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RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

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Nordea Fund of Funds, SICAV, Société d'Investissement à Capital Variable.

Siège social: L-2220 Luxembourg, 562, rue de Neudorf.

R.C.S. Luxembourg B 66.248.

In the year two thousand eleven, on the fifth of December Before Maître Joseph ELVINGER, Civil Law Notary, residing in Luxembourg, Grand-Duchy of Luxembourg, the Undersigned.

Is held an Extraordinary General Meeting of the shareholders of NORDEA FUND OF FUNDS, SICAV (hereafter referred to as the "Company"), a société anonyme having its registered office at 562, rue de Neudorf, L-2220 Luxembourg, registered with the Luxembourg Trade and Companies Registry under section B number 66248, incorporated pursuant to a deed enacted by Maître Paul Frieders, Civil Law Notary, residing in Luxembourg, on 16 September 1998, published in the Mémorial C, Recueil Spécial des Sociétés et Associations (the "Mémorial") number 764 dated 21 October 1998; the articles of Association of which have been amended for the last time pursuant to a deed enacted by Maître Paul Frieders, prenamed on 29 December 2003 published in the Mémorial number 189 dated 16 February 2004.

The meeting opened at 11:00 a.m. with Mr. Emmanuel Vergeynst, private employee, professionally residing in Luxembourg, in the Chair.

The chairman appointed as secretary Mrs Anne-Emmanuelle Feutrie, private employee, professionally residing in Luxembourg.

The meeting elected as scrutineer Mrs Lidia Palumbo, private employee, professionally residing in Luxembourg The bureau of the Meeting having thus being validly constituted, the chairman declared and requested the notary to act that:

I. - The meeting has been duly convened by way of convening notices containing the agenda and published in the Mémorial and in the Luxembourg newspapers Luxemburger Wort and Tageblatt respectively on the 2 November 2011 and 18 November 2011.

II. - The shareholders present or represented and the number of shares held by each of them are evidenced on an attendance list. That the list and proxies, initialled *ne varietu*" by the appearing persons and the notary, shall remain here annexed to be registered with the present minutes.

III.- As appears from the said attendance list, out of the total 11.253.902 issued shares, 618 shares are present or represented at the Meeting.

IV.- The agenda of the meeting is the following:

Agenda

1. i. References to the law 20 December 2002 are replaced by references to the law of the 17 December 2010. Furthermore, references to the simplified prospectus are replaced by references to the key investor information document;

ii. Article 3 "Object, Determination of the Investment Policy" subsections:

a. Sub-section 4) I., "Investment Restrictions" is enlarging the list of authorized investments permitted within sub-funds, including the possibility of investing in transferable securities and in any other securities or instruments authorised by law and of entering into a master-feeder fund structure as a master fund or feeder fund. The Company shall also comply with risk diversification rules by means of employing a risk management process. Limitations are set on control over investments made by each sub-fund. The sub-section details investment restrictions per instrument and for each sub-fund;

b. Sub-section 4)II., "Special Investment and Hedging Techniques and Instruments" amends the scope of the use of such techniques by the Company, in particular in relation to a master-feeder fund structure;

iii. Article 4. "Registered Office" changes the location of the Company's registered office from Findel to Luxembourg;

iv. Article 5. "Capital" allows the Board of Directors to create new subfunds and issue new share classes in a sub-fund without any preferential subscription rights to existing Shareholders of the Company. Those shares may be shares of class A or class B but as well shares of other classes as will be defined in the relevant prospectus.

v. Article 6, "Restrictions" specifies that the Board may as well request or proceed to the redemption of those shares held by a shareholder in breach of any law or regulation or otherwise in circumstances having or which may have adverse regulatory, tax or fiscal consequences for the Company or its shareholders.

vi. Article 7. "Shareholders' Meetings"

(1) Specifies that the Shareholders' Meetings shall have the broadest power to order, carry, out or ratify acts relating to operations of the Company;

(2) Specifies that shareholders shall be convened to an upcoming shareholders' meeting by a notice stating the agenda, time and place of the meeting to be sent by mail at least 8 days prior to the date set for the meeting to their address recorded in the shareholders' register. To the extent required by law, the notice shall be published in Luxembourg in the Mémorial and in a newspaper, and in another newspaper circulating in jurisdictions in which the Company is registered, if required by local law;

(3) Sets the time for the quorum and majority requirements, based on number of shares issued, to be determined at midnight five (5) days prior to the general meeting;

- (4) Specifies that each share is entitled to one vote subject to limitations, if any, imposed by the articles,
- (5) Specifies that a shareholder may act at any meeting by appointing another person as his proxy; and
- (6) Specifies that fractions of shares are not entitled to a vote.

vii. Article 9, “Chairman”

(1) Specifies that Board of Directors may participate to Board meetings via conference call or similar means of communication.

(2) Specifies that Directors may express their approval of Board resolutions via electronic signature.

viii. Article 11, “Powers” states that the Company shall employ a risk management process in accordance with Article 42(1) of the Law of 17 December 2010.

ix. Article 12, “Conflict of Interest” replaces previous title “Invalidity”.

x. Article 16, “Redemption and Conversion of Shares”

(1) Specifies that the Board of Directors may, with the consent of the relevant shareholder, satisfy redemptions in kind by allocating to the redeeming shareholder investments from the relevant sub-fund’s portfolio the value of which shall be equal to the value of the shares redeemed by such shareholder. Any audit costs related to such redemption in kind shall be borne by the redeeming shareholder;

(2) Does no longer authorise that payment of redemptions are made in cash or by cheque.

xi. Article 17, “Net Asset Value” extends the list of events justifying suspension of NAV to events where any of the target funds in which the Company invests substantially its assets suspends the calculation of its Net Asset Value.

xii. Article 18, “Issuance of Shares”

(1) Specifies that the Board of Directors may, at its discretion, decide to suspend the issuance of new shares in any sub-fund of the Company;

(2) Specifies that payments related to subscription of shares of the Company should preferably be made by bank transfer and shall be made in the base currency of the relevant Sub-fund or Share Class or if payment is made in another currency the Company will make an exchange transaction at market conditions and at the expense of the investor before execution of the subscription order and this exchange transaction could lead to a postponement of the allotment of shares; and

(3) Specifies that the Board of Directors may decide to accept securities for a subscription provided they comply with the relevant sub-fund’s investment policy and restrictions. Shares will be issued upon receipt of the securities being transferred as payment in kind. It further specifies that the cost shall be borne by the transferee.

xiii. Article 19, “Expenses and Fees” specifies that in the case of a masterfeeder fund structure, there shall be no duplication of subscription or redemption fees;

xiv. Article 22, “Dividends” specifies that dividends to shareholders shall be made to their address as stated in the Register of Shareholders of the Company. A dividend on a distribution registered share which is declared, but was not paid out, may no longer be claimed by the owner of such a share after the expiry of a period of five years after the declaration of payment being made and shall be credited to the respective share class of the Company. No interest shall be paid on declared dividends when they have become due.

xv. Article 23, “Dissolution of the Company, Liquidation, Merger or Contribution of a Subfund”

(1) Replaces the reference to the Luxembourgish Wort with “a Luxembourg newspaper” and relevant newspapers circulating in the jurisdictions in which the Company is registered, if required by local law and allows cross border fund and sub-fund mergers;

(2) Specifies that the Company may, at any time, be dissolved by a resolution taken by the general meeting of shareholders subject to the quorum and majority requirements as defined in the Luxembourg law and in article 24 of the Articles;

(3) Specifies that the Board of Directors may decide to liquidate a sub-fund or to merge such sub-fund with another sub-fund of the Company if its net asset value of such sub-fund falls below the minimum level for such sub-fund to be operated in an economically efficient manner or if a change in the economic or political situation would have material adverse consequences on the Company’s investments. In such events, notice of the termination or merger of the sub-fund will be given in writing to registered shareholders. Publications of such subfund’s liquidation or merger will be done if required by law.

(4) Specifies that a Sub-fund may be divided into two or more Sub-funds under the same conditions that apply to a merger with another Sub-fund of the Company.

2. Miscellaneous.

V. - That the items on the agenda require a quorum of half of the issued capital and that the resolutions will be passed by a two-third majority of the vote cast.

As a result of the foregoing, the Meeting is regularly constituted and may validly deliberate upon the items on the agenda.

After deliberation, the meeting by 618 votes in favour, 0 votes against and 0 abstentions, took the following resolutions:

First resolution

The meeting decides to replace references to the law 20 December 2002 by references to the law of the 17 December 2010. Furthermore, references to the simplified prospectus are replaced by references to the key investor information document

Second resolution

The meeting decides to amend article 3 “Object, Determination of the Investment Policy” sub-sections Sub-section 4) I and Sub-section 4) II of the Articles of Association to read as follows:“

a. Sub-section 4) I., “Investment Restrictions” is enlarging the list of authorized investments permitted within sub-funds, including the possibility of investing in transferable securities and in any other securities or instruments authorised by law and of entering into a master-feeder fund structure as a master fund or feeder fund. The Company shall also comply with risk diversification rules by means of employing a risk management process. Limitations are set on control over investments made by each sub-fund. The sub-section details investment restrictions per instrument and for each sub-fund;

b. Sub-section 4)II., “Special Investment and Hedging Techniques and Instruments” amends the scope of the use of such techniques by the Company, in particular in relation to a master-feeder fund structure;”

Third resolution

The meeting decides to transfer the registered office of the company from its present location at 672, rue de Neudorf, L-2220 Findel to 562, rue de Neudorf, L-2220 Luxembourg, and to subsequently amend article 4 “Registered Office” of the Articles of Association and change the location of the Company’s registered office from Fidel to Luxembourg.

Fourth resolution

The Meeting decides to amend article 5 “Capital” of the Articles of Associations so that from now on it allows the Board of Directors to create new sub-funds and issue new share classes in a sub-fund without any preferential subscription rights to existing Shareholders of the Company. Those shares may be shares of class A or class B but as well shares of other classes as will be defined in the relevant prospectus.

Fifth resolution

The Meeting decides to amend article 6 “Restrictions” of the Articles of Association so that from now on it specifies that the Board may as well request or proceed to the redemption of those shares held by a shareholder in breach of any law or regulation or otherwise in circumstances having or which may have adverse regulatory, tax or fiscal consequences for the Company or its shareholders.

Sixth resolution

The Meeting decides to amend article 7 “Shareholders’ Meetings” so that from now on, it:

(1) Specifies that the Shareholders’ Meetings shall have the broadest power to order, carry, out or ratify acts relating to operations of the Company;

(2) Specifies that shareholders shall be convened to an upcoming shareholders’ meeting by a notice stating the agenda, time and place of the meeting to be sent by mail at least 8 days prior to the date set for the meeting to their address recorded in the shareholders’ register. To the extent required by law, the notice shall be published in Luxembourg in the Mémorial and in a newspaper, and in another newspaper circulating in jurisdictions in which the Company is registered, if required by local law;

(3) Sets the time for the quorum and majority requirements, based on number of shares issued, to be determined at midnight five (5) days prior to the general meeting;

(4) Specifies that each share is entitled to one vote subject to limitations, if any, imposed by the articles,

(5) Specifies that a shareholder may act at any meeting by appointing another person as his proxy; and

(6) Specifies that fractions of shares are not entitled to a vote.

Seventh resolution

The Meeting decides to amend article 9 “Chairman” of the Articles of Association so that from now on, it:

(1) Specifies that Board of Directors may participate to Board meetings via conference call or similar means of communication.

(2) Specifies that Directors may express their approval of Board resolutions via electronic signature.

Eighth resolution

The Meeting resolves to amend article 11 “Powers” of the Articles of Association so as to state that the Company shall employ a risk management process in accordance with Article 42(1) of the Law of 17 December 2010.

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Ninth resolution

The Meeting resolves to amend article 12 “Conflict of Interest” of the Articles of Association and replace its previous title “Invalidity”.

Tenth resolution

The Meeting resolves to amend article 16 “Redemption and Conversion of Shares” so that as from now on it:

- (1) Specifies that the Board of Directors may, with the consent of the relevant shareholder, satisfy redemptions in kind by allocating to the redeeming shareholder investments from the relevant sub-fund’s portfolio the value of which shall be equal to the value of the shares redeemed by such shareholder. Any audit costs related to such redemption in kind shall be borne by the redeeming shareholder;
- (2) Does no longer authorise that payment of redemptions are made in cash or by cheque.

Eleventh resolution

The Meeting decides to amend article 17 “Net Asset Value” of the Articles of Association and to extend the list of events justifying suspension of NAV to events where any of the target funds in which the Company invests substantially its assets suspends the calculation of its Net Asset Value.

Twelfth resolution

The Meeting decides to amend article 18 “Issuance of Shares” of the Articles of Association so that from now on it:

- (1) Specifies that the Board of Directors may, at its discretion, decide to suspend the issuance of new shares in any sub-fund of the Company;
- (2) Specifies that payments related to subscription of shares of the Company should preferably be made by bank transfer and shall be made in the base currency of the relevant Sub-fund or Share Class or if payment is made in another currency the Company will make an exchange transaction at market conditions and at the expense of the investor before execution of the subscription order and this exchange transaction could lead to a postponement of the allotment of shares; and
- (3) Specifies that the Board of Directors may decide to accept securities for a subscription provided they comply with the relevant sub-fund’s investment policy and restrictions. Shares will be issued upon receipt of the securities being transferred as payment in kind. It further specifies that the cost shall be borne by the transferee.

Thirteenth resolution

The Meeting decides to amend article 19 “Expenses and Fees” of the Articles of Association so that from now on it specifies that in the case of a master-feeder fund structure, there shall be no duplication of subscription or redemption fees.

Fourteenth resolution

The Meeting decides to amend article 22 “Dividends” of the Articles of Association so that from now on it specifies that dividends to shareholders shall be made to their address as stated in the Register of Shareholders of the Company. A dividend on a distribution registered share which is declared, but was not paid out, may no longer be claimed by the owner of such a share after the expiry of a period of five years after the declaration of payment being made and shall be credited to the respective share class of the Company. No interest shall be paid on declared dividends when they have become due.

Fifteenth resolution

The Meeting resolves to amend article 23 “Dissolution of the Company, Liquidation, Merger or Contribution of a Subfund” of the Articles of Association so that from now on it:

- (1) Replaces the reference to the Luxembourgish Wort with “a Luxembourg newspaper” and relevant newspapers circulating in the jurisdictions in which the Company is registered, if required by local law and allows cross border fund and sub-fund mergers;
- (2) Specifies that the Company may, at any time, be dissolved by a resolution taken by the general meeting of shareholders subject to the quorum and majority requirements as defined in the Luxembourg law and in article 24 of the Articles;
- (3) Specifies that the Board of Directors may decide to liquidate a sub-fund or to merge such sub-fund with another sub-fund of the Company if its net asset value of such subfund falls below the minimum level for such sub-fund to be operated in an economically efficient manner or if a change in the economic or political situation would have material adverse consequences on the Company’s investments. In such events, notice of the termination or merger of the sub-fund will be given in writing to registered shareholders. Publications of such sub-fund’s liquidation or merger will be done if required by law.
- (4) Specifies that a Sub-fund may be divided into two or more Sub-funds under the same conditions that apply to a merger with another Sub-fund of the Company.

As a consequence of the above resolutions, the amended and restated Articles of Association of the Company now read as follows:

“ **Art. 1^{er}. Formation.** There is hereby established, among the subscribers and all those who may become owners of shares hereafter issued, a corporation in the form of a société anonyme under the name of Nordea Fund of Funds, SICAV qualifying as Société d'Investissement à Capital Variable (SICAV), (hereafter referred to as the “Company”).

Art. 2. Duration. The Company is established for an undetermined duration. The Company may be dissolved by a resolution of the shareholders adopted in the manner required for amendment of these Articles of Incorporation (the “Statutes”).

Art. 3. Object, Determination of the investment policy.

1) The object of the Company is to place the funds available to it mainly in other Luxembourg or foreign undertakings for collective investment of the open-ended type, but the Company may however as well invest in transferable securities and in any other securities or instruments authorised by law, with the purpose of offering various investment opportunities, spreading investment risk and offering its shareholders the benefit of the management of the Company’s Sub-funds. The Company may take any measures and carry out any operations which it may deem useful to the accomplishment and development of its purpose to the full extent permitted by Part I of the law of 17 December 2010 on collective investment undertakings (hereinafter referred to as “the Law”) and any law amending or replacing it.

The objective of the investment policy of the Company shall be the active and passive management of different portfolios in order to realise acceptable profits in according to the market conditions and the respective investment strategy of each Sub-fund.

2) The Board of Directors may take any administrative measures and engage in any activities that are in the interest of the Company. Any rights that are not expressly reserved to the Company’s meetings under the Law or under these Statutes may be exercised by the Board of Directors.

3) With the exception of the matters on which, according to these Statutes, resolutions must be adopted by the shareholders at the general meeting of the shareholders and in consideration of the restrictions laid down in these Statutes, the Board of Directors shall be authorised to determine the investment policy for each Sub-fund according to the principle of risk spreading. In this respect, any investment restrictions provided for by the Law, by regulations or by resolutions of the Board of Directors must be taken into account.

4) When any investment policies are determined and implemented, the Board of Directors shall ensure compliance with the following provisions:

I. Investment Restrictions

Except to the extent that more restrictive rules are provided for in connection with a specific Sub-fund in the Prospectus, the investment policy shall comply with the rules and restrictions laid down hereafter.

A. Investments in the Sub-funds may consist solely of:

- (1) Transferable securities and money market instruments listed or dealt in on a regulated market;
- (2) Transferable securities and money market instruments dealt in on another regulated market in an EU Member State (“Member State”);
- (3) Transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State or dealt in on another regulated market which operates regularly and is recognised and open to the public in a non-Member State as long as provided for herein;
- (4) Recently issued transferable securities and money market instruments, provided that:
 - the terms of issue include an undertaking that application will be made for admission to official listing on a regulated market or on another regulated market as described under (1)-(3) above;
 - such admission is secured within one year of issue;
- (5) Units of UCITS authorised according to Directive 2009/65/EC (hereinafter the “Directive”) and/or other UCIs within the meaning of the first and second indent of Article 1 (2) of the Directive, whether situated in a Member State or in another state, provided that:
 - such other UCIs are authorised under laws which provide that they are subject to supervision considered by the Regulatory Authority to be equivalent to that laid down in Community law (as defined in the Directive), and that cooperation between authorities is sufficiently ensured;
 - the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the Directive;
 - the business of the other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;
 - no more than 10 % of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs;

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

(7) Financial derivative instruments, i.e. in particular options, futures, including equivalent cash-settled instruments, dealt in on a regulated market or on another regulated market referred to in (1), (2) and (3) above, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

(i) the underlying consists of instruments covered by this Section A, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives;

(ii) the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg Regulatory Authority, and

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

Under no circumstances shall these operations cause the Company to diverge from its investment objectives.

(8) Money market instruments other than those dealt on a regulated market or on another regulated market, to the extent that the issue or the issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that such investments are:

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

- issued by an undertaking any securities of which are dealt in on regulated markets or on other regulated markets referred to in (1), (2) or (3) above, or

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

- issued by other bodies belonging to the categories approved by the Luxembourg Regulatory Authority provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million Euro (EUR 10,000,000.-) and which presents and publishes its annual accounts in accordance with directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

B. Each Sub-fund may however:

(1) Invest up to 10% of its net assets in transferable securities and money market instruments other than those referred to above under A above.

(2) Hold cash and cash equivalents on an ancillary basis;

(3) Borrow up to 10% of its net assets, provided that such borrowings are made only on a temporary basis. Collateral arrangements with respect to the writing of options or the purchase or sale of forward or futures contracts are not deemed to constitute "borrowings" for the purpose of this restriction.

