MEMORIAL

Journal Officiel du Grand-Duché de Luxembourg

MEMORIAL

Amtsblatt des Großherzogtums Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 915 **7 avril 2012**

SOMMAIRE

20 June S.A., Société Anonyme.

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

R.C.S. Luxembourg B 77.501.

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Les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *19 avril 2012* à 10h au siège social à Luxembourg avec l'ordre du jour suivant:

Ordre du jour:

1. Rapports du Conseil d'administration et du Commissaire aux comptes;
2. Approbation des comptes annuels au 31 décembre 2011;
3. Affectation des résultats;
4. Délibération quant aux dispositions de l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales;
5. Décharge aux Administrateurs et au Commissaire aux comptes;
6. Acceptation de la démission des sociétés anonymes LANNAGE S.A., KOFFOUR S.A et VALON S.A. de leurs fonctions d'administrateur et décharge à leur donner;
7. Nomination de nouveaux administrateurs en remplacement;
8. Divers.

Le Conseil d'administration.

Référence de publication: 2012036511/20.

Novamil Invest S.A., Société Anonyme.

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

R.C.S. Luxembourg B 100.958.

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Messrs Shareholders are hereby convened to attend the

ANNUAL GENERAL MEETING

which will be held on *April 26, 2012* at 5.00 p.m. at the registered office, with the following agenda:

Agenda:

1. Submission of the management report of the Board of Directors and the report of the Statutory Auditor
2. Approval of the annual accounts and allocation of the results as at December 31, 2011
3. Discharge of the Directors and Statutory Auditor
4. Acceptance of the resignation of a Director and appointment of his replacement
5. Special discharge of the resigning of a Director for the exercise of his mandate until the date of resignation
6. Miscellaneous.

The Board of Directors.

Référence de publication: 2012042347/795/17.

Partnair Luxembourg S.A., Société Anonyme.

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

R.C.S. Luxembourg B 85.314.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *17 avril 2012* à 13:45 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales
5. Divers

Le Conseil d'Administration.

Référence de publication: 2012037699/795/17.

Cimalux, Société Anonyme.

Siège social: L-4149 Esch-sur-Alzette, 50, rue Romain Fandel.

R.C.S. Luxembourg B 7.466.

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Mesdames et Messieurs les Actionnaires de CIMALUX S.A. sont priés d'assister le jeudi, *26 avril 2012* au siège social de la société Cimalux, 50, rue Romain Fandel, L-4149 Esch-sur-Alzette à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra à 11,00 heures, à l'effet de délibérer sur les objets suivants:

Ordre du jour:

1. Rapport du Conseil d'Administration sur les opérations et la situation de la société.
2. Rapport de révision.
3. Approbation des Comptes Annuels au 31 décembre 2011.
4. Décharge à donner aux administrateurs.
5. Désignation d'un réviseur d'entreprises.
6. Nominations statutaires.
7. Divers.

Les propriétaires d'actions au porteur qui désirent assister ou se faire représenter à l'assemblée générale auront à se conformer à l'article 13 des statuts et devront déposer leurs actions cinq jours avant la date de l'Assemblée au siège social à Esch-sur-Alzette ou auprès de la BGL BNP Paribas Luxembourg.

Les procurations devront être déposées au siège social trois jours avant la date de l'Assemblée.

Esch-sur-Alzette, le 22 mars 2012.

Le Conseil d'Administration

Jean-Paul PROTH

Président

Référence de publication: 2012038394/3412/26.

Aberdeen Liquidity Fund (Lux), Fonds Commun de Placement.

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

R.C.S. Luxembourg B 167.827.

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STATUTES

In the year two thousand and twelve, on the nineteenth day of March.

Before us Maître Henri Hellinckx, notary residing in Luxembourg.

Was held an Extraordinary General Meeting of unitholders (the "Meeting") of "ABERDEEN LIQUIDITY FUND (LUX)" (hereafter referred to as the "Fund"), a mutual investment fund ("fonds commun de placement"), existing under the law of 17 th December 2010 regarding undertakings for collective investment, managed by the management company Aberdeen Global Services S.A., having its registered office at 2B, rue Albert Borschette, L-1246 in Luxembourg. The Fund was established pursuant to management regulations executed on 15 th May 1991 under the name "Credit Money Market Fund" and published in the Mémorial, Recueil des Sociétés et Associations of 1991, number 267, page 12808. The Fund was renamed as "Credit Suisse Money Market Fund (Lux)" with effect from 1 st September 1997. The Fund last changed its name to Aberdeen Liquidity Fund (Lux) on 22 nd August 2011. The management regulations were amended from time to time and for the last time by an amendment agreed upon between the management company and the custodian bank on 22 nd August 2011, published in the Mémorial, Recueil des Sociétés et Associations, number 1925 of 23 rd August 2011.

The Meeting was presided by Ms Victoria Brown, employee, professionally residing in Luxembourg.

The Chairman appointed as secretary Ms Fatima Si Larbi, employee, professionally residing in Luxembourg.

The Meeting elected as scrutineer Mr Charlie Macrae, employee, professionally residing in Luxembourg.

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

I. That the agenda of this meeting is the following:

a) To approve, in accordance with article 180(2) of the law of 17 December 2010 relating to undertakings for collective investment (the "2010 Law"), the conversion of the Fund into a société d'investissement à capital variable ("SICAV") governed by chapter 3 of the 2010 Law, the SICAV to adopt the name of "Aberdeen Liquidity Fund (Lux)" (the "Conversion");

b) to fix the effective date (the "Effective Date") of the Conversion, to be as from 1 April 2012;

c) to adopt the articles of incorporation of the SICAV, in the form submitted to the unitholders;

d) to fix the registered office of the SICAV at 2B rue Albert Borschette, L-1246 Luxembourg;

e) to appoint the following persons as directors of the SICAV with effect from the Effective Date and for a term expiring at the annual general meeting in 2013:

- Gary Marshall, born on 6 July 1961 in Dalton, United Kingdom, professionally residing at 1735 Market Street, Philadelphia, United States of America;

- Rod MacRae, born on 24 March 1964 in Peterhead, United Kingdom, professionally residing at 40 Princess Street, EH2 2BY, Edinburgh, United Kingdom;

- Hugh Young, born on 21 May 1958 in London, United Kingdom, professionally residing at 21 Church Street #01-01, Capital Square Two, Singapore 049480;

- Menno de Vreeze, born on 2 May 1977 in Oudenbosch, Netherlands, professionally residing at 2B, rue Albert Borschette, L-1246 Luxembourg;

- Alan Hawthorn, born on 17 April 1964 in Purth, United Kingdom, professionally residing at 40 Princess Street, EH2 2BY, Edinburgh, United Kingdom;

- Ken Fry, born on 13 September 1952 in Harold Wood, United Kingdom, professionally residing at Bow Bells House, 1 Bread Street, London, EC4M9HH;

- Low Hon-Yu, born on 11 July 1971 in Singapore, professionally residing at 21 Church Street, #01-01, Capital Square Two, Singapore.

f) to appoint KPMG Audit as auditor of the SICAV for the accounting year ending on 31 March 2013.

II. That the Extraordinary General meeting has been duly convened by notices containing the agenda of the meeting published in the Mémorial and in the Luxemburger Wort on 29 th February 2012 and 9 th March 2012 and in various other newspapers in different jurisdictions and by notices containing the agenda sent by mail on 29 th February 2012 to all registered unitholders at their address indicated in the register of unitholders of the Fund.

III. That the unitholders present or represented at this meeting and the number of units held by each of them are shown on an attendance list; this attendance list, signed by the Chairman, the Secretary, the Scrutineer and the undersigned notary will remain annexed to the present deed to be filed at the same time with the registration authorities.

The proxies of the represented unitholders, initialled "ne varietur" by the appearing parties will also remain annexed to the present deed.

IV. That it appears from the attendance list that out of 142,772,742.27 units in issue, 97,706,024.819 units are represented at the present Meeting.

V. That as a result of the foregoing, the present Meeting is therefore regularly constituted and may validly deliberate on the agenda. After deliberation, the meeting, by 97,703,996.819 votes in favour, 40,000 votes against and 1,988 abstentions, took the following resolutions:

a) It is resolved to approve, in accordance with article 180(2) of the law of 17 December 2010 relating to undertakings for collective investment (the "2010 Law"), the conversion of the Fund into a société d'investissement à capital variable ("SICAV") governed by chapter 3 of the 2010 Law, the SICAV to adopt the name of "Aberdeen Liquidity Fund (Lux)" (the "Conversion");

b) It is resolved to fix the effective date (the "Effective Date") of the Conversion, to be as from 1 April 2012;

c) It is resolved to adopt the articles of incorporation of the SICAV, in the following form:

" **Art. 1.** There exists among the subscribers and all those who may become holders of shares, a company in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable" under the name of "Aberdeen Liquidity Fund (Lux)" (the "Company").

Art. 2. The Company is established for an unlimited duration. The Company may be dissolved at any time by a resolution of the shareholders adopted in the manner required for amendment of these Articles of Incorporation as prescribed in Article 29.

Art. 3. The exclusive object of the Company is to place the funds available to it in transferable securities, money market instruments and other permitted assets with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolios.

The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by Part I of the law of 17 th December 2010 on undertakings for collective investment, as may be amended, (the "Law").

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

Art. 4. The registered office of the Company is established in Luxembourg City, in the Grand Duchy of Luxembourg. If permitted by and under the conditions set forth in Luxembourg laws and regulations, the board of directors may decide

to transfer the registered office of the Company to any other place in the Grand Duchy of Luxembourg. Branches 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 events of force majeure 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 these abnormal circumstances; such temporary measures shall have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg company.

Art. 5. The capital of the Company shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Company as defined in Article 22 hereof.

Shares may be of different classes of shares (hereafter referred to "Share Classes" or "Share Class") which may differ, among other things, in respect of their sales and/or redemption charge structure, fee structure, distribution policy, hedging policy, currency policy or denomination, as the board of directors may decide to issue within the relevant fund (hereafter a "Fund" or "Funds").

The board of directors may decide if and from what date shares of other Share Classes within a Fund shall be offered for sale, those shares to be issued on terms and conditions as shall be decided by the board of directors.

The minimum capital of the Company shall be the equivalent in U.S. dollars of the minimum provided for by the Law.

The board of directors is authorised without limitation to issue fully paid shares of any Share Class of shares at any time in accordance with Article 23 hereof at the Share Price or at the respective Share Prices per share determined in accordance with Article 22 hereof without reserving to the existing shareholders a preferential right to subscription of shares to be issued. The board of directors may delegate to any director of the Company (a "Director") or to any officer of the Company or to any other duly authorised person, the duty to accept subscriptions and receive payment for such new shares, remaining always within the provisions of the Law.

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

Any reference herein to "Fund" shall also mean a reference to “Share Class” as the context requires.

The capital of the Company shall be expressed in U.S. dollars as the aggregate of the net assets of all Funds, for which purpose the net assets attributable to a Fund not denominated in U.S. dollars shall be converted into U.S. dollars. The Company shall prepare consolidated accounts in US dollars.

Art. 6. The Company will issue shares in registered form only and historical shares in bearer form will remain in issue until otherwise redeemed. Shareholders will receive a confirmation of their shareholding.

Shares shall be issued only upon acceptance of the subscription and subject to payment of the price as set forth in Article 23 hereof. The subscriber will, upon acceptance of the subscription and receipt of the purchase price, receive title to the shares purchased by him and obtain a confirmation of shareholding.

Payments of dividends will be made to registered shareholders at their mandated addresses in the Register of Shareholders or to the Manager (as defined below) on the shareholder’s behalf.

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

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

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

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

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

Art. 7. The board of directors shall have power to impose or relax such restrictions on any Fund or Share Class (other than any restrictions on transfer of shares) (but not necessarily on all Share Classes within the same Fund) as it may think necessary for the purpose of ensuring that no shares in the Company or no shares of any Fund in the Company are acquired or held by or on behalf of (a) any person in breach of the law or requirements of any country or governmental or regulatory authority (if the Directors shall have determined that any of them, the Company, any manager of the Company's assets, any of the Company's investment managers or advisers or any Connected Person (as defined below) of any of them would suffer any disadvantage as a result of such breach) or (b) any person in circumstances which in the opinion of the board of directors might result in the Company incurring any liability to taxation or suffering any other pecuniary disadvantage which the Company might not otherwise have incurred or suffered, including a requirement to register under any securities or investment or similar laws or requirements of any country or authority.

More specifically, the Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, and without limitation, by any "U.S. person" as the board of directors may define in the sales document of the Company.

For such purpose, the Company may:

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

(b) at any time require any person whose name is entered in the Register of Shareholders to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests in a person who is precluded from holding shares in the Company; and

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

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

(2) the price at which the shares specified in any redemption notice shall be redeemed (herein called the "Redemption Price") shall be an amount equal to the Share Price of shares of the relevant Share Class in the given Fund, determined in accordance with Article 22 hereof, less any redemption charge payable in respect thereof and/or any applicable dilution levy and/or less any applicable contingent deferred charge as disclosed in the sales documents of the Company.

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

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

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

In addition to the foregoing, the board of directors may restrict the issue and transfer of shares of a Fund/Share Class to institutional investors within the meaning of the Law ("Institutional Investor(s)"). The board of directors may, at its discretion, delay the acceptance of any subscription application for shares of a Fund reserved for Institutional Investors until such time as the Company has received sufficient evidence that the applicant qualifies as an Institutional Investor. If it appears at any time that a holder of shares of a Share Class/Fund reserved to Institutional Investors is not an Institutional Investor, the board of directors will convert the relevant shares into shares of a Share Class/Fund which is not restricted to Institutional Investors (provided that there exists such a Share Class/Fund with similar characteristics) or compulsorily redeem the relevant shares in accordance with the provisions set forth above in this Article. The board of directors will refuse to give effect to any transfer of shares and consequently refuse for any transfer of shares to be entered into the Register of Shareholders in circumstances where such transfer would result in a situation where shares of a Share Class/ Fund restricted to Institutional Investors would, upon such transfer, be held by a person not qualifying as an Institutional

Investor. In addition to any liability under applicable law, each shareholder who does not qualify as an Institutional Investor, and who holds shares in a Share Class/Fund restricted to Institutional Investors, shall hold harmless and indemnify the Company, the board of directors, the other shareholders of the relevant Share Class/Fund and the Company's agents for any damages, losses and expenses resulting from or connected to such holding circumstances where the relevant shareholder had furnished misleading or untrue documentation or had made misleading or untrue representations to wrongfully establish its status as an Institutional Investor or has failed to notify the Company of its loss of such status.

The expression "Connected Person" means:

(i) in relation to the Administrator (as defined in Article 26), any Investment Manager (as defined in Article 26), any investment adviser appointed by any Investment Manager (an "Investment Adviser") or any company appointed for the purpose of distributing shares (a "Distributor") (the relevant such company being referred to below as "the relevant company"):

(a) any person, or company beneficially owning, directly or indirectly, 20 per cent or more of the ordinary share capital of the relevant company, or able to exercise, directly or indirectly 20 per cent or more of the total votes of the relevant company;

(b) any person or company controlled by a person who falls within (a) above;

(c) any company 20 per cent or more of whose ordinary share

capital is beneficially owned, directly or indirectly, by the relevant company and each of the others of the Administrator and each Investment Manager, Investment Adviser and Distributor taken together and any company 20 per cent or more of the total votes of which can be exercised, directly or indirectly, by the relevant company and each of the others of the Administrator and each Investment Manager, Investment Adviser and Distributor taken together; and

(d) any director or officer of the relevant company or of any Connected Person of the relevant company as defined in (a), (b) or (c) above; and

(ii) in relation to the Custodian:

(a) any person or company beneficially owning, directly or indirectly, 20 per cent or more of the ordinary share capital of the Custodian or able to exercise, directly or indirectly, 20 per cent or more of the total votes in the Custodian;

(b) any person or company controlled by a person who falls within (a) above;

(c) any company 20 per cent or more of whose ordinary share capital is beneficially owned, directly or indirectly, by the Custodian and any company 20 per cent or more of the total votes of which can be exercised, directly or indirectly, by the Custodian; and

(d) any director or officer of the Custodian or of any Connected Person of the Custodian as defined in (a), (b) or (c) above.

Art. 8. Any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all shareholders of the Company regardless of the Fund of which shares are held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Art. 9. 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 meeting, at 11 a.m. on the 21 st day of August and for the first time in 2013 unless such day is not a bank business day in Luxembourg in which case the meeting shall be held on the first bank business day in Luxembourg thereafter. The annual general meeting may be held abroad if, in the absolute and final judgement of the board of directors, exceptional circumstances so require.

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

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

Art. 10. The quorum and delays required by law shall govern the notice for and conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Each share of whatever Fund or Share Class and regardless of the Net Asset Value per share of the Fund or Share Class is entitled to one vote, subject to the limitations imposed by these Articles. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by telefax message.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders or at a Share Class or Fund meeting duly convened will be passed by a simple majority of the votes cast. Votes cast shall not include votes in relation to shares in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote. A corporation may execute a proxy under the hand of a duly authorised officer.

