by a simple majority of the votes cast.

Liquidation proceeds not claimed by the shareholders at the close of the liquidation of a Compartment will be deposited at the Caisse de Consignation in Luxembourg. If not claimed, they shall be forfeited in accordance with Luxembourg law.

Art. 25. Consolidation or split of Shares. The board of directors may decide to consolidate or split a Share Class of any Compartment. The board of directors may also submit the question of the consolidation of a Share Class to a meeting of holders of such Share Class. Such meeting will resolve on the consolidation with a simple majority of the votes cast.

Art. 26. Amendments to the Articles of Incorporation. These Articles of Incorporation may be amended from time to time by a meeting of shareholders, subject to the quorum and majority requirements provided by the laws of Luxembourg. Any amendment affecting the rights of the holders of shares of any Compartment or Share Class vis-à-vis those of any other Compartment or Share Class shall be subject to the said quorum and majority requirements in respect of each such relevant Compartment or Share Class.

Art. 27. Applicable Law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the Law of 10 th August 1915 on commercial companies, as amended, and the Law.

There being no further business, the meeting is terminated.

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 persons, appearing, they signed together with the notary the present deed.

Signé: G. FOUREZ, S. SILLITTI, K. LALOUX et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 27 octobre 2011. Relation: LAC/2011/47717. Reçu soixante-quinze euros (75.-EUR)

Le Receveur ff. (signé): C. FRISING.

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

Luxembourg, le 9 novembre 2011.

Référence de publication: 2011153207/737.

(110178726) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 novembre 2011.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Schroedinger Inv. S.A., Société Anonyme.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 63.539.

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EXTRAIT

L'assemblée générale ordinaire réunie à Luxembourg le 4 novembre 2011 a décidé de nommer la société CeDerLux-Services S.à r.l. ayant son siège social au 18, rue de l'Eau L-1449 Luxembourg et inscrite au Registre de Commerce et des sociétés de Luxembourg sous le numéro B 79.327 en tant que commissaire aux comptes aux fin de contrôler les comptes annuels sociaux à partir de l'exercice 2009.

Son mandat prendra fin à l'issue de l'assemblée générale annuelle qui se tiendra en l'an 2015.

Pour extrait conforme

Référence de publication: 2011155229/14.

(110180379) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Schroedinger Inv. S.A., Société Anonyme.

Siège social: L-1449 Luxembourg, 18, rue de l'Eau.

R.C.S. Luxembourg B 63.539.

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Les comptes annuels consolidés au 31 décembre 2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2011155230/10.

(110180380) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Sea Hot S.A., Société Anonyme.

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

R.C.S. Luxembourg B 142.575.

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EXTRAIT

En date du 28 Octobre 2011, le Conseil d'Administration coopte Monsieur Vincent WILLEMS, employé privé, avec adresse professionnelle 40, avenue de la Faïencerie, L-1510 Luxembourg en remplacement de Monsieur Riccardo MORALDI, administrateur et président démissionnaire. Il reprendra le mandat de son prédécesseur.

Pour extrait conforme

Luxembourg, le 09 Novembre 2011.

Référence de publication: 2011155231/13.

(110181053) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Seaport International S.A., Société Anonyme.

Siège social: L-1473 Luxembourg, 2A, rue Jean-Baptiste Esch.

R.C.S. Luxembourg B 134.386.

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

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

Référence de publication: 2011155232/9.

(110180713) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Searinvest S.A., Société Anonyme.

Siège social: L-1930 Luxembourg, 22, avenue de la Liberté.

R.C.S. Luxembourg B 84.190.

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

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

Signature.

Référence de publication: 2011155233/10.

(110180909) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Searinvest S.A., Société Anonyme.

Siège social: L-1930 Luxembourg, 22, avenue de la Liberté.

R.C.S. Luxembourg B 84.190.

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Les comptes annuels au 31.12.2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2011155234/10.

(110180910) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

SEB Strategy Aggressive Fund, Fonds Commun de Placement.

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Le règlement de gestion de SEB Strategy Agressive Fund coordonné 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.

SEB Asset Management S.A.

Référence de publication: 2011155239/9.

(110180585) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

SEB deLuxe, Fonds Commun de Placement.

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Le règlement de gestion de SEB deLuxe coordonné 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.

SEB Asset Management S.A.

Référence de publication: 2011155240/9.

(110180586) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Securinov S.A., Société Anonyme.

Siège social: L-9265 Diekirch, 2-4, rue du Palais.

R.C.S. Luxembourg B 147.273.

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Extrait de l'assemblée générale extraordinaire tenue le 13 novembre 2011

Lors de l'Assemblée Générale Extraordinaire du 13 novembre les actionnaires décident, à l'unanimité:

1* D'accepter la démission de Monsieur Bernard Binon, de son mandat d'administrateur,

2* la nomination, en remplacement de Melle. Séverine Raquin, née le 19.01.1993, à F-Chatenay-Malabry, et demeurant à 27 rue des Berges à F-91460-Marcoussy.

Le Conseil d'adminsitartion se trouve ainsi composé de:

- Monsieur Cyrille Henri Marcel Raquin,
- Madame Marie-Louise Raquin,
- Melle. Séverine Raquin
- Mandat d'administrateur délégué confirmé à Monsieur Cyrille Henri Marcel Raquin.
- Est confirmé mandat de commissaire aux comptes à la Société SCHEMSY S.A.

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

Référence de publication: 2011155243/19.

(110180735) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Sefani S.A., Société Anonyme.

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

R.C.S. Luxembourg B 144.828.

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EXTRAIT

En date du 28 Octobre 2011, le Conseil d'Administration coopte Monsieur Eric VANDERKERKEN, administrateur de sociétés, avec adresse professionnelle 22, rives de Clausen, L-2165 Luxembourg en remplacement de Monsieur Michele CANEPA, administrateur démissionnaire. Il reprendra le mandat de son prédécesseur.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Pour extrait conforme
Luxembourg, le 11 Novembre 2011.

Référence de publication: 2011155244/13.

(110180654) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

SERVI - THERM s. à r.l. anc. REGULATION-SERVICE, Société à responsabilité limitée.

Siège social: L-6165 Ernster, 20, rue de Rodenbourg.

R.C.S. Luxembourg B 12.559.

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

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

Luxembourg, le 7 novembre 2011. Signature.

Référence de publication: 2011155245/10.

(110180520) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Shoe Invest Holding S.A., Société Anonyme.

Siège social: L-1610 Luxembourg, 42-44, avenue de la Gare.

R.C.S. Luxembourg B 35.787.

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

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

Luxembourg, le 15.11.2011.

Référence de publication: 2011155247/10.

(110180816) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

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

Siège social: L-4818 Rodange, 39, avenue Dr Gaasch.

R.C.S. Luxembourg B 143.799.

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

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

Signature.

Référence de publication: 2011155249/10.

(110180476) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Soberton S.A., Société Anonyme.

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

R.C.S. Luxembourg B 66.845.

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Il est porté à la connaissance de qui de droit que les administrateurs de la Société ont changé d'adresse comme suit:

- Monsieur Gilles JACQUET a désormais son adresse professionnelle au 40, avenue Monterey à L-2163 Luxembourg;
- Lux Konzern S.à.r.l. a désormais son siège social au 40, avenue Monterey à L-2163 Luxembourg;
- Lux Business Management S.à.r.l. a désormais son siège social au 40, avenue Monterey à L-2163 Luxembourg.

Il est également porté à la connaissance de tiers que le commissaire aux comptes de la Société, à savoir CO-VENTURES S.A. a changé d'adresse et a désormais son siège social au 40, avenue Monterey à L-2163 Luxembourg.

D'autre part, conformément à l'article 51bis de la loi du 10 août 1915 sur les Sociétés Commerciales, la Société informe par la présente de la nomination des personnes suivantes en tant que représentant permanent de ses administrateurs:

- Monsieur Peter VAN OPSTAL, résidant professionnellement au 40, avenue Monterey à L-2163 Luxembourg, a été nommé en date du 15 janvier 2009 en tant que représentant permanent de Lux Konzern S.à.r.l.
- Monsieur Gerard VAN HUNEN, résidant professionnellement au 40, avenue Monterey à L-2163 Luxembourg, a été nommé en date du 15 janvier 2009 en tant que représentant permanent de Lux Business Management S.à.r.l.

Luxembourg, le 14 novembre 2011.

Pour extrait conforme

Pour la société

Un mandataire

Référence de publication: 2011155250/23.

(110180824) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Société Civile Immobilière Bouquet, Société Civile Immobilière.

Siège social: L-8042 Strassen, 5, rue Mathias Saur.

R.C.S. Luxembourg E 1.096.

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Extrait des résolutions prises par l'Assemblée générale extraordinaire en date du 3 novembre 2011

Les associés décident de transférer le siège social de la Société de 13, route de Luxembourg, L-7240 Bereldange au 5, rue Mathias Saur, L-8042 Strassen.

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

Fait à Luxembourg, le 3 novembre 2011.

Astride METZDORF-BOUQUET / Josy BOUQUET

Associée-gérante / Associé-gérant

Référence de publication: 2011155251/14.

(110180426) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Société Européenne de Participation Financière et d'Investissement S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 11A, boulevard du Prince Henri.

R.C.S. Luxembourg B 41.875.

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Extrait du Procès-Verbal de l'Assemblée Générale Ordinaire tenue le 21 juin 2011

Quatrième résolution

L'Assemblée accepte la démission de l'administrateur Monsieur Thierry FLEMING et désigne à partir du 21 juin 2011 Monsieur Pierre LENTZ, né à Luxembourg le 22.04.1959, expert comptable, demeurant professionnellement 2, Avenue Charles De Gaulle L-1653 Luxembourg, en remplacement de l'administrateur démissionnaire. Son mandat prendra fin lors de l'Assemblée Générale Ordinaire qui se tiendra en 2014.

L'assemblée prend note également du changement d'adresse professionnelle de la société AUDIEX S.A., anciennement sise 57, Avenue de la Faïencerie, L-1510 Luxembourg et transférée 9, Rue du Laboratoire, L-1911 Luxembourg.

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

SOCIETE EUROPEENNE DE PARTICIPATION FINANCIERE ET D'INVESTISSEMENT S.A.

Société Anonyme

Référence de publication: 2011155252/18.

(110181124) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

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

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

R.C.S. Luxembourg B 164.493.

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STATUTES

In the year two thousand and eleven, on the twenty-seventh of October.

Before Maître Edouard DELOSCH, notary residing in Rambrouch.

There appeared:

(i) Matthew Durkin, consultant, with his address at 124a Richmond Hill, Richmond, Surrey TW10 6RN, United Kingdom, here represented by Renata JOKUBAUSKAITE, attorney-at-law, having her professional address in Luxembourg, by virtue of a proxy given under private seal on October 25, 2011;

(ii) Neeraj Sharma, consultant, with his address at Roselandia, Bagshot Road, Chobham Woking GU24 8SJ, United Kingdom, here represented by Renata JOKUBAUSKAITE, attorney-at-law, having her professional address in Luxembourg, by virtue of a proxy given under private seal on October 25, 2011; and

(iii) LGT Group Foundation, a foundation incorporated under the laws of the Principality of Liechtenstein, with registered office at Herrengasse 12, 9490 Vaduz, Principality of Liechtenstein, registered under number FL-0002.037.804-7, here represented by Francis KASS, attorney-atlaw, having his professional address in Luxembourg, by virtue of a proxy given under private seal on October 24 2011.

The said proxies, after having been signed ne varietur by the proxyholders and by the undersigned notary, shall remain annexed to the present deed, to be filed with the registration authorities.

Such appearing parties, represented as indicated above, have requested the notary to draw up the following articles of incorporation of a société à responsabilité limitée which they declared to form:

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Title I. - Denomination, Registered office, Object, Duration

Art. 1. There is hereby established a société à responsabilité limitée under the name of "Peak Holdings S.à r.l".

Art. 2. The registered office of the company is established in Luxembourg-City. The registered office may be transferred to any other place within the municipality of the registered office by a simple decision of the board of managers of the company (the "Board of Managers").

If extraordinary political or economic events occur or are imminent, which might interfere with the normal activity at the registered office, or with easy communication between this office and abroad, the registered office may be declared to have been transferred abroad provisionally until the complete cessation of these abnormal circumstances.

Such decision, however, shall have no effect on the nationality of the company. Such declaration of the transfer of the registered office shall be made and brought to the attention of third parties by the organ of the company, which is best situated for this purpose under such circumstances.

Art. 3. The company is established for an unlimited period of time.

Art. 4.

4.1 The company shall have as its business purpose the holding of participations, in any form whatsoever, in Luxembourg and foreign companies, 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, the possession, the administration, the development and the management of its portfolio.

4.2 The Company may use its funds for the acquisition and development of IT platforms relevant to the financial services or any other industry and may enter into licensing arrangements with third parties in respect of the use of such IT platforms.

4.3 The company may participate in the establishment and development of any financial, industrial or commercial enterprises and may render any assistance by way of loans, guarantees or otherwise to subsidiaries or affiliated companies.

4.4 The company may borrow in any form and issue bonds or similar debt instruments.

4.5 In general, it may take any controlling and supervisory measures and carry out any financial, movable or immovable commercial and industrial operation, including the acquisition of such tangible assets and real estate, which it may deem useful in the accomplishment and development of its purpose.

Title II. - Capital, Shares

Art. 5.

5.1 The subscribed share capital is set at twelve thousand and six hundred GBP (GBP 12,600.-) divided into ten thousand and five hundred (10,500) Class A Shares (as defined below) and two thousand and one hundred (2,100) Class B Shares (as defined below).

5.2 The company's authorised share capital, including the issued share capital, shall amount to eighteen thousand seven hundred and fifty GBP (GBP 18,750.-) represented by fourteen thousand two hundred and fifty (14,250) ordinary class A shares having a nominal value of one GBP (GBP 1.-) each (the "Class A Shares") and four thousand and five hundred (4,500) class B shares having a nominal value of one GBP (GBP 1.-) each (the "Class B Shares").

5.3 The Board of Managers is authorised and appointed to increase from time to time the subscribed capital of the company within the limits of the authorised capital and in accordance with the terms of any shareholders agreement entered into by the shareholders from time to time, at once or by successive portions, by issuance of new shares with or without share premium, provided however that any issuance of new shares to a nonshareholder requires the prior approval of shareholders representing threequarters of the share capital. The new shares with or without share premium may be paid up in cash or by contribution-in-kind of securities or other assets, in compliance with the conditions set forth by Luxembourg law.

Such authorisation is valid for a period of five years starting from the date of publication of the present deed.

The period of this authority may be extended by resolution of the general meeting of shareholders, from time to time, in the manner required for amendment of these articles of incorporation.

5.4 The Board of Managers is further authorised to issue convertible bonds or assimilated instruments or bonds with subscription rights or to issue any debt financial instruments convertible into shares under the conditions to be set by the Board of Managers and in accordance with the terms of any shareholders agreement entered into by the shareholders from time to time. Any such convertible securities to be issued by the Board of Managers or any shares to be issued pursuant to the authorised capital following the incorporation of the company shall be referred to as "New Securities".