(4) Acquire foreign currency by means of a back-to-back loan.

Be a master fund by virtue of having among its shareholders at least a feeder fund. The master fund shall not be itself a feeder nor invest in another feeder, in accordance with Chapter 9 of the Law.

(5) Elect to become a feeder fund investing a minimum of 85% of its assets in a master fund. Additionally, a feeder Sub-fund may hold up to 15% of its assets in one or more of the following:

- ancillary liquid assets in accordance with article 41, paragraph (2), second subparagraph of the 2010 Law;

- financial derivative instruments which may be used only for hedging purposes as detailed under Article 41(1)(g) and Article 42(2) and (3) of the 2010 Law;

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

In that event, the shareholders will be informed in advance and information will be provided to the relevant shareholders of the arrangements.

The section in the prospectus of the feeder Sub-fund as well as the Key Investor Information shall be updated in accordance Article 82(1) of the Law.

C. In addition, the Company shall comply in respect of the net assets of each Sub-fund with the following investment restrictions per issuer:

(a) Risk Diversification rules

The Company shall employ a risk management process in accordance with article 42(1) of the Law.

For the purpose of calculating the restrictions described in (2) to (5) and (8) hereunder, companies which are included in the same Group of companies are regarded as a single issuer.

To the extent an issuer is a legal entity with multiple sub-funds where the assets of a sub-fund are exclusively reserved to the investors in such sub-fund and to those creditors whose claim has arisen in connection with the creation, operation and liquidation of that sub-fund, each sub-fund is to be considered as a separate issuer for the purpose of the application of the risk spreading rules described under items (1) to (5), (7) to (9) and (12) to (14) hereunder.

Transferable Securities and Money Market Instruments

(1) No Sub-fund may purchase additional transferable securities and money market instruments of any single issuer if:

(i) upon such purchase more than 10% of its net assets would consist of transferable securities and money market instruments of one single issuer; or

(ii) the total value of all transferable securities and money market instruments of issuers in which it invests more than 5% of its net assets would exceed 40% of the value of its net assets. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

(2) A Sub-fund may invest on a cumulative basis up to 20% of its net assets in transferable securities and money market instruments issued by the same Group of companies.

(3) The limit of 10% set forth above under (1)(i) is increased to 35% in respect of transferable securities and money market instruments issued or guaranteed by a Member State, by its local authorities, by any non-Member State or by a public international body of which one or more Member State(s) are member(s).

(4) The limit of 10% set forth above under (1)(i) is increased up to 25% in respect of qualifying debt securities issued by a credit institution which has its registered office in a Member State and which, under applicable law, is submitted to specific public control in order to protect the holders of such qualifying debt securities. For the purposes hereof, "qualifying debt securities" are securities the proceeds of which are invested in accordance with applicable law in assets providing a return which will cover the debt service through to the maturity date of the securities and which will be applied on a priority basis to the payment of principal and interest in the event of a default by the issuer. To the extent that a relevant Sub-fund invests more than 5% of its net assets in debt securities issued by such an issuer, the total value of such investments may not exceed 80% of the net assets of such Sub-fund.

(5) The securities specified above under (3) and (4) are not to be included for purposes of computing the ceiling of 40% set forth above under (1)(ii).

(6) Notwithstanding the ceilings set forth above, each Sub-fund is authorised to invest, in accordance with the principle of risk spreading, up to 100% of its net assets in transferable securities and money market instruments issued or guaranteed by a Member State, by its local authorities, by any other member state of the Organisation for Economic Co-operation and Development ("OECD") such as the U.S. or by a public international body of which one or more Member State(s) are member(s), provided that (i) such securities are part of at least six different issues and (ii) the securities from any such issue do not account for more than 30% of the net assets of such Sub-fund.

(7) Without prejudice to the limits set forth hereunder under (b), the limits set forth in (1) are raised to a maximum of 20 % for investments in shares and/or bonds issued by the same body when the aim of the Sub-fund's investment policy, as detailed herein, is to replicate the composition of a certain stock or bond index which is recognised by the Luxembourg Regulatory Authority, on the following basis:

- the composition of the index is sufficiently diversified,
- the index represents an adequate benchmark for the market to which it refers,
- it is published in an appropriate manner.

The limit of 20 % is raised to 35 % where that proves to be justified by exceptional market conditions in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

Bank Deposits

(6) A Sub-fund may not invest more than 20 % of its assets in deposits made with the same body.

Derivative Instruments

(9) The risk exposure to a counterparty in an OTC derivative transaction may not exceed 10 % of the Sub-fund's net assets when the counterparty is a credit institution referred to in A (6) above or 5 % of its net assets in other cases.

(10) Investment in financial derivative instruments shall only be made provided that the exposure to the underlying assets does not exceed in aggregate the investment limits set forth in (1) to (5), (8), (9), (13) and (14). When the Sub-fund invests in indexbased financial derivative instruments, these investments do not have to be combined to the limits set forth in (1) to (5), (8), (9), (13) and (14).

(11) When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of A (7) (ii) and D (1) as well as with the risk exposure and information requirements laid down in the Prospectus.

Units of Open-Ended Companies

(12) A Sub-fund may invest up to 100% in the units of UCITS provided that no more than 20% of its assets are invested in the units of a single UCITS or other UCI. Investment in UCIs other than UCITS will not in aggregate exceed 30% of a Subfund's assets.

Combined limits

(13) Notwithstanding the individual limits laid down in (1), (8) and (9) above, a Sub-fund may not combine:

- investments in transferable securities or money market instruments issued by,
- deposits made with, and/or
- exposures arising from OTC derivative transactions undertaken with a single body in excess of 20 % of its net assets.

(14) The limits set out in (1), (3), (4), (8), (9) and (13) above may not be combined, and thus investments in transferable securities or money market Instruments issued by the same body, in deposits or derivative instruments made with this body carried out in accordance with (1), (3), (4), (8), (9) and (13) above may not exceed a total of 35 % of the net assets of the Company.

(b) Limitations on Control

(15) No Sub-fund may acquire such amount of shares carrying voting rights which would enable the Company to exercise a significant influence over the management of the issuer.

(16) The Company may not acquire

- (i) more than 10% of the outstanding non-voting shares of any one issuer;
- (ii) more than 10% of the outstanding debt securities of any one issuer;
- (iii) more than 25% of the outstanding shares or units of the same UCITS and/or other UCI, or
- (iv) more than 10% of the money market instruments of any one issuer.

The limits set forth in (ii) to (iv) may be disregarded at the time of acquisition if at that time the gross amount of bonds or of the money market instruments or the net amount of the instruments in issue cannot be calculated.

The ceilings set forth above under (15) and (16) do not apply in respect of:

- Transferable securities and money market instruments issued or guaranteed by a Member State or by its local authorities;
- Transferable securities and money market instruments issued or guaranteed by any non-Member State;
- Transferable securities and money market instruments issued by a public international body of which one or more Member State(s) are member(s); and
- Shares in the capital of a company which is incorporated under or organised pursuant to the laws of a non-Member State provided that (i) such company invests its assets principally in securities issued by issuers of that State, (ii) pursuant to the laws of that State a participation by the relevant Sub-fund in the equity of such company constitutes the only possible way to purchase securities of issuers of that State, and (iii) such company observes in its investments policy the restrictions set forth under C, items (1) to (5), (8), (9) and (12) to (16). Where these limits are exceeded Article 49 of the Law shall apply mutatis mutandis.
- Shares held by one or more investment companies in the capital of subsidiary companies carrying on only the business of management, advice or marketing in the country/state where the subsidiary is located, in regard to the repurchase of shares at Shareholder's request exclusively on its or their behalf.

D. In addition, the Company shall comply in respect of its net assets with the following investment restriction per instrument:

Each Sub-fund shall ensure that its global exposure relating to derivative instruments does not exceed the total net value of its portfolio.

E. Finally, the Company shall comply in respect of the assets of each Sub-fund with the following investment restrictions:

(1) No Sub-fund may acquire commodities or precious metals or certificates representative thereof, provided that transactions in foreign currencies, financial instruments, indices or transferable securities as well as futures and forward contracts, options and swaps thereon are not considered to be transactions in commodities for the purposes of this restriction.

(2) No Sub-fund may invest in real estate provided that investments may be made in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.

(3) No Sub-fund may use its assets to underwrite any securities.

(4) No Sub-fund may issue warrants or other rights to subscribe for shares in such Subfund.

(5) A Sub-fund may not grant loans or guarantees in favour of a third party, provided that such restriction shall not prevent each Sub-fund from investing in non fully paid-up Transferable Securities, Money Market Instruments or other financial instruments, as mentioned under A, items (5), (7) and (8).

(6) The Company may not enter into uncovered sales of transferable securities, money market instruments or other financial instruments as listed under A, items (5), (7) and (8).

F. Notwithstanding anything to the contrary herein contained:

(1) The ceilings set forth above may be disregarded by each Sub-fund when exercising subscription rights attaching to securities in such Sub-fund's portfolio.

(1) If such ceilings are exceeded for reasons beyond the control of a Sub-fund or as a result of the exercise of subscription rights, such Sub-fund must adopt as its priority objective in its sale transactions the remedying of such situation, taking due account of the interests of its Shareholders. The Directors have the right to determine additional investment restrictions to the extent that those restrictions are necessary to comply with the laws and regulations of countries where shares of the Company are offered or sold.

II. Special Investment and Hedging Techniques and Instruments

The Company may employ techniques and instruments, such as, but not limited to, derivatives, repurchase agreements and securities lending, which the Board of Directors reasonably believes to be economically appropriate to the effective portfolio management of the Company and are in accordance with the investment objectives of each Sub-fund. The use of such techniques and instruments by the Company or any Sub-fund will be subject to the conditions and limits laid down by the Luxembourg Financial Supervisory Authority and under the Law.

Under no circumstances shall these operations cause a Sub-fund to diverge from its investment objectives as laid down in its prospectus.

In accordance with Chapter 9 of the Law, a Sub-fund of the Company may be a master fund by virtue of having among its shareholders at least a feeder fund. The master fund shall not be itself a feeder nor invest in another feeder.

A Sub-fund may also elect to become a feeder fund investing a minimum of 85% of its assets in a master fund. Additionally, a feeder Sub-fund may hold up to 15% of its assets in one or more of the following:

- Ancillary liquid assets in accordance with Article 41, paragraph (2), second subparagraph of the Law;
- Financial derivative instruments which may be used only for hedging purposes as detailed under Article 41(1)(g) and Article 42(2) and (3) of the Law; movable and immovable property which is essential for the direct pursuit of its business.

In that event, the shareholders will be informed in advance and information will be provided to the relevant shareholders of the arrangements.

The Company may use techniques and instruments as described in the Prospectus.

Art. 4. Registered office. The registered office of the Company is established in Luxembourg, in the Grand-Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in Luxembourg or abroad by resolution of the Board of Directors.

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

Art. 5. Capital. The capital of the Company shall at all times be equal to the Net Asset Value of all Subfunds of the Company as determined in accordance with Article 17 (seventeen) hereof.

The minimum capital of the Company shall be EUR 1,250,000.- (one million two hundred fifty thousand Euro).

The initial subscribed capital was 50,000.-ECU (fifty thousand ECU) divided into five hundred (500) full paid Class B shares of Fronrunner II -Asset Allocation Fund – Balanced (currently named Nordea Fund of Funds – Balanced) of no par value.

The Board of Directors of the Company may, at any time, establish several portfolios of assets, each constituting a Sub-fund. The Board of Directors shall attribute specific investment objectives and policies and denominations to each Sub-fund.

The Board of Directors of the Company may, at any time, within each Sub-fund, issue different classes of shares which may differ by their minimum investment requirement, management fees, fees in general, currency exposure, type of targeted investors or corresponding to a specific distribution policy such as giving rights to dividend payment or giving no right to distribution, the earnings being re-invested.

The Board of Directors may delegate to any duly authorised Director or officer of the Company, or to any duly authorised person, the duties of accepting subscriptions for, receiving payment for and delivering such new shares.

A shareholder may at his own expense, at any time, request the Company to convert his shares from one Class to the other Class, based on the relative Net Asset Values of the shares to be converted.

Shares may, as the Board of Directors shall determine, be of different Sub-funds and the proceeds of the issue of each Sub-fund shall be invested pursuant to Article 3 (three) hereof in assets corresponding to such geographical areas, industrial sectors or monetary zones, to such specific types of assets as the Board of Directors shall from time to time determine.

Shares shall be issued in accordance with Article 18 (eighteen) hereof as registered shares. Share ownership will be evidenced by an Investment Confirmation. The delivery of a physical certificate is excluded.

Registered shares may be issued as fractions of shares to the nearest ten thousandth of a share. Fractions of shares will have no voting rights but will participate in the distribution of dividends, if any, and in the liquidation distribution.

All issued registered shares of the Company shall be entered into the Shareholder's Register (the "Register") maintained by the Company or by one or several persons who have been appointed by the Board of Directors for this task. This Register shall contain the name of each owner of registered shares, his usual place of residence (in the case of jointly held shares only the name of the first named in the application for subscription) the number of shares held by him and the class of each such share.

Each transfer and restitution of a registered share must be entered into the Register, upon payment of the usual fee, which shall be fixed by the Board of Directors for such a registration with regard to the legal claim on the share. Each owner of a registered share must notify the Company of a valid address. All notifications and announcements of the Company to the owner of the share may be sent to the address entered in the Register. In the case of co-owners of shares, only the address of the first-named must be entered into the Register and all notifications will be sent to this address. If an owner of shares fails to notify the Company of such an address, the Company may resolve to have a corresponding note entered into the Register to the effect that it is assumed that the address of the owner of the shares at the Registered Office of the Company or another address, depending on the resolution of the Company, until the owner of the share has notified the Company of another address. The owner of the shares may at any time rectify his address entered in the Register, by sending a written notification to the Company at its Registered Office or at an address specified by the Company.

Art. 6. Restrictions. In the interest of the Company, the Board of Directors may restrict or prevent the ownership of shares in the Company by any physical person or legal entity.

1) The Board of Directors has the right to order the restrictions (except restrictions to the transfer of shares), which it considers necessary to ensure that no shares in the Company or shares of a class and/or category are obtained or held by a person (in the following "Excluded Person"):

- a) if this violates the laws or regulations of a country and/or official regulations; or
- b) whose shareholding, in the opinion of the Board of Directors, leads to a situation in which the Company would incur tax liabilities or other financial disadvantages, which it would otherwise not have incurred or would not incur.

2) The Company may accordingly restrict or prohibit the acquisition and holding of shares in the Company by an Excluded Person. To this end the Company may:

a) refuse to issue shares or to register the transfer of shares until it has made sure whether or not the issue or the registration could lead to a situation where the legal or economic ownership of such shares would be established by a person who is excluded from holding shares in the Company;

b) request, at any time from any person registered by name, that such a person provide the Company with all information which the Company deems necessary in order to clarify the question of whether or not a person who is excluded from holding shares in the Company is or will be legal or beneficial owner of these shares;

c) in the event that the Company is convinced that an Excluded Person, either acting alone or together with other persons, is either the legal or beneficial owner of the shares, and if this person fails to transfer the shares to an authorised person, demand the order of the compulsory sale of all these shares held by the Excluded Person under the following terms:

(1) The Company will send a request to the owner of the shares, who is considered to be the owner of the acquired shares, (hereinafter referred to as "Request for Redemption"), whereby, as mentioned above, it stipulates the price to be paid for these shares and the place where the redemption price of these shares is payable. Each such Request for Redemption may be sent to such an owner of shares by post, by prepaid registered letter to the address last known or entered in the Register of the company. The owner of the shares is thereupon obliged to return to the Company any share(s) referred to in the Request for Redemption. Immediately after the close of business on the day indicated in the Request for Redemption, the owner of the shares shall lose his right of ownership of the shares indicated in the Request for Redemption and his name shall be deleted in the Register.

(2) The price (hereinafter "the Redemption Price"), at which the indicated shares are bought in accordance with the Request for Redemption, is the amount corresponding to the inventory value of the shares and within a share class corresponding to the category concerned, as calculated in accordance with Article 17 (seventeen) of these Statutes.

(3) The payment of the Redemption Price shall be made to the owner of such shares in the currency of the respective share class and shall be deposited by the Company at a bank in Luxembourg or another paying agent (as specified in the Request for Redemption) for payment. After depositing this purchase price, the person shall lose the rights stated in the Request for Redemption, as well as any further rights, or claims of any kind against the Company or their assets.

(4) The exercise of the rights to which the Company is entitled under this Article may on no account be put into question or considered to be invalid with the justification that no sufficient proof of the right of ownership of shares of a person have been submitted, or that the actual owner of shares at the time of the request for redemption was another person than as it appeared to the Company when requesting the redemption, provided that in any case the said rights were exercised by the Company in good faith;

(5) The Company may reject any votes cast at a general meeting by an Excluded Person.

Where the Board of Directors become aware that a Shareholder in the Company:

(a) is holding Shares in breach of any law or regulation or otherwise in circumstances having or which may have adverse regulatory, tax or fiscal consequences for the Company or its Shareholders the Board of Directors may:

(i) direct such Shareholder to dispose of the relevant Shares to a person who is qualified or entitled to own or hold such Shares; or

(ii) redeem the relevant Shares at the Net Asset Value of the Shares as at the Valuation Day immediately following the date of notification of such mandatory redemption to the relevant Shareholder.

Art. 7. Shareholders' meetings. Any regularly constituted meeting of the shareholders of this Company shall represent the entire body of shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

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 Luxembourg as may be specified in the notice of the meeting, on the 15th of March each year at 2.00 p.m. local time. If such day is a bank holiday in Luxembourg, the annual general meeting shall be held on the following business day. The annual general meeting may be held outside of Luxembourg, 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. Registered shareholders will receive notice of meetings by mail.

Shareholders shall be convened by a notice stating the agenda, time and place of the meeting to be sent by mail at least 8 days prior to the date set for the meeting to their address recorded in the shareholders' register. To the extent required by law the notice shall be published in Luxembourg in the Mémorial and in a newspaper, and in another newspaper circulating in jurisdictions in which the Company is registered, if required by local law.

Each share of whatever class in whatever Sub-fund regardless of the Net Asset Value per share within the class and the Sub-fund is entitled to one vote. A shareholder may act at any meeting of shareholders by appointing another person (who need not be a shareholder and who may be a Director of the Company) as his proxy, which appointment shall be in writing or a signed telefax.

Resolutions concerning the interests of the shareholders of the Company shall be taken in a general meeting and resolutions concerning the particular rights of the shareholders of one specific Sub-fund shall in addition be taken by this Sub-fund's general meeting.

Each share is entitled to one vote subject to limitations, if any, imposed by the articles.

A shareholder may act at any meeting by appointing another person as his proxy.

Fractions of shares are not entitled to a vote.

Except as otherwise provided herein or required by Luxembourg law, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of those present or represented and voting.

The quorum and majority requirements for a general meeting shall be determined in accordance with the number of shares issued and subscribed at midnight 5 (five) days prior to the date of the general meeting.

The Board of Directors may determine all other conditions that must be fulfilled by shareholders, including, without limitation, conditions of participation in meetings of shareholders.

Art. 8. Board of directors. The Company shall be managed by a Board of Directors composed of no less than three members who need not be shareholders of the Company.

The directors shall be elected by the shareholders at their annual meeting for a period ending at the next annual general meeting and shall hold office until their successors are elected. A Director may be removed with or without cause and replaced at any time by resolution adopted by the shareholders.

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

Art. 9. Chairman. The Board of Directors shall choose from among its members a Chairman, and may choose from among its members 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 the Chairman, or two Directors, at the place indicated in the notice of meeting.