No resolution to amend these Articles of Incorporation or to dissolve the Company shall be effective unless it is passed by a majority of two thirds of the votes cast whether in person or by proxy.

Notwithstanding any other provision of these Articles, no relevant person (as defined below) nor any Connected Person (as defined in Article 7) of such relevant person shall be entitled to cast any vote in respect of shares beneficially owned by it in relation to any resolution in which it or any of its Connected Persons has a material interest and in relation to such a resolution all shares beneficially owned by such relevant person or its Connected Persons shall be ignored for all purposes in establishing whether or not a quorum is present as if such shares were not then in issue and for this purpose "relevant person" means any company appointed by the Directors either (i) to act as the custodian of the assets of the Company or (ii) to act as the manager of the business of the Company or (iii) to manage any of the portfolio investments of the Company.

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

Where there is more than one Share Class or Fund and the resolution of the general meeting is such as to change the respective rights thereof, such resolution must, in order to be valid, be approved separately by shareholders of such Fund in accordance with the quorum and majority requirements provided for by Article 10.

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

Art. 11. Shareholders will meet upon call by the board of directors, pursuant to notice setting forth the agenda, sent in accordance with Luxembourg law to each shareholder at the shareholder's address in the Register of Shareholders.

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

Art. 12. The Company shall be managed by a board of directors composed of not less than three members. Members of the board of directors need not be shareholders of the Company. A majority of the board of directors shall at all times comprise persons not resident for tax purposes in the United Kingdom.

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

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

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

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

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

Art. 13. The board of directors shall choose from among its members a chairman, and may appoint one or more vice-chairmen. It may also choose a secretary, who need not be a Director, who shall be responsible for keeping the minutes of the meetings of the board of directors and of the shareholders of the Company. The board of directors shall meet upon call by any two Directors, at the place indicated in the notice of meeting but so that no meetings may take place in the United Kingdom.

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

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

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

Any Director may also participate at any meeting of the board of directors by videoconference or any other means of telecommunication permitting the identification of such Director. Such means must allow the Director(s) to participate effectively at such meeting of the board of directors.

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

The board of directors can deliberate or act validly only if at least a majority of the Directors are present or represented at a meeting of the board of directors and only if the majority of the Directors so present or represented are persons not resident in the United Kingdom. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting. The chairman of the meeting shall not have a casting vote in any circumstances.

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

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

The board of directors may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to physical persons or corporate entities which need not be members of the board. The board may also delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the board or not) as it thinks fit, provided that the majority of the members of the committee are Directors of the Company and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors of the Company, provided further that no delegations may be made to a committee of the board of directors, the majority of which consists of Directors who are resident in the United Kingdom. No meeting of any committee of the board of directors may take place in the United Kingdom and no such meeting will be validly held if the majority of the Directors present or represented at that meeting are persons resident in the United Kingdom.

Art. 14. The minutes of any meeting of the board of directors shall be signed by the chairman pro tempore who presided such meeting.

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

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

The board of directors shall also determine any restrictions which shall from time to time be applicable to the investments of the Company, in accordance with part I of the Law including, without limitation, restrictions in respect of

a) the borrowings of the Company and the pledging of its assets;

b) the maximum percentage of its assets which it may invest in any form or category of security and the maximum percentage of any form or category of security which it may acquire.

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

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

The board of directors may decide that investments of the Company be made in financial derivative instruments, including equivalent cash settled instruments, dealt in on a regulated market as referred to in the Law and/ or financial derivative instruments dealt in over-the-counter provided that, among others, the underlying consists of instruments

covered by the Law, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives as disclosed in the sales documents of the Company.

The board of directors may decide that investments of a Fund to be made with the objective to replicate a stock and/or bond index provided that the relevant index is recognised by the Luxembourg supervisory authority as having a sufficiently diversified composition, is an adequate benchmark and is published in any appropriate manner.

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

The board of directors may invest and manage all or any part of the pools of assets established for two or more Fund on a pooled basis, as described in article 22, where it is appropriate with regard to their respective investment sectors to do so.

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

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

Under the conditions set forth in Luxembourg laws and regulations, any Fund may, to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Company, invest in one or more Funds. The relevant legal provisions on the computation of the net asset value will be applied accordingly. In such case and subject to conditions set forth in applicable Luxembourg laws and regulations, the voting rights, if any, attaching to the shares held by a Fund in another Fund are suspended for as long as they are held by the Fund concerned. In addition and for as long as these shares are held by a Fund, their value will not be taken into consideration for the calculation of the net assets of the Company for the purposes of verifying the minimum capital required by the Law.

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

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

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

Art. 17. Subject to the exceptions and limitations listed below, every person who is, or has been a director or officer of the Company shall be indemnified by the Company to the fullest extent permitted by law against any liability and against all expenses reasonably incurred or paid by him in connection with any claim, action, suit or proceeding in which he becomes involved as a party or otherwise by virtue of his being or having been such director or officer and against amount paid or incurred by him in the settlement thereof.

The words "claim", "actions", "suit", or "proceeding", shall apply to all claims, actions, suits or proceedings (civil, criminal or other including appeals), actual or threatened, and the words "liability" and "expenses" shall include, without limitation, attorney's fees, costs, judgments, amounts paid in settlement, fines, penalties and other liabilities.

No indemnification shall be provided hereunder to a director or officer:

A.- against any liability to the Company or its shareholders by reason of willful misfeasance, bad faith, negligence or reckless disregard of the duties involved in the conduct of his office;

B.- with respect to any matter as to which he shall have been finally adjudicated not have acted in good faith and in the reasonable belief that his action was in the best interests of the Company;

C.- in the event of a settlement, unless there has been a determination that such director or officer did not engage in willful misfeasance, bad faith, negligence or reckless disregard of the duties involved in the conduct of his office:

1) by a court or other body approving the settlement; or

2) by vote of two thirds (2/3) of those members of the board of directors of the Company constituting at least a majority of such Board who are not themselves involved in the claim, action, suit or proceeding; or

3) by written opinion of independent counsel.

The right of indemnification herein provided may be insured against by policies maintained by the Company, shall be severable, shall not affect any other rights to which any director or officer may now or hereafter be entitled, shall continue as to a person who has ceased to be such director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than directors and officers may be entitled by contract or otherwise under law.

Expenses in connection with the preparation and presentation of a defence to any claim, action, suit or proceeding of the character described in this Article may be advanced by the Company, prior to final disposition thereof upon receipt of any undertaking by or on behalf of the officer or director, to repay such amount if it is ultimately determined that he is not entitled to indemnification under this Article.

Art. 18. The Company will be bound by the joint signature of any two Directors or by the joint or single signature of any Director or officer to whom authority has been delegated by the board of directors.

Art. 19. The general meeting of shareholders shall appoint an approved statutory auditor (réviseur d'entreprises agréé) who shall carry out the duties prescribed by the Law.

Art. 20. As more especially prescribed herein below the Company has the power to redeem its own shares at any time within the sole limitations set forth by Luxembourg law.

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

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

(ii) the Company may limit the total number of shares of any Fund which may be redeemed on a dealing day to a number representing 10% of the net assets of that Fund. Where this restriction is applied, shares will be redeemed on a pro rata basis and any shares which for this reason are not redeemed on any particular dealing day will be carried forward for redemption on the next dealing day and will then be redeemed in priority to redemption orders subsequently received, subject to the board of directors' discretion to limit the total number of shares which may be redeemed on any dealing day to 10% of the net assets of that Fund then in issue in the circumstances set out above.

In case of deferral of redemption the relevant shares shall be redeemed at the Share Price based on the Net Asset Value per share prevailing at the date on which the redemption is effected, less any redemption charge in respect thereof and/or less any applicable dilution levy and/or less any contingent deferred charge and/or any other charge as foreseen by the sales documents of the Company.

The redemption proceeds shall normally be paid within seven days which are business days in Luxembourg following the date on which the applicable Share Price was determined and shall be based on the Share Price for the relevant Share Class of the relevant Fund as determined in accordance with the provisions of Article 22 hereof, less any redemption charge in respect thereof and/or less any applicable dilution levy and/or less any contingent deferred charge and/or any other charge as foreseen by the sales documents of the Company. If in exceptional circumstances the liquidity of the portfolio of assets maintained in respect of the Share Class of a given Fund being redeemed is not sufficient to enable the payment to be made within such a period, such payment shall be made as soon as reasonably practicable thereafter but without interest.

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

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

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

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

In the event that the Net Asset Value of any Fund is lower than an amount to be determined by the board of directors and disclosed in the sales documents of the Company or in case the board of directors deems it appropriate because of changes in the economic or political situation affecting the Company or the relevant Fund, or because it is in the best interests of the relevant shareholders, the board of directors may redeem all shares of the Fund at a price reflecting the anticipated realisation and liquidation costs and closing of the relevant Fund, but with no redemption charge.

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

Any merger of a Fund shall be decided by the board of directors unless the board of directors decides to submit the decision for a merger to a meeting of shareholders of the Fund concerned. No quorum is required for this meeting and decisions are taken by a simple majority of the votes cast. In case of a merger of a Fund where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of shareholders resolving in accordance with the quorum and majority requirements for changing these Articles.

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

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

Art. 21. The Net Asset Value and the Share Price of shares in the Company shall be determined as to the shares of each Share Class of each Fund by the Company from time to time, but in no instance less than twice monthly or, subject to regulatory approval, no less than once a month, as the board of directors by regulation may direct (every such day or time for determination thereof being referred to herein as a "Valuation Date"), but so that no day observed as a holiday by banks in Luxembourg shall be a Valuation Date.

The Company may temporarily suspend the determination of the Net Asset Value and the Share Price of shares of any particular Fund and the issue, switching and redemption of the shares in such Fund:

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

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

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

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

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

(f) if the Company, a Fund or a Share Class is being or may be wound-up, on or following the date on which such decision is taken by the board of directors or notice is given to shareholders of a general meeting of shareholders at which a resolution to windup the Company, a Fund or a Share Class is to be proposed.

(g) in the case of a merger of the Company or a Fund, if the board of directors deems this to be necessary and in the best interest of shareholders; or

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

(i) any other circumstances beyond the control of the board of directors.

Any such suspension shall be promptly notified to shareholders requesting redemption or switching of their shares by the Company at the time of the filing of the written request for such redemption as specified in Article 20 hereof. The board of directors may also make public such suspension in such a manner as it deems appropriate.

Such suspension as to any Fund will have no effect on the calculation of the Net Asset Value, Share Price or the issue, redemption and switching of the shares of any other Fund.

Art. 22. The Net Asset Value of shares of each Share Class in each Fund in the Company shall be expressed in U.S. dollars or in the relevant currency of the Fund (or Share Class) concerned as per share figure and shall be determined in respect of any Valuation Date by dividing the net assets of the Company corresponding to such Share Class, being the value of the assets of the Company of such Fund attributable to such Share Class less its liabilities attributable to such Share Class by the number of outstanding shares of the relevant Share Class.

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

The board of directors may resolve to operate equalisation arrangements in relation to the Company. Such arrangements shall constitute equalisation arrangements for the purposes of Regulation 72 of the Offshore Funds (Tax) Regulations 2009 or any subsequent amendments or replacements thereof.

The valuation of the Net Asset Value of the respective Share Class of the different Funds shall be made in the following manner:

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

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

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

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

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

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

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

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

The value of such assets shall be determined as follows:

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

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

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

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

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

(6) liquid assets and money market instruments (i.e. instruments having a maturity or residual maturity not exceeding 397 days or as may otherwise be defined by Luxembourg law or regulations) will be valued on a linear amortised cost basis. For income and accumulation shares, (if any) the daily price relevant on any dealing day will be the linear amortised

value. Such assets of each Fund will be reviewed from time to time, and at least weekly, under the direction of the board of directors to determine whether a deviation exists between the Net Asset Value calculated using market values and that calculated on a linear amortised cost basis as described above. Significant deviations between the market value and the amortised cost value shall be brought to the attention of the board of directors, and the board of directors may take, or instruct, in consultation with the Investment Manager and the Administrator to take, such action, if any, as they deem appropriate to eliminate or reduce to the extent reasonably practicable any such deviation. In any other event where the linear amortised cost basis is deemed by the board of directors not to be the appropriate method of calculating the value of the assets of the relevant Fund, the board of directors may take, or instruct, in consultation with the Investment Manager and the Administrator to take, such action, if any, as they deem appropriate to eliminate or reduce to the extent reasonably practicable any material dilution or unfair result to Shareholders. In both cases such action will be taken without prior notification to Shareholders and may include, without limitation, the calculation of the Net Asset Value by using available market values (calculated as at the valuation point (as defined from time to time in the sales documents of the Company)) or any other generally recognized valuation principles; and

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

(8) all other assets, in accordance with best practice, may also be valued on a linear amortised cost basis as described in (6) above.

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

(a) all loans, bills and accounts payable;

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

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

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

(e) all other liabilities of the Company of whatsoever kind and nature, actual or contingent, except liabilities related to shares in the relevant Fund towards third parties. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company comprising formation expenses, the remuneration and expenses of the board of directors, including their insurance cover, fees payable to its investment advisers or investment managers, fees and expenses (including but not limited to out-of pocket expenses) payable to its service providers and officers, accountants, custodian and its correspondents, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, fees and expenses incurred in connection with the listing of the shares at any stock exchange or another regulated market or to obtain a quotation, fees for legal and tax advisers in Luxembourg and abroad, fees for auditing services, fees as well as any costs and expenses for the registration of the Company, printing, reporting and publishing expenses, including the cost of preparing, translating, distributing and printing of the sales documents of the Company, these articles of incorporation, notices, rating agencies, explanatory memoranda, registration statements, or of interim and annual reports, taxes or governmental charges, shareholders servicing fees and distribution fees payable to distributors of Shares, currency conversion costs, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may calculate administrative and other expenses of a regular or periodical nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

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

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

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

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

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

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

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

D. For the purpose of valuation under this Article:

(a) shares of the Company to be redeemed under Article 20 hereof shall be treated as existing and taken into account until immediately after the time specified by the Directors on the Valuation Date on which such valuation is made, and, from such time and until paid, the price therefore shall be deemed to be a liability of the Company;

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

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

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

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

Art. 23. Whenever the Company shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be based on the Share Price as hereinabove defined for the relevant Share Class of the relevant Fund and if applicable, increased by any charge or commission or dilution levy as described in Company's sales documents. The price so determined shall be payable within a period as determined by the directors and disclosed in the Company's sales documents after the date on which the applicable Share Price was determined.

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

Art. 24. The accounting year of the Company shall begin on the 1 st April of each year and shall terminate on the 31 st March of the following year. The accounts of the Company shall be expressed in U.S. dollars or to the extent permitted by laws and regulations such other currency, as the board of directors may determine. Where there shall be different Funds as provided for in Article 5 hereof, and if the accounts within such Funds are expressed in different currencies, such accounts shall be converted into U.S. dollars and added together for the purpose of determination of the accounts of the Company.

Art. 25. The Shareholders shall in a special Fund meeting, upon proposal from the Directors and within the limits provided by Luxembourg law, determine how the results of the Company shall be disposed of and other distributions shall be effected and may from time to time declare, or authorise the Directors to declare distributions. The Directors may decide to issue, on such terms as the Directors shall determine in their discretion, within each Fund and for each Share Class, shares on which income is either distributed ("distribution shares") or accumulated ("accumulation shares").

Each holder of shares in any Fund or Share Class for which the Directors have decided to issue distribution and accumulation shares shall determine which type of such shares his shall be.

For any Fund or Share Class, the Directors may decide to pay interim dividends in compliance with the conditions set forth by Luxembourg law. The annual general meeting resolving on the approval of the annual accounts shall also ratify any interim dividends resolved by the Directors.

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

The Directors shall for the purpose of the calculation of the Net Asset Value of the shares as provided in Article 22 operate within each Fund and Share Class separate pool of assets corresponding to distribution and accumulation shares

in such manner that at all times the portion of the total assets of the relevant Fund and Share Class attributable to the distribution shares and accumulation shares respectively shall be equal to the portion of the total of distribution shares and accumulation shares respectively in the total number of shares of the relevant Fund and Share Class.

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

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

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

No distribution shall be made if as a result thereof the capital of the Company becomes less than the minimum required by law.

Art. 26. The Company may enter into a management agreement with an affiliate of Aberdeen Asset Management PLC (which affiliate is referred to herein as the "Manager") whereunder the Manager will manage the business of the Company subject to the supervision and control of the board of directors. In the event of termination of such agreement in any manner whatsoever, the Company will change its name forthwith upon the request of Aberdeen Asset Management PLC to a name omitting the word "Aberdeen" and not resembling the one specified in Article 1. Unless and until an Administrator is appointed by the Company pursuant to the provisions of the immediately following paragraph, all references in these Articles of Incorporation to the "Administrator" (other than in the immediately succeeding paragraph) shall be treated as references to the Manager.

The Company may enter into an administrative services agreement with a company domiciled in Luxembourg and licensed to provide the relevant services (the "Administrator"), whereunder the Administrator will carry out the administrative business of the Company.

In addition, the Company may enter into an Investment Management contract with such company or companies as it thinks fit to manage some or all of the portfolio investments of the Company (any such company being hereinafter referred to as an "Investment Manager").