5.5 Unless otherwise agreed by resolution passed in general meeting of the shareholders, or unless otherwise agreed in any shareholders agreement entered into by shareholders from time to time, if the company proposes to issue and allot any New Securities those New Securities shall not be issued and allotted to any person unless the company has in the first instance offered them to all holders of shares on the same terms and at the same price as those New Securities are being offered to other persons on a pari passu and pro rata basis to the number of shares held by those holders (as nearly as may be without involving fractions). The offer:

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i. shall be in writing, give details of the number, class and subscription price of the New Securities; and

ii. may stipulate that any shareholder who wishes to subscribe for a number of New Securities in excess of the proportion to which each is entitled shall in their acceptance state the number of excess New Securities ("Excess Securities") for which they wish to subscribe.

5.6 Any New Securities not accepted by shareholders pursuant to the offer made to them in accordance with article 5.5 shall be used for satisfying any requests for Excess Securities made pursuant to article 5.5(ii) and in the event that there are insufficient Excess Securities to satisfy such requests, the Excess Securities shall be allotted to the applicants on a pro rata basis to the number of shares held by the applicants immediately prior to the offer made to shareholders in accordance with article 5.5 (as nearly as may be without involving fractions or increasing the number allotted to any shareholder beyond that applied for by him or it) and after that allotment, any Excess Securities remaining may, with the prior written consent of Matthew Durkin ("MD") and Neeraj Sharma ("NS"), be offered to any other person as the Board of Managers may determine at the same price and on the same terms as the offer to the shareholders.

5.7 When the Board of Managers effects a whole or partial increase in capital pursuant to the provisions referred to above, it shall be obliged to take steps to amend this article in order to record the change and the company's management is authorised to take or authorise the steps required for the execution and publication of such amendment in accordance with the law.

5.8 The shares may be issued in registered form only.

5.9 The company may purchase its own shares to the extent and under the terms permitted by law and in accordance with the terms of any shareholders agreement entered into by the shareholders from time to time.

5.10 The terms "share" and "shares" or "shareholder" and "shareholders" shall in these articles of incorporation, unless otherwise explicitly or implicitly stated, include respectively the Class A Shares and the Class B Shares and their holders.

Art. 6. A shareholder may transfer his shares only in accordance with any transfer restrictions as may be set out in any shareholders' agreement entered into by the shareholders from time to time and subject to the condition that transfers of shares inter vivos to non shareholders may only be made with the prior approval of shareholders representing at least three quarters of the share capital in a general meeting. For the purposes of this article 6 the term "Transfer" shall mean a direct or indirect transfer in any form, including a sale, assignment, conveyance, creation of any Encumbrance, or other disposition, any purported severance or alienation of any legal or beneficial interest, or the act of so doing, as the context requires. "Encumbrance" means any interest or equity of any person (including any right to acquire, option or right of pre-emption), any mortgage, charge, pledge, lien, assignment, hypothecation, security interest (including any created by law), retention of title or other security agreement or arrangement.

Art. 7.

7.1 If MD and NS wish to sell all their shares (in one transaction or a series of connected transactions) (for the purposes of this article 7 MD and NS being the "Sellers") (the shares to be sold by the Sellers being referred to as "Selling Shares") to a third party purchaser, or purchasers Acting in Concert, (the "Proposed Purchaser") who intend to purchase or offer to acquire all of the issued shares, the Sellers shall have the right to give to the company advance written notice prior to selling the Selling Shares. That notice (the "Selling Notice"), will include details of the Selling Shares, the proposed price for each Selling Share to be paid by the Proposed Purchaser, the identity of the Proposed Purchaser, the place and the proposed date and time of completion of the proposed sale ("Drag Completion" shall be the aforementioned proposed date and time of completion of such sale or such other date and time as subsequently notified to the Other Members (as defined in article 7.2 below) by the Sellers).

7.2 Within two Business Days of receipt of the Selling Notice, the company shall give notice in writing (a "Drag Along Notice") to each of the shareholders, other than the Sellers (the "Other Members"), giving the details contained in the Selling Notice requiring each of them to sell to the Proposed Purchaser at Drag Completion all of their holdings of shares on the same terms as those for the shares contained in the Selling Notice in each case subject to the provisions set out below.

7.3 Each shareholder who is given a Drag Along Notice shall be obliged to sell all of his, her or its shares referred to in the Drag Along Notice at the same price per share as that set out in the Drag Along Notice for those shares being sold by the Sellers and otherwise on the same terms as those set out in the Selling Notice which shall be at least as favourable terms as the terms used for the Selling Shares. Each such shareholder shall be obliged to promptly execute and deliver such instrument(s) of transfer, as required by the Sellers, to the company in respect of the shares being the subject of the Drag Along Notice.

7.4 If any of the member(s) (the "Defaulting Member(s)") fails to comply with article 7.3, the company shall be constituted the agent of each Defaulting Member for the sale of his, her or its shares pursuant to article 7.3 (together with all rights then attached thereto) and the Board of Managers, may authorise a designated person to execute and deliver on behalf of and as attorney for each Defaulting Member the necessary instrument(s) of transfer and the company may receive the purchase money in trust for each of the Defaulting Members and cause the Proposed Purchaser to be registered as the holder of such shares. The receipt by the company of the purchase money, pursuant to such transfers, shall constitute a good and valid discharge to the Proposed Purchaser (who shall not be bound to see to the application thereof)

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and after the Proposed Purchaser has been registered in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person. The company shall not pay the purchase money due to the Defaulting Member(s) until such Defaulting Member shall, in respect of the shares being the subject of the Drag Along Notice, have delivered the necessary transfers to the Company. No member shall be required to comply with a Drag Along Notice unless the Sellers shall sell the Selling Shares to the Proposed Purchaser on or around Drag Completion, subject at all times to the Sellers being able to withdraw the Selling Notice at any time prior to Drag Completion by giving notice to the company to that effect, whereupon each Drag Along Notice shall cease to have effect.

7.5 If any person becomes a shareholder (a "New Shareholder") pursuant to the exercise of a pre-existing option or other right to acquire securities, or pursuant to the conversion of any convertible loan capital of the company at any time after a Drag Along Notice has been served, the New Shareholder will be bound to transfer all securities acquired by him/ it to the Proposed Purchaser, or as the Proposed Purchaser may direct. The foregoing provisions of this article 7 shall apply (with necessary changes) to the New Shareholder, save that if the securities are acquired after the sale of securities by the shareholders the subject of a Drag Along Notice has been completed, completion of the sale of the New Shareholder's securities shall take place immediately on the New Shareholder acquiring the securities.

7.6 The provisions of this article 7 are subject to the terms of any shareholders agreement entered into by the shareholders from time to time and in particular to any terms governing the distribution of sale proceeds.

7.7 For the purposes of this article 7 "Business Day" and "Acting in Concert" shall bear the meaning given to these terms in any shareholders agreement entered into by the shareholders from time to time.

Art. 8. Subject to the other provisions of these articles, the provisions of any shareholders' agreement entered into by the shareholders from time to time and applicable law, interim dividends on any shares may be paid upon the decision of the Board of Managers and in accordance with any conditions as may be set out in any shareholders' agreement entered into by the shareholders from time to time. Any such payment shall, in addition, be subject to the following conditions:

a) interim accounts shall be drawn up showing that the funds available for distribution are sufficient;

b) the amount to be distributed 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 allocated to the reserve pursuant to the requirements of the law or of these articles; and

c) the decision of the Board of Managers to distribute an interim dividend may not be taken more than two months after the date to which the interim accounts referred to under paragraph (a) above have been drawn up.

Where any payments on account of interim dividends exceed the amount of the dividend subsequently decided upon by the general meeting, they shall, to the extent of the overpayment, be deemed to have been paid on account of the next dividend.

Title III. - Management

Art. 9. The company is managed by the Board of Managers, comprising a maximum number of five members, whether shareholders or not, who are appointed by the general meeting of shareholders which may at any time remove them. In case of vacancy of the office of a manager appointed by the general meeting, the remaining managers so appointed may fill the vacancy on a provisional basis. In such circumstances, the final appointment shall be made at the next general meeting.

There is no limit to the number of times a person can be elected to the Board of Managers.

The number of managers, their term and their remuneration are fixed by the general meeting of shareholders.

Art. 10. The Board of Managers convenes upon call by any manager, as often as the interest of the company so requires.

Written notice of any meeting of the Board of Managers shall be given to all managers at least forty-eight hours in advance of the time set for such meeting, except in circumstances of emergency in which case the nature of such circumstances shall be set forth in the notice of meetings. This notice may be waived by the consent in writing or by fax or e-mail of each manager.

Separate notice shall not be required for meetings at which all the managers are present or represented and have declared that they had prior knowledge of the agenda as well as for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Managers.

Any manager of the company may act at any meeting of the Board of Managers by appointing in writing, or by cable or telegram, telex, telefax or other electronic transmission another member of the Board of Managers as his proxy.

The Board of Managers may only deliberate or act validly if at least a majority of its members are present either in person or by proxy (one of whom shall in all cases be a manager nominated for appointment by MD pursuant to the provisions of any shareholders' agreement entered into by the shareholders from time to time and one of whom shall in all cases be a manager nominated for appointment by NS pursuant to the provisions of any shareholders' agreement entered into by the shareholders from time to time).

Any member of the Board of Managers who participates in the proceedings of a meeting of the Board of Managers by means of a communication device (including a telephone or a video conference) which allows all the other members of

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the Board of Managers present at such meeting (whether in person or by proxy, or by means of such communication device) to hear and to be heard by the other members at any time shall be deemed to be present in person at such meeting, and shall be counted when reckoning a quorum and shall be entitled to vote on matters considered at such meeting.

The resolutions of the Board of Managers will be recorded in minutes signed by at least two managers who took part in the relevant meeting.

Subject to the provisions of any shareholders' agreement entered into by the shareholders from time to time, resolutions shall be approved if taken by a majority of the votes of the members present either in person or by proxy at such meeting and in accordance with any procedures set out in any such shareholders' agreement.

Circular resolutions signed by all members of the Board of Managers will be as valid and effective as if passed at a meeting duly convened and held. Such signatures may appear on a single document or multiple copies of an identical resolution.

Art. 11. The Board of Managers is vested with the broadest powers to perform all acts of administration and disposition in compliance with the corporate object of the company.

All powers not expressly reserved by law, any shareholders' agreement entered into by the shareholders from time to time or by the present articles of incorporation to the general meeting of shareholders fall within the competence of the Board of Managers.

Art. 12. The company will be bound in any circumstances by the joint signatures of two managers, unless special decisions have been reached concerning the authorised signature in case of delegation of powers or proxies given by the Board of Managers pursuant to article 13 of the present articles of incorporation.

Art. 13. The Board of Managers may delegate its powers to one or more managers, who will be called managing directors.

It may also commit the management of a special branch to one or more officers, and give special powers for determined matters to one or more proxyholders, selected from its own members or not, whether shareholders or not.

Art. 14. Any litigation involving the company, either as plaintiff or as defendant, will be handled in the name of the company by the Board of Managers, represented by the manager delegated for this purpose.

Title IV. - General meeting

Art. 15. Decisions which exceed the powers of the managers shall be taken by the general meeting of shareholders.

In case there are less than twenty-five shareholders, decisions of shareholders may be taken either in a general meeting or by written consultation at the initiative of the Board of Managers. Subject to Article 17 below, no decision is deemed validly taken until it has been adopted by the shareholders representing more than fifty per cent (50%) of the capital and provided that MD and NS are present or represented at such meeting (or have given their consent in writing, as the case may be).

Any shareholder may act at any general meeting by appointing in writing, or by cable or telegram, telex, telefax or other electronic transmission, as his proxy another person who need not be a shareholder.

Shareholders participating in the meeting by way of video conference or by way of telecommunication means permitting their identification, shall be deemed to be present for the calculation of quorum and majority. Such means shall bear the technical characteristics that ensure an effective participation in the meeting, which deliberations shall be online without interruption.

Art. 16. General meetings of shareholders shall be convened by the Board of Managers pursuant to a notice setting forth the agenda and sent by registered letter at least eight (8) days prior to the meeting to each shareholder at the shareholder's address recorded in the share register, unless all shareholders are present at such a meeting and agree to waive such notice requirement.

Art. 17. Resolutions at a general meeting called to deliberate upon an amendment to these articles of incorporation will be validly passed only if a majority of shareholders representing three-quarters of the total number of issued shares or their representatives, vote in favour. The nationality of the company may only be changed by unanimous vote of the shareholders.

Notwithstanding the foregoing, any resolution of the general meeting of shareholders entailing a variation of a particular class of issued shares, must be approved by the holders of three-quarters of that particular class of shares provided that any variation to the rights attaching to the Class A Shares requires the unanimous approval of the holders of the Class A Shares.

Title V. - Financial year, Allocation of profits

Art. 18. The financial year of the company shall begin on the first of January and shall terminate on the thirty-first of December of each year, with the exception of the first financial year, which shall begin on the date of formation of the company and shall terminate on thirty-first of December 2012.

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Art. 19. Each year, as of the thirty-first of December, there will be drawn up a record of the assets and liabilities of the company, as well as a profit and loss account.

After deduction of any and all of the expenses of the company and the amortisations, the credit balance represents the net profits of the company. Of the net profits, five percent (5%) shall be appropriated for the legal reserve; this deduction ceases to be compulsory when the reserve amounts to ten percent (10%) of the capital of the company, but it must be resumed until the reserve is entirely reconstituted if, at any time, for any reason whatsoever, the reserve falls below ten percent (10%) of the capital of the company.

The balance is at the disposal of the general meeting to be distributed in accordance with this article, Luxembourg law and with the terms of any shareholders agreement to be entered into by the shareholders from time to time.

Title VI. - Dissolution, Liquidation

Art. 20. The company may be dissolved by a resolution of the general meeting of shareholders at the majority defined by article 142 of the law of 10 August 1915 on commercial companies, as amended. If the company is dissolved, the liquidation will be carried out by one or more liquidators, physical or legal persons, appointed by the general meeting of shareholders which will specify their powers and fix their remuneration.

The net proceeds of liquidation (whether consisting in cash or in any other assets) shall be distributed by the liquidator (s) in accordance with the terms of these articles of incorporation and as may be set out in any shareholders' agreement entered into by the shareholders from time to time.

Title VII. - General provisions

Art. 21. All matters not governed by these articles of incorporation are to be construed in accordance with the law of August 10, 1915, on commercial companies as amended.

Transitory disposition

Exceptionally the first financial year shall begin on the day of incorporation of the Company and shall close on the thirty-first day of December 2012.

Subscription - Payment

The articles of association having thus been established, the appearing parties declare to subscribe the capital as follows:

- six thousand and three hundred (6,300) Class A Shares have been subscribed by Matthew Durkin prenamed, and fully paid up by contribution in cash of an aggregate amount of six thousand and three hundred GBP (GBP 6,300.-);

- four thousand and two hundred (4,200) Class A Shares have been subscribed by Neeraj Sharma prenamed, and fully paid up by contribution in cash of an aggregate amount of four thousand and two hundred GBP (GBP 4,200.-); and

- two thousand and one hundred (2,100) Class B Shares have been subscribed by LGT Group Foundation prenamed together with a share premium of four hundred and fifty-two thousand and four hundred GBP (GBP 452,400.-), and fully paid up by contribution in cash of an aggregate amount of four hundred and fifty-four thousand and five hundred GBP (GBP 454,500.-),

so that the amount of four hundred and sixty-five thousand GBP (GBP 465,000.-) is now available to the Company, evidence thereof having been given to the undersigned notary.

Extraordinary general meeting

Immediately after the incorporation of the company, the shareholders took the following resolutions:

1)Are appointed as managers for an unlimited period:

- Matthew Durkin, born on June 5, 1965 in Wellington (United Kingdom), residing at 124a Richmond Hill, Richmond, Surrey TW10 6RN, United Kingdom;

- Neeraj Sharma, born on May 22, 1972 in London (United Kingdom), residing at Roselandia, Bagshot Road, Chobham Woking GU24 8SJ, United Kingdom;

2) The company shall have its registered office at 65, Boulevard Grande Duchesse Charlotte L-1331 Luxembourg.

Estimated Costs

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with its incorporation, have been estimated at about one thousand euro (EUR 1,000.-).

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

WHEREOF, the present notarial deed was drawn up in Luxembourg, on the date mentioned at the beginning of this document.

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

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Suit la version française du texte qui précède:

L'an deux mille onze, le vingt-sept octobre.

Par-devant Maître Edouard DELOSCH, notaire de résidence à Rambrouch.

A comparu:

Matthew Durkin, consultant, demeurant au 124a Richmond Hill, Richmond, Surrey TW10 6RN, Royaume-Uni, représenté par Renata

JOKUBAUSKAITE, Avocat à la Cour, demeurant professionnellement à Luxembourg, en vertu d'une procuration lui conférée sous seing privé le 25 octobre 2011;

Neeraj Sharma, consultant, demeurant à Roselandia Bagshot Road, Chobham Woking GU24 8SJ, Royaume-Uni, représenté par Renata JOKUBAUSKAITE, Avocat à la Cour, demeurant professionnellement à Luxembourg, en vertu d'une procuration lui conférée sous seing privé le 25 octobre 2011; et

LGT Group Foundation, une fondation constituée et gouvernée par les lois de la Principauté du Liechtenstein, ayant son siège social à Herrengasse 12, 9490 Vaduz, Principauté du Liechtenstein, enregistrée sous le numéro FL-0002.037.804-7, représentée par Francis KASS, Avocat à la Cour, demeurant professionnellement à Luxembourg, en vertu d'une procuration lui conférée sous seing privé le 24 octobre 2011.

Les procurations prémentionnées, après avoir été signées ne varietur par les mandataires et le notaire soussigné, resteront annexées au présent acte pour être enregistrées avec celui-ci.

Lesquels comparants, représentés comme indiqué ci-dessus, ont déclaré et requis le notaire soussigné d'acter les statuts d'une société à responsabilité limitée qui suit:

«Titre I er . - Dénomination, Siège social, Objet, Durée

Art. 1 er . Il est formé par le présent acte une société à responsabilité limitée sous le nom de "Peak Holdings S.àr.l".

Art. 2. Le siège social de la société est établi à Luxembourg-Ville. Le siège social pourra être transféré au sein de la même commune par décision du conseil de gérance de la société (le «Conseil de Gérance»).

Lorsque des événements extraordinaires d'ordre politique ou économique, de nature à compromettre l'activité normale du siège social ou la communication aisée avec ce siège ou de ce siège avec l'étranger se sont produits ou sont imminents, le siège social peut être transféré provisoirement à l'étranger jusqu'à cessation complète de ces circonstances anormales.

Une telle décision n'aura cependant aucun effet sur la nationalité de la société. Pareille déclaration de transfert du siège sera faite et portée à la connaissance des tiers par l'organe de la société qui est le mieux placé pour le faire dans ces circonstances.

Art. 3. La société est constituée pour une durée illimitée.

Art. 4.

4.1 La société a pour objet la prise de participations, sous quelque forme que ce soit, dans des entreprises luxembourgeoises ou étrangères, 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, la possession, l'administration, le développement et la gestion de son portefeuille.

4.2 La société peut utiliser ses fonds pour l'acquisition et le développement de plate-formes informatiques en rapport avec des services financiers ou d'autres industries et peut conclure des contrats d'octroi de licences informatiques avec des tiers en respectant l'usage de ces dites plate-formes.

4.3 La société peut participer à la création et au développement de n'importe quelle entreprise financière, industrielle ou commerciale et prêter tous concours, que ce soit par des prêts, garanties ou de toute autre manière à des sociétés filiales ou affiliées.

4.4 La société peut emprunter sous toutes les formes et émettre des obligations ou titres de créance similaires.

4.5 En général, la société peut prendre toutes mesures de contrôle et de surveillance et procéder à toutes opérations financières, mobilières ou immobilières, commerciales et industrielles, y compris l'acquisition d'immobilisations corporelles et de l'immobilier, qu'elle jugera utiles à la réalisation et au développement de son objet social.

Title II. - Capital, Parts sociales

Art. 5.

5.1 Le capital social souscrit est fixé à douze mille six cents GBP (GBP 12.600,-) divisé en dix mille cinq cents (10.500) Parts Sociales de Classe A (telles que définies ci-après) et deux mille cent (2.100) Parts Sociales de Classe B ((telles que définies ci-après).

5.2 Le capital social autorisé de la société y compris le capital social émis s'élèvera à dix-huit mille sept cent cinquante GBP (GBP 18.750,) représenté par quatorze mille deux cent cinquante (14.250) parts sociales de classe A ayant une valeur

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nominale d'une GBP (GBP 1,-) chacune (les «Parts Sociales de Classe A») et quatre mille cinq cents (4.500) parts sociales de classe B ayant une valeur nominale d'une GBP (GBP 1,-) chacune (les «Parts Sociales de Classe B»).

5.3 Le Conseil de Gérance dûment mandaté est autorisé à, et mandaté pour, augmenter de temps en temps le capital social souscrit de la société dans les limites du capital autorisé conformément aux dispositions de tout pacte d'associés conclu par les associés de temps à autre, en une seule fois ou par tranches successives, par émission des nouveaux titres avec ou sans prime d'émission, à condition toutefois que toute émission de nouveaux titres à un non-associé requiert l'approbation préalable des associés représentant les trois quarts du capital social. Les nouvelles parts sociales avec ou sans prime d'émission peuvent être libérées par voie de versements en espèces ou par apport en nature de titres ou d'autres actifs, dans le respect des conditions prévues par la loi luxembourgeoise.

Cette autorisation est valable pour une période de cinq ans à partir de la date de la publication du présent acte.

La durée de cette autorisation peut être étendue de temps en temps par décision de l'assemblée générale des associés, statuant comme en matière de modification des statuts.

5.4 Le Conseil de Gérance est de plus autorisé à émettre des obligations convertibles ou des titres comparables ou des obligations avec droit de souscription ou émettre des instruments financiers de dette convertibles en actions aux conditions déterminées par le Conseil de Gérance et en conformité avec les dispositions de tout pacte d'associés conclu par les associés de temps à autre.

De tels titres convertibles qui seraient émis par le Conseil de Gérance ou parts sociales qui seraient émises en vertu du capital autorisé suite à la constitution de la société, seront considérés comme «Nouveaux Titres».

5.5 Sauf résolutions contraires de l'assemblée générale des associés ou dispositions contraires du pacte d'associés conclu par les associés de temps à autre, si la société propose d'émettre et d'allouer des Nouveaux Titres, ces derniers ne peuvent être émis, ni alloués à personne, à moins que la société les ait offerts en premier lieu à tous les détenteurs de parts sociales de la société, et ce aux mêmes conditions et même prix que les Nouveaux Titres ayant été offerts à ces personnes sur base pari passu et au pro rata du nombre de parts sociales détenues par ces personnes (autant que faire se peut sans fractions). L'offre:

ii. doit être écrite et préciser en détail le nombre, la classe et le prix de souscription des Nouveaux Titres; et

iii. peut stipuler que tout associé souhaitant souscrire pour un nombre de Nouveaux Titres excédant la proportion qu'il est en droit de souscrire doit déclarer le nombre de Nouveaux Titres excédants («Titres Excédants»).

5.6 Tout Nouveau Titre non accepté par les associés dans le cadre de l'offre faite d'après l'article 5.5 seront alors utilisés pour satisfaire toute demande de Titres Excédants, conformément à l'article 5.5 (ii) et en cas d'insuffisance de Titres Excédants pour satisfaire de telles demandes, les Titres Excédants seront affectés aux demandeurs sur base du nombre de parts sociales détenues par eux immédiatement avant l'offre faite aux associés, conformément à l'article 5.5 (autant que faire se peut sans fraction et sans augmenter le nombre de Titres Excédants alloués à tout associé au-delà du nombre demandé) et après cette allocation, les Titres Excédants restants peuvent, avec le consentement préalable écrit de Matthew Durkin («MD») et Neeraj Sharma («NS»), être offerts toute autre personne que le Conseil de Gérance peut désigner, et ce au même prix et aux mêmes conditions que l'offre faite aux associés.

5.7 Lorsque le Conseil de Gérance effectue une augmentation partielle ou totale de capital conformément aux dispositions mentionnées ci-dessus, il sera obligé de prendre les mesures nécessaires pour modifier cet article afin de constater cette modification ainsi qu'il sera autorisé à prendre ou à autoriser toutes les mesures requises pour l'exécution et la publication d'une telle modification conformément à la loi.

5.8 Les parts sociales ne peuvent être émises que sous forme nominative.

5.9 La société peut procéder au rachat de ses propres parts sociales dans la mesure et aux conditions auxquelles la loi le permet et conformément aux dispositions du pacte d'associés conclu par les associés de temps à autre.

5.10 Les termes «part sociale» et «parts sociales» ou «associé» et «associés» incluront dans ces statuts, sauf disposition contraire implicite ou explicite, les Parts Sociales de Classe A et les Parts Sociales de Classe B ainsi que leurs détenteurs.

Art. 6. Un associé peut seulement céder ses parts sociales, à condition d'être en conformité avec les restrictions de transfert contenues dans un pacte d'associés conclu par les associés de temps à autre, mais aussi à condition que les cessions de parts sociales entre vifs à des non-associés ne soient effectués qu'avec l'accord préalable des associés représentant au moins les trois-quarts du capital social lors d'une assemblée générale. Au sens de cet article 6, le terme "Transfert" signifie un transfert direct ou indirect de quelque forme que ce soit, incluant une vente, cession, un transfert de propriété, une création de Charge, ou autre acte de disposition, tout démembrement ou aliénation d'un droit légal ou bénéficiaire ou tout autre acte similaire selon le contexte. Le terme "Charge" signifie tout intérêt ou droit de toute personne (incluant tout droit d'acquisition, d'option ou de préemption), prêt, charge, gage, privilège cession, hypothèque, sûreté (incluant ceux créés par la loi), réserve de propriété ou tout autre contrat ou accord de sûreté.

Art. 7.

7.8 Si MD et NS souhaitent vendre toutes leurs parts sociales (dans une seule transaction ou une série de transactions) (MD et NS, sont désignés ci-après comme les «Vendeurs») (les parts sociales à vendre par les Vendeurs, sont désignées ci-après comme les «Parts Sociales en Vente») à un tiers acquéreur ou des acquéreurs Agissant de Concert, (l'«Acquéreur Potentiel») qui ont l'intention d'acheter ou de faire une offre sur toutes les parts sociales émises, les Vendeurs ont le

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droit de notifier à la société, par avance et par écrit, leur intention de vendre les Parts Sociales en Vente. Cette notification (l'«Avis de Vente») devra mentionner en détail les Parts Sociales en Vente, le prix proposé pour chaque Part Sociale en Vente à payer par l'Acquéreur Potentiel, l'identité de l'Acquéreur Potentiel, le lieu, la date et l'heure proposés en vue de la réalisation de la vente proposée (la «Réalisation de Cession Conjointe») sera la date et l'heure mentionnées dans l'Avis de Vente ou toute autre date et heure telle que notifiées aux Autres Associés (tel que défini à l'article 7.2) par les Vendeurs).

7.9 Dans les deux Jours Ouvrables suivant la réception de l'Avis de Vente, la société adressera une notification écrite (une «Notification de Cession Conjointe») à chaque associé autre que les Vendeurs (les «Autres Associés») en reprenant tous les détails contenus dans l'Avis de Vente exigeant de chacun d'entre eux de vendre à chaque Acquéreur Potentiel au moment de la Réalisation de Cession Conjointe toutes les parts sociales détenues aux mêmes conditions que celles prévues dans l'Avis de Vente dans chaque cas, sous réserve des dispositions ci-dessous.

7.10 Chaque associé qui a reçu une Notification de Cession Conjointe sera obligé de vendre toute(s) ses parts sociales visée(s) par la Notification de Cession Conjointe au même prix que les parts sociales mises en vente par les Vendeurs tel qu'indiqué dans la Notification de Cession Conjointe et sinon aux mêmes conditions que celles prévues dans l'Avis de Vente qui doivent être au moins aussi favorables que les conditions prévues pour les Parts Sociales en Vente. Un tel associé sera obligé d'exécuter et de transmettre sans délai les instruments de cession tels qu'exigés par les Vendeurs, à la société en ce qui concerne les parts sociales visées par la Notification de Cession Conjointe.

7.11 Si un ou plusieurs des associés (le(s) «Associé(s) Défaillant(s)») ne se conforment pas à l'article 7.3, la société agira en tant qu'agent de chaque Associé défaillant chargé de la vente de ses parts sociales en vertu de l'article 7.3 (avec tous les droits attachés à celles-ci) et le Conseil de Gérance peut autoriser une personne désignée d'exécuter et de transmettre en tant que mandataire, au nom et pour le compte de chaque Associé Défaillant, les instruments de cession requis et la société peut recevoir le prix d'achat en fiducie pour chaque Associé Défaillant et inscrire chaque Acquéreur Potentiel comme détenteur de ces parts sociales. La réception par la société du prix d'achat, suite à ces cessions, constitue une décharge valable à chaque Acquéreur Potentiel (qui ne sont pas tenus de vérifier l'application de la somme d'achat) et une fois que les Acquéreurs Potentiels ont été enregistrés comme ayant exercé les pouvoirs susvisés, la validité des actes ne peut être remise en cause. La société ne doit payer le prix d'achat dû au(x) Actionnaire(s) Défaillant(s) que si ce(s) dernier(s) a/ont transmis les actes de cession à la société en ce qui concerne les parts sociales visées par la Notification de Cession Conjointe. Aucun associé n'est tenu de se conformer à la Notification de Cession Conjointe, sauf si les Vendeurs doivent vendre les Parts Sociales en Vente à l'Acquéreur Potentiel à la Réalisation de Cession Conjointe ou à la date proche de celle-ci, à condition que les Vendeurs soient en mesure de retirer l'Avis de Vente à tout moment avant la Réalisation de Cession Conjointe par voie de notification à la société à cet effet, après quoi chaque Notification de Cession Conjointe cessera tous ses effets.

7.12 Si, à tout moment après la Notification de Cession Conjointe, une personne devient associé (le «Nouvel Associé») suivant l'exercice d'un droit d'option préexistant ou d'un autre droit d'acquérir des parts sociales ou bien encore suivant une conversion du prêt convertible de la société, le Nouvel Associé sera obligé de céder à l'Acquéreur Potentiel les parts sociales acquises par lui ou devra suivre les instructions de l'Acquéreur Potentiel. Les dispositions de l'article 7 s'appliquent au Nouvel Associé (avec les modifications nécessaires), sauf dans l'hypothèse où les parts sociales sont acquises après la réalisation de vente des parts sociales par les associés visées par la Notification de Cession Conjointe, auquel cas, la réalisation de la vente des parts sociales du Nouvel Associé aura lieu immédiatement après l'acquisition des parts sociales par le Nouvel Associé.

7.13 Les dispositions de l'article 7 sont soumises aux dispositions du pacte d'associés conclu par les associés de temps à autre, en particulier celles prévoyant la distribution du produit de la vente.

7.14 Au sens de l'article 7, la signification des termes «Jour Ouvrable» et «Agissant de Concert» sera la même que dans les dispositions du pacte d'associés conclu par les associés de temps à autre.

Art. 8. Sous réserve des autres dispositions des présents articles, des dispositions du pacte d'associés conclu par les associés de temps à autre et de la loi applicable, les acomptes sur dividendes peuvent être distribuées sur décision du Conseil de Gérance et conformément aux conditions déterminées par le pacte d'associés conclu par les associés de temps à autre. Ce versement sera en outre soumis aux conditions suivantes:

d) les comptes intérimaires doivent être établis faisant apparaître que les fonds disponibles pour la distribution sont suffisants;

e) le montant à distribuer ne peut excéder le montant des résultats 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 a cet effet et diminué des pertes reportées ainsi que des sommes à porter en réserves en vertu d'une obligation légale ou statutaire;

f) la décision du Conseil de Gérance de distribuer un acompte sur dividendes ne peut être prise plus de deux mois après la date à laquelle ont été établis les comptes intérimaires, tel que prévus au paragraphe (a) ci-dessus.

Lorsqu'un paiement, au titre des acomptes sur dividendes, excède le montant du dividende subséquemment décidé lors de l'assemblée générale, il est, dans la mesure du trop-perçu, considéré comme ayant été payé au titre du dividende suivant.

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Titre III. - Gestion

Art. 9. La société est administrée par le Conseil de Gérance composé de cinq membres maximum, associés ou non, qui sont nommés par l'assemblée générale des associés, laquelle peut les révoquer à tout moment. En cas de vacance du poste d'un gérant nommé par l'assemblée générale, les gérants restants ainsi nommés peuvent combler cette vacance de manière provisoire. Dans de telles circonstances, l'assemblée générale suivante procède à la nomination définitive.

Il n'y a pas de limite au nombre de fois où une personne peut être élue au Conseil de Gérance.

Le nombre de gérants, la durée de leur mandat et leurs émoluments sont fixés par l'assemblée générale des associés.

Art. 10. Le Conseil de Gérance se réunit sur convocation d'un gérant, aussi souvent que l'intérêt de la société l'exige.

Un avis de convocation écrit pour toute réunion du Conseil de Gérance sera donné à tous les gérants au moins quarante-huit heures avant la date prévue pour cette réunion, sauf en cas d'urgence, auquel cas la nature de cette urgence sera mentionnée dans l'avis de convocation. Il peut être renoncé à cette convocation écrite sur accord de chaque gérant donné par écrit en original, téléfax ou e-mail.

Une convocation spéciale ne sera pas requise pour les réunions au cours desquelles l'ensemble des gérants sont présents ou représentés et ont déclaré avoir préalablement pris connaissance de l'ordre du jour de la réunion ainsi que pour toute réunion se tenant à une heure et à un endroit prévus dans une résolution adoptée préalablement par le Conseil de Gérance.

Chaque gérant de la société peut agir lors de chaque réunion du Conseil de Gérance en désignant par écrit ou par câble, télégramme, télex, téléfax ou tous autres moyens de communication électronique, un autre membre du Conseil de Gérance comme son mandataire.

Le Conseil de Gérance ne peut délibérer ou agir valablement que si au moins la majorité de ses membres sont présents en personne ou par procuration (dont l'un sera, dans tous les cas, un gérant proposé pour la nomination par MD conformément aux dispositions de tout pacte d'associés conclu par les associés de temps à autre et l'autre sera, dans tous les cas, un gérant proposé pour la nomination par NS conformément aux dispositions de tout pacte d'associés conclu par les associés de temps à autre).

Tout membre du Conseil de Gérance qui participe à une réunion du Conseil de Gérance via un moyen de communication (incluant le téléphone ou une vidéo conférence) qui permet aux autres membres du Conseil de Gérance présents à cette réunion (soit en personne soit par mandataire ou au moyen de ce type de communication) d'entendre ou d'être entendu à tout moment par les autres membres sera considéré comme présent en personne à cette réunion et sera pris en compte pour le calcul du quorum et autorisé à voter sur les matières traitées lors de cette réunion.

Les résolutions du Conseil de Gérance seront consignées dans des procès-verbaux signés par au moins deux gérants qui ont participé à la réunion en question.

Sous réserve des dispositions du pacte d'associés conclu par les associés de temps à autre, les résolutions seront approuvées si elles sont prises à la majorité des voix des membres présents soit en personne ou par procuration à cette réunion et en conformité avec les procédures énoncées dans tout pacte d'associés.

Les résolutions circulaires signées par tous les membres du Conseil de Gérance ont la même valeur juridique que celles prises lors d'une réunion du Conseil de Gérance dûment convoqué à cet effet. Les signatures peuvent figurer sur un document unique ou sur différentes copies de la même résolution.

Art. 11. Le Conseil de Gérance est investi des pouvoirs les plus étendus pour faire tous les actes d'administration et de disposition conformément à l'objet social de la société.

Tous les pouvoirs non expressément réservés par la loi, un pacte d'associés conclu par les associés de temps à autre ou par les présents statuts, à l'assemblée générale des associés, sont de la compétence du Conseil de Gérance.

Art. 12. La société sera valablement engagée en toutes circonstances par la signature conjointe de deux gérants, à moins que des dispositions spéciales concernant la signature autorisée en cas de délégation de pouvoirs ou de représentation par mandataire n'aient été prises par le Conseil de Gérance conformément à l'article 13 des présents statuts.

Art. 13. Le Conseil de Gérance peut déléguer ses pouvoirs à un ou plusieurs gérants, qui seront appelés gérants délégués.

Il peut aussi confier la gestion d'une branche spéciale d'activités à un ou plusieurs agents, et donner des pouvoirs spéciaux pour l'accomplissement de tâches précises à un ou plusieurs mandataires, sélectionnés parmi ses membres ou non, lesquels ne doivent pas nécessairement être associés.

Art. 14. Tous les litiges dans lesquels la société est impliquée comme requérante ou comme défenderesse seront traités au nom de la société par le Conseil de Gérance, représentée par le gérant délégué à cet effet.

Titre IV. - Assemblée générale des associés

Art. 15. Les décisions qui excèdent les pouvoirs reconnus aux gérants seront prises en assemblée générale.

S'il y a moins de vingt-cinq associés, les décisions des associés seront prises par l'assemblée générale ou par consultation écrite à l'initiative du Conseil de Gérance. En vertu de l'article 17 ci-dessous, aucune décision n'est valablement prise, à

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moins qu'elle n'ait été adoptée par des associés représentant plus de la moitié du capital social et que MD et NS soient présents ou représentés à cette assemblée générale (ou qu'ils aient, selon le cas, donné leur consentement par écrit).

Tout associé peut participer à l'assemblée générale en désignant par écrit ou par câble ou télégramme, télex, par téléfax, ou par un moyen de communication électronique, une autre personne comme son mandataire, laquelle n'est pas nécessairement associé de la société.

Les associés qui participent à l'assemblée par vidéo conférence ou par des moyens de télécommunication permettant leur indentification sont réputés présents pour le calcul du quorum et de la majorité. Ces moyens doivent satisfaire à des caractéristiques techniques garantissant la participation effective à l'assemblée, dont les délibérations sont retransmises de façon continue.

Art. 16. Les assemblées générales des associés seront convoquées par le Conseil de Gérance, conformément à l'avis donné par le Conseil de Gérance énonçant l'ordre du jour et envoyé par lettre recommandée, au moins huit (8) jours avant la réunion, à chaque associé à l'adresse de l'associé enregistrée dans le registre des parts sociales, à moins que tous les associés soient présents à cette assemblée générale et acceptent de renoncer à l'obligation de notification.

Art. 17. Les résolutions prises lors d'une assemblée générale appelée à délibérer sur une modification de ces statuts ne peuvent être valablement prises que si une majorité des associés représentant les trois-quarts du nombre total des parts sociales émises ou leurs représentants émettent un vote positif. La nationalité de la société ne peut être modifiée que par un vote unanime des associés.

Nonobstant ce qui précède, toute résolution de l'assemblée générale des associés entraînant une modification des droits attachés à une classe de parts sociales doit être approuvée par les détenteurs des trois-quarts des parts sociales de cette classe sous réserve que toute modification des droits attachés aux Parts Sociales de Classe A doit être approuvée à l'unanimité par les détenteurs des Parts Sociales de Classe A.

Titre V.- Année sociale, Répartition des bénéfices

Art. 18. L'exercice social de la société commence le 1 er janvier de chaque année et se termine le 31 décembre de la même année à l'exception du premier exercice social qui commencera à la date de constitution de la société et se terminera le 31 décembre 2012.

Art. 19. Chaque année, au 31 décembre, les comptes sont arrêtés et il est dressé un inventaire comprenant l'indication des valeurs actives et passives de la société.

Le solde créditeur du bilan, après déduction de toutes les charges de la société et des amortissements, constitue le bénéfice net de la société. Sur ce bénéfice, cinq pour cent (5%) est affecté à la réserve légale; ce prélèvement cesse d'être obligatoire lorsque ladite réserve atteint dix pour cent (10%) du capital social, mais reprend son cours jusqu'à ce que la réserve légale soit entièrement reconstituée, si, à un moment donné, pour une cause quelconque, ladite réserve tombe en dessous de dix pour cent (10%) du capital social de la société.

Le reste du bénéfice est à la disposition de l'assemblée générale des associés et sera distribué conformément aux dispositions des présents statuts, de la loi luxembourgeoise et des dispositions du pacte d'associés conclu par les associés de temps à autre.

Title VI. - Dissolution, Liquidation

Art. 20. La société peut être dissoute par décision de l'assemblée générale des associés à la majorité fixée par l'article 142 de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée. Si la société est dissoute, la liquidation est effectuée par un ou plusieurs liquidateurs, personnes physiques ou morales, nommés par l'assemblée générale des associés, qui détermine leurs pouvoirs et fixe leurs émoluments.

Le produit net de liquidation (consistant en espèces ou en tout autre actif) sera distribué par le ou les liquidateur(s) en conformité avec les termes de ces statuts et, le cas échéant, en conformité avec les termes énoncés dans un pacte d'associés conclu par les associés de temps à temps.

Titre VII. - Dispositions générales

Art. 21. Tous les points non réglés par les présents statuts seront réglés conformément à la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée.

Dispositions transitoires

La première année sociale commencera à la date de constitution et finira le trente et un décembre 2012.

Souscription - Paiement

Les comparants ayant ainsi arrêté les statuts de la société ont souscrit au capital de la manière suivante:

- six mille trois cents (6.300) Parts Sociales de Classe A ont été souscrites par Matthew Durkin prénommé et libérées par un apport en espèces d'un montant de six mille trois cents GBP (GBP 6.300,-);

- quatre mille deux cents (4.200) Parts Sociales de Classe A ont été souscrites par Neeraj Sharma prénommé et libérées par un apport en espèces d'un montant de quatre mille deux cent GBP (GBP 4.200,-); et

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- deux mille cent (2.100) Parts Sociales de Classe B ont été souscrites par LGT Group Foundation, ensemble avec une prime d'émission de quatre cent cinquante-deux mille quatre cents GBP (GBP 452.400,-), et libérées par un apport en espèces d'un montant de quatre cent cinquante-quatre mille cinq cents GBP (GBP 454.500,-).

Ainsi, le montant de quatre cent soixante-cinq mille GBP (GBP 465.000,-) est maintenant à la disposition de la société, tel qu'il a été certifié au notaire soussigné.

Assemblée générale extraordinaire

Immédiatement après la constitution de la société, les associés ont pris les résolutions suivantes:

2) Ont été nommés gérants pour une durée illimitée:

- Matthew Durkin, né le 5 juin 1965 à Wellington (Royaume-Uni), demeurant au 124a Richmond Hill, Richmond, Surrey TW10 6RN, Royaume-Uni;

- Neeraj Shama, né le le 22 mai 1972 à Londres (Royaume-Uni), demeurant à Roselandia Bagshot Road, Chobham Woking GU24 8SJ, Royaume-Uni;

2) Le siège social de la société est fixé au 65, Boulevard Grande Duchesse Charlotte L-1331 Luxembourg.

Frais

Les dépenses, frais, rémunérations et charges de toutes espèces qui incombent à la société en raison de sa constitution sont estimés à environ mille Euros (EUR 1.000,-).

Le notaire soussigné qui connaît la langue anglaise, déclare par la présente qu'à la demande des comparants ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française, et qu'à la demande des mêmes comparants, en cas de divergences entre le texte anglais et le texte français, la version anglaise primera.

DONT acte, fait et passé à Luxembourg, à la date indiquée en tête des présentes.

Lecture du présent acte faite et interprétation donnée au mandataire des comparants, connu du notaire instrumentant par ses noms, prénoms usuels, états et demeures, il a signé avec Nous notaire le présent acte.

Signé: R. Jokubauskaite, F. Kass, DELOSCH.

Enregistré à Redange/Attert, le 2 novembre 2011. Relation: RED/2011/2288. Reçu soixante-quinze (75.-) euros

Le Receveur (signé): KIRSCH.

Pour expédition conforme, délivrée aux fins de la publication au Mémorial C.

Rambrouch, le 2 novembre 2011.

Référence de publication: 2011153270/611.

(110178004) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 novembre 2011.

Soico S.A., Société Anonyme.

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

R.C.S. Luxembourg B 117.394.

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EXTRAIT

Il résulte du procès-verbal de l'Assemblée Générale Ordinaire du 21 octobre 2011 que AT CONSULTING (RCSL B145722) ayant son siège à L-1750 Luxembourg, 41 Avenue Victor HUGO a été nommé Commissaire en remplacement de SER.COM S.à.r.l, commissaire démissionnaire.

Son mandat prendra fin à l'issue de l'Assemblée générale ordinaire qui se tiendra en 2013.

Pour extrait conforme
Luxembourg, le 15 novembre 2011.

Référence de publication: 2011155253/14.

(110180966) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Soloback S.A., Société Anonyme.

Siège social: L-2212 Luxembourg, 6, place de Nancy.

R.C.S. Luxembourg B 156.899.

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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.

SERVICE CENTRAL DE LÉGISLATION
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Luxembourg, le 15 novembre 2011.
Paul DECKER
Notaire

Référence de publication: 2011155255/12.

(110180940) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

SPCP Luxembourg Holdings S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 158.055.

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La Société a été migrée au Luxembourg suivant acte reçu par Maître Henri Hellinckx, notaire de résidence à Luxembourg, en date du 16 décembre 2010, publié au Mémorial C, Recueil des Sociétés et Associations n° 510 du 18 mars 2011.

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

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

SPCP Luxembourg Holdings S.à r.l.
Signature

Référence de publication: 2011155257/15.

(110180774) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Sport Investments S.C.A., Sicar, Société en Commandite par Actions sous la forme d'une Société d'Investissement en Capital à Risque.

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

R.C.S. Luxembourg B 118.833.

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

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

Pour Sport Investments SCA Sicar
Caceis Bank Luxembourg
Signatures

Référence de publication: 2011155258/13.

(110180608) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Staco International SA, Société Anonyme.

Siège social: L-1430 Luxembourg, 21, boulevard Pierre Dupong.

R.C.S. Luxembourg B 84.325.

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

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

Signature.

Référence de publication: 2011155261/10.

(110180469) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Sprumex S.A., Société Anonyme.

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

R.C.S. Luxembourg B 40.666.

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Extrait du procès-verbal de l'assemblée générale ordinaire tenue extraordinairement le 12/10/2011 à Luxembourg

L'Assemblée renouvelle pour une période de 6 ans le mandat des Administrateurs et du Commissaire sortants, à savoir Messieurs JACQUEMART Laurent, 3A, Boulevard du Prince Henri, L-1724 Luxembourg, RODRIGUES Eugenio, 3A, Boulevard du Prince Henri, L-1724 Luxembourg, GILLET Etienne, 3A, Boulevard du Prince Henri, L-1724 Luxembourg en tant qu'administrateurs et la société AUDITEX S.A.R.L. 3A, Boulevard du Prince Henri, L-1724 Luxembourg en tant que commissaire aux comptes. Leur mandat prendra fin à l'issue de l'Assemblée Générale Statutaire à tenir en 2017

Pour copie conforme
Signatures
Administrateur / Administrateur

Référence de publication: 2011155259/16.

(110180769) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Sprumex S.A., Société Anonyme.

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

R.C.S. Luxembourg B 40.666.

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Les comptes annuels au 31/12/2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2011155260/9.

(110180770) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Stars Estate S.A., Société Anonyme.

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

R.C.S. Luxembourg B 127.304.

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Extrait des résolutions prises lors de l'assemblée générale ordinaire des actionnaires tenue au siège social à Luxembourg, le 14 novembre 2011

Monsieur DE BERNARDI Alexis et Monsieur DONATI Régis sont renommés administrateurs.

Monsieur REGGIORI Robert est renommé commissaire aux comptes.

Monsieur DONATI Régis est nommé Président du Conseil d'administration.

Les mandats viendront à échéance lors de l'Assemblée Générale Statutaire de l'an 2013.

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

Référence de publication: 2011155262/17.

(110181058) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Stodiek Ariane I S.A., Société Anonyme.

Siège social: L-2557 Luxembourg, 9, rue Robert Stümper.

R.C.S. Luxembourg B 66.603.

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Les comptes annuels au 31 décembre 2010, ainsi que les informations et documents annexes 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: 2011155263/10.

(110181130) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Su-Chow S.à r.l., Société à responsabilité limitée.

Siège social: L-5884 Hesperange, 278, route de Thionville.

R.C.S. Luxembourg B 30.809.

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

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

Référence de publication: 2011155265/10.

(110180963) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Sudinvestments S.A., Société Anonyme.

Siège social: L-2227 Luxembourg, 29, avenue de la Porte-Neuve.

R.C.S. Luxembourg B 114.793.

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Extrait du procès-verbal de la réunion du conseil d'administration tenue à Luxembourg le 21 octobre 2011

Après avoir délibéré, le Conseil d'Administration décide, à l'unanimité, de nommer Monsieur Gaël PACLOT comme président du Conseil d'Administration,

Pour Copie Conforme

Signatures

Administrateur / Administrateur

Référence de publication: 2011155266/13.

(110180847) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

SVI Consulting S.A., Société Anonyme.

Siège social: L-2562 Luxembourg, 4, place de Strasbourg.

R.C.S. Luxembourg B 125.608.

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

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

Signature.

Référence de publication: 2011155267/10.

(110180474) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

SWIP (Luxembourg) S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 104.118.

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

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

À Luxembourg, le 14 novembre 2011. Signature.

Référence de publication: 2011155268/10.

(110180504) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Telecom Italia Finance, Société Anonyme.

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

R.C.S. Luxembourg B 76.448.

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Extrait du procès verbal du conseil d'administration de Telecom Italia finance s.a.

Il résulte d'une réunion du Conseil d'Administration de Telecom Italia Finance qui a été tenue à Luxembourg en date du 3 novembre 2011 que le Conseil a:

a) pris acte des démissions de M.me Francesca Petralia en tant que Administrateur, avec effet au 3 aout 2011;

b) décidé de ne pas substituer l'Administrateur démissionnaire.

Référence de publication: 2011155270/12.

(110180800) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

SCHMOLZ + BICKENBACH Luxembourg S.A., Société Anonyme.

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

R.C.S. Luxembourg B 164.504.

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STATUTES

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

Before Us Maître Martine SCHAEFFER, notary residing at Luxembourg.

THERE APPEARED:

SCHMOLZ + BICKENBACH Edelstahl GmbH, a limited liability corporation organized under the laws of Germany having its registered office at Eupener Straße 70, D-40549 Düsseldorf, Germany, registered with the commercial register

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

of the Amtsgericht Düsseldorf under number HRB 50712, here duly represented by Ms Laura LAINE, with business address at 121, avenue de la Faïencerie, L-1511 Luxembourg, by virtue of a proxy given under private seal in Düsseldorf (Germany) on October 17 th , 2011.

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

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

Art. 1. There is hereby established among the subscribers and all those who may become owners of the shares hereafter issued, a corporation in the form of a société anonyme, under the name of "SCHMOLZ + BICKENBACH Luxembourg S.A.".

The corporation is established for an undetermined period.

The registered office of the corporation is established in Luxembourg, Grand Duchy of Luxembourg. Branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors.

Art. 2. The Company's purpose is:

(1) To take participations and interests, in any form whatsoever, in any other commercial, industrial, financial or other, Luxembourg or foreign companies or enterprises.

(2) To acquire any securities and rights through participations, contributions, underwriting, firm purchases or options, negotiation or in any other way and to acquire patents and licenses, to manage and develop them.

(3) To grant to enterprises in which the Company has an interest, any assistance, loans, advances or guarantees, to lend funds to any company which belongs to the same group of companies than the Company including the proceeds of any borrowings and/or issues of debt securities.

(4) To give guarantees, to pledge, transfer, encumber or otherwise create security over some or all of its assets to secure its obligations or the obligations of any other company which belongs to the same group of companies than the Company, or any other company in connection with any operation which is directly or indirectly related to its purpose.

(5) To borrow and raise funds through, including, but not limited to, the issue of bonds, notes, subordinated notes and other debt instruments or debt securities, the use of financial derivatives or otherwise and obtain loans or any other form of credit facility.

(6) To enter into all necessary agreements, including, but not limited to underwriting agreements, marketing agreements, management agreements, advisory agreements, administration agreements and other contracts for services, selling agreements, interest and/or currency exchange agreements and other financial derivative agreements, bank and cash administration agreements, liquidity facility agreements, credit insurance agreements and any agreements creating any kind of security interest.

(7) To perform all commercial, technical and financial operations, connected directly or indirectly to facilitate the accomplishment of its purpose.

Art. 3. The subscribed capital is set at EUR 31,000 (thirty-one thousand euro) consisting of 310 (three hundred ten) shares with a par value of EUR 100 (one hundred euro), entirely paid in.

The corporation may, to the extent and under terms permitted by law redeem its own shares.

Art. 4. The shares of the corporation may be in registered form only.

The corporation will recognize only one holder per share. In case a share is held by more than one person, the corporation has the right to suspend the exercise of all rights attached to that share until one person has been appointed as the sole owner in relation to the corporation.

Art. 5. The Company may issue bonds, notes or other debt instruments under bearer or registered form by decision of the board of directors.

Art. 6. Any regularly constituted meeting of shareholders of the corporation shall represent the entire body of shareholders of the corporation. It shall have the broadest powers to order, carry out or ratify all acts relating to the operations of the corporation.

Art. 7. The annual general meeting of shareholders shall be held in Luxembourg at the registered office of the corporation, or at such other place in the Grand Duchy of Luxembourg as may be specified in the notice of meeting on the last Tuesday of May at 3:00 p.m.

If such day is a legal holiday, the annual general meeting shall be held on the next following business day. The annual general meeting may be held abroad if, in the absolute and final judgement of the board of directors, exceptional circumstances so require.

Other meetings of shareholders may be held at such place and time as may be specified in the respective notices of meeting.

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The quorum and time required by law shall govern the notice for and conduct of the meetings of shareholders of the corporation, unless otherwise provided herein.

Each share is entitled to one vote, subject to the limitations imposed by law and by these articles. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in written (mail or fax).

Except as otherwise required by law, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of the shareholders present and voting.

The board of directors may determine all other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders.

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

Art. 8. The corporation shall be managed by a board of directors composed of three members at least, consisting of Category A and B Directors, who need not be shareholders of the corporation.

In the case where the Company has a sole shareholder, the composition of the Board of Directors may be limited to one member, according to the law of August 25 th , 2006, who needs not to be a shareholder of the corporation.

The directors shall be appointed by the shareholders at any general meeting of shareholders for a period which may not exceed six years. Their re-election is authorized.

In the event of a vacancy of the board of directors, the remaining directors have the right to provisionally fill the vacancy; such decision to be ratified by the next general meeting.

Art. 9. The board of directors will choose from among its members a chairman, and may choose from among its members a vice-chairman. It may also choose a secretary, who need not be a director, who shall be responsible for keeping the minutes of the meetings of the board of directors and of the general meeting of the shareholders.

The deliberations of the board of directors shall be recorded in minutes, which have to be signed by the chairman or, if applicable, by his substitute, or by the secretary. The proxies given by represented directors will remain annexed to the board minutes. Any transcript of or excerpt from these minutes shall be signed by the chairman or 2 (two) directors.

The board of directors shall meet upon call by the chairman, or two directors, at the place and at the time indicated in the notice of meeting.

Any director may participate in a meeting of the board of directors by phone, videoconference, or any other suitable telecommunication means allowing for their identification. Such participation in a meeting is deemed equivalent to participation in person at the meeting of the directors.

Any director may act at any meeting of the board of directors by appointing in writing (mail or fax) another director as his proxy.

The board of directors can deliberate or act validly only if the majority of the directors, with at least one Category A Director and one Category B Director, are present or represented at a meeting of the board of directors. Decisions shall be taken unanimously by the majority of votes of the directors, present or represented at such meeting.

Resolutions in writing approved and signed by all directors shall have the same effect as resolutions voted at the directors' meetings. Written resolutions can either be documented in a single document or in several separate documents having the same content.

Art. 10. The board of directors is vested with the broadest powers to perform all acts of administration and disposition in the corporation's interests. All powers not expressly reserved by law to the general meeting of shareholders fall within the competence of the board of directors.

The board of directors may delegate its powers to conduct the daily management and affairs of the corporation and the representation of the corporation for such management and affairs, to any member or members of the board, directors, managers or other officers who need not be shareholders of the company, under such terms and with such powers as the board shall determine.

It may also confer all powers and special mandates to any persons who need not be directors, appoint and dismiss all officers and employees and fix their emoluments.

Art. 11. The corporation will be bound by the joint signature of one Category A Director and one Category B Director or by the single signature of the Sole Director or by the single or joint signature of any persons to whom such signatory power shall be delegated by the board of directors.

Art. 12. The operations of the corporation shall be supervised by one or several statutory auditors, which may be shareholders or not. The general meeting of shareholders shall appoint the statutory auditors and shall determine their number, remuneration and term of office which may not exceed six years.

Art. 13. The accounting year of the corporation shall begin on January 1 st of each year and shall terminate on December 31 st .

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Art. 14. From the annual net profits of the corporation, five per cent (5%) shall be allocated to the reserve required by law. This allocation shall cease to be required as soon and as long as such reserve amounts to ten per cent (10%) of the subscribed capital of the corporation as stated in article 3 hereof or as increased or reduced from time to time as provided in article 3 hereof.

The general meeting of shareholders, upon recommendation of the board of directors, will determine how the remainder of the annual net profits will be disposed of.

In the event of partly paid shares, dividends will be payable in proportion to the paid-in amount of such shares.

Interim dividends may be distributed by observing the terms and conditions foreseen by law.

Art. 15. In the event of dissolution of the corporation, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) appointed by the general meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation.

Art. 16. All matters not governed by these articles of incorporation shall be determined in accordance with the law of August 10 th , 1915 on commercial companies and amendments thereto.

Transitory provision

1) The first accounting year shall start on the date of the incorporation and end on December 31 st , 2011.

2) The first annual general meeting shall be held in 2012.

Subscription and payment

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

Subscribers	Subscribed capital	Paid-in capital	Number of shares
SCHMOLZ + BICKENBACH Edelstahl GmbH, pre-named:	31,000	31,000	310
TOTAL:	31,000	31,000	310

Proof of such payments has been given to the undersigned notary, so that the amount of EUR 31,000 (thirty-one thousand euro) is as of now available to the corporation.

Declaration

The undersigned notary herewith declares having verified the existence of the conditions enumerated in article 26 of the law of August 10 th , 1915, on commercial companies and expressly states that they have been fulfilled.

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 EUR 1,500 (one thousand five hundred euro).

General meeting of shareholders

The above named person, representing the entire subscribed capital and considering themselves as duly convened, has immediately proceeded to an extraordinary general meeting.

Having first verified that it was regularly constituted, it has passed the following resolutions by unanimous vote.

1. The number of directors is fixed at three (3) and the number of the statutory auditors at one (1).

2. Is appointed as Category A Director:

- Mr Axel EUCHNER, German, born on July 9 th , 1961 in Monschau (Germany), with business address at Eupener Straße 70, D40549 Düsseldorf, Germany.

3. Are appointed as Category B Directors:

- Mr Charles MEYER, Luxembourger, born on April 19 th , 1969 in Luxembourg (Grand-Duchy of Luxembourg), with business address at 121, avenue de la Faïencerie, L-1511 Luxembourg, Grand-Duchy of Luxembourg; and

- Mr John WANTZ, Luxembourger, born on May 17 th , 1966 in Luxembourg (Grand-Duchy of Luxembourg), with business address at 121, avenue de la Faïencerie, L-1511 Luxembourg, Grand-Duchy of Luxembourg.

4. Has been appointed statutory auditor:

ERNST & YOUNG, established and having its registered office at 7, rue Gabriel Lippmann, L-5365 Münsbach, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 47.771.

5. The address of the Corporation is set at 121, avenue de la Faïencerie, L-1511 Luxembourg, Grand Duchy of Luxembourg.

6. The term of office of the directors and of the statutory auditor shall be of six (6) years and shall end at the annual general meeting to be held in 2017.

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The undersigned notary who understands and speaks English, states herewith that on the request of the above appearing person, the present deed is worded in English followed by a German translation; on the request of the same appearing person and in case of divergences between the English and the German 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 person, who is known to the notary by her surname, name, civil status and residence, the said person appearing signed together with us, the notary, the present original deed.

Follows the german translation
Es folgt die deutsche Übersetzung

Im Jahre zweitausendundelf, am zwanzigsten Oktober.

Vor dem unterschriebenen Notar Martine SCHAEFFER, mit Amtssitz in Luxemburg.

IST ERSCHIENEN:

SCHMOLZ + BICKENBACH Edelstahl GmbH, eine Gesellschaft mit beschränkter Haftung deutschen Rechts, mit Sitz in Eupener Straße 70, D-40549 Düsseldorf, Deutschland, eingetragen im Amtsgericht Düsseldorf unter Nummer HRB 50712, hier vertreten durch Frau Laura LAINE, auf Grund einer ihr erteilten Vollmacht unter Privatschrift, gegeben in Düsseldorf (Deutschland) am 17. Oktober 2011.

Welche Vollmacht, nachdem sie „ne varietur" von der Komparentin und dem amtierenden Notar unterschrieben wurde, der gegenwärtigen Urkunde als Anlage beigefügt wird, um mit derselben einregistriert zu werden.

Welche Komparentin, namens wie sie handelt, den unterzeichneten Notar ersuchte, die Satzung einer von ihr zu gründenden Aktiengesellschaft wie folgt zu dokumentieren.

Art. 1. Zwischen den Vertragsparteien und allen Personen, die später Aktionäre der Gesellschaft werden, wird eine Aktiengesellschaft gegründet unter der Bezeichnung "SCHMOLZ + BICKENBACH Luxembourg S.A.".

Die Gesellschaft wird für eine unbestimmte Dauer gegründet.

Sitz der Gesellschaft ist in Luxemburg, Großherzogtum Luxemburg. Durch einfachen Beschluss des Verwaltungsrats können

Niederlassungen, Zweigstellen, Agenturen und Büros sowohl im Großherzogtum Luxemburg als auch im Ausland errichtet werden.

Art. 2. Der Gegenstand des Unternehmens besteht darin:

(1) Die Teilhaberschaft und Beteiligung in jedweder Form an luxemburgischen oder ausländischen Handels-, Industrie-, Finanz-oder an sonstigen Unternehmen bzw. Gesellschaften.

(2) Der Erwerb von Sicherheiten und Rechten in Zusammenhang mit Beteiligungen, Mitwirkungen, Übernahmen, Käufen von Firmen oder Kaufoptionen auf Firmen, Verhandlungen oder in sonstigem Zusammenhang sowie der Erwerb von Patenten und Lizenzen und deren Verwaltung und Entwicklung.

(3) Die Gewährung jedweder Unterstützung, Kredite, Darlehen oder Garantien an Gesellschaften, an denen das Unternehmen beteiligt ist, die Zurverfügungstellung von finanziellen Mitteln an Gesellschaften, die der gleichen Unternehmensgruppe wie das Unternehmen angehören, einschließlich der Erträge aus Aufnahmen und/oder Ausgaben von Forderungspapieren.

(4) Die Gewährung von Garantien, die Verpfändung, Übertragung, Belastung oder die anderweitige Beschaffung von Sicherungsrechten in Zusammenhang mit einem Teil oder dem gesamten Kapital des Unternehmens, um seinen Verpflichtungen oder den Verpflichtungen von Gesellschaften, die der gleichen Unternehmensgruppe wie das Unternehmen angehören, nachzukommen, in Verbindung mit Vorgängen, die in direktem oder indirektem Zusammenhang mit seinem Gegenstand stehen.

(5) Die Aufnahme und Beschaffung von Geldmitteln, einschließlich, jedoch ohne Beschränkung hierauf, die Ausgabe von Anleihen, Wechseln, nachrangigen Wechseln und sonstigen Schuld-oder Forderungspapieren, die Verwendung von finanziellen Derivaten oder anderweitig und die Erhaltung von Darlehen oder sonstigen Darlehensmöglichkeiten.

(6) Der Abschluss sämtlicher erforderlichen Verträge, einschließlich, jedoch ohne Beschränkung hierauf, Übernahmeverträge, Vertriebsvereinbarungen, Geschäftsführungsabkommen, Beratungsverträge, Verwaltungsverträge und sonstige Dienstleistungsverträge, Verkaufsvereinbarungen, Zins-und/oder Wechselkursverträge und sonstige Vereinbarungen über finanzielle Derivate, Bank-und Geldmittelverwaltungsverträge, Liquiditätsfazilitätsverträge und sonstige Verträge zur Beschaffung jeglicher Art von Sicherungsrechten.

(7) Die Ausführung sämtlicher kommerzieller, technischer und finanzieller Handlungen in direktem oder indirektem Zusammenhang mit der Ermöglichung der Erfüllung des Unternehmensgegenstands.

Art. 3. Das gezeichnete Aktienkapital beträgt 31.000.- EUR (einunddreißigtausend Euro), eingeteilt in 310 (dreihundertzehn) Aktien mit einem Nennwert von 100.- EUR (einhundert Euro), die sämtlich voll eingezahlt wurden.

Die Gesellschaft kann im Rahmen des Gesetzes und gemäß den darin festgelegten Bedingungen ihre eigenen Aktien zurückkaufen.

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Art. 4. Die Aktien der Gesellschaft können nur in registrierter Form ausgegeben werden.

Die Gesellschaft erkennt nur einen Aktionär pro Aktie an. Im Falle wo eine Aktie mehrere Besitzer hat, kann die Gesellschaft die Ausübung der aus dieser Aktie hervorgehenden Rechte suspendieren bis zu dem Zeitpunkt wo eine Person als einziger Eigentümer dieser Aktie gegenüber der Gesellschaft angegeben wurde.

Art. 5. Das Unternehmen ist berechtigt, Anleihen, Wechsel oder sonstige Schuldpapiere in Inhaber-oder in sonstiger registrierter Form gemäß Entscheidung des Vorstandes auszugeben.

Art. 6. Jede ordnungsgemäß konstituierte Generalversammlung der Aktionäre der Gesellschaft vertritt alle Aktionäre der Gesellschaft. Sie hat die weitesten Befugnisse, um alle Handlungen der Gesellschaft anzuordnen, durchzuführen oder zu betätigen.

Art. 7. Die jährliche Hauptversammlung findet statt in Luxemburg am Geschäftssitz oder an einem anderen, in der Einberufung angegebenen Ort im Großherzogtum Luxemburg, am letzten Dienstag des Monats Mai um 15.00 Uhr.

Sofern dieser Tag ein gesetzlicher Feiertag ist, findet die Hauptversammlung am ersten darauffolgenden Werktag statt. Die jährliche Generalversammlung kann im Ausland abgehalten werden, wenn der Verwaltungsrat nach eigenem Ermessen feststellt, dass außergewöhnliche Umstände dies erfordern.

Die übrigen Versammlungen können zu der Zeit und an dem Ort abgehalten werden, wie es in den Einberufungen zu der jeweiligen Versammlung angegeben ist.

Die Einberufungen und Abhaltung jeder Hauptversammlung unterliegen den gesetzlichen Bestimmungen, soweit die vorliegenden Statuten nichts Gegenteiliges anordnen.

Jede Aktie gibt Anrecht auf eine Stimme, sofern das Gesetz und die vorliegenden Statuten nichts anderes vorsehen. Jeder Aktionär kann an den Versammlungen der Aktionäre auch indirekt teilnehmen in dem er schriftlich (Brief oder Fax) eine andere Person als seinen Bevollmächtigten angibt.

Sofern das Gesetz nichts Gegenteiliges anordnet, werden die Entscheidungen der ordnungsgemäß einberufenen Generalversammlungen der Aktionäre durch einfache Mehrheit der anwesenden und mitstimmenden Aktionäre gefasst.

Der Verwaltungsrat kann jede andere Bedingung festlegen welche die Aktionäre erfüllen müssen um zur Generalversammlung zugelassen zu werden.

Wenn sämtliche Aktionäre an einer Generalversammlung der Aktionäre anwesend oder vertreten sind und sofern sie erklären, den

Inhalt der Tagesordnung der Generalversammlung im Voraus zu kennen, kann die Generalversammlung ohne Einberufung oder Veröffentlichung stattfinden.

Art. 8. Die Gesellschaft wird durch einen Verwaltungsrat von mindestens drei Mitgliedern verwaltet, welche nicht Aktionär zu sein

brauchen. Sie bilden einen Verwaltungsrat der aus Verwaltungsratsmitgliedern der Kategorie A und Verwaltungsratsmitgliedern der Kategorie B besteht.

Hat die Gesellschaft nur einen Aktionär kann der Verwaltungsrat, in Übereinstimmung mit dem Gesetz vom 25. August 2006, aus nur einem Mitglied bestehen, welcher nicht Aktionär zu sein braucht.

Die Verwaltungsratsmitglieder werden von den Aktionären während einer Generalversammlung für eine Amtszeit, die sechs Jahre nicht überschreiten darf, gewählt; die Wiederwahl ist zulässig.

Scheidet ein Verwaltungsratsmitglied vor Ablauf seiner Amtszeit aus, so können die verbleibenden Mitglieder des Verwaltungsrates einen vorläufigen Nachfolger bestellen. Die nächstfolgende Hauptversammlung nimmt die endgültige Wahl vor.

Art. 9. Der Verwaltungsrat wird unter seinen Mitgliedern einen Vorsitzenden wählen und kann unter seinen Mitgliedern einen Vizepräsidenten wählen. Der Verwaltungsrat kann auch einen Sekretär wählen, der nicht Mitglied des Verwaltungsrats zu sein braucht, und der verantwortlich für die Protokolle der Sitzungen des Verwaltungsrats und der Versammlungen der Aktionäre sein wird.

Die Beschlüsse des Verwaltungsrats werden in Protokollen festgehalten, die vom Vorsitzenden oder ggf. vom Vizepräsidenten oder dem Sekretär unterzeichnet werden. Erteilte Vollmachten von vertretenen Verwaltungsräten verbleiben bei den Protokollen. Kopien oder Auszüge von den Protokollen sollen vom Vorsitzenden oder zwei Mitgliedern unterzeichnet werden.

Die Sitzungen des Verwaltungsrats werden von dem Vorsitzenden oder auf Antrag von zwei Verwaltungsratsmitgliedern einberufen, an dem Ort und zu der Zeit, die in der Einberufung festgesetzt werden.

Jedes Mitglied kann an einer Sitzung per Telefon, Videokonferenz oder über andere passende Telekommunikationsmöglichkeiten teilnehmen, die eine Identifizierung des Mitglieds ermöglichen. Eine solche Teilnahme gilt als gleichwertig zu einer persönlichen Sitzungsteilnahme.

Jedes Mitglied des Verwaltungsrats kann sich an jeder Sitzung des Verwaltungsrats vertreten lassen, indem er einem anderen Mitglied schriftlich (Brief oder Fax) Vollmacht erteilt.

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Der Verwaltungsrat ist nur beschlussfähig, wenn die Mehrheit der Verwaltungsratsmitglieder, und jeweils ein Verwaltungsratsmitglied der Kategorie A und ein Verwaltungsratsmitglied der Kategorie B, bei der Versammlung des Verwaltungsrats anwesend oder vertreten ist. Die Beschlüsse des Verwaltungsrats werden einstimmig von der Mehrheit der anwesenden oder vertretenen Verwaltungsratsmitglieder gefasst.

Ein schriftlich gefasster Beschluss, der von allen Verwaltungsratsmitgliedern genehmigt und unterschrieben ist, ist genauso rechtswirksam wie ein anlässlich einer Verwaltungsratssitzung gefasster Beschluss. Schriftliche Beschlüsse können entweder in einem Dokument oder in mehreren Dokumenten mit gleichem Inhalt dokumentiert werden.

Art. 10. Der Verwaltungsrat hat die weitestgehenden Befugnisse, alle Verwaltungs- und Verfügungshandlungen vorzunehmen, welche zur Verwirklichung des Gesellschaftszwecks notwendig sind oder diesen fördern. Alles, was nicht durch das Gesetz oder die gegenwärtigen Satzungen der Hauptversammlung vorbehalten ist, fällt in den Zuständigkeitsbereich des Verwaltungsrats.

Der Verwaltungsrat kann seine Befugnisse hinsichtlich der täglichen Geschäftsführung sowie die diesbezügliche Vertretung der Gesellschaft an ein oder mehrere Verwaltungsratsmitglieder, an einen Rat oder an eine Einzelperson, welche nicht Verwaltungsratsmitglied zu sein braucht, übertragen, dessen Befugnisse vom Verwaltungsrat festgesetzt werden.

Der Verwaltungsrat kann auch Spezialvollmachten an irgendwelche Personen, die nicht Mitglied des Verwaltungsrates zu sein brauchen, geben. Er kann Spezialbevollmächtigte sowie Angestellte ernennen und widerrufen, sowie ihre Vergütungen festsetzen.

Art. 11. Die Gesellschaft wird nach außen verpflichtet durch die gemeinsame Unterschrift eines Verwaltungsratsmitglieds der Kategorie A und eines Verwaltungsratsmitglieds der Kategorie B oder durch die Unterschrift des alleinigen Verwaltungsratsmitgliedes oder durch die einzelne oder gemeinsame Unterschrift eines im Rahmen der ihm erteilten Vollmachten handelnden Delegierten des Verwaltungsrats.

Art. 12. Die Tätigkeit der Gesellschaft wird durch einen oder mehrere Kommissare überwacht, welche nicht Aktionär zu sein brauchen. Die Generalversammlung ernennt den oder die Kommissare und setzt ihre Anzahl, die Amtszeit, die sechs Jahre nicht überschreiten darf, sowie die Vergütungen fest.

Art. 13. Das Geschäftsjahr beginnt am 1. Januar und endet am 31. Dezember eines jeden Jahres.

Art. 14. Vom Nettogewinn sind fünf Prozent (5%) für die Bildung einer gesetzlichen Rücklage zu verwenden. Diese Verpflichtung ist wieder aufgehoben, wenn und solange die gesetzliche Rücklage zehn Prozent (10%) des im Artikel 3 festgesetzten gezeichneten Aktienkapitals, so wie es gegebenenfalls angehoben oder herabgesetzt wurde, erreicht hat.

Die Generalversammlung wird, auf Empfehlung des Verwaltungsrats, über die Verwendung des Nettogewinns beschließen.

Im Falle von Aktien, die nicht voll eingezahlt sind, werden die Dividenden pro rata der Einzahlung anbezahlt.

Unter Beachtung der diesbezüglichen gesetzlichen Vorschriften können Vorschussdividenden ausgezahlt werden.

Art. 15. Im Falle der Auflösung der Gesellschaft wird die Liquidation durch einen oder mehrere Liquidationsverwalter durchgeführt (die natürliche oder juristische Personen sein können), die durch die Generalversammlung die die Auflösung beschlossen hat, unter Festlegung ihrer Aufgaben und Vergütung ernannt werden.

Art. 16. Für alle Punkte, die nicht in dieser Satzung festgelegt sind, verweisen die Gründer auf die Bestimmungen des Gesetzes vom 10. August 1915.

Übergangsbestimmungen

1) Das erste Geschäftsjahr beginnt am Tag der Gründung und endet am 31. Dezember 2011.

2) Die erste jährliche Hauptversammlung findet im Jahre 2012 statt.

Kapitalzeichnung und Einzahlung

Die Komparenten haben die Aktien wie folgt gezeichnet und eingezahlt:

AKTIONÄR	GEZEICHNETES KAPITAL	EINGEZAHLTES KAPITAL	AKTIEN - ZAHL
SCHMOLZ + BICKENBACH Edelstahl GmbH, vorgenannt	31.000	31.000	310
TOTAL:	31.000	31.000	310

Demzufolge steht der Gesellschaft der Betrag von 31.000.-EUR (einunddreißigtausend Euro) zur Verfügung, was dem unterzeichneten Notar nachgewiesen und von ihm ausdrücklich bestätigt wird.

Bescheinigung

Der unterzeichnete Notar bescheinigt, dass die Bedingungen von Artikel 26 des Gesetzes vom 10. August 1915 über die Handelsgesellschaften erfüllt sind.

Kosten

Die Kosten, Ausgaben, Vergütungen oder Lasten, die unter irgendeiner Form der Gesellschaft zu Lasten fallen oder sonst aufgrund der Gründung von ihr getragen werden, werden auf eintausendfünfhundert Euro (1.500.- EUR) abgeschätzt.

Ausserordentliche Generalversammlung

Alsdann traten die Erschienenen, die das gesamte Aktienkapital vertreten, zu einer außerordentlichen Generalversammlung der Aktionäre zusammen, zu der sie sich als rechtens einberufen bekennen.

Nachdem sie die ordnungsgemäße Zusammensetzung dieser Hauptversammlung festgestellt haben, wurden einstimmig folgende Beschlüsse gefasst:

1. Die Zahl der Mitglieder des Verwaltungsrats wird auf drei (3), die der Kommissare auf einen (1) festgesetzt.

2. Zum Verwaltungsratsmitglied der Kategorie A wird ernannt:

- Herr Axel EUCHNER, Deutscher, geboren in Monschau (Deutschland) am 9. Juli 1961, mit beruflicher Adresse in Eupener Straße 70, 40549 Düsseldorf, Deutschland.

3. Zu Verwaltungsratsmitgliedern der Kategorie B werden ernannt:

- Herr Charles MEYER, Luxemburger, geboren in Luxemburg (Großherzogtum Luxemburg) am 19. April 1969, mit beruflicher Adresse in 121, avenue de la Faïencerie, L-1511 Luxemburg, Großherzogtum Luxemburg; und

- Herr John WANTZ, Luxemburger, geboren in Luxemburg (Großherzogtum Luxemburg) am 17. Mai 1966, mit beruflicher Adresse in 121, avenue de la Faïencerie, L-1511 Luxemburg, Großherzogtum Luxemburg.

4. Zum Kommissar wird ernannt:

ERNST & YOUNG, mit Sitz in 7, rue Gabriel Lippmann, L-5365 Munsbach, Großherzogtum Luxemburg, eingetragen im luxemburgischen Handelsregister unter Nummer B 47.771.

5. Der Sitz der Gesellschaft ist in 121, avenue de la Faïencerie, L1511 Luxembourg, Großherzogtum Luxemburg.

6. Die Mandate der Verwaltungsratsmitglieder und des Kommissars werden auf sechs (6) Jahre festgesetzt und enden sofort nach der jährlichen Hauptversammlung vom Jahre 2017.

Der Unterzeichnete Notar, der die englische Sprache versteht und auch schreibt, fügt hiermit an, dass die erschienen Personen eine deutsche Fassung der Satzungen der Englischen haben folgen lassen möchten.

Bei etwaigen Nichtübereinstimmungen der in die deutsche Sprache übersetzten Satzungen hat die englische Fassung Vorrang.

Worüber Urkunde, aufgenommen und geschlossen in Luxemburg, Datum wie eingangs erwähnt.

Und nach Vorlesung alles Vorstehenden an die Komparenten, alle dem Notar nach Namen, gebräuchlichen Vornamen, Stand und Wohnort bekannt, haben dieselben mit dem Notar gegenwärtige Urkunde unterschrieben.

Signé: L. Laine et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 24 octobre 2011. Relation: LAC/2011/46936. Reçu soixante-quinze euros (EUR 75,).

Le Receveur (signé): Francis SANDT.

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

Luxembourg, le 10 novembre 2011.

Référence de publication: 2011153327/369.

(110178463) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 novembre 2011.

Telecom Ventures Partners S.à r.l., Société à responsabilité limitée.

Siège social: L-1118 Luxembourg, 11, rue Aldingen.

R.C.S. Luxembourg B 107.112.

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Le bilan au 31 décembre 2008 a été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour TELECOM VENTURES PARTNERS S.à r.l.
KREDIETRUST LUXEMBOURG S.A.
Signatures

Référence de publication: 2011155271/12.

(110180567) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

SERVICE CENTRAL DE LÉGISLATION
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The Club at Castiglion Del Bosco S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 115.487.

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

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

Luxembourg Corporation Company SA
Signatures

Référence de publication: 2011155272/11.

(110180360) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

The Club at Castiglion Del Bosco S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 115.487.

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

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

Luxembourg Corporation Company SA
Signatures

Référence de publication: 2011155273/11.

(110180361) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Third Continuation Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 60.965.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 9 novembre 2011.

Référence de publication: 2011155274/10.

(110180778) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Third Continuation Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 60.965.

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Lors de l'assemblée générale annuelle reportée tenue en date du 20 octobre 2011, les actionnaires ont décidé:

1. de renouveler le mandat des administrateurs suivants:

- Annie Frénot, avec adresse professionnelle au 5, Rue Guillaume Kroll, L-1882 Luxembourg

- Gérard Becquer, avec adresse professionnelle au 5, Rue Guillaume Kroll, L-1882 Luxembourg

- Anthony Léonard Chapman, avec adresse professionnelle au 19, St Swithin's Lane, EC4P 4DU London, Royaume uni

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

2. de renouveler le mandat de commissaire aux comptes de PricewaterhouseCoopers, avec siège social au 400, Route d'Esch, L-1471 Luxembourg pour une période venant à échéance lors de l'assemblée générale annuelle statuant sur les comptes de l'exercice social se clôturant au 31 décembre 2011 et qui se tiendra en 2012.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 14 novembre 2011.

Référence de publication: 2011155275/19.

(110180960) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Tagmavenir S.àr.l., Société à responsabilité limitée,
(anc. Innovation Trading S.à r.l.).
Siège social: L-2562 Luxembourg, 4, place de Strasbourg.
R.C.S. Luxembourg B 108.822.

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

Signature.

Référence de publication: 2011155276/10.
(110180473) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Terciel S.A., Société Anonyme.
Siège social: L-2212 Luxembourg, 6, place de Luxembourg.
R.C.S. Luxembourg B 100.680.

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

Pour la société
Signature
Référence de publication: 2011155277/11.
(110180996) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

The Picture Factory, Société à responsabilité limitée.
Siège social: L-8280 Kehlen, 22, rue de Mamer.
R.C.S. Luxembourg B 137.764.

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

Pour la société
Signature
Référence de publication: 2011155278/11.
(110180786) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

The Stralem Fund, Société d'Investissement à Capital Variable.
Siège social: L-1118 Luxembourg, 11, rue Aldringen.
R.C.S. Luxembourg B 140.180.

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Le bilan consolidé au 30 juin 2011 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.

Pour THE STRALEM FUND
KREDIETRUST LUXEMBOURG S.A.
Signatures
Référence de publication: 2011155279/12.
(110180565) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Thiriet Luxembourg, Société à responsabilité limitée.
Siège social: L-1940 Luxembourg, 296-298, route de Longwy.
R.C.S. Luxembourg B 99.098.

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Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2011155280/10.
(110180331) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

SERVICE CENTRAL DE LÉGISLATION
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Tizzano S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 37A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 30.920.

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EXTRAIT

Il résulte du procès-verbal de l'assemblée générale ordinaire de Tizzano S.A. tenue exceptionnellement le 8 novembre 2011 que:

- l'assemblée générale accepte la proposition faite par le conseil d'administration de révoquer Monsieur Pierre Huot de son poste d'administrateur et de nommer, en remplacement, Monsieur Matthéo Perrin, demeurant professionnellement au 37A, avenue J.F. Kennedy, L-1855 Luxembourg, comme nouvel administrateur de la société jusqu'à l'Assemblée Générale Statutaire de 2013.

- l'assemblée générale prend également note du changement d'adresse professionnelle de Madame Karine Vilret, à savoir 37A, avenue J.F. Kennedy, L-1855 Luxembourg.

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

Référence de publication: 2011155282/17.

(110180497) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

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

Siège social: L-3327 Crauthem, Z.I. «Im Bruch».

R.C.S. Luxembourg B 33.136.

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

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

IF EXPERTS COMPTABLES
B.P. 1832
L-1018 Luxembourg
Signature

Référence de publication: 2011155284/13.

(110180334) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Alianza Iberian Investment Corporation S.A., Société Anonyme.

Siège social: L-1274 Howald, 23, rue des Bruyères.

R.C.S. Luxembourg B 128.372.

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In the year two thousand eleven, on the seventh day of November.

Before Maître Paul DECKER, notary residing in Luxembourg.

Was held the Extraordinary General Meeting of the shareholders of the public limited liability company "ALIANZA IBERIAN INVESTMENT CORPORATION S.A." a société anonyme incorporated under Luxembourg law having its registered office in L-1274 Howald, 23, rue des Bruyères,

incorporated by a deed of Maître André SCHWACHTGEN, then notary residing in Luxembourg, on April 12 th 2007, published in the Mémorial C, Recueil des Sociétés et Associations number1469 of July 17 th 2007,

registered with the Trade and Companies Register of Luxembourg under section B number 128372.

The meeting was opened at 2.45 p.m. and presided by Mr. Luc SUNNEN, chartered accountant, residing professionally in L-1724 Luxembourg.

The Chairman appointed as secretary Mrs. Anne LAUER, private employee, residing in L-2740 Luxembourg.

The meeting elected as scrutineer Ms. Virginie PIERRU, private employee, residing professionally in L-2740 Luxembourg.

The bureau of the meeting having thus been constituted, the Chairman declared and requested the notary to state that:

I) The agenda of the meeting is the following:

1.- To reduce the Company's issued share capital by an amount of eight thousand one hundred ninety two euro and fifty cents (EUR 8,192.50) so as to reduce it from its present amount of seventy two thousand six hundred seventy three euros and seventy five cents (EUR 72,673.75) to sixty four thousand four hundred eighty one euro and twenty five cents (EUR 64.481,25) through the full amortization of all of the Company's six thousand five hundred and fifty four (6.554) Class C common shares and reimbursement to the holders of such Class C common shares of the par value of one euro twenty five cents (EUR 1.25) per share as well as part of the share premium.

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2.- Increase of the Company's issued share capital by an amount of two hundred thirteen thousand and forty euro (EUR 213,040) so as to raise it from its present amount of sixty four thousand four hundred eighty one euro and twenty five cents (EUR 64.481,25) to two hundred seventy seven thousand five hundred twenty one euro and twenty five cents (EUR 277,521.25) by the creation and issue of one hundred seventy thousand four hundred thirty two (170,432) new Class A common shares with a par value of one euro twenty five cents (EUR 1,25) each.

3.- Acceptance of the subscription to and payment in cash for the one hundred seventy thousand four hundred thirty two (170,432) new Class A common Shares exclusively and proportionally by the current holders of the Company's existing Class A shares.

4.- Subsequent amendment of article 5 of the Articles of Incorporation.

5.- Miscellaneous.

II) The shareholders present or represented, the proxies of the represented shareholders and the number of their shares are shown on an attendance list, which, signed by the shareholders present and by the proxies of the represented shareholders, the members of the bureau of the meeting and by the undersigned notary, will remain annexed to the present deed to be filed at the same time by the registration authority.

The proxies given by the represented shareholders after having been initialled "ne varietur" by the shareholders present, by the proxies of the represented shareholders, the members of the bureau of the meeting and by the undersigned notary will also remain annexed to the present deed.

III) The attendance list shows that the whole capital of de Company is present or represented at the present extraordinary general meeting.

IV) The chairman states that the present meeting is regularly constituted and may validly decide on its agenda. The shareholders present or represented acknowledge and confirm the statements made by the chairman.

The chairman then submits to the vote of the members of the meeting the following resolutions, which were all adopted by unanimous vote.

First resolution

The General Meeting decides to reduce the Company's issued share capital by an amount of eight thousand one hundred ninety two euro and fifty cents (EUR 8,192.50) so as to reduce it from its present amount of seventy two thousand six hundred seventy three euro and seventy five cents (EUR 72,673.75) to sixty four thousand four hundred eighty one euro and twenty five cents (EUR 64,481.25) through the full amortization of all of the Company's six thousand five hundred and fifty four (6,554) Class C common shares and reimbursement to the holders of such Class C common shares of the par value of one euro twenty five cents (EUR 1.25) per share as well as part of the share premium.

Second resolution

The meeting decides to increase the Company's issued share capital by an amount of two hundred thirteen thousand and forty euro (EUR 213,040) so as to raise it from its present amount of sixty four thousand four hundred eighty one euro and twenty five cents (EUR 64,481.25) to two hundred seventy seven thousand five hundred twenty one euro and twenty five cents (EUR 277,521.25) by the creation and issue of one hundred seventy thousand four hundred thirty two (170,432) new Class A common shares with a par value of one euro twenty five cents (EUR 1.25) each.

Third resolution

The meeting accepts the subscription and the payment in cash for the one hundred seventy thousand four hundred thirty two (170,432) new Class A common Shares by the following subscribers:

– 68,931 (sixty eight thousand nine hundred thirty one) Class A common shares by ARADO, with registered office at 43 boulevard du Prince Henri, L1724 Luxembourg, here represented by Mr Luc SUNNEN

– 5,123 (five thousand one hundred twenty three) Class A common shares by Mr. Renaud Rivain, residing at 7A Calle Juan Belmonte S-28043, Madrid, Spain, here represented by Mr Luc SUNNEN, prenamed, by virtue of a proxy given in Madrid on October 24, 2011

– 5,123 (five thousand one hundred twenty three) Class A common shares by Mr. Luis Llubia, residing at residing at 72 Avda Supermaresme S08394, San Vicenç de Montalt, Spain, here represented by Mr Luc SUNNEN, prenamed, by virtue of a proxy given in San Vicenç de Montalt on October 24, 2011

– 24,131 (twenty four thousand one hundred thirty one) Class A common shares by HI Partners SL, with registered office at 20 Calle Aibo, 48992 Getxo, Spain, here represented by Mr Luc SUNNEN, prenamed, by virtue of a proxy given in Getxo on October 26, 2011

– 23,315 (twenty three thousand three hundred fifteen) Class A common shares by Mr. Fernando Garrigues, 13 Calle José Rodriguez Pinilla S-28016, Madrid, Spain, here represented by Mr Luc SUNNEN, prenamed, by virtue of a proxy given in Madrid on October 24, 2011, paid up to 25%

– 2,307 (two thousand three hundred seven) Class A common shares by Mrs. Alicia Garrigues, residing at 3 Calle Cabeza de Hierro S-28035, Madrid, Spain, here represented by Mr Luc SUNNEN, prenamed, by virtue of a proxy given in Madrid on November 2, 2011, paid up to 25%

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– 3,074 (three thousand seventy four) Class A common shares by Mr. Augustin Perez Crespo, residing at 13 Calle Panama, S-28220, Madrid, Spain, here represented by Mr Luc SUNNEN, prenamed, by virtue of a proxy given in Madrid on October 24, 2011 paid up to 25%

– 25,622 (twenty five thousand six hundred twenty two) Class A common shares by Mr. Eduardo Serra, residing at at 12 Calle del Corzo S-28223, Madrid, Spain, here represented by Mr Luc SUNNEN, prenamed, by virtue of a proxy given in Madrid on October 28, 2011 paid up to 25%

– 12,806 (twelve thousand eight hundred six) Class A common shares by Inversiones Hincapié SL, with registered office Calle Memendez Pidal, 28036, Madrid, Spain, here represented by Mr Luc SUNNEN, prenamed, by virtue of a proxy given in Madrid on November 2, 2011

These 170,432 (one hundred seventy thousand four hundred thirty two) new class A shares have all been fully subscribed to and paid-up in cash for a total amount of one hundred sixty two thousand one hundred sixteen euros and sixty eight cents (EUR 162,116.68) which is thus forthwith at the free disposal of the Company, evidence thereof having been submitted to the undersigned notary who expressly bears witness to it.

This total amount is allocated to the Company's share capital.

Fourth resolution

In consequence of the foregoing resolutions the meeting decides to amend article 5 of the articles of incorporation, which shall be worded as follows:

" **Art. 5.** The Company has an issued capital of two hundred seventy seven thousand five hundred twenty one euro and twenty five cents (EUR 277,521.25) represented by two hundred twenty two thousand seventeen (222,017) shares having a par value of one euro twenty-five cents (EUR 1.25) each divided in two hundred two thousand two hundred and one (202,201) Class A common shares and nineteen thousand eight hundred and sixteen (19,816) class D common shares."

There being no further business on the agenda, the meeting was thereupon adjourned at 3.00 p.m.

Valuation

The expenses, costs, fees and charges which shall be borne by the Company as a result of the present deed are estimated at EUR 1.600.-

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

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

The document having been read to the persons appearing, all of whom are known to the notary by their surnames, first names, civil status and residence, the said persons signed together with Us, the notary, this original deed.

Suit la traduction en français du texte qui précède:

L'an deux mil onze, le sept novembre.

Par-devant Maître Paul DECKER, notaire de résidence à Luxembourg.

S'est réunie l'assemblée générale extraordinaire des actionnaires de la société anonyme "ALIANZA IBERIAN INVESTMENT CORPORATION S.A." une société anonyme de droit luxembourgeois ayant son siège social à L-1274 Howald, 23, rue des Bruyères.

constituée suivant acte reçu par Maître André SCHWACHTGEN, alors notaire de résidence à Luxembourg, le 12 avril 2007, publié au Mémorial C Recueil des Sociétés et Associations numéro 1469 du 17 juillet 2007,

inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B sous le numéro 128372.

L'assemblée générale extraordinaire est ouverte à 14h45 sous la présidence de Monsieur Luc SUNNEN, expert-comptable, demeurant professionnellement à L-1724 Luxembourg.

Le président nomme comme secrétaire Madame Anne LAUER, employée privée, demeurant professionnellement à L-2740 Luxembourg. L'assemblée choisit comme scrutateur Mademoiselle Virginie PIERRU, employée privée, demeurant professionnellement à L-2740 Luxembourg. Le bureau de l'assemblée ayant ainsi été constitué, la présidente déclare et requiert le notaire d'acter que:

I) L'ordre du jour de l'assemblée est le suivant:

1.- Réduction de capital d'un montant de huit mille cent quatre-vingtdouze euros cinquante cents (EUR 8.192,50) pour le porter de son montant actuel de soixante-douze mille six cent soixante-treize euros et soixante-quinze cents (72.673,75 EUR) à un montant de soixante-quatre mille quatre cent quatre-vingt-un euros vingt-cinq cents (EUR 64.481,25) par l'amortissement de toutes les six mille cinq cent cinquante-quatre (6.554) actions ordinaires de catégorie C et remboursement aux propriétaires de ces actions ordinaires de catégorie C ayant une valeur nominale de EUR 1,25 chacune, ainsi qu'une partie de la prime d'émission.

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2.- Augmentation du capital social de la société pour un montant de deux cent treize mille quarante euros (EUR 213.040) pour l'augmenter de son montant actuel de soixante-quatre mille quatre cent quatre-vingt-un euros vingt-cinq cents (EUR 64.481,25) à un montant de deux cent soixante-dix-sept mille cinq cent vingt et un euros vingt-cinq cents (EUR 277.521,25) par création de cent soixante-dix mille quatre cent trente-deux (170.432) nouvelles actions ordinaires de classe A.

3.- Acceptation de la souscription et du paiement pour les cent soixante-dix mille quatre cent trente-deux (170.432) nouvelles actions ordinaires de classe A exclusivement et proportionnellement par les propriétaires des actions ordinaires de catégorie A actuels.

4.- Modification subséquente de l'article 5 des statuts.

5.- Divers.

II) Les actionnaires présents ou représentés, les mandataires des actionnaires représentés et le nombre d'actions des actionnaires, sont renseignés sur une liste de présence, laquelle, signée par les actionnaires présents et les mandataires des actionnaires représentés, par les membres du bureau de l'assemblée et le notaire instrumentaire, restera annexée au présent acte avec lequel elle sera enregistrée.

Les procurations des actionnaires représentés, signées "ne varietur" par les actionnaires présents, les mandataires des actionnaires représentés, les membres du bureau et le notaire instrumentaire, resteront aussi annexées au présent acte.

III) Il résulte de ladite liste de présence que l'intégralité du capital social est présente ou représentée à la présente assemblée générale extraordinaire.

IV) La présidente constate que la présente assemblée est constituée régulièrement et peut valablement délibérer sur les points de l'ordre du jour.

La présidente soumet ensuite au vote des membres de l'assemblée les résolutions suivantes qui ont été toutes prises à l'unanimité des voix.

Première résolution

L'assemblée générale décide de réduire le capital d'un montant de huit mille cent quatre-vingt-douze euros et cinquante cents (EUR 8.192,50) pour le porter de son montant actuel de soixante-douze mille six cent soixante-treize euros et soixante-quinze cents (72.673,75 EUR) à un montant de soixante-quatre mille quatre cent quatre-vingt-un euros vingt-cinq cents (EUR 64.481,25) par l'amortissement de toutes les six mille cinq cent cinquante-quatre (6.554) actions ordinaires de catégorie C et remboursement aux propriétaires de ces actions ordinaires de catégorie C ayant une valeur nominale de un euro vingt-cinq cents (EUR 1,25) chacune, ainsi qu'une partie de la prime d'émission.

Deuxième résolution

L'assemblée générale décide d'augmenter le capital social de la société pour un montant de deux cent treize mille quarante euros (EUR 213.040) pour le porter de son montant actuel de soixante-quatre mille quatre cent quatrevingt-un euros vingt-cinq cents (EUR 64.481,25) à un montant de deux cent soixante-dix-sept mille cinq cent vingt et un euros vingt-cinq cents (EUR 277.521,25) par création de cent soixante-dix mille quatre cent trente-deux (170.432) nouvelles actions ordinaires de classe A.

Troisième résolution

L'assemblée accepte la souscription et le paiement pour les cent soixante-dix mille quatre cent trente-deux (170.432) nouvelles actions ordinaires de classe A exclusivement et proportionnellement par les souscripteurs ci-après:

– 68.931 (soixante-huit mille neuf cent trente et une) actions ordinaires de classe A par ARADO, ici représentée par Mr Luc SUNNEN,

- 5.123 (cinq mille cent vingt-trois) actions ordinaires de classe A par Monsieur Renaud Rivain, demeurant à 7A Calle Juan Belmonte S-28043, Madrid, Espagne, ici représenté par Mr Luc SUNNEN, préqualifié, en vertu d'une procuration sous seing privé donnée à Madrid le 24 octobre 2011

– 5.123 (cinq mille cent vingt-trois) actions ordinaires de classe A par Monsieur Luis Llubia, ici représenté par Mr Luc SUNNEN, préqualifié, en vertu d'une procuration sous seing privé donnée à Madrid le 24 octobre 2011

– 24.131 (vingt-quatre mille cent trente et une) actions ordinaires de classe A par HI Partners SL, représentée par Mr Luc SUNNEN, préqualifié, en vertu d'une procuration sous seing privé donnée à Getxo le 26 octobre 2011

– 23.315 (vingt-trois mille trois cent quinze) actions ordinaires de classe A par Monsieur Fernando Garrigues, ici représenté par Mr Luc SUNNEN, préqualifié, en vertu d'une procuration sous seing privé donnée à Madrid le 24 octobre 2011, libérées à 25%

– 2.307 (deux mille trois cent sept) actions ordinaires de classe A par Madame Alicia Garrigues, ici représentée par Mr Luc SUNNEN, préqualifié, en vertu d'une procuration sous seing privé donnée à Madrid le 2 novembre 2011, libérées à 25%

– 3.074 (trois mille soixante-quatorze) actions ordinaires de classe A par Monsieur Augustin Perez Crespo, ici représenté par Mr Luc SUNNEN, préqualifié, en vertu d'une procuration sous seing privé donnée à Madrid le 24 octobre 2011, libérées à 25%

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– 25.622 (vingt-cinq mille six cent vingt-deux) actions ordinaires de classe A par Monsieur Eduardo Serra, ici représenté par Mr Luc SUNNEN, préqualifié, en vertu d'une procuration sous seing privé donnée à Madrid le 28 octobre 2011, libérées à 25%

- 12.806 (douze mille huit cent six) actions ordinaires de classe A par Inversiones Hincapié SL, représentée par Mr Luc SUNNEN, préqualifié, en vertu d'une procuration sous seing privé donnée à Madrid le 2 novembre 2011.

Ces cent soixante-dix mille quatre cent trente-deux (170.432) nouvelles actions ordinaires de classe A ont été intégralement souscrites et libérées en espèces pour un montant total de cent soixante-deux mille cent seize euros soixante-huit cents (EUR 162.116,68) qui se trouve dès à présent à la libre disposition de la société, ainsi qu'il a été prouvé au notaire instrumentaire qui le constate expressément.

Ce montant est alloué au capital social de la société.

Quatrième résolution

En conséquence des résolutions précédentes l'assemblée générale décide de modifier l'article 5 des statuts comme suit:

« **Art. 5.** La société a un capital de deux cent soixante-dix-sept mille cinq cent vingt et un euros vingt-cinq cents (EUR 277.521,25) réparti en deux cent vingt-deux mille dix-sept (222.017) actions d'une valeur nominale de un euro vingt-cinq (EUR 1,25) chacune, divisé en deux cent deux mille deux cent et une (202.201) actions ordinaires de Classe A et dix-neuf mille huit cent seize (19.816) actions ordinaires de Classe D. »

Plus rien ne figurant à l'ordre du jour, l'assemblée a été clôturée à 15.00 heures.

Evaluation

Les frais, dépenses, rémunérations et charges, sous quelque forme que ce soit qui incombent à la société en raison du présent acte sont évalués à environ 1.600,- EUR.

Le notaire soussigné qui comprend et parle la langue anglaise, déclare par la présente qu'à la demande des comparants ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française, et qu'à la demande des mêmes comparants, en cas de divergences entre le texte anglais et le texte français, la version anglaise primera.

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

Lecture du présent acte fait et interprétation donnée aux comparants à Luxembourg, tous connus du notaire instrumentant par leur nom, prénom usuel, état et demeure, ils ont signé avec Nous, notaire, le présent acte.

Signé:, L. SUNNEN, A. LAUER, V. PIERRU, P. DECKER.

Enregistré à Luxembourg A.C., le 9 novembre 2011. Relation: LAC/2011/49534. Reçu 75,- € (soixante-quinze Euros).

Le Receveur (signé): Francis SANDT.

POUR COPIE CONFORME, délivrée aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14 novembre 2011.

Référence de publication: 2011154811/227.

(110180413) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Coiffure de Lux S.à r.l., Société à responsabilité limitée.

Siège social: L-2628 Luxembourg, 47, rue des Trévires.

R.C.S. Luxembourg B 160.193.

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Constatation d'une cession de parts sociales

La société constate sur base d'un contrat de cession sous seing privé en date du 10 novembre 2011 que la cession de parts sociales ci après a eu lieu:

- Madame Jenny WEICKER, demeurant à L-6671 Mertert, 4, rue Jean-Pierre Beckius, cède 50 parts sociales de la société

à

- Madame Maria Teresa DOS REIS, demeurant à L-7516 Rollingen, 1, rue Belle-Vue, qui accepte les 50 parts sociales.

Luxembourg, le 10 novembre 2011.

WEICKER-SCHINTGEN Manon

Gérante unique

Référence de publication: 2011155350/16.

(110180199) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 novembre 2011.

A.F.C.I Audit Finance Conseil International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 52.221.

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CLÔTURE DE LIQUIDATION

Extrait

Par jugement prononcé en date du 27 octobre 2011, le Tribunal d'Arrondissement de et à Luxembourg, sixième section, siégeant en matière commerciale, a déclaré closes par liquidation les opérations de liquidation de la société anonyme AFCI AUDIT FINANCE CONSEIL INTERNATIONAL SA;

il a ordonné la publication par extrait du jugement au Mémorial;

il a déclaré que les frais sont à charge de la masse.

Pour extrait conforme

Alain RUKAVINA / Paul LAPLUME

Les liquidateurs

Référence de publication: 2011155331/17.

(110180100) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 novembre 2011.

Association luxembourgeoise pour l'Encouragement, la Promotion et l'Intégration sociales de jeunes et jeunes adultes en détresse, Association sans but lucratif.

Siège social: L-5360 Schrassig, 47, rue d'Oetrange.

R.C.S. Luxembourg F 747.

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Procès-verbal de l'assemblée générale extra-ordinaire tenue à Schrassig en date du 6 juin 2011

1. L'alinéa trois de l'article 12 modifié des statuts tels qu'adoptés en assemblée générale extraordinaire du 4 mai 1997 se lira comme suit:

"L'ordre du jour de l'Assemblée Générale ordinaire qui a lieu endéans les six mois suivant la clôture de l'exercice social, porte obligatoirement sur l'approbation du rapport d'activités et de l'état financier de l'association ainsi que la désignation, le cas échéant, d'un réviseur d'entreprises pour un mandat renouvelable de trois ans."

2. Lesdits statuts sont compléter par un article 18bis nouveau libellé comme suit:

" **Art. 18bis.** Les comptes annuels établis par le Conseil d'Administration font l'objet d'un contrôle par le réviseur d'entreprises désigné conformément à l'article 12, avant d'être soumis avec le rapport de celui-ci à l'approbation de l'Assemblée Générale."

Référence de publication: 2011155333/17.

(110180097) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 novembre 2011.

Yarmot s.à r.l., Société à responsabilité limitée.

Siège social: L-1247 Luxembourg, 2, rue de la Boucherie.

R.C.S. Luxembourg B 132.818.

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

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

Référence de publication: 2011155325/9.

(110180449) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

Youbee, Société Anonyme.

Siège social: L-2163 Luxembourg, 29, avenue Monterey.

R.C.S. Luxembourg B 115.296.

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

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

Signature.

Référence de publication: 2011155327/10.

(110180368) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 novembre 2011.

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