The Chairman shall preside at all meetings of shareholders or in his absence or inability to act, the Vice-Chairman or another Director appointed by the Board of Directors shall preside as chairman pro-tempore, or in their absence or inability to act, the shareholders may appoint another Director or an officer of the Company as chairman pro-tempore by vote of the majority of shares present or represented at any such meeting.

The Chairman shall preside at all meetings of the Board of Directors, or in his absence or inability to act, the Vice-Chairman or another Director appointed by the Board of Directors shall preside as chairman pro-tempore.

The Board of Directors from time to time shall appoint the officers of the Company, including officers considered necessary for the operation and management of the Company, who need not to be Directors or shareholders of the

Company. The officers appointed unless otherwise stipulated in these Statutes, shall have the power and duties given to them by the Board of Directors.

Written notice of any meeting of the Board of Directors shall be given to all Directors at least twenty-four hours in advance of the hour 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 meeting. This notice may be waived by consent in writing or by telefax, e-mail or similar communication from each Director. Separate notices shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any Director may act at any meeting of the Board of Directors by appointing another Director as proxy, which appointment shall be in writing or a telefax, e-mail or similar communication. Any Director may participate in a meeting of the Board of Directors by conference call or similar means of communication and this participation shall constitute presence in person to such meeting. A meeting of the Board held by such means of communication will be deemed to be held in Luxembourg.

The Board of Directors can deliberate or act with due authority if at least a majority of the Directors is present or represented at such meeting. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting.

Resolutions signed by all members of the Board will be as valid and effectual 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 and may be evidenced by letter, telefax, e-mail or similar communication. Signatures may also be made by means of an electronic signature which is valid under Luxembourg Law, by each director.

Art. 10. Minutes. 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 at such meeting or by two Directors.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the Chairman or by the chairman pro-tempore of that meeting, or by two Directors or by the secretary or an assistant secretary.

Art. 11. Powers. The Board of Directors is invested with the broadest powers to perform all acts of administration, disposition and execution in the Company's interest. All powers not expressly restricted by law or by the present Statutes to the general meeting of shareholders fall within the competence of the Board of Directors.

The Board of Directors is authorised to determine the Company's investment policy in compliance with the object set out in Article 3 (three) hereof.

The Board of Directors shall be empowered to create at any time new Sub-funds.

The Company will appoint a management company (hereinafter the "Management Company") governed by Chapter 15 of the Law.

The Company shall employ a risk management process in accordance with Article 42(1) of the Law.

Art. 12. Conflict of interest. No contract or other transaction between the Company and any other corporation or entity 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, officer or an employee of such other corporation or entity, provided, however, that the Company shall not knowingly purchase or sell portfolio investments from or to any of its officers or Directors, or to any entity in which such officers or Directors hold 10% or more of the issued shares.

Any member of Board of Directors or any other body of the Company who is a member of the board of directors, shareholder, managing director or employee of a company or firm, with which the Company enters into contractual relations or otherwise engages in business activity, shall not, as a result of such a connection with such other company or firm, be prevented from acting on behalf of the Company and deciding on its legal transactions.

If a member of the Board of Directors or a managing director of the Company has a personal interest in a transaction to which the Company is a party he must notify this personal interest to the Board of Directors and may not become involved in or vote on such transaction. Such legal transactions and interests of a member of the Board of Directors or managing director shall be disclosed at the next general meeting of shareholders.

The expression "personal interest" used here does not comprise any interest only arising because a legal transaction involves Nordea Bank S.A. (or one of their direct or indirect affiliates) or another enterprise specified by the Board of Directors.

Art. 13. Indemnity. 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 his request, of any other fund of which the Company is a shareholder or creditor and from which he is not entitled to be indemnified, 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, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

The Company is authorised and obliged in its own name to assert claims of the shareholders against the Custodian. This does not preclude the assertion of claims of the shareholders against the Custodian.

Art. 14. Delegation. The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as an authorised signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to officers of the Company who may, if the Board of Directors so authorises, redelegate such powers in turn.

Art. 15. Signatures. The Company will be bound by the joint signature of any two Directors or by the individual signature of any duly authorised Director or officer of the Company or by the individual signature of any other person to whom authority has been delegated by the Board of Directors.

Art. 16. Redemption and Conversion of shares. As is more specifically described herein below, the Company has the power to redeem its own outstanding fully paid shares at any time, subject solely to the limitations set forth by law.

A shareholder of the Company has at any time the right to irrevocably request that the Company repurchases all or any part of his shares of the Company. In the event of such request, the Company shall redeem such shares subject to any suspension of this redemption obligation pursuant to Article 17 (seventeen) hereof. The shareholder will be paid a price per share equal to the Net Asset Value for the relevant class of the relevant Sub-fund as determined in accordance with the provisions of Article 17 (seventeen) hereof. The Board of Directors may decide to deduct a redemption fee from the price as specified in the sales documentation. Shares of the Company redeemed by the Company shall be cancelled.

Any request shall be made by the shareholder to the registered office of the Company in Luxembourg, or at the office of the person or entity designated by the Company as its agent for the repurchase of shares.

Redemption applications received before a certain hour such as determined by the Board of Directors from time to time on a Valuation Date shall be proceeded at the Net Asset Value determined for that date; if redemption applications are received after that certain hour such as determined by the Board of Directors from time to time, they shall be processed at the Net Asset Value determined for the following Valuation Date.

Redemption proceeds will normally be dispatched or at the disposal of the shareholder within 8 (eight) business days after the relevant Valuation Date and after receipt of the proper documentation. If in exceptional circumstances the liquidity of a Sub-fund is not sufficient to enable the payment to be made within 8 (eight) business days after the relevant Valuation Date, such payment will be made as soon as reasonably practicable thereafter.

If requests for redemption and / or conversion on any Valuation Date exceed 10% of a Sub-fund's shares, the Company may reduce all requests in such proportion that not more than 10% will be redeemed or converted. The unredeemed or unconverted portion will be redeemed or converted at the next Valuation Date and will be dealt with before any subsequent requests for redemption or conversion. In these circumstances, and provided that the Net Asset Value is calculated on each Luxembourg banking business day, the Directors may declare that part or all of such shares for redemption or conversion will be redeemed or converted during a period not exceeding 8 (eight) Valuation Dates and will be priced at the Net Asset Value determined on the Valuation Date the shares are redeemed or converted. On any Valuation Date such shares will be dealt with before any subsequent requests for redemption and / or conversion.

The Company will have the right, if the Board of Directors so determines and with the consent of the shareholder concerned, to satisfy payment of the redemption price to any shareholder in kind by allocating to such shareholder investments from the portfolio of assets set up in connection with such classes of shares equal in value as of the Valuation date on which the redemption price is calculated to the value of shares to be redeemed. 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 shareholders of the relevant Sub-Fund, and the valuation used shall be confirmed by a report of the auditor. The cost shall be borne by the transferee.

The redemption of shares and/or conversion of shares between Sub-funds shall be suspended when the calculation of the Net Asset Value of one or of the respective Subfunds and/or respective Classes is suspended.

Payment to a shareholder under this Article will be made by bank transfer at the choice of the shareholder. Payment shall be made in the Base Currency of the respective Sub-fund or Class of share or, at the request and expense of the shareholder, in any freely convertible currency at the rate of exchange for the Sub-fund's or Share Class' Base Currency on the date of dispatch of payment.

Any shareholder may request conversion of whole or part of his shares, with a minimum amount of shares which shall be determined by the Board of Directors from time to time, into shares of any class of any other Sub-fund. Conversion applications received before a certain hour such as determined by the Board of Directors from time to time on a Valuation Date shall be processed at the Net Asset Value determined for that date; if conversion applications are received after that certain hour such as determined by the Board of Directors from time to time, they shall be processed at the Net Asset Value determined for the following Valuation Date. Conversion of shares into shares of any other Sub-fund will only be made if the Net Asset Value of both Sub-funds is calculated on the same day. A commission may be charged to shareholders switching between Subfunds. Shareholders may also be requested to bear the difference in initial commission between the Sub-fund they leave and the Sub-fund of which they become shareholders, should the initial commission of

the Sub-fund into which the shareholders are converting their shares be higher than the commission of the Sub-fund they leave.

For the purpose of the relations between the shareholders, each Sub-fund will be deemed to be a separate entity with, but not limited to, its own contribution, capital gains, losses, charges and expenses.

Art. 17. Net asset value. Whenever the Company shall issue, convert and/or redeem shares of the Company, the price per share shall be based on the Net Asset Value of the shares as defined herein.

The Net Asset Value of each class of shares of each Sub-fund shall be determined by the Company or its agent from time to time, but subject to the provisions of the next following paragraph, in no instance less than twice a month on such business day or days in Luxembourg as the Board of Directors by resolution may direct (every such day or time for determination of Net Asset Value referred to herein a "Valuation Date"), provided that in any case where any Valuation Date falls on a bank holiday in Luxembourg or in a market which is the principal market for a significant part of a Sub-fund's investment, the Valuation Date shall be the next business day in Luxembourg which is not a bank holiday in Luxembourg or in a market affecting the Sub-fund.

The Net Asset Value of shares of each Sub-fund shall be expressed in the currency of the relevant Sub-fund or share Class. The Net Asset Value shall be determined by dividing the net assets of the Company attributable to each Sub-fund by the number of outstanding shares of that Sub-fund or corresponding to each Class of share.

The calculation of the Net Asset Value of the shares of any Sub-fund and the issue, redemption and conversion of the shares of any Sub-fund may be suspended in the following circumstances, in addition to any circumstances provided for by law:

- during any period (other than ordinary holiday or customary weekend closings) when any market or stock exchange is closed which is the principal market or stock exchange for a significant part of the Sub-fund's investments, or in which trading is restricted or suspended,
- during any period when an emergency exists as a result of which it is impossible to dispose of investments which constitute a substantial portion of the assets of the Sub-fund, or it is impossible to transfer money involved in the acquisition or disposal of investments at normal rates of exchange, or it is impossible fairly to determine the value of any assets in the Sub-fund, or
- during any breakdown in the means of communication normally employed in determining the price of any of the Sub-fund's investments or the current prices on any stock exchange, or
- when for any reason beyond the control of the Board of Directors, the prices of any investment held by the Sub-fund cannot be reasonably, promptly or accurately ascertained, or
- during any period when remittance of money which will or may be involved in the purchase or sale of any of the Sub-fund's investments cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange.
- when any of the target funds in which the Company invests substantially its assets suspends the calculation of its Net Asset Value.

Any such suspension shall be notified by the Company in such manner as it may deem appropriate to the persons likely to be affected thereby.

The value of the assets of each Class of shares of each Sub-fund is determined as follows:

A) The assets of the Company contain the following:

- 1) all fixed-term deposits, money market instruments, cash in hand or cash expected to be received or cash contributions including interest accrued;
- 2) all transferable securities;
- 3) all debts which are payable upon presentation as well as all other money claims including claims for purchase price payment not yet fulfilled that arise from the sale of investment fund sub-class of shares or other assets;
- 4) all units of UCITS authorised according to the Directive and/or other UCIs within the meaning of the first and second indent of Article 1 (2) of the Directive, whether situated in a Member State or in a non-Member State;
- 5) all other investment fund shares;
- 6) all financial derivative instruments, i.e. in particular options, futures, including equivalent cash-settled instruments, dealt in on a regulated market or on another regulated market and/or financial derivative instruments dealt in over-the-counter;
- 7) all dividends and distributions due in favour of the Company, as far as they are known to the Company;
- 8) all interest accrued on interest-bearing securities that the Company holds, as far as such interest is not contained in the principal claim;
- 9) all financial rights which arise from the use of derivative instruments;
- 10) the provisional expenses of the Company, as far as these are not deducted, under the condition that such provisional expenses may be amortised directly from the capital of the Company;
- 11) all other assets of what type or composition, including pre-paid expenses.

B) The value of such assets is fixed as follows:

- 1) Investment funds are valued at their Net Asset Value or bid price, if bid and offer prices are quoted.
- 2) Liquid assets are valued at their nominal value plus accrued interest.
- 3) Fixed term deposits are valued at their nominal value plus accrued interest. Fixed term deposits with an original term of more than 30 (thirty) days can be valued at their yield adjusted price if an arrangement between the Company and the bank, with which the fixed term deposit is invested has been concluded including that the fixed term deposits are terminable at any time and the yield adjusted price corresponds to the realisation value.
- 4) Securities or financial instruments admitted to official listing on a stock exchange or traded on another regulated market within Europe, North or South America, Asia, Australia, New Zealand, Africa or Oceania which operates regularly and is recognised and open to the public are valued on the basis of the closing price in their relevant market. If the same security is quoted on different markets, the quotation on the principal market for this security will be used. If there is no relevant quotation or if the quotations are not representative of the fair value, the evaluation will be made in good faith by the Board of Directors or its delegate with a view to establishing the probable bid price for such securities.
- 5) Unlisted securities or financial instruments are valued on the basis of their probable bid price as determined by the Board of Directors or its delegate using valuation principles which can be examined by the auditor of the Company, in order to reach a proper and fair valuation of the total assets of each Sub-fund.
- 6) Any other assets are valued on the basis of their probable bid price as determined by the Board of Directors or their delegate using valuation principles which can be examined by the auditor of the Company, in order to reach a proper and fair valuation of the total assets of each Sub-fund.

In the event that it is impossible or incorrect to carry out a valuation in accordance with the above rules owing to particular circumstances, the Board of Directors or its delegate shall be entitled to use other generally recognised valuation principles, which can be examined by an auditor, in order to reach a proper valuation of the total assets of each Sub-fund.

C) The liabilities of the Company contain the following:

- 1) all loans, bills of exchange and other sums due, including deposits of security such as margin accounts, etc. in connection with the use of derivative instruments; and
- 2) all administrative expenses that are due or have been incurred, including the costs of formation and registration at the registration offices as well as legal fees, auditing fees, all fees of the Management Company, the Custodian and all other representatives and agents of the Company, the costs of mandatory publications, the Prospectus and the Simplified Prospectus, conclusions of transactions and other documents which are made available to the shareholders. If the fee rates agreed between the Company and the employed service providers (such as the Custodian or the Management Company) for such services deviate with regard to individual share classes, the corresponding varying fees shall be charged exclusively to the respective class.
- 3) all known liabilities, whether due or not, including dividends that have been declared but not yet been paid; and
- 4) a reasonable sum provided for taxes, calculated as of the day of the valuation as well as other provisions and reserves approved by the Board of Directors; and
- 5) all other liabilities of the Company, of whatever nature, vis-à-vis third parties; however, each sub-fund shall be exclusively responsible for all debts, liabilities and obligations attributable to it.

For the purpose of valuing its liabilities, the Company may include all administrative and other expenses of a regular or periodic nature by valuing these for the entire year or any other period and apportioning the resulting amount proportionally to the respective expired period of time. The method of valuation may only apply to administrative or other expenses which concern all classes of shares equally.

D) The Board of Directors shall establish a portfolio of assets for each class of shares in the following manner:

- 1) The proceeds from the allocation and issue of shares of each class shall be attributed in the books of the Company to the portfolio of assets for which this class of shares has been opened and the corresponding assets and liabilities as well as income and expenses shall be attributed to the portfolio of assets in accordance with the guidelines of this Article.
- 2) If any asset has been derived from another asset, such derived assets shall be attributed in the books of the Company to the same portfolio to which the asset generating it belongs and at each revaluation of an asset, the increase or decrease in value shall be attributed to the portfolio to which such asset belongs.
- 3) If the Company has incurred a liability which is linked to any asset of a given portfolio or to any activity connected with an assets of a given portfolio, this liability shall be attributed to the portfolio concerned.
- 4) If an asset or liability of the Company is considered as being of a size which cannot be attributed to a given portfolio and such asset or liability does not equally concern all classes of shares, the Board of Directors can, in good faith, attribute such assets or liabilities in accordance with generally recognised methods verifiable by the auditor of the Company.
- 5) From the day on which a dividend is declared for a class of shares, the Net Asset Value of this class of shares shall be reduced by the amount of the dividend. On each occasion when a distribution is effected in respect of distribution shares, the Net Asset Value of the shares in this class shall be reduced by the amount of the distribution (causing a reduction in the percentage of Net Asset Value allocable to the shares of this class), whereas the Net Asset Value of accumulating shares shall re-main unchanged (causing an increase in the percentage of Net Asset Value allocable such shares).

E) For the purpose of valuation within the scope of this Article, the following applies:

1) Shares that are repurchased in accordance with Article 16 (sixteen) above shall be treated as existing shares and shall be posted until immediately after the point in time set by the Board of Directors for carry out the valuation; from this point in time until the price is paid, they shall be treated as a liability of the Company;

2) All investments, cash in hand and other assets of any fixed assets that are not in the denomination of the class concerned shall be converted at the exchange rate applicable on the day of the calculation of Net Asset Value, taking into consideration their market value; and

3) On every valuation date, all purchases and sales of securities which were contracted by the Company on this Valuation Date must be included in the valuation to the extent possible.

In the absence of bad faith, gross negligence or manifest error, every decision taken by the Board of Directors or by a designee of the Board in calculating the Net Asset Value, shall be final and binding on the Company and present, past or future shareholders. The result of each calculation of the Net Asset Value shall be certified by a Director or a duly authorised representative or a designee of the Board.

Art. 18. Issuance of shares. Whenever shares of the Company shall be offered by the Company for subscription, the price per share at which such shares shall be issued shall be the Net Asset Value thereof as determined in accordance with the provisions of Article 17 (seventeen) hereof. The Board may also decide that a subscription fee has to be paid. Upon subscription, all shares shall be allotted immediately after payment for the shares subscribed has been made readily available on the relevant Valuation Date at the latest; otherwise the allotment of the shares will be postponed until the effective payment. The Board of Directors may in its discretion determine the minimum amount of any subscription in any class of shares of any Sub-fund.

Subscription applications received before a certain hour such as determined by the Board of Directors from time to time on a Valuation Date shall be processed at the Net Asset Value determined for that date; if subscription applications are received after that certain hour such as determined by the Board of Directors from time to time, they shall be processed at the Net Asset Value determined for the following Valuation Date.

The Board of Directors may, at its discretion, decide to suspend temporarily the issue of new share of any Sub-fund of the Company. The registered shareholders shall be informed by a notice sent by mail to registered shareholders at their address recorded in the shareholders' register. Subscription order received during the temporary suspension will not be kept. During this period shareholders will remain free to redeem their shares at any Valuation Date. The Board of Directors may decide to reopen the issue of shares and shareholders will be informed accordingly.

Payments should preferably be made by bank transfer and shall be made in the base currency of the relevant Sub-fund or Share Class or if payment is made in another currency the Company will make an exchange transaction at market conditions and at the expense of the investor before execution of the subscription order and this exchange transaction could lead to a postponement of the allotment of shares.

The Board of Directors may, at its discretion, decide to accept securities for a subscription provided they comply with the relevant Sub-fund's investment policy and restrictions. Shares will be issued upon receipt of the securities being transferred as payment in kind. Such subscription in kind will be reviewed and the value verified by the auditors of the Company and a report issued detailing the securities, number of shares issued, date of the transfer and their value. The cost shall be borne by the transferee.

If the purchase of shares has been agreed upon for a period of several years within a Savings Plan offered by the Company, no more than one third of each of the payments agreed on the first year will be applied to cover charges and the remaining charges will be evenly apportioned to all subsequent payments.

Art. 19. Expenses and Fees. The Company shall bear all expenses connected with its establishment as well as the fees due to the Management Company and the Custodian Bank as well as to any service provider appointed by the Board of Directors from time to time.