The board of directors shall procure that in any agreement appointing the Administrator (or any replacement administrator of the business of the Company) or any Investment Manager provisions shall be contained:

(1) restricting the Administrator or (as the case may be) such Investment Manager and any investment adviser appointed by it and (in each case) any of its or their respective Connected Persons (as defined in Article 7) from dealing with the Company as beneficial owner on the sale or purchase of investments to or from the Company except on a basis approved by the board of directors of the Company from time to time and from otherwise dealing with the Company as principal except with the consent of the board of directors of the Company; and

(2) specifying the level of fee payable by the Company to the Administrator or (as the case may be) such Investment Manager, which level of fee shall be determined by the board of directors.

Alternatively, the Company may enter into a management services agreement with a management company authorised under the Law (the "Management Company") pursuant to which it designates such Management Company to provide to the Company investment management, administration and marketing services.

Art. 27. In the event of a dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation. The net proceeds of liquidation corresponding to each Share Class shall be distributed by the liquidators to the holders of shares of each Share Class of each Fund in proportion of their holding of shares in such Share Class of such Fund either in cash or, upon the prior consent of the shareholder, in kind. Any funds to which shareholders are entitled upon the liquidation of the Company and which are not claimed by those entitled thereto prior to the close of the liquidation process shall be deposited for the persons entitled thereto to the Caisse de Consignation in Luxembourg in accordance with the Law. Amounts so deposited shall be forfeited in accordance with Luxembourg laws.

Art. 28. These Articles of Incorporation may be amended from time to time by a meeting of shareholders, subject to the quorum requirements provided by the laws of Luxembourg and the majority requirements provided by Article 11. Any amendment affecting the rights of the holders of shares of any Fund or Share Class vis-à-vis those of any other Fund or Share Class shall be subject, to the said quorum and majority requirements in respect of each such relevant Fund or Share Class.

Art. 29. All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 th August 1915 on commercial companies, as amended, and the Law.";

d) It is resolved to fix the registered office of the SICAV at 2B, rue Albert Borschette, L-1246 Luxembourg;

e) It is resolved to appoint the following persons as directors of the SICAV with effect from the Effective Date and for a term expiring at the annual general meeting in 2013:

- Gary Marshall, born on 6 July 1961 in Dalton, United Kingdom, professionally residing at 1735 Market Street, Philadelphia, United States of America;

- Rod MacRae, born on 24 March 1964 in Peterhead, United Kingdom, professionally residing at 40 Princess Street, EH2 2BY, Edinburgh, United Kingdom;

- Hugh Young, born on 21 May 1958 in London, United Kingdom, professionally residing at 21 Church Street #01-01, Capital Square Two, Singapore 049480;

- Menno de Vreeze, born on 2 May 1977 in Oudenbosch, Netherlands, professionally residing at 2B, rue Albert Borschette, L-1246 Luxembourg;

- Alan Hawthorn, born on 17 April 1964 in Purth, United Kingdom, professionally residing at 40 Princess Street, EH2 2BY, Edinburgh, United Kingdom;

- Ken Fry, born on 13 September 1952 in Harold Wood, United Kingdom, professionally residing at Bow Bells House, 1 Bread Street, London, EC4M 9HH;

- Low Hon-Yu, born on 11 July 1971 in Singapore, professionally residing at 21 Church Street, #01-01, Capital Square Two, Singapore.

f) It is resolved to appoint KPMG Luxembourg, 9, Allée Scheffer, L-2520 Luxembourg as approved statutory auditor ("réviseur d'entreprises agréé") of the SICAV for the accounting year ending on 31 March 2013.

It was noted that the first accounting year of the SICAV will start on the Effective Date being 1 April 2012 and will end on 31 March 2013.

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

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

The undersigned notary, who speaks and understands English, states herewith that the present deed is worded in English.

The document having been read to the persons appearing all known by the notary by their names, first name, civil status and residences, the members of the board signed together with the notary the present deed.

Signé: V. BROWN, F. SI LARBI, C. MACRAE et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 28 mars 2012. Relation: LAC/2012/14255. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 2 avril 2012.

Référence de publication: 2012039554/815.

(120052712) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

Placindus S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 31.182.

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Messieurs les actionnaires sont priés de bien vouloir assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra extraordinairement à l'adresse du siège social, le *26 avril 2012* à 11.00 heures avec l'ordre du jour suivant:

Ordre du jour:

1. Présentation des comptes annuels et des rapports du conseil d'administration et du commissaire aux comptes.
2. Approbation des comptes annuels et affectation des résultats au 30 septembre 2011.
3. Décharge à donner aux administrateurs et au commissaire aux comptes.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2012042348/534/15.

Geninvest S.A., Société Anonyme.

Siège social: L-2227 Luxembourg, 18, avenue de la Porte Neuve.

R.C.S. Luxembourg B 167.804.

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STATUTS

L'AN DEUX MILLE DOUZE, LE VINGT-NEUF MARS.

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

A comparu:

- Monsieur Stanislas PONIATOWSKI, né le 21 mai 1952 à Boulogne-Billancourt (F), demeurant à Marrakech (Maroc) BP 12355 El Majal 104, Annakhil Nord,

ici représentée par Madame Concetta DEMARINIS, employée, demeurant professionnellement à Luxembourg, 5, Avenue Gaston Diderich, L-1420 Luxembourg,

spécialement mandatée à cet effet par procuration en date du 28 mars 2012.

La prédite procuration, paraphée "ne varietur" par la comparante et le notaire instrumentant, restera annexée aux présentes avec lesquelles elle sera soumise à la formalité de l'enregistrement.

Laquelle comparante, représentée comme dit ci-avant, a prié le notaire instrumentant d'arrêter ainsi qu'il suit les statuts d'une société anonyme à constituer.

Dénomination - Siège - Durée - Objet - Capital

Art. 1 er . Il est formé une société anonyme sous la dénomination de «GENINVEST S.A.».

Art. 2. Le siège de la société est établi à Luxembourg-Ville.

Par simple décision du conseil d'administration respectivement de l'administrateur unique, la société pourra établir des filiales, succursales, agences ou sièges administratifs aussi bien dans le Grand-Duché de Luxembourg qu'à l'étranger.

Sans préjudice des règles du droit commun en matière de résiliation contractuelle, au cas où le siège de la société est établi par contrat avec des tiers, le siège de la société pourra être transféré sur simple décision du conseil d'administration respectivement de l'administrateur unique de à tout autre endroit de la commune du siège. Le siège social pourra être transféré dans toute autre localité du Grand-Duché au moyen d'une résolution de l'actionnaire unique ou en cas de pluralité d'actionnaires au moyen d'une résolution de l'assemblée générale des actionnaires.

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 sont produits ou seront imminents, le siège social pourra être transféré provisoirement à l'étranger jusqu'à cessation complète de ces circonstances anormales, sans que toutefois cette mesure puisse avoir d'effet sur la nationalité de la société, laquelle, nonobstant ce transfert provisoire du siège, restera luxembourgeoise.

Pareille déclaration de transfert du siège social sera faite et portée à la connaissance des tiers par l'un des organes exécutifs de la société ayant qualité de l'engager pour les actes de gestion courante et journalière.

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

Art. 4. La Société a pour objet la participation, sous quelque forme que ce soit, dans toutes entreprises luxembourgeoises et étrangères, l'acquisition de tous titres et droits, par voie de participation, d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière et entre autres l'acquisition de brevets et licences, leur gestion et leur mise en valeur ainsi que toutes opérations se rattachant directement ou indirectement à son objet.

La société a en outre pour objet l'achat, la vente, la gestion et la mise en valeur de tous biens immobiliers situés au Grand-Duché de Luxembourg ou à l'étranger.

La société peut emprunter et accorder aux sociétés dans lesquelles elle participe ou auxquelles elle s'intéresse directement ou indirectement, tous concours, prêts, avances ou garanties.

En outre, la société peut effectuer toutes opérations commerciales, financières, mobilières et immobilières se rattachant directement ou indirectement à son objet ou susceptibles d'en faciliter la réalisation.

Art. 5. Le capital souscrit de la société est fixé à EUR 32.000,(trente-deux mille euros) représenté par 16.000 (seize mille) actions d'une valeur nominale de EUR 2,-(deux euros) chacune.

Toutes les actions sont au porteur ou nominatives ou choix de l'actionnaire.

Le capital autorisé est fixé à EUR 1.500.000,-(un million cinq cent mille Euros), représenté par 750.000 (sept cent cinquante mille) actions d'une valeur nominale de EUR 2,-(deux Euros) chacune.

Le capital autorisé et le capital souscrit de la société peuvent être augmentés ou réduits par décision de l'assemblée générale des actionnaires statuant comme en matière de modification des statuts.

Le Conseil d'Administration est autorisé, pendant une période de cinq ans prenant fin le 29 mars 2017, à augmenter en temps qu'il appartiendra le capital souscrit à l'intérieur des limites du capital autorisé.

Ces augmentations du capital peuvent, ainsi qu'il sera déterminé par le conseil d'administration, être souscrites et émises sous forme d'actions avec ou sans prime d'émission à libérer totalement ou partiellement en espèces, en nature ou par compensation avec des créances certaines, liquides et immédiatement exigibles vis-à-vis de la société ou même, ou même par incorporation de bénéfices reportés, de réserves disponibles ou de primes d'émission, pour le cas ou l'assemblée ayant décidé ces reports, réserves ou primes, l'a prévu, ainsi qu'il sera déterminé par le conseil d'administration.

Le conseil d'administration peut déléguer tout administrateur, directeur, fondé de pouvoir ou toute autre personne dûment autorisée pour recueillir les souscriptions et recevoir paiement du prix des actions représentant tout ou partie de cette augmentation de capital.

Chaque fois que le conseil d'administration aura fait constater authentiquement une augmentation du capital souscrit, le présent article sera à considérer comme automatiquement adapté à la modification intervenue.

Administration - Surveillance

Art. 6. En cas de pluralité d'actionnaires, la société doit être administrée par un conseil d'administration composé de trois membres au moins (chacun un «Administrateur»), actionnaires ou non.

Si la société est établie par un actionnaire unique ou si à l'occasion d'une assemblée générale des actionnaires, il est constaté que la société a seulement un actionnaire restant, la composition du conseil d'administration peut être limitée à un (1) membre jusqu'à l'assemblée générale ordinaire suivant la constatation de l'existence de plus d'un actionnaire.

Les administrateurs ou l'administrateur unique seront élus par l'assemblée générale des actionnaires pour un terme qui ne peut excéder six ans et toujours révocables par elle.

En cas de vacance d'une place d'administrateur nommé par l'assemblée générale, les administrateurs restants ainsi nommés ont le droit d'y pourvoir provisoirement. Dans ce cas, l'assemblée générale, lors de la première réunion, procède à l'élection définitive.

Art. 7. Le conseil d'administration élit parmi ses membres un président. En cas d'empêchement du président, l'administrateur désigné à cet effet par les administrateurs présents, le remplace.

Le conseil d'administration se réunit sur la convocation du président ou sur la demande de deux administrateurs.

Le conseil d'administration ne peut valablement délibérer et statuer que si la majorité de ses membres est présente ou représentée. Le mandat entre administrateurs étant admis, un administrateur peut représenter plus d'un de ses collègues.

Les administrateurs peuvent émettre leur vote sur les questions à l'ordre du jour par lettre, télégramme, télex ou téléfax, ces trois derniers étant à confirmer par écrit.

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

Art. 8. Toute décision du conseil est prise à la majorité absolue des membres présents ou représentés. En cas de partage, la voix de celui qui préside la réunion du conseil est prépondérante.

Art. 9. Les procès-verbaux des séances du conseil d'administration sont signés par les membres présents aux séances.

Les copies ou extraits seront certifiés conformes par un administrateur ou par un mandataire.

Art. 10. Le conseil d'administration ou l'administrateur unique est investi des pouvoirs les plus étendus pour faire tous les actes d'administration et de disposition qui rentrent dans l'objet social. Il a dans sa compétence tous les actes qui ne sont pas réservés expressément par la loi du 10 août 1915 et ses modifications ultérieures et les statuts à l'assemblée générale.

Art. 11. Le conseil d'administration ou l'administrateur unique pourra déléguer tout ou partie de ses pouvoirs de gestion journalière à des administrateurs ou à des tierces personnes qui ne doivent pas nécessairement être actionnaires.

Art. 12. Vis-à-vis des tiers, la société est engagée en toutes circonstances, en cas d'administrateur unique, par la signature individuelle de l'administrateur unique,

ou en cas de pluralité d'administrateurs, par la signature conjointe de deux administrateurs,

ou par la signature individuelle d'un délégué du conseil dans les limites de ses pouvoirs.

La signature d'un seul administrateur sera toutefois suffisante pour représenter valablement la société dans ses rapports avec les administrations publiques.

Art. 13. La société est surveillée par un ou plusieurs commissaires, actionnaires ou non, nommés par l'assemblée générale qui fixe leur nombre et leur rémunération, et toujours révocables.

La durée du mandat de commissaire est fixée par l'assemblée générale. Elle ne pourra cependant dépasser six années.

Assemblée générale

Art. 14. S'il y a seulement un actionnaire, l'actionnaire unique assure tous les pouvoirs conférés à l'assemblée générale des actionnaires et prend les décisions par écrit.

En cas de pluralité d'actionnaires, l'assemblée générale des actionnaires représente tous les actionnaires de la société. Elle a les pouvoirs les plus étendus pour décider des affaires sociales.

Les convocations se font dans les formes et délais prévus par la loi.

Art. 15. L'assemblée générale annuelle se réunit dans la commune du siège social, à l'endroit indiqué dans la convocation, le troisième jeudi du mois de juin de chaque année à 17.00 heures.

Si la date de l'assemblée tombe sur un jour férié, elle se réunit le premier jour ouvrable qui suit.

Art. 16. Une assemblée générale extraordinaire peut être convoquée par le conseil d'administration respectivement par l'administrateur unique ou par le(s) commissaire(s). Elle doit être convoquée sur la demande écrite d'actionnaires représentant 10% du capital social.

Art. 17. Chaque action donne droit à une voix.

La société ne reconnaît qu'un propriétaire par action. Si une action de la société est détenue par plusieurs propriétaires en propriété indivise, la société aura le droit de suspendre l'exercice de tous les droits y attachés jusqu'à ce qu'une seule personne ait été désignée comme étant à son égard propriétaire.

Année sociale - Répartition des bénéfices

Art. 18. L'année sociale commence le 1 er janvier de chaque année et finit le 31 décembre de la même année.

Le conseil d'administration ou l'administrateur unique établit les comptes annuels tels que prévus par la loi.

Il remet ces pièces avec un rapport sur les opérations de la société un mois au moins avant l'assemblée générale ordinaire au(x) commissaire(s).

Art. 19. Sur le bénéfice net de l'exercice, il est prélevé 5% au moins pour la formation du fonds de réserve légale; ce prélèvement cesse d'être obligatoire lorsque la réserve aura atteint 10% du capital social.

Le solde est à la disposition de l'assemblée générale.

Le conseil d'administration ou l'administrateur unique pourra verser des acomptes sur dividendes sous l'observation des règles y relatives.

L'assemblée générale peut décider que les bénéfices et réserves distribuables seront affectés à l'amortissement du capital sans que le capital exprimé soit réduit.

Dissolution - Liquidation

Art. 20. La société peut être dissoute par décision de l'assemblée générale, statuant suivant les modalités prévues pour les modifications des statuts.

Lors de la dissolution de la société, la liquidation s'effectuera par les soins d'un ou de plusieurs liquidateurs, personnes physiques ou morales, nommés par l'assemblée générale qui détermine leurs pouvoirs et leur rémunération.

Disposition générale

Art. 21. La loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures trouveront leur application partout où il n'y a pas été dérogé par les présents statuts.

Dispositions transitoires

Le premier exercice social commence le jour de la constitution de la société et se termine le 31 décembre 2012.

La première assemblée générale annuelle se tiendra en 2013.

Le(s) premier(s) administrateur(s) et le(s) premier(s) commissaire(s) sont élus par l'assemblée générale extraordinaire des actionnaires suivant immédiatement la constitution de la société.

Par dérogation à l'article 7 des statuts, le premier président du conseil d'administration est désigné par l'assemblée générale extraordinaire désignant le premier conseil d'administration de la société.

Souscription et Paiement

Les actions ont été souscrites comme suit:

- M. Stanislas PONIATOWSKI, précitée, ...	16.000 actions
Total:	16.000 actions

Toutes les actions ont été libérées par un versement en espèces, de sorte que la somme de EUR 32.000,-(trente-deux mille euros) se trouve dès à présent à la libre disposition de la société, preuve en ayant été donnée au notaire instrumentant par certificat bancaire.

Constatation

Le notaire instrumentant a constaté que les conditions exigées par l'article 26 de la loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures ont été accomplies.

Frais

Les parties ont évalué les frais incombant à la société du chef de sa constitution à environ EUR 1.200,-.

Résolutions de l'actionnaire unique

L'actionnaire unique prénommé, représenté comme dit ci-avant, représentant l'intégralité du capital social a pris les résolutions suivantes:

1. Le nombre des administrateurs est fixé à QUATRE et celui des commissaires à UN.

2. Ont été appelés aux fonctions d'administrateurs:

- Monsieur Stanislas PONIATOWSKI, entrepreneur, né le 21/05/1952 à Boulogne-Billancourt (France), demeurant à Marrakech (Maroc) BP 12355 El Majal 104, Annakhil Nord,

- Madame Francesca DOCCHIO, employée, né le 29/05/1971 à Bergamo (Italie), résidant professionnellement à L-1420 Luxembourg, 5, avenue Gaston Diderich,

- Monsieur Xavier MANGIULLO, employé, né le 08/09/1980 à Hayange (France), résidant professionnellement à L-1420 Luxembourg, 5, avenue Gaston Diderich,

- Monsieur Francesco D'AMICO, dirigeant, né le 09/03/1968 à Milazzo ME (Italie), résidant à Gheistrasse 1, CH-8802 Kilchberg (Suisse).

3. La société FINSEV S.A. avec siège social à L-1420 Luxembourg, 5, avenue Gaston Diderich, RCS Luxembourg B103749, est appelée aux fonctions de Commissaire aux Comptes.

4. Le siège de la société est fixé au 18, Avenue de la Porte Neuve à L-2227 Luxembourg.

5. Le mandat de l'administrateur se terminera lors de l'assemblée générale annuelle à tenir en l'an 2017.

6. Le mandat du commissaire aux comptes se terminera lors de l'assemblée générale annuelle qui se tiendra en l'an 2017.

Déclaration

Le notaire soussigné qui comprend et parle l'anglais, constate qu'à la demande des comparants, le présent acte est rédigé en langue anglaise suivi d'une traduction en français. Sur demande des mêmes comparants et en cas de divergences entre le texte anglais et le texte français, la version anglaise prévaudra.

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

Et après lecture faite au mandataire des sociétés comparantes, connu du notaire par ses nom, prénom usuel, état et demeure, le mandataire a signé avec Nous notaire le présent acte.

Suit la traduction anglaise de l'acte qui précède:

IN THE YEAR TWO THOUSAND AND THELVE, ON THE 29 th DAY OF MARCH.

Before Us Maître Cosita DELVAUX, notary residing in Redange-sur-Attert.

There appeared:

- Mr. Stanislas PONIATOWSKI, born on the 21 th of May 1952 in Boulogne-Billancourt (F), residing in Marrakech (Maroc) BP 12355 El Majal 104, Annakhil Nord,

represented by Concetta DEMARINIS, employee, residing professionally in Luxembourg, 5, Avenue Gaston Diderich,

by virtue of a proxy dated 28 th of March, 2012.

The proxy, signed "ne varietur" by the appearing party and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

The appearing party, acting in the above stated capacities, has drawn up the following articles of a joint stock company to be incorporated.

Name - Registered office - Duration - Object - Capital

Art. 1. A joint stock company is herewith formed under the name of «GENINVEST S.A.».

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

The company may establish branches, subsidiaries, agencies or administrative offices in the Grand-Duchy of Luxembourg as well as in foreign countries by a simple decision of the board of directors or of the sole director.

Without any prejudice of the general rules of law governing the termination of contracts, in case the registered office of the company has been determined by contract with third parties, the registered offices may be transferred to any other place within the municipality of the registered office, by a simple decision of the board of directors or of the sole director. The registered office may be transferred to any other municipality of the Grand-Duchy of Luxembourg by means of a resolution of the sole shareholder or in case of plurality of shareholders by means of a resolution of an extraordinary general meeting of its shareholders.

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

One of the executive organs of the company, which has powers to commit the company for acts of daily management, shall make this declaration of transfer of the registered office and inform third parties.

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

Art. 4. The purpose of the Company is the acquisition of holdings, in any form whatsoever, in all types of other companies both in Luxembourg and abroad, the acquisition of all types of rights and titles, by means of shares, contributions or subscriptions, bought deals or purchase options, or in any other way and, inter alia, the acquisition of patents and licences and the management and exploitation thereof, as well as all and any operations directly or indirectly linked to the said object.

The company may furthermore realize all transactions pertaining directly or indirectly to the acquisition, sale, management and development, in whatever form of any real estate located in Luxembourg or abroad.

The Company may borrow or grant short or long-term loans, advances or guarantees to the companies in which it has a holding or in which it has a direct or indirect interest.

The Company may also carry out all types of commercial, financial, property or securities operations linked directly or indirectly to the said object or which may facilitate the realisation thereof.

Art. 5. The subscribed capital of the company is fixed at EUR 32,000 (thirty-two thousand Euro) divided into 16,000 (sixteen thousand) shares with a nominal value of EUR 2 (two Euro) each.

All shares are bearer shares or registered shares, at the shareholder's choice.

Authorised capital is fixed at EUR 1,500,000.-(one million five hundred and thousand Euros), represented by 750,000 (seven hundred and fifty thousand) shares having a face value of EUR 2.(two Euros) each.

The company's authorised capital and registered capital can be increased or reduced by a decision of the General Meeting of Shareholders deliberating as in an amendment to the articles of association.

The Board of Directors is authorised, for a period of five years ending March 29 th , 2017 to increase registered capital within the limits of the authorised capital, at such time as it shall decide.

These capital increases, as determined by the Board of Directors, can be subscribed for and issued in the form of shares with or without share premium to be paid up in full or in part in cash, in kind or by offset with certain, liquid and immediately payable debts on the company or even, through the incorporation of deferred profits, available reserves or share premiums in the event that the Meeting having decided on these deferred profits, reserves or premiums has so stipulated, as determined by the Board of Directors.

The Board of Directors can delegate any member of the Board, director, authorised representative or other duly authorised person to

collect subscriptions and receive payment of the price of the shares representing all or part of this capital increase.

Each time the Board of Directors has a registered capital increase duly recognised, the present article is to be considered automatically adapted to the change that has occurred.

Board of directors and Statutory auditors

Art. 6. In case of plurality of shareholders, the company must be managed by a board of directors consisting of at least three members (each a "Director"), who need not be shareholders.

In case the company is established by a sole shareholder or if at the occasion of a general meeting of shareholders, it is established that the company has only one shareholder left, the company can be managed by a board of directors consisting of either one director until the next ordinary general meeting of the shareholders noticing the existence of more than one shareholder.

The directors or the sole director are appointed for a term which may not exceed six years by the general meeting of shareholders and who can be dismissed at any time by the general meeting.

If the post of a director elected by the general meeting becomes vacant, the remaining directors thus elected, may provisionally fill the vacancy. In this case, the next general meeting will proceed to the final election.

Art. 7. The board of directors chooses among its members a chairman. If the chairman is unable to be present, his place will be taken by one of the directors present at the meeting designated to that effect by the board.

The meetings of the board of directors are convened by the chairman or by any two directors.

The board of directors can only validly debate and take decisions if the majority of its members is present or represented, proxies between directors being permitted. A director can represent more than one of his colleagues.

The directors may cast their vote on the points of the agenda by letter, telegram, telex or telefax, confirmed by letter.

Written resolutions approved and signed by all directors shall have the same effect as resolutions voted at the board of directors' meetings.

Art. 8. Decisions of the board are taken by an absolute majority of the votes cast. In case of an equality of votes, the chairman has a casting vote.

Art. 9. The minutes of the meetings of the board of directors shall be signed by all the directors having assisted at the debates.

Copies or extracts shall be certified conform by one director or by a proxy.

Art. 10. The board of directors or the sole director is vested with the broadest powers to perform all acts of administration and disposition in the company's interest. All powers not expressly reserved to the general meeting by the law of August 10, 1915, as subsequently modified, or by the present Articles of Incorporation of the company, fall within the competence of the board of directors.

Art. 11. The board of directors or the sole director may delegate all or part of its powers concerning the daily management to members of the board or to third persons who need not be shareholders.

Art. 12. Towards third parties, the company is in all circumstances committed, in case of a sole director by the sole signature of the sole director or,

in case of plurality of directors, by the signatures of any two directors,

or by the sole signature of a delegate of the board acting within the limits of his powers. In its current relations with the public administration, the company is validly represented by one director, whose signature legally commits the company.

Art. 13. The company is supervised by one or several statutory auditors, shareholders or not, who are appointed by the general meeting, which determines their number and their remuneration, and who can be dismissed at any time.

The term of the mandate of the statutory auditor(s) is fixed by the general meeting for a period not exceeding six years.

General meeting

Art. 14. If there is only one shareholder, that sole shareholder assumes all powers conferred to the general meeting of shareholders and takes the decision in writing.

In case of plurality of shareholders, the general meeting of shareholders shall represent the whole body of shareholders of the company. It has the most extensive powers to carry out or ratify such acts as may concern the corporation.

The convening notices are made in the form and delays prescribed by law.

Art. 15. The annual general meeting will be held in the municipality of the registered office at the place specified in the convening notice on the third Thursday of the month of June at 5 p.m..

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

Art. 16. The board of directors or the sole director or the auditor(s) may convene an extraordinary general meeting. It must be convened at the written request of shareholders representing 10% of the company's share capital.

Art. 17. Each share entitles to the casting of one vote.

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

Business year - Distribution of profits

Art. 18. The business year begins on the 1 st of January of each year and ends on the 31 st of December of the same year.

The board of directors or the sole director draws up the annual accounts according to the legal requirements.

It submits these documents with a report of the company's activities to the statutory auditor(s) at least one month before the statutory general meeting.

Art. 19. At least 5% of the net profit for the financial year have to be allocated to the legal reserve fund. Such contribution will cease to be compulsory when the reserve fund reaches 10% of the subscribed capital.

The remaining balance is at the disposal of the general meeting.

Advances on dividends may be paid by the board of directors or the sole director in compliance with the legal requirements.

The general meeting can decide to assign profits and distributable reserves to the amortization of the capital, without reducing the subscribed capital.

Dissolution - Liquidation

Art. 20. The company may be dissolved by a decision of the general meeting voting with the same quorum as for the amendment of the Articles of Incorporation.

Should the company be dissolved, the liquidation will be carried out by one or several liquidators, legal or physical persons, appointed by the general meeting which will specify their powers and remuneration.

General disposition

Art. 21. The law of August 10, 1915 on Commercial Companies as subsequently amended shall apply in so far as these Articles of Incorporation do not provide for the contrary.

Transitory dispositions

The first financial year begins on the date of incorporation of the company and ends on December 31, 2012.

The first annual general meeting shall be held in 2013.

The first director(s) and the first auditor(s) are elected by the extraordinary general shareholders' meeting that shall take place immediately after the incorporation of the company.

By deviation from article 7 of the Articles of Incorporation, the first chairman of the board of directors is designated by the extraordinary general meeting that designates the first board of directors of the company.

Subscription and Payment

The shares have been subscribed by the shareholders as follows:

- Mr. Stanislas PONIATOWSKI, prenamed, ...	16,000 shares
Total:	16,000 shares

All the shares have been liberated and paid up in cash, so that the company has now at its disposal the sum of EUR 32,000 (thirty-two thousand Euro) as was certified to the notary executing this deed by a bank certificate.

Verification

The notary executing this deed declares that the conditions prescribed in art. 26 of the law of August 10, 1915 on Commercial Companies as subsequently amended have been fulfilled and expressly bears witness to their fulfillment.

Expenses

The amount of the expenses for which the company is liable as a result of its incorporation is approximately fixed at EUR 1,200.-.

Resolutions of the sole shareholder

The sole shareholder, prenamed, represented as abovementioned, representing the whole of the share capital passed the following resolutions:

1. The number of directors is fixed at 4 (four) and the statutory auditor at 1 (one).

2. has been appointed as director:

- Mr. Stanislas PONIATOWSKI, born on the 21/05/1952 in Boulogne-Billancourt (France), residing professionally in Marrakech (Maroc) BP 12355 El Majal 104, Annakhil Nord.

- Mrs Francesca DOCCHIO, employee, born on the 29/05/1971 in Bergamo (Italie), residing professionally in L-1420 Luxembourg, 5, avenue Gaston Diederich.

- Mr. Xavier MANGIULLO, employee, born on the 8 th of September 1980 in Hayange (France), residing professionally in L-1420 Luxembourg, 5, avenue Gaston Diederich.

- Mr. Francesco D'AMICO, dirigent, born on the 09/03/1968 in Milazzo ME (Italie), residing in Gheistrasse 1, CH8802, Kilchberg (Switzerland).

3. FINSEV S.A. having its registered office in 5, avenue Gaston Diderich in L-1420 Luxembourg, RCS Luxembourg B103749, has been appointed as statutory auditor.

4. The registered office of the Company will be established at 18, Avenue de la Porte Neuve in L-2227 Luxembourg.

5. The term of office of the director shall be ending with the general annual meeting to be held in 2017.

6. The term of office of the statutory auditor shall be ending with the general annual meeting to be held in 2017.

Declaration

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

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

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

Signé: C. DEMARINIS, C. DELVAUX.

Enregistré à Redange/Attert le 30 mars 2012. Relation: RED/2012/413. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): T. KIRSCH.

POUR EXPEDITION CONFORME, délivrée aux fins de dépôt au Registre de Commerce et des Sociétés de Luxembourg et aux fins de publication au Mémorial C, Recueil des Sociétés et Associations.

Redange-sur-Attert, le 30 mars 2012. M e Cosita DELVAUX.

Référence de publication: 2012039784/376.

(120052331) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

AVANA 2nd S.A. SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1748 Findel, 8, rue Lou Hemmer.

R.C.S. Luxembourg B 156.511.

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Im Jahre zweitausendundzwölf, den neunundzwanzigsten März.

Vor dem unterzeichneten Notar Marc LECUIT, mit Amtssitz zu Mersch.

IST ERSCHIENEN:

„AVANA Securities s.à r.l.", eine luxemburgische Gesellschaft mit beschränkter Haftung, mit Gesellschaftssitz in L-1258 Luxemburg, 16, rue Jean-Pierre Brasseur, eingetragen im Handelsund Gesellschaftsregister von Luxemburg unter der Nummer B 154.741 (nachfolgend die „Erschienene").

Diese Gesellschaft wurde gegründet gemäß Urkunde der Notarin Martine SCHAEFFER, mit Amtssitz zu Luxemburg, vom 29. Juli 2010, veröffentlicht im Mémorial, Recueil Spécial C, Nummer 1935 vom 18. September 2010,

gemeinsam vertreten durch Herrn Jan Oliver Götz KIRCHHOFF, beruflich wohnhaft in L-1258 Luxemburg, 16, rue Jean-Pierre Brasseur und Herrn Michael Friedrich LANGE, beruflich wohnhaft in L-1258 Luxemburg, 16, rue Jean-Pierre Brasseur, als Geschäftsführer, mit Befugnisse gemäß Art. 12 der Satzung, die Gesellschaft durch Ihre gemeinschaftliche Unterschrift zu verpflichten;

hier vertreten durch Herr Christian WOLFF, beruflich wohnhaft in Findel-Golf, Großherzogtum Luxemburg,

auf Grund einer privatschriftlichen Vollmacht, ausgestellt in Luxemburg, am 22. März 2012.

Die vorerwähnte Vollmacht, nachdem sie „ne varietur" unterzeichnet ist, bleibt gegenwärtiger Urkunde als Anlage beigefügt um mit derselben einregistriert zu werden.

Die Erschienene ersucht den amtierenden Notar zu beurkunden:

- Dass sie die einzige und alleinige Aktieninhaberin der luxemburgischen Aktiengesellschaft in Form einer „SICAV-SIF" „AVANA 2 ND S.A. SICAV-SIF" ist, gegründet gemäß Urkunde der Notarin Karine REUTER, mit damaligen Amtssitz zu Redingen/Attert, vom 5. November 2010, veröffentlicht im Memorial, Recueil Special C, Nummer 2682 vom 7. Dezember 2010, eingetragen im Handels- und Gesellschaftsregister von Luxemburg unter der Nummer B 156.511 (nachfolgend die „Gesellschaft");

- Dass sie sich selbst als ordnungsgemäß eingeladen und über die Tagesordnung in Kenntnis gesetzt erachtet;

- Dass sie folgende Beschlüsse gefasst hat:

Erster Beschluss

Die Erschienene beschließt ausdrücklich die Auflösung der Gesellschaft mit sofortiger Wirkung.

Zweiter Beschluss

Die Erschienene ernennt sich selbst zum Liquidator der Gesellschaft (nachfolgend der „Liquidator").

Der Liquidator hat die weitgehensten Befugnisse wie dies in den Artikeln 144 - 148bis des Gesetzes vom 10. August 1915 und dessen Abänderungen betreffend die Handelsgesellschaften vorgesehen ist.

Er kann die in Artikel 145 vorgesehenen Geschäfte abwickeln, ohne in dieser Hinsicht auf eine ausdrückliche Genehmigung der Generalversammlung, in den Fällen wo diese vorgeschrieben ist, zurückgreifen zu müssen.

Er kann den Hypothekenbewahrer von den Pflichteinschreibungen entbinden, auf alle reelle Rechte, Privilegien, Hypotheken oder Auflösungsrechte verzichten, Hypothekenlöschungen gewähren, gegen Zahlung oder ohne Zahlung.