Moreover, the Company shall also bear the following expenses:

- all taxes which may be payable on the assets, income and expenses chargeable to the Company;
- standard brokerage fees and bank charges originating from the Company's business transactions;
- all fees due to the Board of Directors of the Company, the Correspondents banks and to the Auditor;
- all fees due to any Sub-Paying Agent, to representatives in foreign countries and any other agents,
- all fees due to the Legal Advisers or similar administrative charges, incurred by the Company, the Management Company and the Custodian for acting on behalf of the shareholders;
- all reasonable expenses of the Board of Directors, the Management Company and the Custodian;
- all expenses connected with publications and supply of information to shareholders, in particular the cost of printing global certificates and proxy forms for general meetings for the shareholders, the cost of publishing the issue and redemption prices, and also the cost of translating, printing and distributing the annual and semiannual reports, the prospectus as well as the key investor information documents;
- all expenses involved in registering and maintaining the registration of the Company with all governmental agencies and stock exchanges;

- all expenses incurred in connection with its operation and its management (e.g. insurance and interests) also including all extraordinary and irregular expenses which are normally incurred by the Company.

Each Sub-fund shall be liable to debts towards its creditors only on all its own assets.

Any costs which are not attributable to a specific Sub-fund incurred by the Company will be charged to all Sub-funds in proportion to their net assets. Each Sub-fund will be charged with all costs and expenses directly attributable to it.

In so far as the Company invests in a Target Fund which is administered, directly or by delegation, by the same management company or another company to which the Management Company is linked by common management or control or by a substantial direct or indirect holding; or

(a) which is managed by a company in the Nordea group or by a management company for a Nordea fund, the Company may not be charged a subscription fee or a redemption fee.

The maximum level of the management fees charged to both the Company and the Target Funds in which the Company invests shall be reported in the Annual Report.

In addition, however, the Company may charge investors, directly or indirectly, for fees and expenses, taxes, commissions and/or other expenses. This may result in a corresponding overcharge. The said costs will be set out in the relevant annual reports.

Furthermore, in the case of any master feeder structure, there will be no duplication of subscription or redemption fees; it means that the master fund shall not charge subscription or redemption fees for the investment of any feeder fund into its units or the divestment.

Art. 20. Fiscal year and financial statements. The fiscal year of the Company shall start on the 1st of January and shall terminate on the 31st day of December each year. The first year started on the date of the incorporation of the Company and ended on the 31st day of December 1999.

Separate financial statements shall be issued for each of the Sub-funds in the currency in which they are denominated. To establish the balance sheet of the Company, those different financial statements will be added after conversion in the currency of the capital of the Company.

Art. 21. Authorised auditor. The Company shall appoint an authorised Auditor who shall carry out the duties prescribed by law. The Auditor shall be elected by the annual general meeting and shall remain in office until his successor is elected.

Art. 22. Dividends. The general meeting of shareholders shall determine how the profits (including net realised capital gains) of the Company shall be disposed of and may from time to time declare, or authorise the Board of Directors to declare, dividends provided however that the minimum capital of the Company does not fall below 1,250,000 Euro. Dividends may also be paid out of net unrealised capital gains after deduction of realised losses. Dividends declared will be paid in EURO or in the Sub-fund's or share Class' Base Currency, on the date of payment or in shares of the Company and may be paid at such places and times as may be determined by the Board of Directors.

Payments of dividends to Shareholders, shall be made to their address as stated in the Register of shareholders.

A dividend on a distribution registered share which is declared, but was not paid out, may no longer be claimed by the owner of such a share after the expiry of a period of five years after the declaration of payment being made and shall be credited to the respective share class of the Company. No interest shall be paid on declared dividends when they have become due.

Art. 23. Dissolution of the company, Liquidation, Merger, Split or Contribution of a sub-fund. The Company may, at any time, be dissolved by a resolution taken by the general meeting of Shareholders subject to the quorum and majority requirements as defined in the Luxembourg law and in article 24.

In the event of 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 effecting such dissolution and which shall determine their powers and their compensation.

In the event of any contemplated liquidation of the Company, no further issue, conversion or redemption of shares will be permitted after publication of the first notice convening the extraordinary meeting of shareholders for the purpose of winding-up the Company. All shares outstanding at the time of such publication will participate in the Company's liquidation distribution.

A Sub-fund may be terminated by resolution of the Board of Directors of the Company if the Net Asset Value of a Sub-fund is below such amount as determined by the Board of Directors from time to time to be the minimum level for such Sub-fund to be operated in an economically efficient manner or if a change in the economic or political situation would have material adverse consequences on the Company's investments. In such events, the assets of the Sub-fund will be realised, the liabilities discharged and the net proceeds of realisation distributed to shareholders in the proportion of their holding of shares in that Sub-fund. In such event, notice of the termination of the Sub-fund will be given in writing to registered shareholders and, to the extent required by law, will be published in the Memorial and in a Luxembourg newspaper as well as in other newspapers circulating in jurisdictions in which the Company is registered as the Directors may determine. No shares shall be redeemed or converted after the date of the decision to liquidate a Sub-fund. Any

amounts not claimed by any shareholder shall be deposited at the close of liquidation with the Custodian Bank during a period of 6 months; at the expiry of the six months' period, any outstanding amount will be deposited in escrow with the Caisse de Consignation.

A Sub-fund may be merged with another Sub-fund of the Company by resolution of the Board of Directors of the Company if the value of its net assets is below such amount as determined by the Board of Directors from time to time to be the minimum level for such Sub-fund to be operated in an economically efficient manner or if a change in the economic or political situation would have material adverse consequences on the Company's investments. In such events, notice of the merger will be given in writing to registered shareholders and, to the extent required by law, will be published in the Mémorial and in a Luxembourg newspaper as well as in other newspapers circulating in jurisdictions in which the Company is registered as the Directors may determine. Each shareholder of the relevant Sub-fund shall be given the possibility, within a period of 1 (one) month as of the date of the publication, to request either the repurchase of its shares, free of any charge, or the exchange, free of any charge, of its shares against shares of any Sub-fund not concerned by the merger. At the expiry of this one month's period, any shareholder who has not requested the repurchase or exchange of its shares shall be bound by the decision relating to the merger.

A Sub-fund or the Company may be contributed to or merged with another Luxembourg investment fund organised under Part I of the Law or one of its Sub-fund's or to an investment fund domiciled in another Member State which is compliant with the Directive or one of its Sub-fund's, by resolution of the Board of Directors of the Company under the following circumstances:

- if the value of its net assets is below such amount as determined by the Board of Directors from time to time; or
- in the event of special circumstances beyond its control such as political, economic or military emergencies; or
- if the Board should conclude, in light of prevailing market or other conditions, including conditions that may adversely affect the ability of a Sub-fund to operate in an economically efficient manner, and with due regard to the best interests of the shareholders, that a Sub-fund should be contributed to another fund.

In such events, notice will be given in writing to registered shareholders and will be published, to the extent required by law, in the Mémorial and in a Luxembourg newspaper as well as in other newspapers circulating in jurisdictions in which the Company is registered as determined from time to time by the Board of Directors. Each shareholder of the relevant Sub-fund shall be given the possibility within a fixed period to be determined by the Board of Directors, but not being less than 1 (one) month as from the date of publication in said newspapers to request, free of any charge, the repurchase or conversion of its shares against shares of a Sub-fund not concerned by the merger. At the expiry of such period, the contribution or the merger shall be binding for all shareholders who did not request a redemption or a conversion.

When a Sub-fund is contributed to another Luxembourg investment fund, the valuation of the Sub-fund's assets shall be verified by the auditor of the Company who shall issue a written report at the time of the contribution.

Where the merger results in the Company ceasing to exist, in accordance with Article 66(4) of the Law, a decision of the shareholders' meeting approving the effective date shall be required. This decision will be passed by a simple majority of the votes cast of those present or represented and voting at the shareholders' meeting.

A Sub-fund may be divided into two or more Sub-funds under the same conditions that apply to a merger with another Sub-fund of the Company (hereafter referred to as the "Split").

In such events, notice of the split will be given in writing to registered shareholders and, to the extent required by law, will be published in the Mémorial and in a Luxembourg newspaper as well as in other newspapers circulating in jurisdictions in which the Company is registered as the Directors may determine. Each shareholder of the relevant Sub-fund shall be given the possibility, within a period of 1 (one) month as of the date of the publication, to request either the repurchase of its shares, free of any charge, or the exchange, free of any charge, of its shares against shares of any Sub-fund not concerned by the split. At the expiry of this one month's period, any shareholder who has not requested the repurchase or exchange of its shares shall be bound by the decision relating to the split.

Art. 24. Amendment. These Statutes may be amended from time to time by a meeting of shareholders, subject to the quorum and voting requirements provided by the laws of Luxembourg.

Art. 25. Applicable law. All matters not governed by these Statutes shall be determined in accordance with the law of 10 August 1915 on Commercial Companies and amendments thereto as well as the Law."

Expenses

The expenses, costs, remunerations or charges in any form whatsoever, which shall be borne by the company as a result of the present deed, are estimated at approximately two thousand Euros (EUR 2,000.-).

Acting in accordance with the provisions of article 26(2) of the 24 December 2010 Law, the present meeting has been held in English language.

There being no further business on the agenda, the meeting is thereupon closed.

The document having been read to the meeting, the members of the board of the meeting, all of whom are known to the notary by their names, surnames, civil status and residences, signed together with us, the notary, the present original deed.

Signé: E. VERGEYNST, A-E. FEUTRIE, L. PALUMBO, J. ELVINGER

Enregistré à Luxembourg A.C. le 07 décembre 2011. Relation: LAC/2011/54387. Reçu soixante-quinze euros (75.- €)

Le Receveur (signé): Francis SANDT.

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

Luxembourg, 12 décembre 2011.

Référence de publication: 2012000797/1026.

(110212632) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 décembre 2011.

Sigma Immobilière S.à r.l., Société à responsabilité limitée.

Siège social: L-1449 Luxembourg, 4, rue de l'Eau.

R.C.S. Luxembourg B 125.000.

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.

SIGMA IMMOBILIERE S.à r.l.

Référence de publication: 2012005274/10.

(120004871) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Sofina Private Equity S.C.A., SICAR, Société en Commandite par Actions sous la forme d'une Société d'Investissement en Capital à Risque.

Siège social: L-1840 Luxembourg, 8A, boulevard Joseph II.

R.C.S. Luxembourg B 125.935.

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.

Luxembourg, le 9 janvier 2012.

Référence de publication: 2012005287/11.

(120004972) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

SJH - Consult S.à r.l., Société à responsabilité limitée.

Siège social: L-7650 Heffingen, 3, Um Haff.

R.C.S. Luxembourg B 144.725.

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: 2012005279/10.

(120004816) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Sky Holdings S.A., Société Anonyme.

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.

R.C.S. Luxembourg B 115.518.

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

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

Luxembourg, le 09/01/2012.

G.T. Experts Comptables Sàrl

Luxembourg

Référence de publication: 2012005280/12.

(120004707) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Société Financière Transcontinentale, Société Anonyme.

Siège social: L-1220 Luxembourg, 246, rue de Beggen.

R.C.S. Luxembourg B 27.252.

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

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

Luxembourg, le 09/01/2012.

Signature.

Référence de publication: 2012005283/10.

(120004788) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Sodilux S.A., Société Anonyme.

Siège social: L-3542 Dudelange, 150, rue du Parc.

R.C.S. Luxembourg B 26.379.

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

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

Luxembourg, le 09/01/2012.

Signature.

Référence de publication: 2012005285/10.

(120004779) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Victory247.com S.A., Société Anonyme.

Siège social: L-2530 Luxembourg, 4, rue Henri M. Schnadt.

R.C.S. Luxembourg B 108.457.

Par la présente, nous démissionnons avec effet immédiat de notre mandat de commissaire de votre Société VICTORY247.COM S.A. (R.C.S. B 108.457).

Nous vous saurions gré de bien vouloir pourvoir à notre remplacement dans les meilleurs délais.

Capellen, le 29 décembre 2010.

GRANT THORNTON LUX AUDIT S.A. (anc. LUX AUDIT REVISION S.à.r.l.)

Référence de publication: 2012005330/12.

(120004756) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

SOMA Lux SPV S.à.r.l., Société à responsabilité limitée de titrisation.

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

R.C.S. Luxembourg B 137.564.

Les statuts coordonnés suivant l'acte n° 63540 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: 2012005290/10.

(120004578) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Soparef S.A., Société Anonyme.

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

R.C.S. Luxembourg B 96.715.

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

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

Luxembourg, le 15 décembre 2011.

SG AUDIT SARL

Référence de publication: 2012005291/11.

(120004897) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Partners Group European Mezzanine 2008 S.C.A., SICAR, Société en Commandite par Actions sous la forme d'une Société d'Investissement en Capital à Risque.

Siège social: L-1160 Luxembourg, 16, boulevard d'Avranches.

R.C.S. Luxembourg B 131.435.

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EXTRAIT

Le siège social de l'administrateur/gérant se situe au 55 Avenue de la Gare, L-1611 Luxembourg.

Pour Partners Group European Mezzanine 2008 S.C.A., SICAR

HSBC Securities Services (Luxembourg) S.A.

Signatures

Référence de publication: 2012005422/13.

(120005078) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

M.F. Finances (Luxembourg) S.A., Société Anonyme.

R.C.S. Luxembourg B 142.872.

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Je soussigné, Joseph Delrée, gérant de la société INNOVATRUST SARL, Expert Comptable, agissant en tant que domiciliataire de la société M.F. Finances (Luxembourg) S.A. enregistrée au RCS sous le numéro B 142872, sise au 2A route d'Eselborn à L-9706 Clervaux, dénonce par la présente le siège de la société et ce avec effet immédiat.

Clervaux, le 05 janvier 2012.

Innovatrust Sàrl

Expert Comptable

Joseph Delrée

Gérant

Référence de publication: 2012005414/14.

(120004915) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Soparfi Daumen S.A., Société Anonyme.

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

R.C.S. Luxembourg B 94.839.

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Les comptes annuels 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.

Référence de publication: 2012005292/9.

(120004655) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

SP Soc Investment S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 43, boulevard du Prince Henri.

R.C.S. Luxembourg B 92.557.

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

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

Signature

Mandataire

Référence de publication: 2012005293/11.

(120004992) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Partners Group Global Value 2008 S.C.A., SICAR, Société en Commandite par Actions sous la forme d'une Société d'Investissement en Capital à Risque.

Siège social: L-1160 Luxembourg, 16, boulevard d'Avranches.

R.C.S. Luxembourg B 138.053.

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EXTRAIT

Le siège social de l'administrateur/gérant se situe au 55 Avenue de la Gare, L-1611 Luxembourg.

Pour Partners Group Global Value 2008 S.C.A., SICAR
HSBC Securities Services (Luxembourg) S.A.
Signatures

Référence de publication: 2012005423/13.

(120005062) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

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.

Les statuts coordonnés ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 14 décembre 2011.

Référence de publication: 2012005294/11.

(120004404) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

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

Siège social: L-5421 Erpeldange, 1, An der Flass.

R.C.S. Luxembourg B 140.521.

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: 2012005298/10.

(120004770) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

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

Siège social: L-5421 Erpeldange, 1, An der Flass.

R.C.S. Luxembourg B 140.521.

Les comptes annuels au 31.12.2008 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2012005299/10.

(120004771) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

TMT SSF 3 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 370.000,00.

Siège social: L-1661 Luxembourg, 31, Grand-rue.

R.C.S. Luxembourg B 149.441.

Les statuts coordonnés ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 28 décembre 2011.

Référence de publication: 2012005321/11.

(120004409) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

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

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

R.C.S. Luxembourg B 29.854.

Les comptes annuels 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.

EUCICO SPF S.A.
A. VIGNERON / CH. FRANCOIS
Administrateur / Administrateur

Référence de publication: 2012005656/12.

(120005969) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 janvier 2012.

OLKAD Group S.A., Société Anonyme.

Siège social: L-1840 Luxembourg, 1, boulevard Joseph II.

R.C.S. Luxembourg B 136.188.

L'an deux mille onze, le vingt-deux novembre.

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

S'est réunie l'assemblée générale extraordinaire des actionnaires de la société anonyme «OLKAD Group S.A.», ayant son siège social au 1, boulevard Joseph II, L-1840 Luxembourg, inscrite au Registre de Commerce et des Sociétés sous le numéro B 136.188, constituée suivant acte notarié en date du 31 décembre 2007, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 619 du 12 mars 2008. Les statuts ont été modifiés suivant acte reçu par le notaire soussigné en date du 15 février 2008, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1123 du 7 mai 2008.

L'assemblée est présidée par Madame Florence GASET, ingénieur patrimonial, demeurant professionnellement à Luxembourg.

Le Président désigne comme secrétaire Monsieur Nicolas VERNIER, ingénieur patrimonial, demeurant professionnellement à Luxembourg, qui est aussi choisi comme scrutateur.

Les actionnaires présents ou représentés à la présente assemblée ainsi que le nombre d'actions possédées par chacun d'eux ont été portés sur une liste de présence, signée par les actionnaires présents et par les mandataires de ceux représentés, et à laquelle liste de présence, dressée par les membres du bureau, les membres de l'assemblée déclarent se référer.

Ladite liste de présence, après avoir été signée «ne varietur» par les membres du bureau et le notaire instrumentant, restera annexée au présent acte avec lequel elle sera enregistrée.

Resteront pareillement annexées au présent acte, avec lequel elles seront enregistrées, les procurations émanant des actionnaires représentés à la présente assemblée, signées «ne varietur» par les comparants et le notaire instrumentant.

Le Président expose et l'assemblée constate:

A) Que la présente assemblée générale extraordinaire a pour:

Ordre du jour:

- Modification de l'article 14 des statuts en vue d'adopter une année sociale débutant le 1^{er} juillet et se terminant le dernier jour de juin de l'année suivante.

- Disposition transitoire pour l'année sociale en cours qui a commencé le 1^{er} janvier 2011 et qui s'est terminée le 30 juin 2011.

- Modification du premier alinéa de l'article 13 des statuts en vue d'adapter la date de l'assemblée générale annuelle à l'année sociale modifiée.

B) Que la présente assemblée réunissant l'intégralité du capital social est régulièrement constituée et peut délibérer valablement, telle qu'elle est constituée, sur les objets portés à l'ordre du jour.

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

Ensuite l'assemblée aborde l'ordre du jour et, après en avoir délibéré, prend à l'unanimité les résolutions suivantes:

Première résolution

L'assemblée générale des actionnaires décide de modifier l'année sociale de la Société afin qu'à l'avenir l'année sociale commence le premier juillet et finit le dernier jour du mois de juin de l'année suivante.

L'assemblée générale des actionnaires constate en même temps, que l'année sociale en cours qui a débuté le 1^{er} janvier 2011 s'est terminée le 30 juin 2011.

Deuxième résolution

L'assemblée générale des actionnaires décide de modifier l'article 14 des statuts comme suit:

«L'année sociale de la Société commence le premier juillet et finit le trente juin l'année suivante.»

Troisième résolution

L'assemblée générale des actionnaires décide de changer la date de l'assemblée générale annuelle des actionnaires afin de l'adapter à la modification de l'année sociale ci-avant intervenue, pour la tenir dorénavant le deuxième jeudi du mois de décembre à 14.00 heures.

Quatrième résolution

L'assemblée générale des actionnaires décide de modifier le premier alinéa de l'article 13 des statuts comme suit:
«L'assemblée générale annuelle se réunit dans la commune du siège social, à l'endroit indiqué dans les convocations, le deuxième jeudi du mois de décembre à 14.00 heures.»

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

DONT ACTE, fait et passé à Luxembourg, au siège social de la Société, les jour, mois et an qu'en tête des présentes.
Et après lecture et interprétation donnée par le notaire, les comparants prémentionnés ont signé avec le notaire instrumentant le présent procès-verbal.