Der Liquidator ist von der Erstellung eines Inventars entbunden und kann sich auf die Buchungen der Gesellschaft berufen.

Der Liquidator ist berechtigt, unter seiner alleinigen Verantwortlichkeit, Untervollmacht an eine natürliche Person zur alleinigen oder gemeinschaftlichen Erfüllung oder Durchführung von bestimmten Handlungen oder Rechtsgeschäften einen

von ihm zu bestimmenden Zeitraum zu erteilen, und diese zu beauftragen, mit Hilfe eines Wirtschaftsprüfers einen Liquidationsbericht zu erstellen.

Dritter Beschluss

Die Erschienene ernennt zum Liquidationsprüfer „BDO Audit", mit Gesellschaftssitz in L-1653 Luxemburg, 2, avenue Charles de Gaulle, eingetragen im Handels- und Gesellschaftsregister von Luxemburg unter der Nummer B 147.570 (nachfolgend der „Liquidationsprüfer").

Kosten

Die Kosten für die gegenständliche Urkunde belaufen sich auf ungefähr SIEBENHUNDERT EURO (700,- EUR).

WORÜBER URKUNDE, geschehen und aufgenommen in Mersch, am Datum wie eingangs erwähnt.

Im Anschluss an die Verlesung und die Erklärung des Inhalts der gegenständlichen Urkunde durch den unterzeichnenden Notar, wurde diese durch die Bevollmächtigte der Erschienene und den unterzeichnenden Notar unterschrieben.

Gezeichnet: C. WOLFF, M. LECUIT.

Enregistré à Mersch, le 30 mars 2012. Relation: MER/2012/776. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): A. MULLER.

FÜR GLEICHLAUTENDE ABSCHRIFT.

Mersch, den 30. März 2012.

Référence de publication: 2012040115/62.

(120053075) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 avril 2012.

C.N.U.A., Compagnie de Négoce Utilitaire Africaine, Société Anonyme.

Siège social: L-2138 Luxembourg, 24, rue Saint Mathieu.

R.C.S. Luxembourg B 166.699.

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RECTIFICATIF

Il y a lieu de corriger comme suit la première ligne de l'en-tête de l'acte publié dans le Mémorial C no 818 du 28 mars 2012, page 39224:

au lieu de : "C.N.U.A., Compagnie de Négoce Utilitaire Africaine, Société à responsabilité limitée",

lire: "C.N.U.A., Compagnie de Négoce Utilitaire Africaine, Société Anonyme".

Référence de publication: 2012040545/11.

Adecoagro S.A., Société Anonyme.

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

R.C.S. Luxembourg B 153.681.

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The Board of Directors of Adecoagro S.A. (the "Board") is pleased to invite you to attend the

ANNUAL GENERAL MEETING

of Shareholders of Adecoagro S.A. to be held on *April 18, 2012* at 4.00 p.m. (CET) at the register office of the Company in Luxembourg with the following agenda:

Agenda:

1. Approval of the Consolidated Financial Statements as of and for the years ended December 31, 2011, 2010, and 2009.
2. Approval of the Company's annual accounts as of December 31, 2011.
3. Allocation of results for the year ended December 31, 2011.
4. Vote on discharge (quitus) of the members of the Board of Directors for the exercise of their mandate during the year ended December 31, 2011.
5. Compensation of members of the Board of Directors.
6. Appointment of PricewaterhouseCoopers S.àr.l., réviseur d'entreprises agréé appointed as auditor of the Company for a period ending at the general meeting approving the annual accounts for the year ending December 31, 2012.
7. Election of the following members of the Board of Directors: Abbas Farouq Zuaiter, Guillaume van der Linden and Mark Schachter for a term ending the date of the Annual General Meeting of Shareholders of the Company to be held in 2015.

Each of the items to be voted on the Meeting will be passed by a simple majority of the votes validly cast, irrespective of the number of Shares represented.

Any shareholder who holds one or more shares(s) of the Company on March 7, 2012 (the "Record Date") shall be admitted to the Meeting and may attend the Meeting in person or vote by proxy. Those shareholders who have sold their Shares between the Record Date and the date of the Meeting cannot attend the Meeting or vote by proxy. In case of breach of such prohibition, criminal sanctions may apply. Those holders who have withdrawn their shares from DTC between April 10, 2012 and the date of the Meeting should contact the Company in advance of the date of the meeting at 13-15, avenue de la Liberté, L-1931 Luxembourg or at Av. Fondo de la Legua 936, B1640EDO | Martínez, Pcia de Buenos Aires, Argentina, to make separate arrangements to be able to attend the meeting or vote by proxy.

Please consult the Company's website as to the procedures for attending the meeting or to be represented by way of proxy. Please note that powers of attorney or proxy cards must be received by the Company or the tabulation agent (Computershare Shareowner Services LLC, P.O. Box 3350, South Hackensack, NJ 07606-9250), no later than 3.00 p.m. New York City Time on April 17, 2012 in order for such votes to count.

Copies of the Consolidated Financial Statements as of and for the years ended December 31, 2011, 2010, and 2009 of the Company and the Company's annual accounts as of December 31, 2011 together with the relevant management and audit reports are available on the Company's website www.adecoagro.com and may also be obtained free of charge at the Company's registered office in Luxembourg.

The Board of Directors.

Référence de publication: 2012037750/755/41.

Dannyboy S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 143.906.

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Messieurs les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *19 avril 2012* à 14.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes portant sur l'exercice se clôturant au 31 décembre 2011;
2. approbation des comptes annuels au 31 décembre 2011;
3. affectation des résultats au 31 décembre 2011;
4. vote spécial conformément à l'article 100, de la loi modifiée du 10 août 1915 sur les sociétés commerciales;
5. décharge aux Administrateurs et au Commissaire aux Comptes;
6. divers.

Le Conseil d'Administration.

Référence de publication: 2012030678/10/18.

Alma Finance S.A., Société Anonyme.

Siège social: L-2535 Luxembourg, 16, boulevard Emmanuel Servais.

R.C.S. Luxembourg B 95.125.

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Messieurs les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE ORDINAIRE

se tiendra le *19 avril 2012* à 10.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. lecture du rapport de gestion du Conseil d'Administration et du rapport du Commissaire aux Comptes portant sur l'exercice se clôturant au 31 décembre 2011;
2. approbation des comptes annuels au 31 décembre 2011;
3. affectation des résultats au 31 décembre 2011;
4. vote spécial conformément à l'article 100, de la loi modifiée du 10 août 1915 sur les sociétés commerciales;
5. décharge aux Administrateurs et au Commissaire aux Comptes;
6. divers.

Le Conseil d'Administration.

Référence de publication: 2012030680/10/18.

Picamar Services S.A., Société Anonyme.

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

R.C.S. Luxembourg B 40.392.

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Le quorum requis par l'article 67-1 de la loi modifiée du 10 août 1915 sur les sociétés commerciales n'ayant pas été atteint lors de l'Assemblée Générale Statutaire tenue le 2 mars 2012, l'assemblée n'a pas pu statuer sur l'ordre du jour.

Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE EXTRAORDINAIRE

qui aura lieu le *25 avril 2012* à 16.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

- Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales.

Les décisions sur l'ordre du jour seront prises quelle que soit la portion des actions présentes ou représentées et pour autant qu'au moins les deux tiers des voix des actionnaires présents ou représentés se soient prononcés en faveur de telles décisions.

Le Conseil d'Administration.

Référence de publication: 2012034646/795/18.

Credem International (Lux), Société Anonyme.

Siège social: L-2310 Luxembourg, 10-12, avenue Pasteur.

R.C.S. Luxembourg B 11.546.

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Les Actionnaires sont convoqués à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra au siège social de la société, le *17 avril 2012* à 11.00 heures avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de Gestion du Conseil d'Administration, Rapport du Réviseur et Approbation des comptes annuels de la société au 31 décembre 2011;
2. Répartition du résultat de l'exercice;
3. Décharge à donner aux Administrateurs;
4. Nominations statutaires et détermination de la rémunération des administrateurs pour l'exercice 2012;
5. Divers.

Les actionnaires qui ne pourraient assister à l'Assemblée peuvent se faire représenter par voie de procuration.

Le Conseil d'Administration.

Référence de publication: 2012037177/18.

BNP Paribas Fortis Funding, Société Anonyme.

Siège social: L-1331 Luxembourg, 67, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 24.784.

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In accordance with the article 85 of the amended law of August 10, 1915 on commercial companies, the bondholders are hereby convened to the

ORDINARY SHAREHOLDERS' MEETING

which will be held on *April 18, 2012* at 11.00 a.m. at Luxembourg, with the following agenda:

Agenda:

1. Approval of the annual accounts as at December 31, 2011.
2. Approval of the board of directors' report for the financial year ended at December 31, 2011.
3. Approval of the audit report as at December 31, 2011.
4. Allocation of the result as at December 31, 2011.
5. Discharge to the directors and auditors.

The board of directors.

Référence de publication: 2012037749/29/17.

SEB SICAV 1, Société d'Investissement à Capital Variable.

Siège social: L-1347 Luxembourg, 6A, Circuit de la Foire Internationale.

R.C.S. Luxembourg B 35.166.

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Notice of the

ANNUAL GENERAL SHAREHOLDERS' MEETING

To be held on *18 April 2012* at 11:00 a.m. at the registered office of the Company for the purpose of considering and voting upon the following matters:

Agenda:

1. Presentation of the report of the Board of Directors and the Approved Statutory Auditor
2. Approval of the audited annual report as of 31 December 2011
3. Allotment of results
4. Discharge to all Directors in respect of carrying out their duties during the period ending on 31 December 2011
5. Statutory elections
6. Miscellaneous

VOTING

Resolutions will be passed without a quorum, and therefore by the simple majority of the votes cast at the Meeting.

VOTING ARRANGEMENTS

Shareholders who are unable to attend the meeting in person are invited to send a duly completed and signed proxy form to the registered office of the Company to arrive before 13 April 2012.

THE BOARD OF DIRECTORS.

Référence de publication: 2012037756/755/23.

Danske Invest SICAV, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 161.867.

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Notice is hereby given that the

ANNUAL GENERAL MEETING

of shareholders of Danske Invest SICAV will be held on *17 April 2012* at 10.00 a.m. at the registered office at 13, rue Edward Steichen, L-2540 Luxembourg with the following agenda:

Agenda:

1. Report of the Board of Directors for the year 2011.
2. Balance Sheet and Profit and Loss Accounts with Notes to the Accounts for the year 2011.
3. Decision on the Declaration of Dividend.
4. Discharge to the Board of Directors for the year 2011.
5. Election of the Board of Directors.
6. Election of Statutory Auditor.

Référence de publication: 2012037754/755/17.

OP European Entrepreneurs, Société d'Investissement à Capital Variable.

Siège social: L-2180 Luxembourg, 4, rue Jean Monnet.

R.C.S. Luxembourg B 78.839.

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Gemäß Art. 11 ff. der Statuten ergeht hiermit die Einladung zur

ORDENTLICHEN JÄHRLICHEN GENERALVERSAMMLUNG

der Aktionäre zum *18. April 2012* um 10.30 Uhr am Sitz der Gesellschaft mit folgender Tagesordnung:

Tagesordnung:

1. Vorlage des Jahresabschlusses samt GuV sowie der Berichte von Verwaltungsrat und Wirtschaftsprüfer über das Geschäftsjahr vom 1. Januar 2011 bis zum 31. Dezember 2011.
2. Beschlussfassung über den Jahresabschluss samt GuV und die Ergebnisverwendung.
3. Beschlussfassung über die Vergütung der Mitglieder des Verwaltungsrats.
4. Entlastung der Mitglieder des Verwaltungsrats für ihre Tätigkeit im abgelaufenen Geschäftsjahr.

5. Verlängerung des Mandats des Wirtschaftsprüfers.
6. Verschiedenes.

Zur Teilnahme an der ordentlichen Generalversammlung und zur Ausübung des Stimmrechts sind diejenigen Aktionäre berechtigt, die bis spätestens fünf Tage vor der Versammlung die Depotbestätigung eines Kreditinstitutes bei der Gesellschaft einreichen, aus der hervorgeht, daß die Aktien bis zur Beendigung der Generalversammlung gesperrt gehalten werden. Aktionäre können sich auch von einer Person vertreten lassen, die hierzu schriftlich bevollmächtigt ist. Die Vollmachten müssen wenigstens fünf Tage vor der Versammlung am Sitz der Gesellschaft hinterlegt werden. Hinsichtlich der Anwesenheit einer Mindestanzahl von Aktionären gelten die gesetzlichen Bestimmungen.

Luxemburg, im März 2012. *Der Verwaltungsrat .*

Référence de publication: 2012037758/1999/24.

Nextventures Advisors S.A., Société Anonyme.

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

R.C.S. Luxembourg B 124.651.

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Messrs Shareholders are hereby convened to attend the

EXTRAORDINARY GENERAL MEETING

which will be held on *April 17, 2012* at 9.00 a.m. at the registered office, with the following agenda:

Agenda:

1. Submission of the management report of the Board of Directors and the report of the Statutory Auditor
2. Approval of the annual accounts and allocation of the results as at December 31, 2010 and 2011
3. Discharge of the Directors and Statutory Auditor
4. Statutory Appointments
5. Action on a motion relating to the possible winding-up of the company as provided by Article 100 of the Luxembourg law on commercial companies of August 10, 1915
6. Miscellaneous.

The Board of Directors.

Référence de publication: 2012037762/795/18.

Carmatel 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 85.111.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *17 avril 2012* à 9:30 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux comptes
4. Divers

Le Conseil d'Administration.

Référence de publication: 2012037760/795/15.

A-TV Worldwide Marketing S.A., Société Anonyme.

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

R.C.S. Luxembourg B 113.996.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *16 avril 2012* à 10:00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011

3. Décharge aux Administrateurs et au Commissaire aux comptes
4. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales
5. Divers.

Le Conseil d'Administration.

Référence de publication: 2012037759/795/17.

Immobilière Argile S.A., Société Anonyme.

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

R.C.S. Luxembourg B 85.262.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui aura lieu le *16 avril 2012* à 16:30 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Acceptation de la démission d'un Administrateur et nomination de son remplaçant
5. Décharge spéciale à l'Administrateur démissionnaire pour l'exercice de son mandat jusqu'à la date de sa démission
6. Divers

Le Conseil d'Administration.

Référence de publication: 2012037761/795/17.

Lux Wealth S.à r.l., Société à responsabilité limitée,

(anc. Lux Capital Fund Management S.à r.l.).

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

R.C.S. Luxembourg B 152.698.

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In the year two thousand and twelve, on the twenty-ninth day of March.

Before Maître Marc LECUIT, Civil law notary residing at Mersch.

THERE APPEARED

1. Mr. Francesco FICO, born on October 31 st , 1977 in Bellinzona (Switzerland), professionally residing at L-1449 Luxembourg, 18, rue de l'eau,

here duly represented by Mr. Christian WOLFF, with professional address in L-1748 Findel-Golf, 8, rue Lou Hemmer,

by virtue of a power of attorney given under private seal;

2. Mr. Carlo MEREGHETTI, born on August 19 th , 1966 in Legnano (Italy), professionally residing at L-1449 Luxembourg, 18, rue de l'eau,

here duly represented by Mr. Christian WOLFF, pre-qualified,

by virtue of a power of attorney given under private seal;

3. Mr. Simone RUSSO, born on April 28 th , 1974 in Catanzaro (Italy), professionally residing at 190A Mozart Terrace Ebury Street SW1W 8UP London (United Kingdom),

here duly represented by Mr. Christian WOLFF, pre-qualified, by virtue of a power of attorney given under private seal;

4. Mr. David MARCONI, born on July 20 th , 1968 in Fano (Italy), professionally residing at L-1449 Luxembourg, 18, rue de l'eau,

here duly represented by Mr. Christian WOLFF, pre-qualified,

by virtue of a power of attorney given under private seal.

Hereafter the "appearing Parties" or the "Shareholders".

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

The appearing Parties, represented as stated here above, have requested the undersigned notary to enact the following:

(i) That they are the sole shareholders owning all the shares of "Lux Capital Fund Management S.à r.l.", a Luxembourg limited liability company (société à responsabilité limitée) having its registered office at L-1449 Luxembourg, 18, rue de l'eau, registered with the Luxembourg Trade and Companies Register under number B. 152698, incorporated pursuant

a deed of Maître Henri HELLINCKX, Civil law notary residing at Luxembourg, dated April 23 rd , 2010, published in the Mémorial C, Recueil des Sociétés et Associations, number 997 of May 12 th , 2010. The articles of association have been amended pursuant a deed of Maître Martine SCHAEFFER, Civil law notary, residing in Luxembourg, dated May 31 st , 2011, published in the Mémorial C, Recueil des Sociétés et Associations, number 1,776 of August 4 th , 2011 (Hereafter the "Company");

(ii) That the appearing Parties have unanimously adopted the following resolutions.

First resolution

The Shareholders hereby resolve to modify the name of the Company from "Lux Capital Fund Management S.à r.l." into "Lux Wealth S.à r.l.".

Second resolution

As a consequence of the foregoing resolution, the Shareholder hereby resolve to amend article 1 of the articles of association as follows:

English version:

"There is hereby established among the current owners of the shares created hereafter and all those who may become partners in the future, a limited company (société à responsabilité limitée or S.à r.l.) which shall be governed by the law of August 10 th , 1915 concerning commercial companies, as amended, as well as by the articles of incorporation under the name of "Lux Wealth S.à r.l." (hereinafter the "Company"). The partners of the Company are liable up to their respective share capital contribution".

French version:

"Il existe entre les associés et tous ceux qui deviendront à l'avenir détenteurs d'actions, une société en la forme d'une société à responsabilité limitée (ou S.à r.l.), régie par la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée, ainsi que par les statuts, sous la dénomination de "Lux Wealth S.à r.l." (la "Société"). Les associés de la Société sont responsables à concurrence de leur apport respectif au capital social'.

Third resolution

The Shareholders also resolve to modify the purpose of the Company and to amend therefore article 2 of the articles of association, which shall be read as of now as follows:

English version:

"The purpose of the Company is the acquisition of participations, in Luxembourg or abroad, in companies or enterprises in any form whatsoever and the management of such participations. 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 and other debt instruments and more generally any securities and financial instruments issued by any public or private entity whatsoever. It may participate in the creation, development, management and control of any company or enterprise.

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 and affiliated companies. 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 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 can perform all commercial, technical and financial operations, connected directly or indirectly in all areas as described above in order to facilitate the accomplishment of its purpose.

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

French version:

"L'objet de la Société est l'acquisition de participations, tant au Luxembourg qu'à l'étranger, sous quelque forme que ce soit et la gestion de ces participations. La Société peut en particulier acquérir par voie de souscription, achat, échange ou d'une quelconque autre manière des actions, parts ou autres valeurs mobilières, obligations, bons de caisse, certificats de dépôts et autres instruments de dettes et plus généralement toutes valeurs mobilières et instruments financiers émis

par un émetteur public ou privé quel qu'il soit. Elle pourra participer dans la création, le développement, la gestion et le contrôle de toute société ou entreprise.

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

La Société peut en outre investir dans l'acquisition et la gestion d'un portefeuille de brevets et/ou autres droits de propriété intellectuelle de toute nature ou origine.

La Société peut généralement employer toutes techniques ou instruments relatifs à ses investissements aptes à réaliser une gestion efficace de ceux-ci y compris toutes techniques ou instruments aptes à protéger la société contre les risques de crédit, cours de change, taux d'intérêts et autres risques.

La Société peut accomplir toutes opérations commerciales ou financières se rapportant directement ou indirectement aux domaines décrits ci-dessus dans le but de faciliter l'accomplissement de son objet social.

L'énumération qui précède est à comprendre au sens large et est purement énonciative et non limitative".

There being no further business before the meeting, the same was thereupon adjourned.

Whereof, the present notary deed was drawn up in Mersch, 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 above appearing Parties, the present deed is worded in English followed by a French translation. On request of the same appearing Parties and in case of discrepancies between the English and the French text, the English version will prevail.

The document having been read to the representative of the appearing Parties, known to the notary with her name, surname, civil status and residence, the latter signed together with us, the Notary, the present original deed.

Suit la traduction française du texte qui précède

L'an deux mille douze, le vingt-neuf mars.

Par-devant Maître Marc LECUIT, notaire de résidence à Mersch.

ONT COMPARU

1. Monsieur Francesco FICO, né le 31 octobre 1977 à Bellinzona (Suisse), demeurant professionnellement à L-1449 Luxembourg, 18, rue de l'eau,

ici représenté par Monsieur Christian WOLFF, demeurant professionnellement à L-1748 Findel-Golf, 8, rue Lou Hemmer,

en vertu d'une procuration sous seing privé à lui délivrée;

2. Monsieur Carlo MEREGHETTI, né le 19 août 1966 àLegnano (Italy), demeurant professionnellement à L-1449 Luxembourg, 18, rue de l'eau,

ici représenté par Monsieur Christian WOLFF, demeurant professionnellement à L-1748 Findel-Golf, 8, rue Lou Hemmer,

en vertu d'une procuration sous seing privé à lui délivrée;

3. Monsieur Simone RUSSO, né le 28 avril 1974 à Castanzaro (Italie), demeurant professionnellement à 190A Mozart Terrace Ebury Street SW1W 8UP Londres (Royaume-Uni),

ici représenté par Monsieur Christian WOLFF, demeurant professionnellement à L-1748 Findel-Golf, 8, rue Lou Hemmer,

en vertu d'une procuration sous seing privé à lui délivrée;

4. Monsieur David MARCONI, né le 20 juillet 1968 à Fano (Italie), demeurant professionnellement à L-1449 Luxembourg, 18, rue de l'eau,

ici représenté par Monsieur Christian WOLFF, demeurant professionnellement à L-1748 Findel-Golf, 8, rue Lou Hemmer,

en vertu d'une procuration sous seing privé à lui délivrée.

Ci-après les "Comparants" ou les "Associés".

Lesquelles procurations, après avoir été paraphées ne varietur par le mandataire des Comparants et le notaire instrumentant, demeureront annexées au présent acte pour être soumises avec lui aux formalités de l'enregistrement.

Les Comparants, représentés comme décrit ci-dessus, ont requis du notaire soussigné qu'il prenne acte de ce qui suit:

(i) Qu'ils sont les seuls et uniques associés de la "Lux Capital Fund Management S.à r.l.", une société à responsabilité limitée de droit luxembourgeois, établie et ayant son siège social à L-1449 Luxembourg, 18, rue de l'eau, enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B. 152.698, constituée suivant acte reçu par Maître Henri HELLINCKX, notaire de résidence à Luxembourg, en date du 23 avril 2010 et publié au Mémorial C, Recueil des Sociétés et Associations, numéro 997 du 12 mai 2010. Les statuts de la société ont été modifiés suivant

acte reçu par Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, en date du 31 mai 2011, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1776 du 4 août 2011 (Ci-après la "Société"),

(ii) Que les Associés ont unanimement adopté les résolutions suivantes.

Première résolution

Les Associés décident de modifier la dénomination de la Société de "Lux Capital Fund Management S.à r.l." en "Lux Wealth S.à r.l.".

Deuxième résolution

En conséquence de ce qui précède, les Associés décident de refondre l'article 1 des statuts comme suit:

Version en langue anglaise:

"There is hereby established among the current owners of the shares created hereafter and all those who may become partners in the future, a limited company (société à responsabilité limitée or S.à r.l.) which shall be governed by the law of August 10 th , 1915 concerning commercial companies, as amended, as well as by the articles of incorporation under the name of "Lux Wealth S.à r.l." (hereinafter the "Company"). The partners of the Company are liable up to their respective share capital contribution".

Version en langue française:

"Il existe entre les associés et tous ceux qui deviendront à l'avenir détenteurs d'actions, une société en la forme d'une société à responsabilité limitée (ou S.à r.l.), régie par la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée, ainsi que par les statuts, sous la dénomination de "Lux Wealth S.à r.l." (la "Société"). Les associés de la Société sont responsables à concurrence de leur apport respectif au capital social'.

Troisième résolution

Les Associés décident pareillement de modifier l'objet de la Société et de refondre l'article 2 des statuts qui sera dorénavant lu comme suit:

Version en langue anglaise:

"The purpose of the Company is the acquisition of participations, in Luxembourg or abroad, in companies or enterprises in any form whatsoever and the management of such participations. 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 and other debt instruments and more generally any securities and financial instruments issued by any public or private entity whatsoever. It may participate in the creation, development, management and control of any company or enterprise.

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 and affiliated companies. 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 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 can perform all commercial, technical and financial operations, connected directly or indirectly in all areas as described above in order to facilitate the accomplishment of its purpose.

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

Version en langue française:

"L'objet de la Société est l'acquisition de participations, tant au Luxembourg qu'à l'étranger, sous quelque forme que ce soit et la gestion de ces participations. La Société peut en particulier acquérir par voie de souscription, achat, échange ou d'une quelconque autre manière des actions, parts ou autres valeurs mobilières, obligations, bons de caisse, certificats de dépôts et autres instruments de dettes et plus généralement toutes valeurs mobilières et instruments financiers émis par un émetteur public ou privé quel qu'il soit. Elle pourra participer dans la création, le développement, la gestion et le contrôle de toute société ou entreprise.

La Société peut emprunter, sous quelque forme que ce soit, excepté par voie d'offre publique. Elle peut émettre sous forme de placement privé uniquement, des titres, obligations, bons de caisse et tous titres de dettes et/ou de valeurs mobilières. La Société peut accorder tous crédits y compris les intérêts de prêts et/ou par l'émission de valeurs mobilières à ses entités affiliées. Elle peut aussi apporter des garanties en faveur de tiers afin d'assurer ses obligations ou les obligations

de ses entités affiliées. La Société peut en outre mettre en gage, transférer, nantir ou autrement créer une garantie sur certains de ses actifs.

La Société peut en outre investir dans l'acquisition et la gestion d'un portefeuille de brevets et/ou autres droits de propriété intellectuelle de toute nature ou origine.

La Société peut généralement employer toutes techniques ou instruments relatifs à ses investissements aptes à réaliser une gestion efficace de ceux-ci y compris toutes techniques ou instruments aptes à protéger la société contre les risques de crédit, cours de change, taux d'intérêts et autres risques.

La Société peut accomplir toutes opérations commerciales ou financières se rapportant directement ou indirectement aux domaines décrits ci-dessus dans le but de faciliter l'accomplissement de son objet social.

L'énumération qui précède est à comprendre au sens large et est purement énonciative et non limitative".

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

Le notaire soussigné qui connaît la langue anglaise constate qu'à la demande des Comparants le présent acte est rédigé en langue anglaise, suivi d'une version en langue française. Sur demande des mêmes Comparants et en cas de divergence entre le texte en langue anglaise et le texte en langue française, le texte en langue anglaise fera foi.

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

Et après lecture faite et interprétation donnée au représentant des Comparants, connu du notaire par nom, prénom, état et demeure, ce dernier a signé avec Nous Notaire, la présente minute.

Signé: C. WOLFF, M. LECUIT.

Enregistré à Mersch, le 30 mars 2012. Relation: MER/2012/777. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): A. MULLER.

POUR COPIE CONFORME.

Mersch, le 30 mars 2012.

Référence de publication: 2012040332/218.

(120053169) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 avril 2012.

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

Siège social: L-1648 Luxembourg, 46, place Guillaume II.

R.C.S. Luxembourg B 141.307.

MRIF Luxembourg Investments 2 S.à. r.l., Société à responsabilité limitée.

Siège social: L-1648 Luxembourg, 46, place Guillaume II.

R.C.S. Luxembourg B 141.021.

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PROJET DE FUSION

In the year two thousand and twelve, on the twenty-ninth day of March.

Before Maître Francis KESSELER, notary residing in Esch-sur-Alzette, Grand Duchy of Luxembourg.

THERE APPEARED:

1) Mr David Remy, private employee, with professional address in L-1648 Luxembourg, 46, place Guillaume II, acting in its capacity as proxy of the board of managers of MRIF Luxembourg Holdings S.à r.l., a Luxembourg société à responsabilité limitée, having its registered office at L-1648 Luxembourg, 46, place Guillaume II, registered with the Luxembourg Register of Trade and Companies under number B 141.307, (the "Absorbing Company"), by virtue of powers given to him by resolutions of the board of managers on 2 March 2012, and

2) Mr David Remy, prenamed, acting in its capacity as proxy of the board of managers of MRIF Luxembourg Investments 2 S.à r.l., a Luxembourg société à responsabilité limitée, having its registered office at L-1648 Luxembourg, 46, place Guillaume II, registered with the Luxembourg Register of Trade and Companies under number B 141.021 (the "Absorbed Company" and together with the Absorbing Company the "Merging Companies"), by virtue of powers given to him by resolutions of the board of managers on 2 March 2012.

Said resolutions, after having been signed ne varietur by the appearing persons and the undersigned notary will be annexed to the present deed to be filed with the registration authorities.

The appearing persons have requested the undersigned notary to state that:

(A) the Absorbing Company has become, with effect as of today, the sole shareholder of the Absorbed Company as a result of the absorption, by the Absorbing Company, of the sole shareholder of the Absorbed Company, namely MRIF Luxembourg Investments S.à r.l., a Luxembourg société à responsabilité limitée, having its registered office at L-1648 Luxembourg, 46, place Guillaume II, registered with the Luxembourg Register of Trade and Companies under number B 141.104, pursuant to the terms and conditions of a simplified merger project of 16 February 2012 published in the Mémorial C of 28 February 2012;

(B) it has been decided that the Absorbed Company shall merge into the Absorbing Company by way of absorption and without liquidation of the Absorbed Company, pursuant to the provisions of Section XIV of the Luxembourg law on commercial companies dated August 10, 1915, as amended from time to time (the "Luxembourg Company Law").

NOW, THEREFORE, the Merging Companies, as represented, have requested the undersigned notary to record the proposal of merger (the "Merger Proposal") prepared by the Board of Managers of the Absorbing Company and by the Board of Managers of the Absorbed Company, which Merger Proposal is as follows:

1. Merging companies.

1.1. The Absorbing Company

MRIF Luxembourg Holdings S.à r.l., a Luxembourg société à responsabilité limitée, having its registered office at L-1648 Luxembourg, 46, place Guillaume II, registered with the Luxembourg Register of Trade and Companies under number B 141.307 incorporated by a notarial deed on 14 July 2008, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial"), on 24 September 2008, number 2326.

The issued share capital of the Absorbing Company, as of the date hereof, amounts to thirty-two thousand one hundred United States Dollars (USD 32,100) represented by thirty-two thousand one hundred (32,100) registered shares with a nominal value of one United States Dollars (USD 1) each, all fully paid-up.

1.2. The Absorbed Company:

MRIF Luxembourg Investments 2 S.à r.l., a Luxembourg société à responsabilité limitée, having its registered office at L-1648 Luxembourg, 46, place Guillaume II, registered with the Luxembourg Register of Trade and Companies under number B 141.021, incorporated by a notarial deed on 14 July 2008, published in the Mémorial on 9 September 2008, number 2184.

The issued share capital of the Absorbed Company, as of the date hereof, amounts to twenty-four thousand United States Dollars (USD 24,000) represented by twenty-four thousand (24,000) registered shares with a nominal value of one United States Dollars (USD 1) each, all fully paid-up.

2. Type of merger. The Absorbed Company shall be merged into the Absorbing Company by way of a simplified merger by absorption and without liquidation of the Absorbed Company (the "Merger") pursuant to the provisions of Sub-Section III of Section XIV of the Luxembourg Company Law and the terms and conditions included in this Merger Proposal subject to Luxembourg law (the "Merger Terms and Conditions").

Since the Absorbing Company is the sole owner of the totality of the shares of the Absorbed Company, the simplified merger by absorption process of the Absorbed Company by the Absorbing Company, as described in Sub-Section III of Section XIV of the Luxembourg Company Law, becomes therefore applicable.

3. Effective date. If no general meeting of the shareholders of the Absorbing Company is convened as per article 8 (iii) below, the Merger shall become effective between the Merging Companies one month after the date of publication of the Merger Proposal in the Mémorial C (the "Effective Date"). The Merger shall become effective vis-a-vis third parties after publication of a notary certificate in accordance with Article 9 of the Luxembourg Company Law recording that the conditions of Article 279 of the Luxembourg Company Law are fulfilled, which publication will occur at least one month after the date of publication of the Merger Proposal.

4. Date of effect of the merger from an accounting point of view. From an accounting point of view, the operations of the Absorbed Company shall be considered as accomplished for the account of the Absorbing Company as from 29 April 2012.

5. Rights conferred by the absorbing company to shareholders of the absorbed company having special rights and to the holders of securities other than shares. Neither the Absorbing Company nor the Absorbed Company have issued shares or other securities granting special rights to the holders thereof.

6. Special advantages. No special advantages were or shall be granted in connection with the Merger to the members of the Boards of Managers of the Merging Companies, the auditors of the Merging Companies, other experts or advisors of the Merging Companies, or any other person.

7. Effects of the merger. Upon the effectiveness of the Merger, all the assets and liabilities of the Absorbed Company (as such assets and liabilities shall exist on the Effective Date, as defined here above), shall be transferred to the Absorbing Company by operation of law and the Absorbed Company shall cease to exist.

The creditors of the Absorbed Company shall become the creditors of the Absorbing Company.

All the shares in the Absorbed Company shall be cancelled.

The Absorbing Company shall, as from the Effective Date, pay all taxes, contributions, duties, levies, insurance and other premiums, annuities and royalties, whether ordinary or extraordinary, which are due or may become due with respect to the property of the assets contributed by the Absorbed Company.

The Absorbing Company shall carry out all the agreements and obligations of any kind of the Absorbed Company such as these agreements and obligations exist on the Effective Date.

The Absorbing Company shall, in particular, carry out all agreements existing with the suppliers and creditors of the Absorbed Company and it shall be subrogated to all rights and duties resulting therefrom, at its own risk.

In so far as required by law or deemed necessary or useful, the appropriate transfer instruments shall be executed by the Merging Companies to effect the transfer of the assets and liabilities transferred to the Absorbing Company.