Signé: F. GASET, N. VERNIER, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 25 novembre 2011. Relation: EAC/2011/15785. Reçu soixante-quinze Euros (75,- EUR).

Le Receveur (signé): SANTIONI.

Référence de publication: 2012005201/66.

(120004391) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Tracolux S.A., Société Anonyme.

Siège social: L-8030 Strassen, 161, rue du Kiem.

R.C.S. Luxembourg B 132.617.

Le bilan et l'annexe légale 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: 2012005323/10.

(120005041) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Tracolux S.A., Société Anonyme.

Siège social: L-8030 Strassen, 161, rue du Kiem.

R.C.S. Luxembourg B 132.617.

Le bilan et l'annexe légale au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012005324/10.

(120005042) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Tracolux S.A., Société Anonyme.

Siège social: L-8030 Strassen, 161, rue du Kiem.

R.C.S. Luxembourg B 132.617.

Le bilan et l'annexe légale 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: 2012005325/10.

(120005043) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Il Trio Sarl, Société à responsabilité limitée.

Siège social: L-7435 Hollenfels, 3, rue du Château.

R.C.S. Luxembourg B 122.637.

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

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

Luxembourg, le 05.01.2012.

Fiduciaire Becker, Gales & Brunetti S.A.

Luxembourg

Référence de publication: 2012005775/12.

(120005791) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 janvier 2012.

U.A.I. (Luxembourg) Investment S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 105.494.

Le bilan rectifié au 31 décembre 2009 (rectificatif du dépôt du bilan déposé le 16 novembre 2011 n° L110181851) a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012005327/10.

(120005025) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Atlas Investment Company 2 S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 129.807.

EXTRAIT

Il résulte du procès-verbal de l'assemblée générale de tenue en date du 3 novembre 2011 que:

Christian Klar, né le 23 Mai 1974 à Leipzig, Allemagne, a démissionné de sa fonction de gérant de la Société avec effet au 3 novembre 2011;

Antonis Anastasiou, né le 25 mai 1980 à Lefkosia, Chypre, ayant son adresse professionnelle au 33A, Avenue J.F. Kennedy - L - 1855 Luxembourg, a été nommé en tant que gérant de la Société avec effet au 3 novembre 2011 pour une période expirant immédiatement après la réunion de l'assemblée générale ordinaire des actionnaires statuant sur le rapport annuel de la Société qui se tiendra en 2013, en remplacement de Christian Klar.

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

Atlas Investment Company 2 S.à r.l.

Référence de publication: 2012005389/17.

(120004845) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

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

Siège social: L-1728 Luxembourg, 14, rue du Marché-aux-Herbes.

R.C.S. Luxembourg B 130.616.

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

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

Signature.

Référence de publication: 2012005328/10.

(120005083) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Trois I, Investissements Industriels Internationaux S.A., Société Anonyme.

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

R.C.S. Luxembourg B 117.051.

L'an deux mille onze, le trente décembre.

Par-devant, Nous, Maître Jean-Joseph WAGNER, notaire de résidence à Sanem, Grand-Duché de Luxembourg,

a comparu:

Monsieur Enzo LIOTINO, avec adresse professionnelle au 40, boulevard Joseph II, L-1840 Luxembourg,

agissant en sa qualité de mandataire spécial du Conseil d'Administration de la société «Trois I, Investissements Industriels Internationaux S.A.», société anonyme de droit luxembourgeois, avec siège social au 40, boulevard Joseph II, L-1840 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 117.051, constituée suivant acte reçu par le notaire soussigné le 19 mai 2006, publié au Mémorial C, Recueil des Sociétés et Associations n° 1543 du 12 août 2006 et dont les statuts ont été modifiés suivant acte reçu par le notaire soussigné en date du 2 juin 2006, publié au Mémorial C, Recueil des Sociétés et Associations n°1682 du 8 septembre 2009,

en vertu des pouvoirs lui conférés aux termes d'une résolution dudit conseil d'administration, prise lors de sa réunion du 21 novembre 2011,

un extrait certifié du procès-verbal du Conseil d'Administration est resté annexé au projet de fusion reçu par le notaire soussigné en date du 22 novembre 2011.

Lequel comparant, agissant en ladite qualité, a requis le notaire soussigné de documenter les déclarations et constatations suivantes:

- qu'aux termes d'un projet de fusion établi sous forme notariée, suivant acte reçu par le notaire soussigné en date du 22 novembre 2011, publié au Mémorial, Recueil des Sociétés et Associations, numéro 2908 du 29 novembre 2011, la Société, en tant que société absorbante (la «Société Absorbante») et la société «FLYWIN S.A.», société anonyme de droit luxembourgeois, avec siège social au 40, boulevard Joseph II, L1840 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 157.035, transférée de Madère à Luxembourg suivant acte reçu par le notaire soussigné en date du 25 novembre 2010, publié au Mémorial C, Recueil des Sociétés et Associations n° 50 du 11 janvier 2011, en tant que société absorbée (la «Société Absorbée»), ont projeté de fusionner;

- qu'aucun actionnaire de la Société Absorbante n'a requis, pendant le délai d'un (1) mois suivant la publication au Mémorial du projet de fusion, la convocation d'une assemblée générale extraordinaire de la Société Absorbante, appelée à se prononcer sur l'approbation de la fusion;

- qu'en conséquence la fusion est devenue définitive et a entraîné de plein droit la transmission universelle tant entre les sociétés fusionnantes qu'à l'égard de tiers, de l'ensemble du patrimoine actif et passif de la Société Absorbée à la Société Absorbante. De plus, la Société Absorbante exécutera à partir de ce jour tous les contrats et obligations, de quelle que nature qu'ils soient, de la Société Absorbée tels que ces contrats et obligations existent à cette date et exécutera en particulier tous les contrats existant avec les créanciers de la Société Absorbée et sera subrogée à tous les droits et obligations provenant de ces contrats;

- que suite à la fusion intervenue, la Société Absorbée a cessé d'exister, décharge pleine et entière est accordée aux administrateurs et au commissaire aux comptes de la Société absorbée;

- que suite encore à l'absorption de la Société Absorbée par la Société Absorbante, les actions de la Société Absorbée seront annulées et les livres et documents de ces dernières seront conservés pendant le délai légal (cinq (5) ans) au siège de la Société Absorbante, au 40, boulevard Joseph II, L-1840 Luxembourg;

- que dès lors les conditions prévues à l'article 281 de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée sont remplies.

Dont acte, fait et passé à Luxembourg, à la date figurant en tête des présentes.

Lecture du présent acte faite et interprétation donnée au comparant, connu du notaire soussigné par ses nom, prénom usuel, état et demeure, il a signé avec Nous, Notaire, le présent acte.

Signé: E. LIOTINO, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 4 janvier 2012. Relation: EAC/2012/231. Reçu soixante-quinze Euros (75,- EUR).

Le Releveur (signé): SANTIONI.

Référence de publication: 2012005316/52.

(120004670) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

ViaSat Satellite Ventures Holdings Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 50.000,00.

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

R.C.S. Luxembourg B 141.423.

Les comptes annuels au 31 mars 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: 2012005329/9.

(120004727) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Vion Finance S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 5, boulevard Royal.

R.C.S. Luxembourg B 88.670.

Les statuts coordonnés de la société ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 9 janvier 2012.

Référence de publication: 2012005331/10.

(120004733) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

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

Siège social: L-2449 Luxembourg, 5, boulevard Royal.

R.C.S. Luxembourg B 93.636.

Les statuts coordonnés de la société ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 9 janvier 2012.

Référence de publication: 2012005333/10.

(120004720) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Atlas Investment Company 3 S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 130.855.

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EXTRAIT

Il résulte du procès-verbal de l'assemblée générale de tenue en date du 3 novembre 2011 que:

Christian Klar, né le 23 Mai 1974 à Leipzig, Allemagne, a démissionné de sa fonction de gérant de la Société avec effet au 3 novembre 2011;

Antonis Anastasiou, né le 25 mai 1980 à Lefkosia, Chypre, ayant son adresse professionnelle au 33A, Avenue J.F. Kennedy - L - 1855 Luxembourg, a été nommé en tant que gérant de la Société avec effet au 3 novembre 2011 pour une période expirant immédiatement après la réunion de l'assemblée générale ordinaire des actionnaires statuant sur le rapport annuel de la Société qui se tiendra en 2013, en remplacement de Christian Klar.

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

Atlas Investment Company 3 S.à r.l.

Référence de publication: 2012005390/17.

(120004847) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Vicanne S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1340 Luxembourg, 6, place Winston Churchill.

R.C.S. Luxembourg B 130.623.

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

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

A Luxembourg, le 06 Janvier 2012.

Pour Vicanne S.à r.l.

Référence de publication: 2012005337/11.

(120004354) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Vicanne S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1340 Luxembourg, 6, place Winston Churchill.

R.C.S. Luxembourg B 130.623.

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.

A Luxembourg, le 06 Janvier 2012.

Pour Vicanne S.à r.l.

Référence de publication: 2012005339/11.

(120004654) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Vintage S.A., Société Anonyme.

Siège social: L-1853 Luxembourg, 24, rue Léon Kauffman.

R.C.S. Luxembourg B 129.955.

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Extrait du procès verbal de l'assemblée générale extraordinaire des actionnaires de la société VINTAGE S.A. qui s'est tenue à Luxembourg, en date du 28 mai 2010

Résolution:

1. Nomination de la société Conseils Comptabilité Fiscalité S.A. avec siège social à L-1853 Luxembourg 24, rue Léon Kauffman comme nouveau commissaire aux comptes en remplacement de la société Sofinter Gestion s.à r.l. ayant son siège social à L-5365 Munsbach 2, Parc d'activité Syrdall, inscrite au registre de commerce et des sociétés de Luxembourg sous le numéro B 106316 jusqu'à l'assemblée générale qui se tiendra en 2015

La résolution ayant été adoptée à l'unanimité, la totalité du capital étant représentée.

Luxembourg, le 28 mai 2010.

Pour la société

René Moris

Référence de publication: 2012005340/18.

(120005005) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Rollinger Agrarservice s.c., Société Civile.

Siège social: L-5410 Beyren, 13, rue Berghaff.

R.C.S. Luxembourg E 4.667.

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STATUTEN

Zwischen den Unterzeichnenden:

- 1) Herr Rollinger Roger, Landwirt, geb. am 03.02.1955, verheiratet, wohnhaft in 13, rue Berghaff, L-5410 Beyren
 - 2) Herr Rollinger Marc, Landwirt, geb. am 22.12.1981, ledig, wohnhaft in 13, rue Berghaff, L-5410 Beyren
- wird eine zivilrechtliche Gesellschaft gegründet.

I. Gründung und Gesellschaftszweck

Art. 1. Zwecks Einkommensverbesserung beschließen die vorgenannten Personen die Gründung eines landwirtschaftlichen Lohnunternehmens für die Ausführung von Maschinenarbeiten im Lohn für land- und forstwirtschaftliche Betriebe. Zu diesem Zweck bilden sie eine zivilrechtliche Gesellschaft nach Maßgabe der Artikel 1832 bis 1872 des Zivilgesetzbuches, vorbehaltlich der in den gegenwärtigen Statuten vorgesehenen besonderen Bestimmungen.

Die Gesellschaft kann alle Handlungen tätigen, welche direkt oder indirekt mit ihrem Zweck in Zusammenhang stehen oder die Durchführung derselben begünstigen oder erleichtern. Außerdem ist die Gesellschaft innerhalb ihres Aufgabebereiches zu allen Geschäften und Maßnahmen berechtigt, die zur Erreichung und Förderung des Gesellschaftszweckes förderlich und nützlich erscheinen.

II. Benennung und Gesellschaftssitz

Art. 2. Die Gesellschaft trägt den Namen ROLLINGER AGRARSERVICE s.c, zivilrechtliche Gesellschaft. Ihr Sitz befindet sich in 13, rue Berghaff, L-5410 Beyren und kann durch einstimmigen Beschluss der Gesellschafter an einen anderen Ort des Großherzogtums verlegt werden.

III. Gesellschaftsdauer

Art. 3. Die Dauer der Gesellschaft wird auf unbestimmte Zeit vereinbart.

IV. Gesellschaftskapital

Art. 4. Das Gesellschaftskapital, in einem Gesamtwert von 600,00 € (i.W. sechshundert Euro) umfasst folgende Einlagen:

A) Von Herrn Rollinger Roger, vorbenannt:

a. Bareinlage: 300,00 €

B) Von Herrn Rollinger Marc, vorbenannt:

a. Bareinlage: 300,00 €

Art. 5. Das gesamte Gesellschaftskapital beträgt demzufolge sechshundert Euro (600,00 €), das in sechs Anteile von je einhundert Euro (100,00€) aufgeteilt wird, welche den Einlagen entsprechend wie folgt aufgeteilt sind:

1) an Herr Rollinger Roger, vorbenannt,	drei Anteile (3)
2) an Herr Rollinger Marc, vorbenannt,	drei Anteile (3)
Zusammen:	<hr/> sechs Anteile (6)

V. Übereignung von Anteilen

Art. 6. Die Übereignung von Anteilen unter Gesellschaftern geschieht durch notarielle Urkunde oder durch Akt unter Privatschrift. Gemäß Artikel 1690 des Zivilgesetzbuches muss die Übereignung in allen Fällen der Gesellschaft zugestellt werden.

Die Übereignung von Anteilen unter Gesellschaftern oder an Gesellschafter, beziehungsweise an die Ehepartner oder Nachkommen in direkter Linie eines Gesellschaftern, ist frei statthaft. Kein Gesellschafter kann jedoch seine Anteile an der Gesellschaft ganz oder teilweise, ohne das Einverständnis seiner Partner, an einen Dritten übereignen.

Der Abtreter muss die an Dritte geplante Übereignung der Gesellschaft sowie den Partnern durch Einschreibebrief mitteilen. Besagte Mitteilung muss ebenfalls Name, Vorname, Beruf und Wohnort des vorgeschlagenen Übernehmers, sowie Preis und Bedingungen der geplanten Übereignung enthalten. Die Partner haben ein Vorkaufsrecht auf die abzutretenden Anteile. Binnen einem Monat müssen die /der Partner der Gesellschaft sowie dem Abtreter durch Einschreibebrief mitteilen, ob er/sie den vorgeschlagenen Übernehmer annimmt/annehmen oder ob er/sie von seinem/ihrer Vorkaufsrecht ganz oder teilweise Gebrauch macht/machen.

Bei der Annahme des vorgeschlagenen Übernehmers wird letzterer Gesellschafter für die von ihm erworbenen Anteile, welche mit allen Pflichten und Rechten auf ihn übergehen.

Wird der vorgeschlagene Übernehmer verweigert und will der Partner selbst die zu übernehmenden Anteile nicht oder nur teilweise aufkaufen, so muss die Gesellschaft die verbleibenden Anteile zu einem auf gütlichem Wege oder durch Experten vereinbarten Preise aufkaufen. Die vorgenannten Bestimmungen betreffend die Annahme oder Verweigerung eines Dritten Übernehmers gelten auch dann, wenn die Übereignung durch Schenkung, Zwangsverkauf oder auf sonst eine Weise geschieht.

VI. Tod eines Gesellschaftern

Art. 7. Der Tod eines Gesellschaftern zieht keine zwangsmäßige Auflösung der Gesellschaft nach sich.

VII. Geschäftsjahr, Inventar, Bilanz, Gewinn- und Verlustrechnung, Verteilung des Gewinns

Art. 8. Das Geschäftsjahr beginnt am ersten Januar und endet am einunddreißigsten Dezember. Das erste Geschäftsjahr beginnt mit der Gründung und endet am einunddreißigsten Dezember 2012.

Art. 9. Die Verwalter führen eine ordnungsgemäße Buchführung. Aufgrund dieser Buchführung wird das jährliche Betriebsergebnis der Gesellschaft ermittelt.

Art. 10. Jährlich wird wenigstens ein Zwanzigstel vom Einkommen der Gesellschaft zur Bildung eines Reservefonds vorweggenommen. Diese Verpflichtung erlischt, wenn der Reservefonds den zehnten Teil des Gesellschaftskapitals erreicht hat. Diese Rücklagen werden auf ein Sonderkonto bei einem Geldinstitut deponiert. Den Gesellschaftern wird eine Entschädigung, die durch gemeinsamen Beschluss festgelegt wird, zuerkannt.

Art. 11. Der verbleibende Gewinn wird nach Maßgabe des eingebrachten Eigenkapitals und der eingebrachten Arbeit unter die Gesellschafter aufgeteilt. Die Modalitäten dieser Gewinnaufteilung werden in einer internen Geschäftsordnung festgehalten und in ein Spezialregister eingetragen. Für besondere Dienste werden Entschädigungen, die durch gemeinsamen Beschluss festgelegt werden, zuerkannt.

Art. 12. Erfahren die Beteiligungen an Arbeit und / oder Kapital während der Vertragsdauer wesentliche Änderungen zwischen den Partnern, so wird diesem Umstand bei der Gewinnausschüttung Rechnung getragen.

Art. 13. Als Vorschuss auf den jährlichen Gewinn haben die Gesellschafter Anrecht auf eine monatliche Auszahlung, deren Höhe von ihnen jährlich gemeinsam festgelegt wird, unter Berücksichtigung der Bestimmungen der vorhergehenden Artikel.

VIII. Haftung der Gesellschafter

Art. 14. Jeder Gesellschafter bleibt persönlich haftbar für die Steuern die ihm persönlich anfallen, für Auto-, Telefon-, Kleidungs-, Wohnungs-, und alle persönlichen Unterhaltskosten sowie für alle privaten Schulden.

Art. 15. In ihren gegenseitigen Beziehungen sind die Gesellschafter haftbar für die Schulden der Gesellschaft im Verhältnis zu ihren Anteilen. Gegenüber den Gläubigern der Gesellschaft sind sie haftbar in Gemässheit von Artikel 1863 des Zivilgesetzbuches.

IX. Pflichten und Rechte der Gesellschafter

Art. 16. Jeder Gesellschafter verpflichtet sich aktiv in der Gesellschaft mitzuarbeiten.

X. Verwaltung und Beschlüsse

Art. 17. Die Gesellschaftsführung besteht aus 2 Verwaltern, die von der Generalversammlung ernannt werden. Zu Verwaltern der Gesellschaft sind ernannt:

- 1) Herr Rollinger Roger, vorbenannt;
- 2) Herr Rollinger Marc, vorbenannt;

Ein jeder dieser Verwalter hat die Befugnis allein im Namen der Gesellschaft zu handeln und dieselbe Dritten gegenüber rechtskräftig zu verpflichten bis zu einem Betrage von zehntausend Euro (10.000,-). Für Verpflichtungen die den vorgenannten Betrag übersteigen, sind die Unterschriften von zwei Verwaltern erforderlich.

Den Verwaltern steht es frei vermittels Spezial- oder Generalvollmachten, Dritte mit den Geschäften der Gesellschaft zu betrauen und deren Rechte, Entschädigungsansprüche und Tätigkeitsdauer zu bestimmen.

Art. 18. Ein Verwalter errichtet Protokoll über die gefassten Beschlüsse und trägt diese in ein Spezialregister ein. dazu gehörende Dokumente werden beigefügt.

Rechtsgültig genommene Beschlüsse sind für alle Gesellschafter bindend. Ein jeder Gesellschafter kann zu jeder Zeit die anderen Gesellschafter zu einer Beschlussfassung auffordern. Alle Beschlüsse müssen einstimmig genommen werden.

XI. Generalversammlung

Art. 19. Jährlich findet eine ordentliche Generalversammlung statt. Datum, Zeit, Versammlungsort und Tagesordnung werden nach gemeinsamer Übereinkunft festgesetzt.

Außerordentliche Generalversammlungen können von einem jeden der Gesellschafter einberufen werden, wenn er es für nötig hält.

Art. 20. Alle Beschlüsse müssen einstimmig genommen werden.

Art. 21. Jeder Gesellschafter hat das Recht der Generalversammlung beizuwohnen und ein jeder kann sich durch einen Familienangehörigen vertreten lassen.

Art. 22. Von den Beschlüssen der Generalversammlung wird Protokoll errichtet. Dieses Protokoll wird von allen Gesellschaftern unterzeichnet und in ein Spezialregister eingetragen.

XII. Auflösung - Liquidation

Art. 23. Die Gesellschaft kann vorzeitig durch gemeinsamen Beschluss der Gesellschafter oder in Gemässheit von Artikel 1876 des Zivilgesetzbuches aufgelöst werden.

Der Gesellschafter, der in vorgenannten Fällen die Auflösung der Gesellschaft verlangt, muss durch Einschreibebrief seine Partner zwei Jahre im voraus davon in Kenntnis setzen.

Bei Auflösung der Gesellschaft, sei es vor oder durch Ablauf ihrer Dauer, nehmen die Verwalter die Liquidation vor, falls die Gesellschafter nicht anders beschließen.

Art. 24. Das Netto-Produkt, das nach der Liquidation übrig bleibt, nachdem alle durch die Gesellschaft eingegangenen Verpflichtungen getilgt wurden, wird unter die Gesellschafter nach dem Verhältnis ihrer Anteile verteilt.

XIII. Schlussbestimmungen

Art. 25. Für alle Fälle, die in der Satzung nicht vorgesehen sind, sind die Bestimmungen der Artikel 1873 ff. des Zivilgesetzbuches anwendbar.

Art. 26. Sollten einzelne Bestimmungen dieses Vertrages nichtig oder unwirksam sein oder werden, so wird die Gültigkeit dieses Vertrages im übrigen hiervon nicht berührt. In einem solchen Falle ist vielmehr die ungültige Bestimmung des Gesellschaftsvertrages durch Beschluss der Gesellschafter so umzudeuten oder zu ergänzen, dass er mit der ungültigen Bestimmung beabsichtigte wirtschaftliche Erfolg erreicht wird. Dasselbe soll dann gelten, wenn bei der Durchführung des Gesellschaftsvertrages eine ergänzungsbedürftige Lücke offenbar wird.

Art. 27. Etwaige Streitigkeiten, die während der Gesellschaftsdauer zwischen Gesellschaftern entstehen, in betreff der Auslegung gegenwärtiger Statuten, der Gesellschaftsführung oder der Geschäfte, werden obligatorisch einem Schiedsrichter zum Entscheid vorgelegt. Dieser Schiedsrichter wird entweder durch gemeinsamen Beschluss oder im Falle von Unstimmigkeiten, durch den Präsidenten des Bezirksgerichtes, auf Antrag einer der Parteien ernannt.

Art. 28. Die Kosten des Gesellschaftsvertrages und seiner Durchführung gehen zu Lasten der Gesellschaft.

Angefertigt in 2 Exemplaren,
Beyren, den 3. Januar 2012.

Unterschriften.

Référence de publication: 2012005386/135.

(120004050) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 janvier 2012.

ZSL Partners S.A., Société Anonyme.

R.C.S. Luxembourg B 149.394.

Par la présente, la société BENOY KARTHEISER MANAGEMENT S.à r.l., dénonce avec effet immédiat le siège social de la société ZSL PARTNERS S.A., immatriculée au Registre de Commerce de Luxembourg sous le numéro n° B 149.394, de son adresse actuelle: 45-47, route d'Arlon, L-1140 Luxembourg.

Luxembourg, le 31 décembre 2011.

Benoy Kartheiser Management S.à r.l.

Référence de publication: 2012005356/11.

(120004494) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

One51 ES Luxembourg Sàrl, Société à responsabilité limitée.

Siège social: L-2132 Luxembourg, 18, avenue Marie-Thérèse.

R.C.S. Luxembourg B 141.339.

In the year two thousand and eleven, on the nineteenth of December.

Before Maître Roger Arrensdorff, notary public residing at Mondorf-les-Bains, Grand Duchy of Luxembourg.

There appeared:

ClearCircle Environmental Limited, with a principal business office at 151, Thomas Street, Dublin 8, Ireland, and registered under Registration Number 444989 in Dublin (hereafter referred to as the "Sole Member"),

duly represented by Mrs. Vanessa MOROLLI, lawyer, residing at L-2132 Luxembourg, 20, avenue Marie-Thérèse, by virtue of a proxy dated December 15, 2011.

The said proxy, after having been signed "ne varietur" by the proxyholder acting on behalf of the appearing party and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

Such appearing person, acting in the here above stated capacity, requested the undersigned notary to:

I. state that the Sole Member is the sole member of One51 ES Luxembourg Sàrl, a private limited liability company ("Société à responsabilité limitée"), having its registered office at L-2132 Luxembourg, 18, avenue Marie-Thérèse, registered with the Luxembourg trade and companies register under number B 141.339, incorporated by a deed received by Maître Carlo Wersandt, notary residing in Luxembourg-Eich on August 18, 2008, published in the Mémorial C, Recueil des Sociétés et Associations under number 2332 on September 24, 2008 (hereafter referred to as the "Company").

II. record the following resolutions which have been taken in the best interest of the Company, according to the agenda below:

Agenda:

1. Increase of the corporate capital of the Company by an amount of EUR 100.- (one hundred Euro) by the issue of 1 (one) additional unit with a par value of EUR 100.- (one hundred Euro);

2. Payment by the Sole Member of the above-mentioned additional unit together with a share premium of EUR 1,599,900.- (one million five hundred ninety nine thousand nine hundred Euro) by the conversion of a portion of the Company's retained earnings;

3. Amendment of article 5.1 of the articles of association in order to reflect the planned corporate capital increase; and

4. Any other business.

First resolution

The Sole Member decided to increase the corporate capital of the Company by an amount of EUR 100.- (one hundred Euro) so as to bring it from its present amount of EUR 50,000.- (fifty thousand Euro) to the amount of EUR 50,100.- (fifty thousand one hundred Euro) represented by 501 (five hundred one) units with a par value of EUR 100.- (one hundred Euro) each.

Second resolution

The Sole Member decided to issue to the Sole Member 1 (one) additional unit with a par value of EUR 100.- (one hundred Euro) together with the payment of a share premium of EUR 1,599,900.- (one million five hundred ninety nine thousand nine hundred Euro) by the allocation of a portion of the Company's retained earnings for an amount of EUR 1,600,000.- (one million six hundred thousand Euro).

Proof of the existence of sufficient retained earnings has been given to the undersigned notary by a copy of a confirmation of the managers of the Company given on December 19, 2011.

Third resolution

As a consequence of the foregoing statements and resolutions and the contribution being fully carried out, the Sole Member decided to amend article 5.1 of the articles of incorporation which shall be read as follows:

“ **5.1.** The Corporation’s corporate capital is set at fifty thousand one hundred Euro (EUR 50,100.-) represented by five hundred one (501) units in registered form with a par value of one hundred Euro (EUR 100.-) each.”

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 capital increase have been estimated at about EUR 2,260.- (two thousand two hundred sixty Euros).

With no other outstanding points on the agenda, and further requests for discussion not forthcoming, the meeting is closed.

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

Made in Luxembourg, on the day named at the beginning of this document.

The document having been read and translated into a language known by the person appearing, known to the notary by his surname, Christian name, civil status and residence, the said person appearing signed together with us, the notary, the present original deed.

Suit la traduction française du texte qui précède:

L’an deux mille onze, le dix-neuf décembre.

Par-devant Maître Roger Arrensdorff, notaire de résidence à Mondorf-les-Bains, Grand-Duché de Luxembourg.

A comparu:

ClearCircle Environmental Limited, ayant son principal établissement à 151, Thomas Street, Dublin 8, Ireland, enregistrée sous le numéro 444989 à Dublin (ci-après l’«Associé Unique»),

dûment représentée par Maître Vanessa MOROLLI, avocate, demeurant professionnellement à L-2132 Luxembourg, 20, avenue Marie-Thérèse,

en vertu d’une procuration datée du 15 décembre 2011.

Ladite procuration, après avoir été signée «ne varietur» par le mandataire agissant pour le compte de la comparante et par le notaire instrumentant restera annexée au présent acte pour les besoins de l’enregistrement.

Laquelle comparante, agissant ès qualité, déclare et demande au notaire:

I. d’acter que l’Associé Unique est l’associé unique de la société à responsabilité limitée One51 ES Luxembourg Sàrl, établie et ayant son siège social à L-2132 Luxembourg, 18, avenue Marie-Thérèse, inscrite au registre du commerce et des sociétés de Luxembourg sous le numéro B 141.339, constituée suivant acte reçu par Maître Carlo Wersandt, notaire de résidence à Luxembourg-Eich, le 18 août 2008, publié au Mémorial C, Recueil des Sociétés et Associations sous le numéro 2332, le 24 septembre 2008 (ci-après la «Société»).

II. d’enregistrer les résolutions suivantes qui ont été prises dans l’intérêt de la Société, conformément à l’agenda ci-dessous:

Ordre du jour:

1. Augmentation du capital social de la Société à concurrence d’un montant de EUR 100,- (cent euros) par l’émission de 1 (une) part supplémentaire d’une valeur nominale de EUR 100,- (cent euros);

2. Paiement par l’Associé Unique de la part supplémentaire mentionnée ci-dessus avec une prime d’émission de EUR 1.599.900,- (un million cinq cent quatre-vingt-dix mille neuf cents euros) par la conversion d’une partie des bénéfices reportés de la Société;

3. Modification de l’article 5.1 des statuts de la Société pour refléter l’augmentation du capital social planifiée de la Société; et

4. Divers.

Première résolution

L’Associé Unique a décidé d’augmenter le capital social de la société à concurrence d’un montant de EUR 100,- (cent euros) pour le porter de son montant actuel de EUR 50.000,- (cinquante mille euros) à un montant de EUR 50.100,- (cinquante mille cent euros) représenté par 501 (cinq cent une) parts d’une valeur nominale de EUR 100,- (cent euros) chacune.

Deuxième résolution

L'Associé Unique a décidé en conséquence d'émettre à l'Associé Unique 1 (une) part supplémentaire d'une valeur nominale de EUR 100,- (cent euros) avec le paiement d'une prime d'émission de EUR 1.599.900,- (un million cinq cent quatre-vingt-dix-neuf mille neuf cents euros) par l'allocation d'une partie des bénéfices reportés de la Société pour un montant de EUR 1.600.000,- (un million six cent mille euros).

Preuve de l'existence de bénéfices reportés suffisants a été donnée au notaire instrumentant à travers la copie d'une confirmation des gérants de la Société donnée le 19 décembre 2011.

Troisième résolution

En conséquence des déclarations et des résolutions qui précèdent, l'apport ayant été accompli, l'Associé Unique a décidé de modifier l'article 5.1 des statuts de la Société comme suit:

5.1. «Le capital social de la Société est fixé à cinquante mille cent euros (EUR 50.100,-) représenté par cinq cent une (501) parts sociales nominatives d'une valeur nominale de cent euros (EUR 100,-) chacune.»

Estimation des frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société ou qui sont mis à sa charge en raison de l'augmentation de son capital au droit fixe d'enregistrement, s'élève à environ EUR 2.260,- (deux mille deux cent soixante euros).

Plus rien n'étant à l'ordre du jour et aucune demande supplémentaire de discussion n'ayant lieu, le président lève la séance.

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

Passé à Luxembourg, à la date qu'en tête des présentes.

Le document ayant été lu et traduit en un langage connu des comparants, tous connus du notaire par leurs prénom, nom, état civil et domicile, lesdits comparants ont tous signé avec Nous, notaire, le présent acte en original.

Signé: MOROLLI, ARRENSDORFF.

Enregistré à Remich, le 29 décembre 2011. Relation: REM/2011/1801. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): MOLLING.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Mondorf-les-Bains, le 30 décembre 2011.

Référence de publication: 2012005197/125.

(120004385) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Oystercatcher Luxco 1 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 600.000,00.

Siège social: L-1855 Luxembourg, 47, avenue John F. Kennedy.

R.C.S. Luxembourg B 130.818.

L'adresse professionnelle de Monsieur Andreas Demmel et Monsieur Robert Quinn gérants de la Société est désormais le 47, avenue John F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg.

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

Pour la société

Signature

Un mandataire

Référence de publication: 2012005418/14.

(120004460) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

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

Capital social: USD 31.776.801,00.

Siège social: L-1746 Luxembourg, 2, rue Joseph Hackin.

R.C.S. Luxembourg B 125.564.

Suite à la cession de parts intervenue en date du 21 novembre 2011 entre PepsiCo Group Spotswood Holdings S.C.S. et PBG Midwest Holdings S.à r.l., les 31,776,801 parts sociales de la Société sont réparties comme suit:

- PBG Midwest Holdings S.à r.l. domicilié à 2, rue Joseph Hackin, L-1746 Luxembourg détient 31,776,801 parts sociales d'une valeur nominale de USD 1.- chacune.

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

PAS Luxembourg S.à r.l.
Patrick L.C. van Denzen
Gérant B

Référence de publication: 2012005430/15.

(120004673) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

W-Conseil S.à r.l., Société à responsabilité limitée.

Siège social: L-1143 Luxembourg, 24, rue Astrid.

R.C.S. Luxembourg B 132.643.

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: 2012005343/10.

(120004774) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Oceanfront Hospitality S.à r.l., Société à responsabilité limitée.

Capital social: CAD 17.500,00.

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

R.C.S. Luxembourg B 165.958.

STATUTES

In the year two thousand eleven, on the thirteen day of December, before the undersigned Maître Martine Schaeffer, notary residing in Luxembourg,

There appeared:

Maple Leaf Investments S.à r.l., a limited liability company organized and existing under the laws of the Grand-Duchy of Luxembourg, with its registered office at 46a, Avenue J. F. Kennedy, L-1855 Luxembourg, registered with the Luxembourg Company Registry under the number B 138.979 ("Maple Leaf Investments S.à r.l."),

here represented by Mr Gianpiero SADDI, notary's clerk, residing in Luxembourg, by virtue of a power of attorney.

The said power of attorney, initialled "ne varietur" by the appearing party and the undersigned notary, shall remain annexed to the present Deed to be filed with the registration authorities.

Such party, appearing in the capacity of which it acts, has requested the notary to draw up the following articles of association (the "Articles") of a société à responsabilité limitée (private limited liability company), which is hereby incorporated:

Title I - Form - Name - Purpose - Duration - Registered office

Art. 1. There is formed a private limited liability company (société à responsabilité limitée) which will be governed by the laws pertaining to such an entity (hereafter the "Company"), and in particular the law dated 10th August, 1915, on commercial companies, as amended (hereafter the "Law"), as well as by the articles of association (hereafter the "Articles"), which specify in the articles 7, 10, 11 and 14 the exceptional rules applying to one member company.

Art. 2. The object of the Company is the acquisition of participations, interests and units, in Luxembourg or abroad, in any form whatsoever and the management of such participations, interests and units. The Company may in particular acquire by subscription, purchase, exchange or in any other manner any stock, shares and other participation securities, bonds, debentures, certificates of deposit, loans (whether performing or non-performing), residential mortgages and other debt instruments and more generally any securities and financial instruments issued by any public or private entity whatsoever. The Company may enter into transactions, including financial transactions, with its affiliates on any terms including, without limitation, other than on arms length terms.

The Company may incorporate or acquire subsidiaries from time to time.

The Company may borrow in any form, except by way of public offer. It may issue by way of private placement only, notes, bonds and debentures and any kind of debt and/or equity securities. The Company may lend funds including the proceeds of any borrowings and/or issues of debt securities to its subsidiaries, affiliated companies or to any other company. It may also give guarantees and grant securities in favour of third parties to secure its obligations or the obligations of its subsidiaries, affiliated companies or any other company. The Company may further pledge, transfer, encumber or otherwise create security over all or over some of its assets.

The Company may further invest in the acquisition and management of a portfolio of patents and/or other intellectual property rights of any nature or origin whatsoever.

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

The Company may carry out any commercial and/or financial transactions with respect to direct or indirect investments in movable and immovable property including but not limited to acquiring, owning, hiring, letting, leasing, renting, dividing, draining, reclaiming, developing, improving, cultivating, building on, selling or otherwise alienating, mortgaging, pledging or otherwise encumbering movable or immovable property.

The Company may acquire to resell or buy and sell real property or any other moveable or immoveable property in any country.

The above description is to be understood in the broadest senses and the above enumeration is not limiting.

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

Art. 4. The Company will have the name "OCEANFRONT HOSPITALITY S.à r.l.".

Art. 5. The registered office is established in Luxembourg.

It may be transferred to any other place in the Grand-Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of its shareholders deliberating in the manner provided for amendments to the Articles.

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

The Company may have offices and branches, both in Luxembourg and abroad.

Art. 6. The capital is set at seventeen thousand five hundred Canadian Dollar (CAD 17,500-) divided into seven hundred (700) shares of twenty five Canadian Dollar (CAD 25-) each.

Art. 7. The capital may be changed at any time by a decision of the single shareholder or by decision of the shareholders' meeting, in accordance with article 14 of these Articles.

Art. 8. Each share entitles a shareholder to a fraction of the corporate assets and profits of the Company in direct proportion to the number of shares in existence.

Art. 9. Towards the Company, the Company's shares are indivisible, since only one owner is admitted per share. Joint co-owners have to appoint a sole person as their representative towards the Company.

Art. 10. In case of a single shareholder, the Company's shares held by the single shareholder are freely transferable.

In the case of plurality of shareholders, the shares held by each shareholder may be transferred by application of the requirements of article 189 of the Law.

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

Art. 12. The Company is managed by one or several managers. If several managers have been appointed, they will constitute a board of managers.

The manager(s) need not to be shareholders. The manager(s) may be dismissed ad nutum.

In dealing with third parties, the manager(s) will have all powers to act in the name of the Company in all circumstances and to carry out and approve all acts and operations consistent with the Company's object and provided the terms of this article shall have been complied with.

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

In case of a single manager, the Company shall be validly committed towards third parties by the sole signature of its single manager.

In case of plurality of managers, the company will be validly committed towards third parties by the joint signature of any two members of the board of managers.

The manager, or in case of plurality of managers, the board of managers may sub-delegate all or part of his powers to one or several ad hoc agents.

The manager, or in case of plurality of managers, the board of managers will determine this agent's responsibilities and remuneration (if any), the duration of the period of representation and any other relevant conditions of his agency.

Resolutions in writing approved and signed by all managers shall have the same effect as resolutions passed at the managers' meetings.

Any and all managers may participate in any meeting of the board of managers by telephone or video conference call or by other similar means of communication allowing all the managers taking part in the meeting to hear one another provided that a majority of the managers are in Luxembourg at the time of such meeting. Any meeting at which a majority

of the board of managers is not present in Luxembourg will be deemed to be inquorate and must be reconvened. The participation in a meeting by these means is equivalent to a participation in person at such meeting.

The shareholders may appoint and remove any manager by way of a unanimous written resolution.

Art. 13. The manager or the managers (as the case may be) assume, by reason of his/their position, no personal liability in relation to any commitment validly made by him/them in the name of the Company.

Art. 14. The single shareholder assumes all powers conferred to the general shareholder meeting.

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

However, resolutions to alter the Articles of the Company may only be adopted by the majority of the shareholders owning at least three quarter of the Company's share capital, subject to the provisions of the Law.

Art. 15. The Company's year starts on the 1st of January and ends on the 31st of December.

Art. 16. Each year, with reference to 31st of December, the Company's accounts are established and the manager, or in case of plurality of managers, the board of managers prepare an inventory including an indication of the value of the Company's assets and liabilities.

Each shareholder may inspect the above inventory and balance sheet at the Company's registered office.

Art. 17. If there are more than twenty-five (25) shareholders, the operations of the Company shall be supervised by one or several statutory auditors (commissaires).

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

The general meeting of shareholders shall appoint the statutory auditor(s)/réviseurs d'entreprises and will determine their number, remuneration and the term of their office, which may not exceed six years. Statutory auditor(s)/réviseurs d'entreprises may be re-elected.

Art. 18. The gross profits of the Company stated in the annual accounts, after deduction of general expenses, amortisation and expenses represent the net profit. An amount equal to five per cent (5%) of the net profits of the Company is allocated to a statutory reserve, until this reserve amounts to ten per++ cent (10%) of the Company's nominal share capital.

The balance of the net profits may be distributed to the shareholder(s) commensurate to his/ their share holding in the Company.

The manager or, in case of plurality of managers, the board of managers is authorized to decide and to distribute interim dividends at any time, under the following conditions:

1. The manager or, in case of plurality of managers, the board of managers will prepare interim statement of accounts which are the basis for the distribution of interim dividends;

2. These interim statement of accounts shows that sufficient funds are available for distribution, it being understood that the amount to be distributed may not exceed realized profits as per the end of the last fiscal year, increased by carried forward profits and distributable reserves but decreased by carried forward losses and sums to be allocated to a reserve in accordance with the Law or these Articles.

Art. 19. At the time of winding up the Company the liquidation will be carried out by one or several liquidators, shareholders or not, appointed by the shareholders who shall determine their powers and remuneration.

Art. 20. Reference is made to the provisions of the Law for all matters for which no specific provision is made in these Articles.

Subscription - Payment

All the 700 shares have been subscribed by the sole shareholder of the Company.

The shares have been fully paid up in cash, so that the sum of seventeen thousand five hundred Canadian Dollar (CAD 17,500-) is now available to the Company, proof of which has been given to the undersigned notary who acknowledges it.

Transitory provisions

The first financial year shall begin on the date of the present deed and finish on December 31st, 2012.

Estimate

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of its formation are estimated at approximately EUR 1400.

Resolutions of the shareholders

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

1) The company will be administered by one manager:

- Michael Kidd, born in Basingstoke (GB) on April 18, 1960, residing professionally at 46a, avenue J.F. Kennedy, L-1855 Luxembourg;

The duration of its mandate is unlimited and it has the power to bind the company by its sole signature.

2) The address of the Company is set at 46a, Avenue J.F. Kennedy, L-1855 Luxembourg.

The undersigned notary, who knows English, states that on request of the appearing party, the present deed is worded in English, followed by a French version and in case of discrepancies between the English and the French text, the English version will be binding.

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

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

Suit la traduction française du texte qui précède:

L'an deux mille onze, le treize décembre.

Pardevant Maître Martine Schaeffer, notaire de résidence à Luxembourg,

A comparu:

Maple Leaf Investments S.à r.l., une société à responsabilité limitée régie par les lois des Luxembourg, ayant son siège social à 46a, avenue J.F. Kennedy, L-1855 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 138.979 ("Maple Leaf Investments S.à r.l."),

dûment représentée par Mr Gianpiero SADDI, clerc de notaire, demeurant à Luxembourg, en vertu d'une procuration sous seing privée.

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

Laquelle comparante, représentée comme dit ci-avant, a requis le notaire instrumentant d'acter de la façon suivante les statuts d'une société à responsabilité limitée qui est ainsi constituée:

Art. 1^{er}. Il est formé une société à responsabilité limitée qui sera régie par les lois relatives à une telle entité (ci-après "La Société"), et en particulier la loi du 10 août 1915 relative aux sociétés commerciales, telle que modifiée (ci-après "la Loi"), ainsi que par les statuts de la Société (ci-après "les Statuts"), lesquels spécifient en leurs articles 7, 10, 11 et 14, les règles exceptionnelles s'appliquant à la Société à responsabilité limitée unipersonnelle.

Art. 2. L'objet de la Société est la prise de participations, tant au Luxembourg qu'à l'étranger, sous quelque forme que ce soit, et la gestion de ces participations. La Société pourra en particulier acquérir par voie de souscription, achat, échange ou de toute autre manière des actions, parts et autres valeurs mobilières, obligations, bons de caisse, certificats de dépôt, prêts (portant intérêts ou non), et autres instruments de dettes et plus généralement toutes valeurs mobilières et instruments financiers émis par toute entité publique ou privée. La Société pourra conclure toutes transactions, y compris des transactions financières, avec ses filiales quelqu'en soient les termes et conditions.

La Société pourra également constituer des filiales ou acquérir des sociétés.

La Société pourra emprunter, sous quelque forme que ce soit, sauf par voie d'offre publique. Elle peut procéder, uniquement par voie de placement privé, à l'émission de titres, obligations, bons de caisse et tous titres de dettes et/ou de valeurs mobilières. La Société pourra accorder tous crédits, y compris les intérêts de prêts et/ou par l'émission de valeurs mobilières à ses filiales, Sociétés affiliées ou toute autre Société. Elle peut aussi apporter des garanties en faveur de tiers afin d'assurer ses obligations ou les obligations de ses filiales, Sociétés affiliées ou toute autre Société. La Société pourra en outre mettre en gage, transférer, encombrer ou autrement créer une garantie sur certains de ses actifs.

La Société pourra en outre investir dans l'acquisition et la gestion d'un portefeuille de brevets et/ou autres droits de propriété intellectuelle de quelque nature ou origine que ce soit.

La Société peut, d'une manière générale, employer toutes techniques et instruments liés à des investissements en vue d'une gestion efficace, y compris des techniques et instruments destinés à la protéger contre les risques de crédit, change, taux d'intérêt et autres risques.

La Société peut faire toutes opérations commerciales et/ou financières en relation directe ou indirecte avec des investissements de propriété mobiliers et immobiliers y compris mais non limité à l'acquisition, la possession, le louage, la location, le leasing, le bail, la division, le drainage, la réclamation, le développement, l'amélioration, la culture, la construction, la vente ou toute autre aliénation, hypothèque, gage ou toute autre obstruction de propriété mobilière ou immobilière.

La Société pourra acquérir pour revendre ou acquérir puis revendre tout types d'actifs mobiliers ou immobiliers dans tous pays.

L'énumération qui précède est purement énonciative et non limitative.

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

Art. 4. La Société aura la dénomination "Oceanfront Hospitality S.à r.l."

Art. 5. Le siège social est établi à Luxembourg.

Il peut-être transféré en tout autre endroit du Grand-Duché de Luxembourg par une résolution de l'assemblée générale extraordinaire des associés délibérant comme en matière de modification des statuts.

L'adresse du siège sociale peut-être déplacée à l'intérieur de la commune par simple décision du gérant, ou en cas de pluralité de gérants, du conseil de gérance.

La Société peut avoir des bureaux et des succursales tant au Luxembourg qu'à l'étranger.

Art. 6. Le capital social est fixé à dix-sept mille cinq cents Dollars Canadiens (CAD 17,500-) représenté par sept cents (700) parts sociales de vingt cinq Dollars Canadiens (CAD 25-) chacune.

Art. 7. Le capital peut-être modifié à tout moment par une décision de l'associé unique ou par une décision de l'assemblée générale des associés, en conformité avec l'article 14 des présents Statuts.

Art. 8. Chaque part sociale donne droit à une fraction des actifs et bénéfices de la Société, en proportion directe avec le nombre des parts sociales existantes.

Art. 9. Envers la Société, les parts sociales sont indivisibles, de sorte qu'un seul propriétaire par part sociale est admis. Les copropriétaires indivis doivent désigner une seule personne qui les représente auprès de la Société.

Art. 10. Dans l'hypothèse où il n'y a qu'un seul associé les parts sociales détenues par celui-ci sont librement transmissibles.

Dans l'hypothèse où il y a plusieurs associés, les parts sociales détenues par chacun d'entre eux ne sont transmissibles que moyennant l'application de ce qui est prescrit par l'article 189 de la Loi.

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

Art. 12. La Société est gérée par un ou plusieurs gérants. Si plusieurs gérants sont nommés, ils constitueront un conseil de gérance.

Le(s) gérants ne sont pas obligatoirement associés. Le(s) gérant(s) sont révocables ad nutum.

Dans les rapports avec les tiers, le(s) gérant(s) aura(ont) tous pouvoirs pour agir au nom de la Société et pour effectuer et approuver tous actes et opérations conformément à l'objet social et pourvu que les termes du présent article aient été respectés.

Tous les pouvoirs non expressément réservés à l'assemblée générale des associés par la Loi ou les présents Statuts seront de la compétence du gérant et en cas de pluralité de gérants, du conseil de gérance.

La Société sera valablement engagée envers les tiers par la seule signature du gérant unique.

En cas de pluralité de gérants, la Société sera valablement engagée par la signature conjointe de deux membres du conseil de gérance.

Le gérant, ou, en cas de pluralité de gérants, le conseil de gérance, peut subdéléguer une partie de ses pouvoirs pour des tâches spécifiques à un ou plusieurs agents ad hoc.

Le gérant, ou en cas de pluralité de gérants, le conseil de gérance, déterminera les responsabilités et la rémunération (s'il en est) de cet agent, la durée de son mandat ainsi que toutes autres conditions de son mandat.

Une décision prise par écrit, approuvée et signée par tous les gérants, produira effet au même titre qu'une décision prise à une réunion du conseil de gérance.

Chaque gérant et tous les gérants peuvent participer aux réunions du conseil par téléphone ou vidéo conférence ou par tout autre moyen de communication similaire ayant pour effet que tous les gérants participant à la réunion puissent se comprendre mutuellement. La participation à la réunion par un de ces moyens équivaut à une participation en personne à la réunion pourvu que la majorité des gérants se trouvent à Luxembourg au moment de la réunion. Toute réunion au cours de laquelle la majorité des gérants ne sera pas présente à Luxembourg sera considérée comme ne s'étant pas tenue et devra être convoquée à nouveau.

Art. 13. Le ou les gérants ne contractent à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la Société.

Art. 14. L'associé unique exerce tous pouvoirs qui lui sont conférés par l'assemblée générale des associés.

En cas de pluralité d'associés, chaque associé peut prendre part aux décisions collectives, quelque soit le nombre de parts qu'il détient. Chaque associé possède des droits de vote en rapport avec le nombre des parts détenues par lui. Les

décisions collectives ne sont valablement prises que pour autant qu'elles soient adoptées par des associés détenant plus de la moitié du capital.

Toutefois, les résolutions modifiant les Statuts de la Société ne peuvent être adoptées que par une majorité d'associés détenant au moins les trois quarts du capital social, conformément aux prescriptions de la Loi.

Art. 15. L'année sociale commence le 1^{er} janvier et se termine le 31 décembre.

Art. 16. Chaque année, au 31 décembre, les comptes de la Société sont établis et le gérant, ou en cas de pluralité de gérants, le conseil de gérance, prépare un inventaire comprenant l'indication de la valeur des actifs et passifs de la Société.

Tout associé peut prendre connaissance desdits inventaires et bilan au siège social.

Art. 17. Si le nombre d'associés dépasse vingt-cinq associés, les opérations de la Société seront supervisées par un ou plusieurs commissaires aux comptes.

Les opérations de la Société seront supervisées par un ou plusieurs réviseurs d'entreprise, dans les cas prévus par la loi.

L'assemblée générale des associés devra nommer le(s) commissaire(s) aux comptes/ réviseurs d'entreprise et déterminer leur nombre, leur rémunération et la durée de leur mandat, lequel ne pourra dépasser six (6) ans. Le(s) commissaire(s) aux comptes/ réviseur d'entreprise pourront être réélus.

Art. 18. Les profits bruts de la Société repris dans les comptes annuels, après déduction des frais généraux, amortissements et charges constituent le bénéfice net. Sur le bénéfice net, il est prélevé cinq pour cent (5%) pour la constitution d'un fonds de réserve jusqu'à ce que celui-ci atteigne dix pour cent (10%) du capital social.

Le solde des bénéfices nets peut être distribué aux associés en proportion avec leur participation dans le capital de la Société.

Le gérant ou, en cas de pluralité de gérants, le conseil de gérance est autorisé à décider et à distribuer des dividendes intérimaires, à tout moment, sous les conditions suivantes:

1. Le gérant ou, en cas de pluralité de gérants, le conseil de gérance préparera une situation intérimaire des comptes de la Société qui constituera la base pour la distribution des dividendes intérimaires;

2. Ces comptes intérimaires devront montrer que des fonds suffisants sont disponibles en vue d'une distribution, étant entendu que le montant à distribuer ne peut pas excéder les bénéfices réalisés à la clôture de l'exercice fiscal précédent, augmenté du bénéfice reporté et réserves distribuables et diminué des pertes reportées et montants alloués à la réserve légale, en conformité avec la Loi ou les présents Statuts.

Art. 19. Au moment de la dissolution de la Société, la liquidation sera assurée par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui détermineront leurs pouvoirs et rémunérations.

Art. 20. Pour tout ce qui ne fait pas l'objet d'une prévision spécifique par les présents Statuts, il est fait référence à la Loi.

Souscription - Libération

Les 700 parts sociales ont toutes été souscrites par l'associé unique de la Société.

Toutes les parts sociales ont été intégralement souscrites et libérées par des versements en espèces, de sorte que la somme de dix-sept mille cinq cents Dollars Canadiens (CAD 17,500-) se trouve dès maintenant à la disposition de la Société, ce qui a été prouvé au notaire instrumentant qui le constate expressément.

Disposition transitoire

Le premier exercice social commence à la date du présent acte et finira le 31 décembre 2012.

Frais

Le comparant a évalué le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent au souscripteur ou qui sont mis à sa charge à raison de sa constitution à environ EUR 1400.

Décisions des associés

Immédiatement après la constitution de la société, l'actionnaire unique représentant l'intégralité du capital souscrit, a passé les résolutions suivantes:

1) La Société sera administrée par un gérant:

- Michael Kidd, né le 18 avril 1960 à Basingstoke (GB), ayant son adresse professionnelle au 46a, Avenue J.F. Kennedy, L-1855 Luxembourg.

La durée de son mandat est illimitée et il à le pouvoir de représenter la société par sa seule signature.

2) L'adresse du siège social est fixée au 46a, Avenue J.F. Kennedy, L-1855 Luxembourg.

Le notaire soussigné, qui comprend et parle l'anglais, déclare qu'à la requête des parties comparantes le présent acte est rédigé en anglais suivi d'une version française, et qu'en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

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

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

Signé: G. Saddi et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 16 décembre 2011. LAC/2011/56334. Reçu soixante-quinze euros EUR 75,-

Le Receveur (signé): Francis SANDT.

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

Luxembourg, le 9 janvier 2012.

Référence de publication: 2012005195/313.

(120004649) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Weinberg Real Estate Partners # 1 SCA, Société en Commandite par Actions.

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

R.C.S. Luxembourg B 132.468.

Les statuts coordonnés ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 28 décembre 2011.

Référence de publication: 2012005344/10.

(120004401) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Winpro International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 93.053.

Les comptes annuels au 31 DECEMBRE 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.

FIDUCIAIRE CONTINENTALE S.A.

Référence de publication: 2012005349/10.

(120004650) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

YAO Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-2450 Luxembourg, 14, boulevard F.D. Roosevelt.

R.C.S. Luxembourg B 120.608.

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.

Référence de publication: 2012005352/9.

(120004716) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Yisun New Energy Holding S.A., Société Anonyme.

Siège social: L-2680 Luxembourg, 10, rue de Vianden.

R.C.S. Luxembourg B 165.904.

STATUTES

In the year two thousand and twelve, on 4th January.

Before us, Maître Blanche MOUTRIER, notary, residing in Esch-sur-Alzette.

There appeared:

Mrs Shengyan Yang, born on 29th March 1982 in Shanxi (China), with professional address at Building D, 5th Floor, Guotai Road, 1, Zhangjiagang City, 215600, China here represented by Mr. Jean Brucher, lawyer, with professional address at L-2680 Luxembourg, 10, rue de Vianden, by virtue of a proxy under private seal.

The prementioned proxy will remain annexed to the present deed to be filed with the registration authorities.

Such appearing party has decided to form a company in accordance with the following Articles of Incorporation:

Denomination - Registered office - Duration - Object - Capital

Art. 1. There is hereby formed a public company limited by shares (société anonyme) under the name of "Yisun New Energy Holding S.A."

Art. 2. The registered office is established in Luxembourg.

It may be transferred within the boundaries of the municipality of Luxembourg by a resolution of the board of directors of the Company (hereafter referred to as the "Board") or, in the case of a sole director (hereafter referred to as the "Sole Director") by a decision of the Sole Director.

If extraordinary events of a political, economic, or social character, likely to impair normal activity at the registered office or easy communication between that office and foreign countries shall occur, or shall be imminent, the registered office may be provisionally transferred abroad. Such temporary measure shall, however, have no effect on the nationality of the corporation which, notwithstanding such provisional transfer of the registered office, shall remain a Luxembourg corporation.

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

Art. 4. The company's object is, as well in Luxembourg as abroad, in whatsoever form, any industrial, commercial, financial, personal or real-estate property transactions, which are directly or indirectly in connection with the creation, management and financing, in whatsoever form, of any undertakings and companies which object is any activities in whatsoever form, as well as the management and development, permanently or temporarily, of the portfolio created for this purpose, as far as the company shall be considered as a "société de participations financières" according to the applicable provisions.

The company may take participating interest by any means in any businesses, undertakings or companies having the same, analogous or connected object, or which may favour its development or the extension of its operation.

The company may grant any assistance, loan, advance or guarantee to any company in which it has a direct or indirect interest.

The Company may use its funds to establish, manage, develop and dispose of its assets as they may be composed from time to time, to acquire, invest in and dispose of any kinds of property, tangible and intangible, movable and immovable, and namely but not limited to, solar modules and/or its portfolio of securities of whatever origin.

In general, the company may carry out any patrimonial, commercial, industrial or financial activity which it may deem useful to the accomplishment and development of its object.

Art. 5. The corporate capital is fixed at THIRTY-TWO THOUSAND euro (32.000.- EUR) represented by TWO HUNDRED (200) shares with a par value of ONE HUNDRED AND SIXTY euro (160.- EUR) each.

The shares may be registered or bearer shares, at the option of the holder, except those shares for which the Law prescribes the registered form.

The company's shares may be created, at the owner's option, in certificates representing single shares or two or more shares.

The company may repurchase its own shares under the conditions provided by law.

Administration - Supervision

Art. 6. In these articles, any reference to the Board shall be a reference to the Sole Director (in the case that the company has only one director) as long as the Company has only one shareholder.

For so long as the company has a sole Shareholder, the company may be managed by a Sole Director only who does not need to be a shareholder of the Company. Where the company has more than one shareholder, the company shall be managed by a Board composed of at least three (3) directors who need not to be shareholders. The member(s) of the Board, as well as the Sole Director, shall be appointed by the general meeting of shareholders for a term not exceeding six years and shall be re-eligible, they may be removed at any time.

In the event of a vacancy on 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. 7. The Board of directors has full power to perform such acts as shall be necessary or useful to the company's object. All matters not expressly reserved to the general meeting by law or by the present Articles of Incorporation are within the competence of the Board of directors.

Art. 8. The Board of directors elects among its members a chairman; in the absence of the chairman, another director may preside over the meeting.

The Board can validly deliberate and act only if the majority of its members are present or represented, a proxy between directors, which may be given by letter, telegram, telex or telefax, being permitted. In case of emergency, directors may vote by letter, telegram, telex or telefax.

Resolutions shall require a majority vote. In case of a tie, the chairman has a casting vote.

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

Art. 9. The Board of directors may delegate all or part of its powers concerning the day-to-day management and the representation of the corporation in connection therewith to one or more directors, managers or other officers; they need not be shareholders of the company.

Delegation to a member of the Board of directors is subject to a previous authorisation of the general meeting.

Art. 10. The company is committed by (i) the joint signatures of any two directors or (ii) in the case of a Sole Director, the sole signature of the Sole Director or (iii) the joint signatures of any persons or sole signature of the person to whom such signatory power has been granted by the Board or the Sole Director, but only within the limits of such power.

Art. 11. The company shall be supervised by one or more auditors, who need not be shareholders; they shall be appointed for a period not exceeding six years and they shall be re-eligible; they may be removed at any time.

Fiscal year - General meeting

Art. 12. The company's financial year shall begin on the first of January and shall end on the thirty-first of December.

Art. 13. Convening notices of all general meetings shall be made in compliance with the legal provisions. If all the shareholders are present or represented and if they declare that they have had knowledge of the agenda submitted to their consideration, the general meeting may take place without previous convening notices.

The Board of directors may decide that the shareholders desiring to attend the general meeting must deposit their shares five clear days before the date fixed therefore. Every shareholder has the right to vote in person or by proxy, who need not be a shareholder.

Each share gives the right to one vote.

Art. 14. The general meeting of the company properly constituted represents the entire body of the shareholders. It has the most extensive powers to carry out or ratify such acts as may concern the company.

Art. 15. The general meeting shall determine the appropriation and distribution of net profits.

The Board of directors is authorised to pay interim dividends.

Art. 16. The annual general meeting shall be held in Luxembourg at the registered office or such other place as indicated in the convening notice on the first tuesday in June of each year at 10.00 a.m.

If such day is a legal holiday, the annual general meeting shall be held on the next following business day.

Art. 17. The Law of August 10, 1915, on Commercial Companies, as amended, shall apply in so far as these Articles of Incorporation do not provide for the contrary.

Transitory dispositions

1) The first fiscal year will begin on the date of formation of the Company and will end on 31 December 2012.

2) The first annual general meeting will be held in the year 2013.

Subscription and payment

The Articles of Incorporation having thus been established, the above named party hereby declares that it subscribes to two hundred (200) shares representing the total share capital of the Company.

All these shares have been paid up by 100%, so that the sum of THIRTY-TWO THOUSAND euro (32,000.- EUR) is forthwith at the free disposal of the company, as has been proved to the notary.

Statement

The notary executing this deed declares that the conditions prescribed by article 26 of the Companies Law have been fulfilled and expressly bears witness to their fulfilment.

Estimate of costs

The parties have estimated 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, at about € 1,500.-.

Extraordinary general meeting

Here and now, the above-named person, representing the entire subscribed capital and considering itself as duly convoked, has proceeded to hold an extraordinary general meeting and, having stated that it was regularly constituted, has passed the following resolutions by unanimous vote:

1) The number of directors is set at one and that of the auditors at one.

2) The following is appointed director:

- Mrs Shengyan Yang, born on 29th March 1982 in Shanxi (China), with professional address at Building D, 5th Floor, Guotai Road, 1, Zhangjiagang City, 215600, China.

3) Is appointed auditor:

- International Corporate Services (Luxembourg) S.à r.l., having its registered office in L-1470 Luxembourg, 50, route d'Esch.

4) The mandates of the director and the auditor shall expire immediately after the annual general meeting of the year 2017.

5) The registered office is fixed at L-2680 Luxembourg, 10, rue de Vianden.

Whereof the present notarial deed was drawn up in Esch-sur-Alzette, on the day named at the beginning of this document.

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

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

Follows the French translation:

L'an deux mille douze, le quatre janvier.

Par-devant Maître Blanche MOUTRIER, notaire de résidence à Esch-sur-Alzette.

A comparu:

Mrs Shengyan Yang, née le 29 mars 1982 à Shanxi (République Populaire de Chine), résidant professionnellement à Building D, 5th Floor, Guotai Road, 1, Zhangjiagang City, 215600, Chine, représentée par Me Jean Brucher, Avocat à la Cour, résidant professionnellement à L-2680 Luxembourg, 10, rue de Vianden, conformément à une procuration donnée sous seing privé.

La procuration pré-mentionnée restera annexées aux présentes pour être soumises ensemble aux formalités de l'enregistrement.

Laquelle comparante a arrêté ainsi qu'il suit les statuts d'une société anonyme:

Dénomination - Siège - Durée - Objet - Capital

Art. 1^{er}. Il est formé une société anonyme sous la dénomination de "Yisun New Energy Holding S.A.".

Art. 2. Le siège social est établi à Luxembourg.

Il pourra être transféré dans les limites de la commune de Luxembourg par simple décision du conseil d'administration de la Société (ci-après dénommé le «Conseil d'Administration») ou, dans le cas d'un administrateur unique (ci-après dénommé l'«Administrateur Unique») par une décision de l'Administrateur Unique.

Lorsque des événements extraordinaires d'ordre politique, économique ou social, de nature à compromettre l'activité normale au siège social ou la communication aisée de ce siège avec l'étranger se produiront ou seront imminents, le siège social pourra être déclaré transféré provisoirement à l'étranger, sans que toutefois cette mesure ne puisse avoir d'effet sur la nationalité de la société laquelle, nonobstant ce transfert provisoire du siège, restera luxembourgeoise.

Art. 3. La durée de la société est illimitée.

Art. 4. La société a pour objet, tant au Luxembourg qu'à l'étranger, toutes opérations généralement quelconques, industrielles, commerciales, financières, mobilières ou immobilières, se rapportant directement ou indirectement à la création, la gestion et le financement, sous quelque forme que ce soit, de toutes entreprises et sociétés ayant pour objet toute activité, sous quelque forme que ce soit, ainsi que la gestion et la mise en valeur, à titre permanent ou temporaire, du portefeuille créé à cet effet, dans la mesure où la société sera considérée selon les dispositions applicables comme "société de participations financières".

La société peut s'intéresser par toutes voies dans toute affaire, entreprise ou société ayant un objet identique, analogue ou connexe, ou qui sont de nature à favoriser le développement de son entreprise ou à la lui faciliter.

La société peut accorder tout concours, prêt, avance ou garantie à toute société dans laquelle elle a un intérêt direct ou indirect.

La société pourra utiliser ses fonds pour établir, gérer, développer et disposer de ses biens quelle que soit leur agencement, pour acquérir, investir et disposer de tout type de propriété, corporelle ou incorporelle, meuble ou immeuble et notamment mais sans y être limité, de panneaux solaire et/ou de son portefeuille de titres de toutes origines.

En général, la société pourra faire toutes opérations à caractère patrimonial, mobilières, immobilières, commerciales, industrielles ou financières, ainsi que toute transaction et opération de nature à promouvoir et à faciliter directement ou indirectement la réalisation de l'objet social ou son extension.

Art. 5. Le capital social est fixe à TRENTE-DEUX MILLE euros (32.000.- EUR) représenté par DEUX CENTS (200) actions d'une valeur nominale de CENT SOIXANTE euros (160.- EUR) chacune.

Les actions sont nominatives ou au porteur, au choix de l'actionnaire, à l'exception de celles pour lesquelles la loi prescrit la forme nominative.

Les actions de la société peuvent être créées, au choix du propriétaire, en titres unitaires ou en certificats représentatifs de plusieurs actions.

La société peut procéder au rachat de ses propres actions dans les conditions prévues par la loi.

Administration - Surveillance

Art. 6. Dans ces statuts, toute référence au Conseil d'Administration est une référence à l'Administrateur Unique (dans l'hypothèse où la société n'a qu'un seul administrateur) tant que la société n'a qu'un seul actionnaire.

Tant que la société n'a qu'un associé unique, la société peut être administrée par un administrateur unique qui n'a pas besoin d'être l'associé unique de la Société (ci-après, l'Administrateur Unique). Si la société a plus d'un actionnaire, la société est administrée par un Conseil d'Administration comprenant au moins trois (3) membres, lesquels ne sont pas nécessairement actionnaires de la société. L'Administrateur Unique ou, le cas échéant, les administrateurs sont élus par l'assemblée générale des actionnaires pour un terme ne pouvant excéder six ans, ils sont rééligibles et peuvent être révoqués n'importe quel moment.

En cas de vacance d'une place d'administrateur, les administrateurs restants ont le droit d'y pourvoir provisoirement; dans ce cas l'assemblée générale, lors de sa première réunion, procède à l'élection définitive.

Art. 7. Le Conseil d'Administration a le pouvoir d'accomplir tous les actes nécessaires ou utiles à la réalisation de l'objet social; tout ce qui n'est pas réservé à l'assemblée générale par la loi ou les présents statuts est de sa compétence.

Art. 8. Le Conseil d'Administration désigne parmi ses membres un président, en cas d'absence du président, la présidence de la réunion peut être conférée à un administrateur présent.

Le Conseil d'Administration ne peut délibérer que si la majorité de ses membres est présente ou représentée, le mandat entre administrateurs, qui peut être donné par écrit, télégramme, télex ou télécopie, étant admis. En cas d'urgence, les administrateurs peuvent émettre leur vote par écrit, télégramme, télex ou télécopie.

Les décisions du Conseil d'Administration sont prises à la majorité des voix. En cas de partage, la voix de celui qui préside la réunion est prépondérante.

Les décisions du Conseil d'Administration peuvent également être prises par une résolution circulaire identique en ses termes sur un ou plusieurs documents signés par tous les administrateurs.

Art. 9. Le Conseil peut déléguer tout ou partie de ses pouvoirs concernant la gestion journalière ainsi que la représentation de la société en ce qui concerne cette gestion à un ou plusieurs administrateurs, directeurs, gérants ou autres agents, actionnaires ou non.

La délégation à un membre du Conseil d'Administration est subordonnée à l'autorisation préalable de l'assemblée générale.

Art. 10. La société est engagée, en toutes circonstances vis-à-vis des tiers par (i) la signature conjointe de deux administrateurs ou, (ii) en présence d'un Administrateur unique, par la signature de l'Administrateur Unique ou (iii) par les signatures conjointes de toutes personnes ou l'unique signature de toute personne à qui de tels pouvoirs de signature auront été délégués par le Conseil d'Administration ou par l'Administrateur Unique, et ce dans les limites des pouvoirs qui leur auront été conférés.

Art. 11. La surveillance de la société est confiée à un ou plusieurs commissaires, actionnaires ou non, nommés pour une durée qui ne peut dépasser six ans, rééligibles et toujours révocables.

Année sociale - Assemblée générale

Art. 12. L'année sociale commence le premier janvier et finit le trente et un décembre.

Art. 13. Les convocations pour les assemblées générales sont faites conformément aux dispositions légales. Elles ne sont pas nécessaires lorsque tous les actionnaires sont présents ou représentés, et qu'ils déclarent avoir eu préalablement connaissance de l'ordre du jour.

Le Conseil d'Administration peut décider que pour pouvoir assister à l'assemblée générale, le propriétaire d'actions doit en effectuer le dépôt cinq jours francs avant la date fixée pour la réunion; tout actionnaire aura le droit de voter en personne ou par mandataire, actionnaire ou non.

Chaque action donne droit à une voix.

Art. 14. L'assemblée des actionnaires de la société régulièrement constituée représente tous les actionnaires de la société. Elle a les pouvoirs les plus étendus pour faire ou ratifier tous les actes qui intéressent la société.

Art. 15. L'assemblée générale décide de l'affectation et de la distribution du bénéfice net.

Le Conseil d'Administration est autorisé à verser des acomptes sur dividendes en se conformant aux conditions prescrites par la loi.

Art. 16. L'assemblée générale annuelle se tient à Luxembourg au siège social de la Société ou à tout autre endroit indiqué dans les convocations, le premier mardi de juin de chaque année à 10.00 heures.

Si ce jour est un jour férié légal, l'assemblée générale annuelle se tiendra le premier jour ouvrable suivant.

Art. 17. La loi du 10 août 1915 sur les sociétés commerciales ainsi que ses modifications ultérieures trouveront leur application partout où il n'y est pas dérogé par les présents statuts.

Dispositions transitoires

- 1) Le premier exercice social commence le jour de la constitution et se termine le 31 décembre 2012.
- 2) La première assemblée générale ordinaire annuelle se tiendra en 2013.

Souscription et libération

Les statuts de la société ayant ainsi été arrêtés, la comparante déclare qu'elle souscrit les deux cent (200) actions représentant la totalité du capital social de la Société.

Toutes les actions ont été libérées à concurrence de 100%, en espèces, de sorte que la somme de TRENTE DEUX MILLE euro (EUR 32.000.-) se trouve dès maintenant à la libre disposition de la société, ainsi qu'il en est justifié au notaire soussigné.

Déclaration

Le notaire-rédacteur de l'acte déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la loi sur les sociétés commerciales, et en constate expressément l'accomplissement.

Estimation des frais

Les parties évaluent le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à charge à raison de sa constitution, approximativement à la somme de € 1.500,-.

Assemblée générale extraordinaire

Et à l'instant la comparante, pré-qualifiée, représentant l'intégralité du capital social, s'est constituée en assemblée générale extraordinaire à laquelle elle se reconnaît dûment convoquée, et après avoir constaté que celle-ci était régulièrement constituée, elle a pris, à l'unanimité les résolutions suivantes:

- 1) Le nombre des administrateurs est fixé à un et celui des commissaires à un.
- 2) Est nommé aux fonctions d'administrateur unique:
 - Mrs Shengyan Yang, née le 29 mars 1982 à Shanxi (République Populaire de Chine), résidant professionnellement à Building D, 5th Floor, Guotai Road, 1, Zhangjiagang City, 215600, Chine,
- 3) Est nommée aux fonctions de commissaire aux comptes:
 - International Corporate Services (Luxembourg) S.à r.l., établie et ayant son siège social à L-1470 Luxembourg, 50, route d'Esch.
- 4) Les mandats de l'administrateur et commissaire prendront fin à l'issue de l'assemblée générale annuelle qui se tiendra en 2017.
- 5) Le siège social est fixé à L-2680 Luxembourg, 10, rue de Vianden

Fait et passé à Esch-sur-Alzette, date qu'en tête.

Le notaire soussigné qui comprend et parle la langue anglaise constate que sur demande du comparant, le présent acte est rédigé en langue anglaise, suivi d'une version française; sur demande du même comparant et en cas de divergence entre le texte français et le texte anglais, ce dernier fera foi.

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

Signé: J. Brucher, Moutrier Blanche.

Enregistré à Esch/Alzette Actes Civils, le 5 janvier 2012. Relation: EAC/2012/251. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): A. Santioni.

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

Esch-sur-Alzette, le 6 janvier 2012.

Référence de publication: 2012004720/271.

(120003638) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 janvier 2012.

Ingénierie & Design S.A., Société Anonyme.

R.C.S. Luxembourg B 46.342.

La GTB Fiduciaire S.à r.l. dénonce le siège social de la société INGENIERIE & DESIGN SA RCS Luxembourg B 46 342 sis à L-1273 Luxembourg, 19, rue de Bitbourg, AVEC EFFET AU 31.12.2011.

Luxembourg, le 05.01.2012.

GTB Fiduciaire S.à r.l.

Luxembourg

Référence de publication: 2012005376/11.

(120003783) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 janvier 2012.

Atlas Investment Company 4 S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 132.823.

EXTRAIT

Il résulte du procès-verbal de l'assemblée générale de tenue en date du 3 novembre 2011 que:

Christian Klar, né le 23 Mai 1974 à Leipzig, Allemagne, a démissionné de sa fonction de gérant de la Société avec effet au 3 novembre 2011;

Antonis Anastasiou, né le 25 mai 1980 à Lefkosia, Chypre, ayant son adresse professionnelle au 33A, Avenue J.F. Kennedy - L - 1855 Luxembourg, a été nommé en tant que gérant de la Société avec effet au 3 novembre 2011 pour une période expirant immédiatement après la réunion de l'assemblée générale ordinaire des actionnaires statuant sur le rapport annuel de la Société qui se tiendra en 2013, en remplacement de Christian Klar.

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

Atlas Investment Company 4 S.à r.l.

Référence de publication: 2012005391/17.

(120004848) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Oystercatcher Luxco 2 S.à r.l., Société à responsabilité limitée.**Capital social: EUR 100.000,00.**

Siège social: L-1855 Luxembourg, 47, avenue John F. Kennedy.

R.C.S. Luxembourg B 130.721.

Le siège social de la société Oystercatcher Luxco 1 S.à r.l. associé unique de la Société, a été transféré au 47, avenue John F. Kennedy, L-1855 Luxembourg, avec effet au 16 décembre 2011.

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

Pour la Société

Signature

Un mandataire

Référence de publication: 2012005420/14.

(120004609) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Atlas Investment Company 5 S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 133.791.

EXTRAIT

Il résulte du procès-verbal de l'assemblée générale de tenue en date du 3 novembre 2011 que:

Christian Klar, né le 23 Mai 1974 à Leipzig, Allemagne, a démissionné de sa fonction de gérant de la Société avec effet au 3 novembre 2011;

Antonis Anastasiou, né le 25 mai 1980 à Lefkosia, Chypre, ayant son adresse professionnelle au 33A, Avenue J.F. Kennedy - L - 1855 Luxembourg, a été nommé en tant que gérant de la Société avec effet au 3 novembre 2011 pour une période expirant immédiatement après la réunion de l'assemblée générale ordinaire des actionnaires statuant sur le rapport annuel de la Société qui se tiendra en 2013, en remplacement de Christian Klar.

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

Atlas Investment Company 5 S.à r.l.

Référence de publication: 2012005392/17.

(120004849) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Atlas Investment Company 6 S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 134.818.

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EXTRAIT

Il résulte du procès-verbal de l'assemblée générale de tenue en date du 3 novembre 2011 que:

Christian Klar, né le 23 Mai 1974 à Leipzig, Allemagne, a démissionné de sa fonction de gérant de la Société avec effet au 3 novembre 2011;

Antonis Anastasiou, né le 25 mai 1980 à Lefkosia, Chypre, ayant son adresse professionnelle au 33A, Avenue J.F. Kennedy - L - 1855 Luxembourg, a été nommé en tant que gérant de la Société avec effet au 3 novembre 2011 pour une période expirant immédiatement après la réunion de l'assemblée générale ordinaire des actionnaires statuant sur le rapport annuel de la Société qui se tiendra en 2013, en remplacement de Christian Klar.

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

Atlas Investment Company 6 S.à r.l.

Référence de publication: 2012005393/17.

(120004850) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Architecture and Engineering S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 15, boulevard Royal.

R.C.S. Luxembourg B 108.156.

—
Je soussigné Jean-Christophe TRESSEL vous signifiions notre démission à effet du 30 juin 2011 de notre poste d'administrateur de la société ARCHITECTURE and ENGINEERING S.A. ayant anciennement son siège à L-2449 Luxembourg 15, Boulevard Royal

Luxembourg, le 9 janvier 2012.

Signature.

Référence de publication: 2012005397/11.

(120004795) Déposé au registre de commerce et des sociétés de Luxembourg, le 9 janvier 2012.

Aerium Place de Paris S.à r.l., Société à responsabilité limitée.

Siège social: L-2633 Senningerberg, 6A, route de Trèves.

R.C.S. Luxembourg B 105.171.

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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.

Référence de publication: 2012005459/9.

(120005571) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 janvier 2012.

Zucht- an Ausbildungsstall Biberbaach, Société Anonyme.

Siège social: L-6834 Biber, Maison 5.

R.C.S. Luxembourg B 140.910.

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Der Jahresabschluss vom 31. Dezember 2008 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2012006785/10.

(120006860) Déposé au registre de commerce et des sociétés de Luxembourg, le 11 janvier 2012.