All corporate documents, files and records of the Absorbed Company shall be kept at the registered office of the Absorbing Company for the duration prescribed by Luxembourg law.

8. Shareholders' approval. The Merger needs not be approved by the general meeting of shareholders of the Merging Companies in case the following conditions set forth in Article 279 of the Luxembourg Company Law are fulfilled:

(i) the publication of the Merger Proposal provided for in Article 262 of the Luxembourg Company Law is made regarding the Absorbing Company and the Absorbed Company at least one (1) month before the Merger takes effect between the Merging Companies;

(ii) all the shareholders of the Absorbing Company are entitled to inspect the documents specified in Article 267, paragraph 1) a), b) and c) of the Luxembourg Company Law, and may obtain a copy thereof upon request and free of charge, at least one (1) month before the Merger takes effect between the Merging Companies, at the registered office of the Absorbing Company;

(iii) one or more of the shareholders of the Absorbing Company holding at least 5% of the shares in the subscribed capital are entitled, at least one (1) month before the Merger takes effect between the Merging Companies, to require that a general meeting of shareholders of the Absorbing Company be called in order to resolve on the approval of the Merger. The meeting must be convened so as to be held within one (1) month as of the request for it to be held.

9. Board of managers' approval. The Board of Managers of the Absorbing Company approved the Merger Proposal on 2 March 2012.

The Board of Managers of the Absorbed Company approved the Merger Proposal on 2 March 2012.

10. Formalities - The Absorbing Company.

- shall undertake all statutory publicity relating to contributions made in respect of the Merger;

- shall personally undertake to make the necessary statements and formalities before all appropriate authorities in order to register the transferred assets under its name;

- shall conduct all formalities to render effective against third parties the transmission of goods and rights brought to it;

- delivery of securities - during the final completion of the Merger, the Absorbed Company shall deliver to the Absorbing Company the originals of all its incorporation and amendment deeds as well as accounting books and other accounting documents, the titles of ownership or other deeds evidencing the ownership of all assets, evidence supporting the transactions, securities as well as all contracts (loans, work contracts, trusts, ...), records, papers and other documents whatsoever in relation to what has been brought to the Absorbing Company;

- all fees and expenses payable under the Merger will be borne by the Absorbing Company.

The undersigned notary public hereby certifies the existence and legality of the merger project pursuant to article 271 (2) of the Luxembourg Company Law.

The undersigned notary, who understands and speaks English, states herewith that on request of the above appealing 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.

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

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

Suit la traduction en langue française du texte qui précède:

En l'an deux mille douze, le vingt-neuf mars.

Par-devant Maître Francis KESSELER, notaire de résidence à Esch-sur-Alzette, Grand-Duché de Luxembourg.

Ont comparu:

1) M. David Remy, employé privé, avec adresse professionnelle à L-1648 Luxembourg, 46, place Guillaume II, agissant en tant que mandataire du conseil de gérance de MRIF Luxembourg Holdings S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au L-1648 Luxembourg, 46, place Guillaume II, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 141.307 (la «Société Absorbante»), en vertu d'un pouvoir lui conféré suivant résolutions du conseil de gérance, prises en date du 2 mars 2012, et

2) M. David Remy, prénommé, agissant en tant que mandataire du conseil de gérance de MRIF Luxembourg Investments 2 S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au L-1648 Luxembourg, 46, place Guillaume II, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B

141.021 (la «Société Absorbée» collectivement avec la Société Absorbante les «Sociétés Fusionnantes»), en vertu d'un pouvoir lui conféré suivant résolutions du conseil de gérance, prises en date du 2 mars 2012.

Lesdites résolutions, après avoir été signées «ne varietur» par le mandataire des personnes comparantes et par le notaire soussigné, resteront annexées au présent acte pour être soumises avec lui aux formalités de l'enregistrement.

Les comparants, représentés comme dit ci-avant, ont requis le notaire d'acter que:

(A) La Société Absorbante est devenue, avec effet à ce jour, le seul associé de la Société Absorbée par suite de l'absorption, par la Société Absorbante, de l'unique associé de la Société Absorbée, à savoir la société MRIF Luxembourg Investments S.à r.l. une société à responsabilité limitée, avec siège social à L-1648 Luxembourg, 46, place Guillaume II, immatriculée au RCS Luxembourg sous le numéro B 141.104, conformément aux termes et conditions d'un projet de fusion simplifiée du 16 février 2012, publié au Mémorial C du 28 février 2012;

(B) Il a été décidé que la Société Absorbée fusionnera avec la Société Absorbante par voie d'absorption sans liquidation de la Société Absorbée, conformément à la section XIV de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la «Loi sur les Sociétés Commerciales»).

EN CONSEQUENCE, les Sociétés Fusionnantes, telles que représentées, ont requis le notaire soussigné d'acter le projet de fusion (le «Projet de Fusion») préparé par le conseil de gérance de la Société Absorbante et par le conseil de gérance de la Société Absorbée comme suit:

1. Les sociétés fusionnantes.

1.1 La Société Absorbante

MRIF Luxembourg Holdings S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au L-1648 Luxembourg, 46, place Guillaume II, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 141.307, constituée suivant acte notarié du 14 juillet 2008, publié au Mémorial C Recueil des Sociétés et Associations (le «Mémorial») numéro 2.326 du 24 septembre 2008.

Le capital social émis de la Société Absorbante s'élève actuellement à trente-deux mille cent dollars américains (32.100,- USD) et est représenté par trente-deux mille cent (32.100) parts sociales nominatives d'une valeur nominale d'un dollar américain (1,- USD) chacune, toutes entièrement libérées.

1.2 La Société Absorbée

MRIF Luxembourg Investments 2 S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au L-1648 Luxembourg, 46, place Guillaume II, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 141.021, constituée suivant acte notarié du 14 juillet 2008, publié au Mémorial C Recueil des Sociétés et Associations (le «Mémorial») numéro 2.184 du 9 septembre 2008.

Le capital social émis de la Société Absorbante s'élève actuellement à vingt-quatre mille dollars américains (24.000,- USD) et est représenté par vingt-quatre mille (24.000) parts sociales nominatives d'une valeur nominale d'un dollar américain (1,- USD) chacune, toutes entièrement libérées.

2. Type de fusion. La Société Absorbée fusionnera avec la Société Absorbante par voie d'une fusion simplifiée par l'absorption sans liquidation de la Société Absorbée (la «Fusion»), conformément à la sous-section 111 de la section XIV de la Loi sur les Sociétés Commerciales et aux termes et conditions contenus dans le présent Projet de Fusion (les «Termes et Conditions de la Fusion»).

Etant donné que la Société Absorbante est le seul associé de toutes les parts sociales de la Société Absorbée, le processus d'une fusion simplifiée par l'absorption sans liquidation de la Société Absorbée par la Société Absorbante, comme décrit à la sous-section III de la section XIV de la Loi sur les Sociétés Commerciales, est applicable.

3. Date effective. En l'absence d'assemblée générale des associés de la Société Absorbante tenue conformément à l'article 8 (iii) ci-dessous, la Fusion prendra effet entre les Sociétés Fusionnantes un mois après la date de publication du Projet de Fusion au Mémorial C (la «Date Effective»). La Fusion sera effective à l'égard des tiers à la date de la publication d'un certificat d'un notaire conformément aux dispositions de l'article 9 de la Loi sur les Sociétés Commerciales constatant que les conditions de l'article 279 du Loi sur les Sociétés Commerciales sont remplies, cette publication devant avoir lieu au moins un mois après la date de publication du Projet de Fusion.

4. Date d'effet de la fusion d'un point de vue comptable. Les opérations de la Société Absorbée seront considérées du point de vue comptable comme accomplies pour le compte de la Société Absorbante au 29 avril 2012.

5. Droits confères par la société absorbante aux associés de la société absorbée qui ont des droits spéciaux et aux détenteurs de valeurs mobilières autres que des parts sociales. Ni la Société Absorbante ni la Société Absorbée ont émis des part sociales ou autres valeurs mobilières conférant des droits spéciaux aux détenteurs des ces titres.

6. Avantages particuliers. Aucun avantage particulier n'est accordé aux membres du conseil de gérance, aux commissaires aux comptes ou aux autres experts ou conseillers des Sociétés Fusionnantes ou aux autres personnes.

7. Réalisation de la fusion. Lors de la prise d'effet de la Fusion, tous les actifs et les passifs de la Société Absorbée (tels qu'ils existeront à la Date Effective, telle que définie ci-dessus) seront transférés de plein droit à la Société Absorbante et la Société Absorbée cessera d'exister.

Les créanciers de la Société Absorbée deviendront les créanciers de la Société Absorbante.

Toutes les parts sociales de la Société Absorbée seront annulées.

La Société Absorbante supportera à partir de la Date Effective tous les impôts, cotisations, droits, prélèvements, assurances et autres primes, rentes et redevances ordinaires ou extraordinaires, qui sont dus ou pourraient devenirs exigibles en vertu de la propriété des actifs contribués par la Société Absorbée.

La Société Absorbante exécutera toutes les conventions et engagements de quelque nature que ce soit de la Société Absorbée tels que ces conventions et engagements existent à la Date Effective.

La Société Absorbante respectera, plus particulièrement, toutes les conventions conclues avec les fournisseurs et les créanciers de la Société Absorbée et sera subrogée dans tous les droits et obligations y afférents, à ses propres risques.

Pour autant que la loi l'exige ou que cela soit considéré comme nécessaire ou utile, des instruments de transfert adéquats seront signés par les Sociétés Fusionnantes pour réaliser le transfert et l'attribution de l'actif et du passif à la Société Absorbante.

Tous les livres et documents sociaux de la Société Absorbée seront conservés au siège social de la Société Absorbante pendant la durée prescrite par la loi luxembourgeoise.

8. Approbation des associés. La Fusion ne doit pas être approuvée par l'assemblée générale des associés des Sociétés Fusionnantes dans le cas où les conditions suivantes de l'article 279 de la Loi sur les Sociétés Commerciales sont remplies:

(i) La publication du Projet de Fusion prescrite à l'article 262 est faite pour la Société Absorbante et la Société Absorbée un (1) mois au moins avant que la Fusion ne prenne effet entre les Sociétés Fusionnantes.

(ii) Tous les associés de la Société Absorbante ont le droit, un (1) mois au moins avant que la Fusion ne prenne effet entre les Sociétés Fusionnantes, de prendre connaissance, au siège social de cette société, des documents indiqués à l'article 267, paragraphe (1) a), b) et c) de la Loi sur les Sociétés Commerciales et en recevoir une copie à leur demande et sans frais.

(iii) Un ou plusieurs associés de la Société Absorbante disposant d'au moins 5% des part sociales du capital souscrit ont le droit, un (1) mois au moins avant que la Fusion ne prenne effet entre les Sociétés Fusionnantes, de requérir qu'une assemblée générale des associés de la Société Absorbante soit appelée afin de se prononcer sur l'approbation de la Fusion. L'assemblée doit être convoquée de façon à être tenue dans le mois de la réquisition.

9. Approbation par les conseils de gérance. Le Conseil de gérance de la Société Absorbante a approuvé ce Projet de Fusion le 2 mars 2012.

Le Conseil de gérance de la Société Absorbée a approuvé ce Projet de Fusion le 2 mars 2012.

10. Formalités - La société absorbante.

- effectuera toutes les formalités légales de publicité relatives aux apports effectués au titre de la Fusion;

- fera son affaire personnelle des déclarations et formalités nécessaires auprès de toutes administrations qu'il conviendra pour faire mettre à son nom les éléments d'actif apportés et;

- effectuera toutes formalités en vue de rendre opposable aux tiers la transmission des biens et droits à elle apportés;

- remise de titres - lors de la réalisation définitive de la Fusion, la Société Absorbée remettra à la Société Absorbante les originaux de tous ses actes constitutifs et modificatifs ainsi que les livres de comptabilité et autres documents comptables, les titres de propriété ou actes justificatifs de propriété de tous les éléments d'actif, les justificatifs des opérations réalisées, les valeurs mobilières ainsi que tous contrats (prêts, de travail, de fiducie, ...), archives, pièces et autres documents quelconques relatifs aux éléments et droits apportés;

- frais et droits - tous frais, droits et honoraires dus au titre de la fusion seront supportés par la Société Absorbante.

Le notaire soussigné déclare attester de l'existence et de la légalité du projet de fusion conformément à l'article 271 (2) de la Loi sur les Sociétés Commerciales.

Le notaire soussigné qui comprend et parle l'anglais constate par les présentes qu'à la requête du comparant, le présent acte est rédigé en anglais suivi d'une version française; à la requête de cette même personne et en cas de divergences entre les textes anglais et français, la version anglaise fera foi.

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

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

Signé: Remy, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 30 mars 2012. Relation: EAC/2012/4249. Reçu soixante-quinze euros (75,00 €).

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME, délivrée à la société sur demande pour servir aux fins de dépôt au Registre de Commerce et des Sociétés et Associations.

Esch/Alzette, le 30 mars 2012. Francis KESSELER.

Référence de publication: 2012040899/254.

(120054109) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 avril 2012.

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

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

R.C.S. Luxembourg B 42.480.

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Le Conseil d'Administration a l'honneur de convoquer Messieurs les actionnaires par le présent avis, à

l'ASSEMBLEE GENERALE ANNUELLE

qui aura lieu le *17 avril 2012* à 16.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et du compte de pertes et profits au 31 mars 2012, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 31 mars 2012.
4. Nominations statutaires.
5. Divers.

LE CONSEIL D'ADMINISTRATION.

Référence de publication: 2012038366/1023/17.

Paser Participations S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 44.287.

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Le Conseil d'Administration a l'honneur de convoquer Messieurs les actionnaires par le présent avis, à

l'ASSEMBLEE GENERALE ORDINAIRE

qui aura lieu le *16 avril 2012* à 11.00 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et du compte de profits et pertes au 30 novembre 2011, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 30 novembre 2011.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2012038368/1023/16.

NLD Activities S.A., Société Anonyme.

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

R.C.S. Luxembourg B 96.819.

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Les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE STATUTAIRE

qui se tiendra le *17 avril 2012* à 8:30 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2011
3. Décharge aux Administrateurs et au Commissaire aux Comptes
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2012037763/795/15.

Fujitsu Technology Solutions (Luxembourg) S.A., Société Anonyme,
(anc. Fujitsu Services S.à r.l.).

Capital social: EUR 1.500.000,00.

Siège social: L-8308 Capellen, 89C, rue Pafebruch, Parc d'Activités Capellen.

R.C.S. Luxembourg B 70.201.

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RECTIFICATIF

Il y a lieu de rectifier comme suit la publication, dans le Mémorial C no 38 du 5 janvier 2012, page 1786, d'un extrait de procès-verbal d'une assemblée générale ordinaire de la Société tenue extraordinairement le 12 octobre 2011:

Dans tout le document veuillez lire au lieu de "Marc Payai", lire "Marc Payal"

Référence de publication: 2012040546/12.

Cefralu S.A., Société Anonyme.

Siège social: L-8399 Windhof, 4, rue d'Arlon.

R.C.S. Luxembourg B 134.565.

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

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

Luxembourg, le 1 er mars 2012.

Pour copie conforme
Pour la société
Maître Carlo WERSANDT
Notaire

Référence de publication: 2012027451/14.

(120036125) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 mars 2012.

Kerry Group Services International Limited, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 166.658.

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EXTRAIT

Il résulte d'une décision de l'associé unique en date du 24 février 2012 que Monsieur Olivier TEYSSANDIER, né le 7 novembre 1969 à Tananarive (Madagascar) et demeurant à Prinsengracht 258 C, 1016 HG Amsterdam (Pays-Bas) a été nommé en tant que gérant de la société avec effet immédiat et ce, pour une durée indéterminée.

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

Pour extrait conforme,
Luxembourg, le 6 mars 2012.

Référence de publication: 2012029315/15.

(120037986) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2012.

N.T.S. Sàrl, Société à responsabilité limitée.

Siège social: L-8440 Steinfort, 40, route de Luxembourg.

R.C.S. Luxembourg B 84.747.

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Notification de changement d'adresse pour M. NOLLEVAUX Christian, Gérant et associé unique de N.T.S. SARL, 40, route de Luxembourg à L-8440 STEINFORT.

Nouvelle adresse privée: 40, route de Luxembourg, L-8440 STEINFORT.

Avec effet rétroactif en date de janvier 2002.

N.T.S. SARL
Christian Nollevaux
Gérant

Référence de publication: 2012027688/14.

(120036087) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 mars 2012.

Penthesilee S.A., Société Anonyme.

Siège social: L-8399 Windhof, 4, rue d'Arlon.

R.C.S. Luxembourg B 134.564.

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

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

Luxembourg, le 1 er mars 2012.
Pour copie conforme
Pour la société
Maître Carlo WERSANDT
Notaire

Référence de publication: 2012027727/14.

(120036097) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 mars 2012.

Roba S.A., Société Anonyme.

Siège social: L-8399 Windhof, 4, rue d'Arlon.

R.C.S. Luxembourg B 134.566.

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

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

Luxembourg, le 1 er mars 2012.

Pour copie conforme
Pour la société
Maître Carlo WERSANDT
Notaire

Référence de publication: 2012027745/14.

(120036180) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 mars 2012.

Eraclito International S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 155.965.

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Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a désigné comme représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au conseil d'administration de la société ERACLITO INTERNATIONAL S.A., société de gestion de patrimoine familial, société anonyme: Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en remplacement de Madame Marie BOURLOND.

Luxembourg, le 06 mars 2012.
Pour: ERACLITO INTERNATIONAL S.A., société de gestion de patrimoine familial
Société anonyme
Experta Luxembourg
Société anonyme
Cindy Szabo / Lionel Argence-Lafon

Référence de publication: 2012029619/19.

(120038182) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2012.

S.C.I. Consorts Weis, Société Civile Immobilière.

Siège social: L-9164 Lipperscheid, 12, Op dem Gaart.

R.C.S. Luxembourg E 4.358.

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L'an deux mille douze, le vingt-cinq janvier.

Par-devant Maître Pierre PROBST, notaire de résidence à Ettelbruck.

Ont comparu:

1) Madame Antonia MEMOLA, sans état particulier, née à Turi en Italie le 14 juillet 1950 (matr. 1950 07 14 207), veuve de Monsieur Charles WEIS, demeurant à L-7727 Colmar-Berg, 2, rue Prince Charles;

2) Madame Marie-Rose WEIS, secrétaire, épouse de Monsieur Luigi GIAMPAOLO, née à Ettelbruck le 24 décembre 1971 (matr.1971 12 24 222), demeurant à L-9164 Lipperscheid, 12, op dem Gaart;

3) Madame Sonja WEIS, infirmière psychiatrique, célibataire, née à Ettelbruck le 8 juin 1976 (matr. 1976 06 08 125), demeurant à L-9451 Bettel, 12, Veinerstrooss;

4) Madame Marina WEIS, éducatrice, célibataire, née à Ettelbruck le 21 avril 1978 (matr. 1978 04 21 145), demeurant à L9395 Tandel, 12B op der Huuscht;

5) Madame Manuela WEIS, secrétaire, célibataire, née à Ettelbruck le 28 avril 1980 (matr. 1980 04 28 184), demeurant à L9395 Tandel, 12B op der Huuscht;

6) Monsieur Pierre WEIS, aide-auxiliaire de vie, né à Ettelbruck le 22 juillet 1988 (matr. 1988 07 22 177), demeurant à L1738 Cessange, 17, rue Luc Housse;

actuellement seuls associés de la société civile immobilière S.C.I. CONSORTS WEIS" (matr. 2010 70 01 337) avec siège social à L-7727 Colmar-Berg, 2, rue Prince Charles immatriculée au Registre de Commerce et des Sociétés sous le numéro E 4358,

constituée suivant acte reçu par le notaire instrumentaire, en date du 9 septembre 2010, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, numéro 2568 du 25 novembre 2010,

Suivant l'acte de constitution de société, deux mille trois cent trente-quatre parts sociales (2.334) appartenaient aux époux Charles Weis-Antonia Memola; Monsieur Charles Weis est décédé "ab intestat" à Luxembourg le 23 août 2011.

que par acte de modification de régime matrimonial reçu par Maître Marc Cravatte, alors notaire à Ettelbruck, en date du 19 septembre 1989, enregistré à Diekirch le 21 septembre 1989, volume 573, folio 56, case 11, les époux Charles WEIS et Antonia MEMOLA avaient adopté pour base de leur union le régime de la communauté universelle, avec attribution, en cas de décès de l'un des époux, de la totalité de cette communauté universelle au survivant d'eux, conformément aux articles 1520 à 1525 du Code Civil;

que par conséquent les deux mille trois cent trente-quatre parts sociales (2.334) précitées appartiennent à Madame Antonia MEMOLA précitée.

que les comparants ont requis le notaire instrumentaire d'acter comme suit les résolutions et la cession de parts intervenue entre eux, qui peut librement se faire suivant l'article 9 des statuts:

1) En remplacement de feu Monsieur Charles Weis est nommé gérant de la société immobilière Madame Marie-Rose WEIS préqualifiée;

2) Les associés décident de transférer le siège social à L-9164 Lipperscheid, 12, op dem Gaart et de changer par conséquent l'article 4 des statuts comme suit:

Art. 4. Le siège social de la société est établi à Lipperscheid; il pourra être transféré en tout autre lieu du Grand-Duché de Luxembourg par décision de l'assemblée générale.

3) Madame Antonia MEMOLA déclare par les présentes par ces présentes faire donation entre vifs, à titre de partage anticipé, conformément aux dispositions de l'article 1075 du Code civil, à ses cinq enfants précités, ici présents et ce-acceptant, les deux mille trois cent trente-quatre parts sociales (2.334) lui appartenant dans la susdite société, soit à chaque enfant quatre cent soixante-six, virgule huit parts sociales de cent (100.- €) euros chacune.

Les parts sociales ne sont représentées par aucun titre; les donataires deviendront propriétaires des parts cédées à partir de ce jour, avec tous les droits et obligations y attachées.

Cette donation de parts a été acceptée au nom de la société, conformément à l'article 1690 du Code Civil, par l'associé et gérant de la société, Madame Marie-Rose WEIS, préqualifiée.

Suite à la donation de parts qui précède, les deux mille trois cent quatre-vingt-quatre (2.384) parts sociales de la société civile immobilière "S.C.I. CONSORTS WEIS" d'une valeur nominale de cent euros (100.- €) chacune, sont actuellement réparties comme suit:

- à Madame Marie-Rose WEIS, prénommée, quatre cent soixante-seize virgule huit (476,8) parts sociales;
- à Madame Sonja WEIS, prénommée, quatre cent soixante-seize virgule huit (476,8) parts sociales;
- à Madame Marina WEIS, prénommée, quatre cent soixante-seize virgule huit (476,8) parts sociales;
- à Madame Manuela WEIS, prénommée, quatre cent soixante-seize virgule huit (476,8) parts sociales;

- à Monsieur Pierre WEIS, prénommé, quatre cent soixante-seize virgule huit (476,8) parts sociales;

Total: deux mille trois cent quatre-vingt-quatre (2.384) parts sociales

Madame Antonia MEMOLA ne fait plus partie de la société.

La société civile " S.C.I. CONSORTS WEIS " possède les immeubles suivants:

Commune de Luxembourg, section HoA de Hollerich

1) Numéro 22/7106, "rue Luc Housse", place (occupée) bâtiment industriel et artisanal, contenant 4,27 ares;

2) Numéro 22/7107, même lieu-dit, place, contenant 3,81 ares;

Ces immeubles sont évalués ensemble à la somme de deux cent trente-trois mille quatre cent euros (EUR 233.400.-).

Frais

Les frais des présentes sont à charge des donataires.

Dont acte, fait et passé à Ettelbruck, en l'étude du notaire instrumentaire, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée aux comparants, connus du notaire par nom, prénom usuel, état et demeure, ils ont tous signé avec le notaire le présent acte.

Signé: Antonia MEMOLA, Marie-Rose WEIS, Sonja WEIS, Marina WEIS, Manuela WEIS, Pierre WEIS, Pierre PROBST.

Enregistré à Diekirch, le 27 janvier 2012. Relation: DIE/2012/1123. Reçu quatre mille deux cent un euros vingt cents. 233.400,- € à 1,50% = 3.501,- € + 2/10 = 700,20 €

= 4.201,20 €.

Le Receveur (signé): Ries.

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

Ettelbruck, le 5 mars 2012.

Référence de publication: 2012028289/80.

(120036724) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2012.

Limber Private S.A., société de gestion de patrimoine familial, Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 157.002.

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Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a désigné comme représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au conseil d'administration de la société LIMBER PRIVATE S.A., société de gestion de patrimoine familial, société anonyme: Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en remplacement de Madame Marie BOURLOND.

Luxembourg, le 06 mars 2012.

Pour: LIMBER PRIVATE S.A., société de gestion de patrimoine familial

Société anonyme

Experta Luxembourg

Société anonyme

Cindy Szabo / Lionel Argence-Lafon

Référence de publication: 2012029642/19.

(120038138) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2012.

Fiduciaire Arbo S.A., Société Anonyme.

Siège social: L-9522 Wiltz, 21, rue du Fossé.

R.C.S. Luxembourg B 97.573.

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

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

Wiltz, le 9 janvier 2012.
Pour la société
Anja HOLTZ
Le notaire

Référence de publication: 2012027897/13.
(120036117) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 mars 2012.

Financière de Keroulep - Ercis, Société Anonyme,
(anc. Financière de Keroulep).
Siège social: L-8308 Capellen, 75, Parc d'Activités.
R.C.S. Luxembourg B 125.427.

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Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Wiltz, le 5 janvier 2012.
Pour la société
Anja HOLTZ
Le notaire

Référence de publication: 2012027898/14.
(120036119) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 mars 2012.

Koch Chemical Technology Investments S.à r.l., Société à responsabilité limitée.

Capital social: EUR 2.668.000,00.
Siège social: L-3451 Dudelange, Zone Industrielle Riedgen.
R.C.S. Luxembourg B 101.714.

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EXTRAIT

Il résulte des résolutions prises par l'associé unique en date du 13 février 2012 que la personne suivante a démissionné, avec effet immédiat, de sa fonction de gérant de la Société:

- Monsieur Ashok Patel, née le 24 octobre 1952 à Nairobi, Kenya, ayant son adresse professionnelle à Zone Industrielle Riedgen, L-3401 Dudelange, Grand-Duché de Luxembourg.

Depuis lors, le Conseil de Gérance se compose comme suit:

- Monsieur Ian H. Elson, né le 23 août 1947 à Coventry, Royaume-Uni, ayant son adresse professionnelle au 143, Shady Oaks, LI3ONB Higher Penly, Wrexham, Royaume-Uni,

- Monsieur Manuel Martinez, né le 2 juin 1954 à La Coruna, Espagne, ayant son adresse professionnelle à Zone Industrielle Riedgen, L-3401 Dudelange, Grand-Duché de Luxembourg,

- Monsieur Michael McGuire, né le 15 octobre 1956 à Uxbridge, Canada, ayant son adresse professionnelle à King Street Fenton, Stoke on Trent, ST4 2LT, Royaume-Uni.

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

Senningerberg, le 5 mars 2012.

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

Référence de publication: 2012028152/27.
(120037017) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2012.

Tafi S.A., Société Anonyme.
Siège social: L-9544 Wiltz, 2B, rue Hannelanst.
R.C.S. Luxembourg B 43.833.

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Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Wiltz, le 12 janvier 2012.
Pour la société
Anja HOLTZ
Le notaire

Référence de publication: 2012027920/13.

(120036115) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 mars 2012.

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

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

R.C.S. Luxembourg B 151.101.

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Changement suivant le contrat de cession de parts du 14 février 2012:

- Ancienne situation associée:

ELLIOTT INTERNATIONAL, L.P.: 12.531.823 parts sociales

- Nouvelle situation associée:

	Parts sociales
Elliott VIN (Cayman) Limited, avec siège social à KY1-1104 Grand Cayman, Iles Caïman, South Church Street, Ugland House, inscrite auprès du registre des sociétés des Iles Caïman sous le n° 266025	12.531.823
Total	12.531.823

Luxembourg, le 8.3.2012.
Pour avis sincère et conforme
Pour Elliott VIN (Luxembourg) S.à r.l.
Intertrust (Luxembourg) S.A.

Référence de publication: 2012029812/20.

(120039098) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 mars 2012.

Dorgone, Société Anonyme.

Siège social: L-1651 Luxembourg, 11, avenue Guillaume.

R.C.S. Luxembourg B 141.923.

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

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

Luxembourg, le 9 février 2012.
Paul DECKER
Le Notaire

Référence de publication: 2012028036/12.

(120036453) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2012.

Flacon Couture International S.à r.l., Société à responsabilité limitée.

Siège social: L-8035 Strassen, 8, Cité Pescher.

R.C.S. Luxembourg B 154.016.

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

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

Luxembourg, le 5 mars 2012.

Pour copie conforme
Pour la société
Maître Carlo WERSANDT
Notaire

Référence de publication: 2012028059/14.

(120036960) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2012.

I.C. Lux S.A., Société Anonyme.

Siège social: L-4795 Linger, 6A, rue du Bois.

R.C.S. Luxembourg B 84.026.

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Les statuts coordonnées 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 février 2012.

Référence de publication: 2012028110/10.

(120036594) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2012.

Birdy & Co Private S.A. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 158.872.

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Conformément aux dispositions de l'article 51bis de la loi du 25 août 2006 sur les sociétés commerciales, l'administrateur LANNAGE S.A., société anonyme, R.C.S. Luxembourg B-63130, 42, rue de la Vallée, L-2661 Luxembourg, a désigné comme représentant permanent chargé de l'exécution de cette mission au nom et pour son compte au conseil d'administration de la société BIRDY & CO PRIVATE S.A. SPF, société anonyme: Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, en remplacement de Madame Marie BOURLOND.

Luxembourg, le 06 mars 2012.

Pour: BIRDY & CO PRIVATE S.A. SPF

Société anonyme

Experta Luxembourg

Société anonyme

Cindy Szabo / Lionel Argence-Lafon

Référence de publication: 2012029607/18.

(120038261) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mars 2012.

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

Capital social: USD 25.000,00.

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

R.C.S. Luxembourg B 149.115.

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Extrait des résolutions prises par l'associé
unique de la Société en date du 24 février 2012

En date du 24 février 2012, l'associé unique de la Société a pris les résolutions suivantes:

- d'accepter les démissions de Monsieur Didier KIRSCH et Monsieur Claude FABER de leur mandat de gérant A de la Société avec effet immédiat;

- de nommer Madame Catherine KOCH, née le 12 février 1965 à Sarreguemines, France, ayant comme adresse professionnelle: 19, rue de Bitbourg, L-1273 Luxembourg, en tant que nouveau gérant de catégorie B de la Société avec effet immédiat et ce pour une durée indéterminée;

- de nommer Monsieur Michel RAFFOUL, né le 9 novembre 1951 à Accra, Ghana, ayant comme adresse professionnelle: 19, rue de Bitbourg, L-1273 Luxembourg, en tant que nouveau gérant de catégorie B de la Société avec effet immédiat et ce pour une durée indéterminée;

- de nommer Monsieur Heinz GRABHER et Monsieur Johannes BURGER, en tant que gérants A de la Société avec effet immédiat et ce pour une durée indéterminée;

- de transférer le siège social de la Société du 15, boulevard Roosevelt, L-2450 Luxembourg au 19, rue de Bitbourg, L-1273 Luxembourg avec effet immédiat.

Le conseil de gérance de la Société est désormais composé comme suit:

- Monsieur Heinz GRABHER, gérant A

- Monsieur Johannes BURGER, gérant A

- Madame Catherine KOCH, gérant B

- Monsieur Michel RAFFOUL, gérant B.

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

Luxembourg, le 29 février 2012.

Haget S.à r.l.
Signature

Référence de publication: 2012028096/32.

(120036961) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2012.

INT.PACK S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 19-21, boulevard du Prince Henri.

R.C.S. Luxembourg B 82.925.

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Extrait du procès-verbal de l'assemblée générale ordinaire tenue le 9 février 2012

Les mandats des administrateurs et du commissaire aux comptes venant à échéance, l'assemblée décide d'élire pour la période expirant à l'assemblée générale statuant sur l'exercice clôturant au 30 septembre 2012 comme suit:

Conseil d'administration:

M Giovanni Spasiano, demeurant professionnellement 19-21 Boulevard du Prince Henri, L-1724 Luxembourg, administrateur et président;

Benoît Dessy, demeurant professionnellement 19-21 Boulevard du Prince Henri, L-1724 Luxembourg, administrateur;

Christophe Velle, demeurant professionnellement 19-21 Boulevard du Prince Henri, L-1724 Luxembourg, administrateur;

Commissaire aux comptes:

ComCo S.A., 11-13 Boulevard de la Foire, L-1528 Luxembourg.

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

Pour extrait conforme
Société Européenne de Banque
Société Anonyme
Banque domiciliataire
Signatures

Référence de publication: 2012029914/24.

(120039400) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 mars 2012.

ProLogis UK CCLXVI S.à r.l., Société à responsabilité limitée.

Siège social: L-1930 Luxembourg, 34-38, avenue de la Liberté.

R.C.S. Luxembourg B 140.511.

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à inscrire: Suite à un contrat daté du 27 janvier 2012, sept cent cinquante (750) parts sociales détenues dans la Société par son actionnaire unique, càd, ProLogis European Finance VI Sàrl ont étés transférées à ProLogis European Finance XIX Sàrl ayant son siège social à 34-38 Avenue de la Liberté, L-1930 Luxembourg. Cette cession des parts sociales a été approuvée au nom et pour compte de la Société par un de ses gérants.

A faire paraître dans l'Extrait:

Repartitions des parts sociales:

ProLogis European Finance XIX Sàrl	750 parts
Total	750 parts sociales

Luxembourg, le 31 janvier 2012.
ProLogis Directorship Sàrl
Gérant
Représenté par Peter Cassells
Gérant

Référence de publication: 2012029993/20.

(120039105) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 mars 2012.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck