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MEMORIAL

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RECUEIL DES SOCIETES ET ASSOCIATIONS

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

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SOMMAIRE

Auriga Investors, Société d'Investissement à Capital Variable.

Siège social: L-2180 Luxembourg, 5, rue Jean Monnet.

R.C.S. Luxembourg B 148.816.

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IN THE YEAR TWO THOUSAND AND TWELVE,

ON THE THIRTIETH OF APRIL,

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

was held an extraordinary general meeting of shareholders of AURIGA INVESTORS (the "Meeting"), a Société d'Investissement à Capital Variable with its registered office at 5, rue Jean Monnet, L-2180 Luxembourg (the "Company"), incorporated on 20 October 2009 by a deed of Maître Henri Hellinckx, published in the Mémorial C – N°2198 of 11 November 2009.

The Meeting was opened at 11.30 a.m. with Viviane de Moreau d'Andoy, professionally residing in Luxembourg, in the chair, who appointed Géraldine Léonard as secretary to the Meeting, residing in Luxembourg.

The Meeting elected as scrutineer Viviane de Moreau d'Andoy, residing in Luxembourg professionally.

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

I. The shareholders present or represented, the proxies of the represented shareholders and the number of their shares are shown on an attendance list; this attendance list, signed by the shareholders, the proxies of the represented shareholders and by the bureau of the Meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities.

II.- That the convocation containing the agenda were sent by registered mail to all registered shareholders of the Company on the

III.- That the agenda of the meeting is the following:

1. To approve the amendments of the articles of incorporation of the Company (the "Articles") which, inter alia, reflect the provisions introduced by the law of 17 December 2010 (the "2010 Law") on undertakings for collective investment, with effect from the date of the Meeting:

2. Amendment of (i) all references in the Articles to the Directive 85/611/EEC and to the law of 20 December 2002 relating to undertakings for collective investment (the "2002 Law"), in order to replace them by respectively a reference to the Directive 2009/65/EC and to the 2010 Law; (ii) all references to specific articles of the 2002 Law in order to replace them by the relevant articles of the 2010 Law and (iii) all references in the Articles to shares, shareholders and class(es) in order to replace them by respectively a reference to Shares, Shareholders and Class(es).

3. Amendment of paragraph 1 of the article 4 to introduce the definition of transferable securities provided by the 2010 Law.

4. Amendment of the article 5 of the Articles by addition of a ninth paragraph to be read as follows: "The Board of Directors, acting in the best interest of the Company, may decide that all or part of the assets of two or more Sub-Fund be co-managed, as described in the Sales Documents.".

5. Amendment of the article 5 of the Articles by addition of a tenth paragraph to be read as follows: "The Board of Directors may, at its discretion, decide to change the characteristics of any Class of Shares as described in the Prospectus in accordance with the procedures determined by the Board of Directors from time to time.".

6. Amendment of the article 7 of the Articles (i) to allow the board of directors of the Company (the "Board of Directors") to impose restrictions in relation to the minimum amount of initial subscription, the minimum amount of additional investments and the minimum amount of any holding of shares and (ii) to allow the Company to impose on the applicant who has not paid for subscribed shares to indemnify the Company for any and all losses, costs or expenses incurred directly or indirectly by the Company as a result of the failure to make timely payment.

7. Amendment of the article 8 of the Articles to allow the Board of Directors to allow to defer the calculation of the net asset value per share of any class of shares in case redemption requests on any given valuation day amount to the total number of shares in issue for the said class of shares.

8. Amendment of the article 10 of the Articles to extend the definition of "Prohibited Persons" to "Any person subject to the United States Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and to other benefit plan, as defined in ERISA so as to avoid that the aggregate holding of Shares by such persons may reach 25 per cent of the value of any Class (as determined in accordance with ERISA).".

9. Amendment of the article 12 of the Articles by adding and/or modifying the circumstances which may justify the suspension of the calculation of the net asset value per share.

10. Amendment of the article 18 of the Articles to be read as follows:

"(ii) Shares or units of other UCIs including shares of a master fund and Shares of other Sub-Funds to the extent permitted and at the conditions stipulated by the Law of 2010;".

11. Amendment of the article 18 of the Articles by addition of a sixth paragraph to be read as follows: "The Board of Directors, acting in the best interest of the Company, may decide, in the manner described in the Sales Documents, that: (i) all or part of the assets of the Company or of any Sub-Fund be co-managed on a segregated basis with other assets held by other investors, including other undertakings for collective investment and/or their compartments; or that (ii) all or part of the assets of two or more Sub-Funds of the Company be co-managed amongst themselves on a segregated or on a pooled basis.".

12. Amendment of the article 18 of the Articles by addition of a seventh paragraph to be read as follows: "Investments of each Sub-Fund of the Company may be made either directly or indirectly through wholly-owned subsidiaries, as the Board of Directors may from time to time decide and as described in the Sales Documents. Reference in these Articles to "investments" and "assets" shall mean, as appropriate, either investments made and assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries.".

13. Amendment of the article 19 of the Articles by addition of last paragraph to be read as follows: "The Board of Directors is responsible for the implementation of the conflict of interest policy of the Company.".

14. Amendment of the article 23 of the Articles by addition of last paragraph to provide for general meetings of shareholders by class(es) of shares.

15. Amendment of article 24 in order to, inter alia, reflect the new provisions of the 2010 Law with regards to mergers, so as to read as follows: "In the event that for any reason the value of the net assets in any Sub-Fund or the value of the net assets of any Class within a Sub-Fund has decreased to an amount determined by the Board of Directors to be the minimum level for such Sub-Fund, or such Class to be operated in an economically efficient manner, or if a change in the economical, political situation relating to the Sub-Fund or Class concerned would have material adverse consequences on the investments of that Sub-Fund, or in order to proceed to a rationalization of the Classes and/or the Sub-Funds offered, the Board of Directors may decide to compulsorily redeem all the Shares of the relevant Class or Classes issued in such Sub-Fund at the Net Asset Value per Share (taking into account actual realization prices of investments and realization expenses), calculated on the Valuation Day at which such decision shall take effect and therefore close such Class or Sub-Fund. The decision of the Board of Directors will be published (either in newspapers to be determined by the Board of Directors or by way of a notice sent to the Shareholders at their addresses indicated in the register of Shareholders) prior to the effective date of the compulsory redemption and the publication and will indicate the reasons for, and the procedures of, the compulsory redemption operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between, the Shareholders, the Shareholders of the Sub-Fund or Class of Shares concerned may continue to request redemption or conversion of their Shares free of charge (but taking into account actual realization prices of investments and realization expenses) prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, the Shareholders of any one or all Classes of Shares issued in any Sub-Fund may at a general meeting of such Shareholders, upon proposal from the Board of Directors, redeem all the Shares of the relevant Class or Classes and refund to the Shareholders the Net Asset Value of their Shares (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders which shall decide by resolution taken by simple majority of the validly cast votes.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Caisse de Consignation on behalf of the persons entitled thereto.

All redeemed Shares shall be cancelled.

The dissolution of the last Sub-Fund of the Company will result in the liquidation of the Company.

The Board of Directors may decide to proceed with a merger (within the meaning of the Law of 2010) of the assets of the Company or of any Sub-Fund with those of (i) another existing Sub-Fund within the Company or another subfund within such other Luxembourg or foreign UCITS (the "new sub-fund"), or of (ii) another Luxembourg or foreign UCITS (the "new UCITS"), and to designate the Shares of the Company or the Sub-Fund concerned as Shares of the new UCITS or the new sub-fund, as applicable. The Board of Directors is competent to decide on or approve the effective date of the merger. Such a merger shall be subject to the conditions and procedures imposed by the Law of 2010, in particular concerning the merger project to be established by the Board of Directors and the information to be provided to the Shareholders.

Notwithstanding the powers conferred to the Board of Directors by the preceding section, a merger (within the meaning of the Law of 2010) of the assets and of the liabilities attributable to any Sub-Fund with another Sub-Fund within the Company may be decided upon by a general meeting of the Shareholders of the Sub-Fund concerned for which there shall be no quorum requirements and which will decide upon such a merger by resolutions taken by simple majority of the votes validly cast.

The general meeting of the Shareholders of the Sub-Fund concerned will decide on the effective date of such a merger it has initiated within the Company, by resolution taken with no quorum requirement and adopted at a simple majority of the votes validly cast.

The Shareholders may also decide a merger (within the meaning of the Law of 2010) of the assets and of the liabilities attributable to the Company or any Sub-Fund with the assets of any new UCITS or new compartment within another UCITS. Such a merger and the decision on the effective date of such a merger shall require resolutions of the Shareholders

of the Company or Sub-Fund concerned subject to the quorum and majority requirements provided for the amendment of these Articles, except when such a merger is to be implemented with a Luxembourg UCITS of the contractual type ("fonds commun de placement"), in which case resolutions shall be binding only on such Shareholders who have voted in favour of such merger. If the merger is to be implemented with a Luxembourg fonds commun de placement, Shareholders not having voted in favour of such merger will be considered as having requested the redemption of their Shares, except if they have given written instructions to the contrary to the Company. The assets which may not or are unable to be distributed to such Shareholders for whatever reasons will be deposited with the "Caisse de Consignation" on behalf of the persons entitled thereto.

Where the Company or any of its Sub-Funds is the absorbed entity which, thus, ceases to exist and irrespective of whether the merger is initiated by the Board of Directors or by the Shareholders, the general meeting of Shareholders of the Company or of the relevant Sub-Fund must decide the effective date of the merger. Such general meeting is subject to the quorum and majority requirements provided for the amendment of these Articles.

Shareholders are entitled to request, without any charge other than those retained by the Company or the Sub-Fund to meet divestment costs, the repurchase or redemption of their Shares, or, if possible, convert them into shares of another Sub-Fund pursuing a similar investment policy within the Company, in accordance with the Law of 2010.

In the event that for any reason the value of the net assets of any class of Shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the Directors to be the minimum level for such class of Shares, to be operated in an economically efficient manner or as a matter of economic rationalization, the Directors may decide to amend the rights attached to any class of Shares so as to include them in any other existing class of Shares and re-designate the Shares of the class or classes concerned as Shares of another class. Such decision will be subject to the right of the relevant Shareholders to request, without any charges, the redemption of their Shares or, where possible, the conversion of those Shares into Shares of other classes within the same Sub-Fund or into Shares of same or other classes within another Sub-Fund.".

16. Other minor amendments so as to enhance the form and reflect the applicable Luxembourg laws and regulations.

IV. As appears from the attendance list, out of the 608.698.498 shares in issue, 16.860 shares are present or duly represented at this Meeting.

V. The meeting is therefore regularly constituted and can validly deliberate and decide on the above cited agenda of the meeting of which the shareholders have been informed before the meeting.

All these facts having been explained by the chairman and recognised correct by the members of the meeting, the meeting proceeds to its agenda. The meeting having considered the agenda, the chairman submits to the vote of the members of the meeting the following resolutions which are adopted in each case of unanimous vote.

First Resolution

The Meeting RESOLVED TO approve the amendments of the articles of incorporation of the Company (the "Articles") which, inter alia, reflect the provisions introduced by the law of 17 December 2010 (the "2010 Law") on undertakings for collective investment, with effect from the date of the Meeting.

Second resolution

The extraordinary general meeting of shareholders RESOLVES TO amend of (i) all references in the Articles to the Directive 85/611/EEC and to the law of 20 December 2002 relating to undertakings for collective investment (the "2002 Law"), in order to replace them by respectively a reference to the Directive 2009/65/EC and to the 2010 Law; (ii) all references to specific articles of the 2002 Law in order to replace them by the relevant articles of the 2010 Law and (iii) all references in the Articles to shares, shareholders and class(es) in order to replace them by respectively a reference to Shares, Shareholders and Class(es).

Third resolution

The extraordinary general meeting of shareholders RESOLVES TO amend paragraph 1 of the article 4 to introduce the definition of transferable securities provided by the 2010 Law.

Fourth resolution

The extraordinary general meeting of shareholders RESOLVES TO amend the article 5 of the Articles by addition of a ninth paragraph to be read as follows: "The Board of Directors, acting in the best interest of the Company, may decide that all or part of the assets of two or more Sub-Fund be co-managed, as described in the Sales Documents.".

Fifth resolution

The extraordinary general meeting of shareholders RESOLVES TO amend the article 5 of the Articles by addition of a tenth paragraph to be read as follows: "The Board of Directors may, at its discretion, decide to change the characteristics of any Class of Shares as described in the Prospectus in accordance with the procedures determined by the Board of Directors from time to time.".

Sixth resolution

The extraordinary general meeting of shareholders RESOLVES TO amend the article 7 of the Articles (i) to allow the board of directors of the Company (the "Board of Directors") to impose restrictions in relation to the minimum amount of initial subscription, the minimum amount of additional investments and the minimum amount of any holding of shares and (ii) to allow the Company to impose on the applicant who has not paid for subscribed shares to indemnify the Company for any and all losses, costs or expenses incurred directly or indirectly by the Company as a result of the failure to make timely payment.

Seventh resolution

The extraordinary general meeting of shareholders RESOLVES TO amend the article 8 of the Articles to allow the Board of Directors to allow to defer the calculation of the net asset value per share of any class of shares in case redemption requests on any given valuation day amount to the total number of shares in issue for the said class of shares.

Eighth resolution

The extraordinary general meeting of shareholders RESOLVES TO amend the article 10 of the Articles to extend the definition of "Prohibited Persons" to "Any person subject to the United States Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and to other benefit plan, as defined in ERISA so as to avoid that the aggregate holding of Shares by such persons may reach 25 per cent of the value of any Class (as determined in accordance with ERISA).".

Ninth resolution

The extraordinary general meeting of shareholders RESOLVES TO amend the article 12 of the Articles by adding and/or modifying the circumstances which may justify the suspension of the calculation of the net asset value per share.

Tenth resolution

The extraordinary general meeting of shareholders RESOLVES TO amend the article 18 of the Articles to be read as follows: "(ii) Shares or units of other UCIs including shares of a master fund and Shares of other Sub-Funds to the extent permitted and at the conditions stipulated by the Law of 2010;".

Eleventh resolution

The extraordinary general meeting of shareholders RESOLVES TO amend the article 18 of the Articles by addition of a sixth paragraph to be read as follows: "The Board of Directors, acting in the best interest of the Company, may decide, in the manner described in the Sales Documents, that: (i) all or part of the assets of the Company or of any Sub-Fund be co-managed on a segregated basis with other assets held by other investors, including other undertakings for collective investment and/or their compartments; or that (ii) all or part of the assets of two or more Sub-Funds of the Company be comanaged amongst themselves on a segregated or on a pooled basis.".

Twelfth resolution

The extraordinary general meeting of shareholders RESOLVES TO amend the article 18 of the Articles by addition of a seventh paragraph to be read as follows: "Investments of each Sub-Fund of the Company may be made either directly or indirectly through wholly-owned subsidiaries, as the Board of Directors may from time to time decide and as described in the Sales Documents. Reference in these Articles to "investments" and "assets" shall mean, as appropriate, either investments made and assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries.".

Thirteenth resolution

The extraordinary general meeting of shareholders DECIDES TO amend the article 19 of the Articles by addition of last paragraph to be read as follows: "The Board of Directors is responsible for the implementation of the conflict of interest policy of the Company."

Fourteenth resolution

The extraordinary general meeting of shareholders DECIDES TO amend the article 23 of the Articles by addition of last paragraph to provide for general meetings of shareholders by class(es) of shares.

Fifteenth resolution

The extraordinary general meeting of shareholders DECIDES TO amend article 24 in order to, inter alia, reflect the new provisions of the 2010 Law with regards to mergers, so as to read as follows:

"In the event that for any reason the value of the net assets in any Sub-Fund or the value of the net assets of any Class within a Sub-Fund has decreased to an amount determined by the Board of Directors to be the minimum level for such Sub-Fund, or such Class to be operated in an economically efficient manner, or if a change in the economical, political situation relating to the Sub-Fund or Class concerned would have material adverse consequences on the investments of that Sub-Fund, or in order to proceed to a rationalization of the Classes and/or the Sub-Funds offered, the Board of

Directors may decide to compulsorily redeem all the Shares of the relevant Class or Classes issued in such Sub-Fund at the Net Asset Value per Share (taking into account actual realization prices of investments and realization expenses), calculated on the Valuation Day at which such decision shall take effect and therefore close such Class or Sub-Fund. The decision of the Board of Directors will be published (either in newspapers to be determined by the Board of Directors or by way of a notice sent to the Shareholders at their addresses indicated in the register of Shareholders) prior to the effective date of the compulsory redemption and the publication and will indicate the reasons for, and the procedures of, the compulsory redemption operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between, the Shareholders, the Shareholders of the Sub-Fund or Class of Shares concerned may continue to request redemption or conversion of their Shares free of charge (but taking into account actual realization prices of investments and realization expenses) prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, the Shareholders of any one or all Classes of Shares issued in any Sub-Fund may at a general meeting of such Shareholders, upon proposal from the Board of Directors, redeem all the Shares of the relevant Class or Classes and refund to the Shareholders the Net Asset Value of their Shares (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders which shall decide by resolution taken by simple majority of the validly cast votes.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Caisse de Consignation on behalf of the persons entitled thereto.

All redeemed Shares shall be cancelled.

The dissolution of the last Sub-Fund of the Company will result in the liquidation of the Company.

The Board of Directors may decide to proceed with a merger (within the meaning of the Law of 2010) of the assets of the Company or of any Sub-Fund with those of (i) another existing Sub-Fund within the Company or another sub-fund within such other Luxembourg or foreign UCITS (the "new sub-fund"), or of (ii) another Luxembourg or foreign UCITS (the "new UCITS"), and to designate the Shares of the Company or the Sub-Fund concerned as Shares of the new UCITS or the new subfund, as applicable. The Board of Directors is competent to decide on or approve the effective date of the merger. Such a merger shall be subject to the conditions and procedures imposed by the Law of 2010, in particular concerning the merger project to be established by the Board of Directors and the information to be provided to the Shareholders.

Notwithstanding the powers conferred to the Board of Directors by the preceding section, a merger (within the meaning of the Law of 2010) of the assets and of the liabilities attributable to any Sub-Fund with another Sub-Fund within the Company may be decided upon by a general meeting of the Shareholders of the Sub-Fund concerned for which there shall be no quorum requirements and which will decide upon such a merger by resolutions taken by simple majority of the votes validly cast.

The general meeting of the Shareholders of the Sub-Fund concerned will decide on the effective date of such a merger it has initiated within the Company, by resolution taken with no quorum requirement and adopted at a simple majority of the votes validly cast.

The Shareholders may also decide a merger (within the meaning of the Law of 2010) of the assets and of the liabilities attributable to the Company or any Sub-Fund with the assets of any new UCITS or new compartment within another UCITS. Such a merger and the decision on the effective date of such a merger shall require resolutions of the Shareholders of the Company or Sub-Fund concerned subject to the quorum and majority requirements provided for the amendment of these Articles, except when such a merger is to be implemented with a Luxembourg UCITS of the contractual type ("fonds commun de placement"), in which case resolutions shall be binding only on such Shareholders who have voted in favour of such merger. If the merger is to be implemented with a Luxembourg fonds commun de placement, Shareholders not having voted in favour of such merger will be considered as having requested the redemption of their Shares, except if they have given written instructions to the contrary to the Company. The assets which may not or are unable to be distributed to such Shareholders for whatever reasons will be deposited with the "Caisse de Consignation" on behalf of the persons entitled thereto.

Where the Company or any of its Sub-Funds is the absorbed entity which, thus, ceases to exist and irrespective of whether the merger is initiated by the Board of Directors or by the Shareholders, the general meeting of Shareholders of the Company or of the relevant Sub-Fund must decide the effective date of the merger. Such general meeting is subject to the quorum and majority requirements provided for the amendment of these Articles.

Shareholders are entitled to request, without any charge other than those retained by the Company or the Sub-Fund to meet divestment costs, the repurchase or redemption of their Shares, or, if possible, convert them into shares of another Sub-Fund pursuing a similar investment policy within the Company, in accordance with the Law of 2010.

In the event that for any reason the value of the net assets of any class of Shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the Directors to be the minimum level for such class of Shares, to be operated in an economically efficient manner or as a matter of economic rationalization, the Directors may decide to amend the rights attached to any class of Shares so as to include them in any other existing class of Shares and re-designate the Shares of the class or classes concerned as Shares of another class. Such decision will be subject to the right of the relevant Shareholders to request, without any charges, the redemption of their Shares or, where possible, the conversion

of those Shares into Shares of other classes within the same Sub-Fund or into Shares of same or other classes within another Sub-Fund.".

Sixteenth resolution

The extraordinary general meeting of shareholders DECIDES TO amend other minor amendments so as to enhance the form and reflect the applicable Luxembourg laws and regulations,

so that following the foregoing resolutions and modifications, to fully re-write the Articles of Incorporation of the Company so that now, they will be read as follows:

Title I. Name - Registered office - Duration - Purpose

Art. 1. Name. There is hereby established by the sole subscriber and all those who may become owners of shares hereafter issued (the "Shares"), a public limited company (société anonyme) qualifying as an investment company with variable share capital (société d'investissement à capital variable) under the name of "Auriga Investors" (hereinafter the "Company").

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. Branches subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a resolution of the Board of Directors of the Company (the "Board of Directors"). The registered office of the Company may be transferred within the same municipality by resolution of the Board of Directors. It may be transferred to any other municipality within the Grand Duchy of Luxembourg by means of a resolution of the general meeting of holders of Shares (the "Shareholder(s)"), adopted in the manner required for an amendment of these articles of incorporation (the "Articles") or by a resolution of the sole Shareholder.

In the event that the Board of Directors determines that extraordinary political, economic, social or military events have occurred or are imminent which 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 provisional measures shall have no effect on the nationality of the Company which, notwithstanding such temporary transfer, shall remain a Luxembourg company.

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

Art. 4. Purpose. The exclusive purpose of the Company is to invest the funds available to it in (i) Shares in companies and other securities equivalent to Shares in companies, (ii) bonds and other forms of securitised debt, and/or (iii) any other negotiable securities which carry the right to acquire any such transferable securities by subscription or exchange ("Transferable Securities") and (iv) other assets permitted by applicable law, with the purpose of spreading investment risks and affording its Shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted by Part I of the law of 17 December 2010 on undertakings for collective investment as may be amended from time to time (the "Law of 2010").

Title II. Share capital - Shares - Net asset value

Art. 5. Share Capital - Classes of Shares. The capital of the Company shall be represented by fully paid up Shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to Article 11. hereof (the "Net Asset Value"). The minimum capital as provided by the Law of 2010 shall be of one million two hundred and fifty thousand Euro (EUR 1,250,000.-). The initial capital is 300 thousand Euro (EUR 300,000.-).-divided into three thousand (3,000) Shares of no par value. Such minimum capital must be reached within a period of six months after the date on which the Company has been authorised as a collective investment undertaking under Luxembourg law.

The Company may have one or several Shareholders.

The Board of Directors may establish several portfolios of assets, each constituting a sub-fund (a "Sub-Fund") within the meaning of Article 181 of the Law of 2010.

Within each Sub-Fund, the Shares to be issued pursuant to Article 6 and Article 7 hereof may, as the Board of Directors shall determine, be of different classes (each a "Class" or "Class of Shares"). The proceeds of the issue of each Class shall be invested in Transferable Securities of any kind and other assets permitted by the Law of 2010 and Luxembourg applicable regulations pursuant to the investment policy determined by the Board of Directors for the Sub-Fund established in respect of the relevant Class or Classes of Shares, subject to the investment restrictions provided by the Law of 2010 and Luxembourg applicable regulation and as determined by the Board of Directors.

The Company constitutes one single legal entity. However, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund. In addition, each Sub-Fund shall only be responsible for the liabilities which are attributable to such Sub-Fund.

The Board of Directors may create each Sub-Fund for an unlimited or limited period of time; in the latter case, the Board of Directors may, at the expiry of the initial period of time, extend the duration of the relevant Sub-Fund once or

several times. At expiry of the duration of the Sub-Fund, the Company shall redeem all the Shares in the relevant Class (es) of Shares, in accordance with Article 8 below.

At each prorogation of a Sub-Fund or Class of Shares, the registered Shareholders shall be duly notified in writing, by a notice sent to the registered address as recorded in the register of Shares of the Company. The Company shall inform the bearer Shareholders by a notice published in newspapers to be determined by the Board of Directors, unless these Shareholders and their addresses are known to the Company. The sales documents of the Company (the "Sales Documents") shall indicate the duration of each Sub-Fund and if appropriate, its prorogation.

For the purpose of determining the capital of the Company, the net assets attributable to each Class of Shares shall, if not expressed in Euro, be converted into Euro and the capital shall be the total of the net assets of all the Classes of Shares.

The Board of Directors, acting in the best interest of the Company, may decide that all or part of the assets of two or more Sub-Fund be co-managed, as described in the Sales Documents.

The Board of Directors may, at its discretion, decide to change the characteristics of any Class of Shares as described in the Prospectus in accordance with the procedures determined by the Board of Directors from time to time.

Art. 6. Form of Shares.

(1) The Board of Directors shall determine whether the Company shall issue Shares in bearer and/or in registered form. If bearer share certificates are to be issued, they will be issued in such denominations as the Board of Directors shall prescribe and shall provide on their face that they may not be transferred to any Prohibited Person or entity organized by or for a Prohibited Person (as defined in Article 10 hereinafter).

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 or by other duly authorized agent designated by the Company, and such register shall contain the name of each owner of registered Shares, his residence or elected domicile as indicated to the Company and the number of registered Shares held by him.

The inscription of the Shareholder's name in the register of Shareholders evidences his right of ownership on such registered Shares. The Company shall decide whether a certificate for such inscription shall be delivered to the Shareholder or whether the Shareholder shall receive a written confirmation of his Shareholding.

If bearer Shares are issued, registered Shares may be exchanged for bearer Shares and bearer Shares may be exchanged for registered Shares at the request of the holder of such Shares. An exchange of registered Shares into bearer Shares will be effected by cancellation of the registered Share certificate, if any, representation that the transferee is not a Prohibited Person and issuance of one or more bearer Share certificates in lieu thereof, and an entry shall be made in the register of Shareholders to evidence such cancellation. An exchange of bearer Shares into registered Shares will be effected by cancellation of the bearer Share certificate, and, if applicable, by issuance of a registered Share certificate in lieu thereof, and an entry shall be made in the register of Shareholders to evidence such issuance. At the option of the Board of Directors, the costs of any such exchange may be charged to the Shareholder requesting it.

Before Shares are issued in bearer form and before registered Shares shall be exchanged into bearer Shares, the Company may require assurances satisfactory to the Board of Directors that such issuance or exchange shall not result in such Shares being held by a Prohibited Person.

The Share certificates shall be signed by two members of the Board of Directors (the "Directors"). Such signatures shall be either manual, or printed, or in facsimile. The certificates will remain valid even if the list of authorized signatures of the Company is modified. However, one of such signatures may be made by a person duly authorized thereto by the Board of Directors; in the latter case, it shall be manual. The Company may issue temporary Share certificates in such form as the Board of Directors may determine.

(2) If bearer Shares are issued, transfer of bearer Shares shall be effected by delivery of the relevant Share certificates. Transfer of registered Shares shall be effected (i) if Share certificates have been issued, upon delivering the certificate or certificates representing such Shares to the Company along with other instruments of transfer satisfactory to the Company and (ii) if no Share certificates have been issued, by a written declaration of transfer to be inscribed in the register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Any transfer of registered Shares shall be entered into the register of Shareholders; such inscription shall be signed by one or more directors or officers of the Company or by one or more other persons or agent duly authorized thereto by the Board of Directors.

(3) Shareholders entitled to receive registered Shares shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered into the register of Shareholders.

In the event that a Shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of Shareholders and the Shareholder's address will be deemed to be at the registered office of the Company, or at such other address as may be so entered into by the Company from time to time, until another address shall be provided to the Company by such Shareholder. A Shareholder may, at any time, change his address as entered into 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.

(4) If any Shareholder can prove to the satisfaction of the Company that his Share certificate has been mislaid, mutilated or destroyed, then, at his request, a duplicate Share certificate may be issued under such conditions and guarantees, including but not restricted to a bond issued by an insurance company, as the Company may determine. At the issuance of the new Share certificate, on which it shall be recorded that it is a duplicate, the original Share certificate in replacement of which the new one has been issued shall become void.

Mutilated Share certificates may be cancelled by the Company and replaced by new certificates.

The Company may, at its election, charge to the Shareholder the costs of a duplicate or of a new Share certificate and all reasonable expenses incurred by the Company in connection with the issue and registration thereof or in connection with the annulment of the original Share certificate.

(5) The Company recognizes only one single owner per Share. If one or more Shares are jointly owned or if the ownership of such Share(s) is disputed, all persons claiming a right to such Share(s) have to appoint one single attorney to represent such Share(s) towards the Company. The failure to appoint such attorney implies a suspension of all rights attached to such Share(s).

(6) The Company may decide to issue fractional Shares. Such fractional Shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant Class of Shares on a pro rata basis. In the case of bearer Shares, only certificates evidencing full Shares will be issued.

Art. 7. Issue of Shares. The Board of Directors is authorized without limitation to issue an unlimited number of fully paid up Shares at any time without reserving the existing Shareholders a preferential right to subscribe for the Shares to be issued.

The Board of Directors may impose restrictions on the frequency at which Shares shall be issued in any Class or Sub-Fund; the Board of Directors may, in particular, decide that Shares of any Sub-Fund shall only be issued during one or more offering periods or at such other periodicity as provided for in the Sales Documents.

The Board of Directors may impose restrictions in relation to the minimum amount of initial subscription, the minimum amount of any additional investments and the minimum amount of any holding of Shares.

After the initial offer of Shares for subscription, whenever the Company offers Shares for subscription, the price per Share at which such Shares are offered shall be the net asset value per Share of the relevant Class within the relevant Sub-Fund as determined in compliance with Article 11. hereof as of such day ("Valuation Day" as further described in Article 12 hereafter) as is determined in accordance with such policy as the Board of Directors may from time to time determine. Such price may be increased by a percentage estimate of costs and expenses to be incurred by the Company when investing the proceeds of the issue and by applicable sales commissions, as approved from time to time by the Board of Directors. The price so determined shall be payable within a maximum period as provided for in the Sales Documents and determined by the Board of Directors and which shall not exceed ten (10) business days as defined in the Sales Documents ("Business Day") after the relevant Valuation Day.

The Board of Directors may delegate to any Director, manager, officer or other duly authorized agent the power to accept subscriptions, to receive payment of the price of the new Shares to be issued and to deliver them.

If subscribed Shares are not paid for, the Company may redeem the Shares issued, whilst retaining the right to claim the issue fees and commissions and any difference. In this case the applicant may be required to indemnify the Company against any and all losses, costs or expenses incurred directly or indirectly as a result of the applicant's failure to make timely settlement, as conclusively determined by the Board of Directors in its discretion. In computing such losses, costs or expenses account shall be taken where appropriate of any movement in the price of the Shares between allotment and cancellation or redemption and the costs incurred by the Company in taking proceedings against the applicant.

The Company may agree to issue Shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by applicable Luxembourg law, in particular the obligation to deliver a valuation report from the independent auditor of the Company (réviseur d'entreprises agréé) and provided that such securities delivered by way of contribution in kind comply with the investment objectives and investment policies and restrictions of the Sub-Fund to which they are contributed. Any costs incurred in connection with a contribution in kind of securities shall be borne by the relevant Shareholders.

Art. 8. Redemption of Shares. Any Shareholder may request the redemption of all or part of his Shares by the Company, under the terms and procedures set forth by the Board of Directors in the Sales Documents and within the limits provided by the Law of 2010 and these Articles.

The redemption price per Share shall be paid within a maximum period of time as provided by the Sales Documents. Such period shall not exceed ten (10) business days from the relevant Valuation Day, as is determined in accordance with such policy as the Board of Directors may from time to time determine, provided that the Share certificates, if any, and the transfer documents have been received by the Company, subject to the provision of Article 12 hereof.

The redemption price shall be equal to the Net Asset Value per Share of the relevant Class within the relevant Sub-Fund, as determined in accordance with the provisions of Article 11 hereof, less such expenses and commissions (if any) at the rate provided by the Sales Documents , in compliance with the Law of 2010 and any applicable regulation. The relevant redemption price may be rounded up or down to the decimals place of the pricing currency (the "Pricing Currency") as further detailed in the Sales Documents, as the Board of Directors shall determine.

If as a result of any request for redemption, the number or the aggregate net asset value of the Shares held by any Shareholder in any Class of Shares of the relevant Sub-Fund would fall below such number or such value as determined by the Board of Directors, then the Company may decide that this request be treated as a request for redemption for the full balance of such Shareholder's holding of Shares in such Class.

Further, if on any given Valuation Day redemption requests pursuant to this Article and conversion requests pursuant to Article 9 hereof exceed a certain level determined by the Board of Directors and disclosed in the Sales Documents in relation to the number of Shares in issue of a Class or in case of a strong volatility of the market or markets on which a specific Class is investing, or in the best interest of the Shareholders, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred for a period and in a manner that the Board of Directors considers to be in the best interests of the Company. On the next Valuation Day, these redemption and conversion requests will be met in priority to later requests.

If on any given Valuation Day redemption requests pursuant to this Article and conversion requests pursuant to Article 9. hereof amount to the total number of Shares in issue in any or all Class of Shares or Sub-Funds, the calculation of the Net Asset Value per Share of the relevant Class(es) of Shares may be deferred for a period not exceeding 5 business days to take into consideration the fees incurred in closing of said Class(es) and or Sub-Fund.

The Company shall have the right, if the Board of Directors so determines, to satisfy payment of the redemption price to any Shareholder who agrees, in specie by allocating to the holder investments from the portfolio of assets set up in connection with such Class or Classes equal in value (calculated in the manner described in Article 11) as of the Valuation Day, on which the redemption price is calculated, to the value of the Shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of Shares of the relevant Class or Classes and the valuation used shall be confirmed by a special report of the auditor of the Company. The costs of any such transfers shall be borne by the transferee.

All redeemed Shares shall be cancelled.

Art. 9. Conversion of Shares. Unless otherwise determined by the Board of Directors for certain Classes or Sub-Funds, any Shareholder is entitled to request the conversion of whole or part of his Shares of one Class into Shares of the same or another Class, within the same or another Sub-Fund subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the Board of Directors shall determine.

The price for the conversion of Shares from one Class or Sub-Fund into another Class or Sub-Fund shall be computed by reference to the respective Net Asset Value of the two Classes, calculated on the same Valuation Day.

If as a result of any request for conversion the number or the aggregate Net Asset Value of the Shares held by any Shareholder in any Class would fall below such minimum holding as determined by the Board of Directors, then the Board of Directors may decide that this request be treated as a request for conversion for the full balance of such Shareholder's holding of Shares in such Class.

The Shares which have been converted into Shares of another Class shall be cancelled.

Art. 10. Restrictions on Ownership of Shares. The Company may restrict or prevent the ownership of Shares in the Company by any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred (such person, firm or corporate body to be determined by the Board of Directors being herein referred to as "Prohibited Person").

For such purposes the Company may:

A.- decline to issue any Shares and decline to register any transfer of a Share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such Shares by a Prohibited Person; and

B.- at any time require any person whose name is entered in, or any person seeking to register the transfer of Shares on the register of Shareholders, to furnish it with any information, supported by certification, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shareholder's Shares rests in a Prohibited Person, or whether such registry will result in beneficial ownership of such Shares by a Prohibited Person; and

C.- decline to accept the vote of any Prohibited Person at any meeting of Shareholders of the Company; and

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

(1) The Company shall serve a second notice (the "Purchase Notice") upon the Shareholder holding such Shares or appearing in the register of Shareholders as the owner of the Shares to be purchased, specifying the Shares to be purchased as aforesaid, the manner in which the Purchase Price, as defined hereinafter, will be calculated and the name of the purchaser.

Any such Purchase Notice may be served upon such Shareholder by posting the same by registered mail addressed to such Shareholder at his last address known to or appearing in the books of the Company. The said Shareholder shall thereupon forthwith be obliged to deliver to the Company the Share certificate or certificates representing the Shares specified in the Purchase Notice.

Immediately after the close of business on the date specified in the Purchase Notice, such Shareholder shall cease to be the owner of the Shares specified in such Purchase Notice and, in the case of registered Shares, his name shall be removed from the register of Shareholders, and in the case of bearer Shares, the certificate or certificates representing such Shares shall be cancelled.

(2) The price at which each such Share is to be purchased (the "Purchase Price") shall be an amount based on the net asset value per Share of the relevant Class as at the Valuation Day specified by the Board of Directors for the redemption of Shares in the Company next preceding the date of the Purchase Notice or next succeeding the surrender of the Share certificate or certificates representing the Shares specified in such Purchase Notice, whichever is lower, all as determined in accordance with Article 8 hereof, less any service charge provided therein.

(3) Payment of the Purchase Price will be made available to the former owner of such Shares normally in the currency fixed by the Board of Directors for the payment of the redemption price of the Shares of the relevant Class and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the Purchase Notice) upon final determination of the Purchase Price following surrender of the Share certificate or certificates specified in such Purchase Notice and un-matured dividend coupons attached thereto. Upon service of the Purchase Notice as aforesaid such former owner shall have no further interest in such Shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the Purchase Price (without interest) from such bank following effective surrender of the Share certificate or certificates as aforesaid. Any funds receivable by a Shareholder under this paragraph, but not collected within a period of six months from the date specified in the Purchase Notice, may not thereafter be claimed and shall be deposit with the "Caisse de Consignation". The Board of Directors shall have power from time to time to take all steps necessary to perfect such reversion and to authorize such action on behalf of the Company.

(4) The exercise by the Company of the power 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 Shares was otherwise than appeared to the Company at the date of any Purchase Notice, provided in such case the said powers were exercised by the Company in good faith.

"Prohibited Person" as used herein does neither include any subscriber to Shares of the Company issued in connection with the incorporation of the Company while such subscriber holds such Shares nor any securities dealer who acquires Shares with a view to their distribution in connection with an issue of Shares by the Company.

Prohibited Person does include without limitation:

- Any person subject to the United States Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and to other benefit plan, as defined in ERISA so as to avoid that the aggregate holding of Shares by such persons may reach 25 per cent of the value of any Class (as determined in accordance with ERISA).

- "U.S. person" which means a person as defined in Regulation S of the United States Securities Act of 1933 and thus shall include but not limited to, (i) any natural person resident in the United States; (ii) any partnership or corporation organised or incorporated under the laws of the United States; (iii) any estate of which any executor or administrator is a U.S. Person; (iv) any trust of which any trustee is a U.S. Person; (v) any agency or branch of a foreign entity located in the United States; (vi) any nondiscretionary account or similar account (other than an estate or trust) held by a dealer, or other fiduciary for the benefit or account of a U.S. Person; (vii) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated, or (if an individual) resident in the United States; and (viii) any partnership or corporation if: (A) organised or incorporated under the laws of any foreign jurisdiction; and (B) formed by a U.S. Person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organised or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts; but shall not include (i) any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non U.S. Person by a dealer or other professional fiduciary organised, incorporated, or (if an individual) resident in the United States or (ii) any estate of which any professional fiduciary acting as executor or administrator is a U.S. Person if an executor or administrator of the estate who is not a U.S. Person has sole or Shared investment discretion with respect to the assets of the estate and the estate is governed by foreign law.

U.S. person as used herein does neither include any subscriber to Shares of the Company issued in connection with the incorporation of the Company while such subscriber holds such Shares nor any securities dealer who acquires Shares with a view to their distribution in connection with an issue of Shares by the Company.

Art. 11. Calculation of the Net Asset Value per Share. The net asset value per Share of each Class of Shares within each Sub-Fund shall be expressed in the Pricing Currency (as defined in the Sales Documents) of the relevant Class or Sub-Fund and shall be determined as of any Valuation Day by dividing the net assets of the Company attributable to each Class of Shares, being the value of the portion of assets less the portion of liabilities attributable to such Class, on any such Valuation Day, by the total number of Shares in the relevant Class then outstanding, in accordance with the valuation

rules set forth below. The net asset value per Share may be rounded up or down to the nearest decimal place of the relevant Pricing Currency as the Board of Directors shall determine. If after the time of determination of the Net Asset Value, but before its publication there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to a Sub-Fund are dealt in or quoted on, the Company may cancel the first evaluation and carry out a second valuation, in order to safeguard the interests of the Shareholders and the Company. In such a case, instructions for subscription, redemption or conversion of Shares shall be executed on the basis of the second Net Asset Value calculation.

The valuation of the Net Asset Value of the different Classes of Shares shall be made in the following manner:

I. The assets of the Company shall include:

1) all cash on hand or on deposit, including any interest accrued thereon;

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

3) all debt securities, time notes, certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company (provided that the Company may make adjustments in a manner not inconsistent with paragraph (a) below with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

4) all stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;

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

6) the preliminary expenses of the Company, including the cost of issuing and distributing Shares, insofar as the same have not been written off;

7) all other assets of any kind and nature including expenses paid in advance.

The value of the assets of each Sub-Fund shall be determined as follows:

(a) The value of any cash in hand or on deposit, bills and demand notes payable and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received is 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 is arrived at after making such discount as the Board of Directors may consider appropriate in such case to reflect the true value thereof.

(b) The value of all portfolio securities and money market instruments or derivatives that are listed on an official stock exchange or traded on any other regulated market will be based on the last available price on the principal market on which such securities, money market instruments or derivatives are traded, as furnished by a recognised pricing service approved by the Board of Directors. If such prices are not representative of the fair value, such securities, money market instruments or derivatives as well as other permitted assets may be valued at a fair value at which it is expected that they may be resold, as determined in good faith by and under the direction of the Board of Directors.

(c) The value of securities and money market instruments which are not quoted or dealt in on any regulated market will be based on the last available price, unless such price is not representative or their true value; in this case, they may be valued at a fair value at which it is expected that they may be resold, as determined in good faith by and under the direction of the Board of Directors.

(d) The amortised cost method of valuation for transferable debt securities with a remaining maturity of 90 (ninety) days or less in certain Sub-Funds of the Company may be used. This method involves valuing a security at its cost and thereafter assuming a constant amortization to maturity of any discount or premium regardless of the impact of fluctuating interest rates on the market value of the security. While this method provides certainty in valuation, it may result in periods during which value as determined by amortised cost, is higher or lower than the price the Sub-Fund would receive if it sold the securities. For certain short term transferable debt securities, the yield to a shareholder may differ somewhat from that which could be obtained from a similar sub-fund which marks its portfolio securities to market each day.

(e) The value of the participations in investment funds shall be based on the last available valuation. Generally, participations in investment funds will be valued in accordance with the methods described in the instruments governing such investment funds. These valuations shall normally be provided by the fund administrator or valuation agent of an investment fund. To ensure consistency within the valuation of each Sub-Fund, if the time at which the valuation of an investment fund was calculated does not coincide with the valuation time of any Sub-Fund, and such valuation is determined to have changed materially since it was calculated, then the net asset value may be adjusted to reflect these changes as determined in good faith by and under the direction of the Board of Directors.

(f) The valuation of swaps will be based on their market value, which itself depends on various factors (e.g. level and volatility of the underlying asset, market interest rates, residual term of the swap). Any adjustments required as a result of issues and redemptions are carried out by means of an increase or decrease in the nominal of the swaps, traded at their market value.

(g) The valuation of derivatives traded over-thecounter (OTC), such as futures, forward or options contracts not traded on exchanges or on other regulated markets, will be based on their net liquidating value determined, pursuant to

the policies established by the Board of Directors, on a basis consistently applied for each variety of contract. The net liquidating value of a derivative position is to be understood as the net unrealised profit/loss with respect to the relevant position. The valuation applied is based on or controlled by the use of a model recognised and of common practice on the market.

(h) The value of other assets will be determined prudently and in good faith by and under the direction of the Board of Directors in accordance with generally accepted valuation principles and procedures.

For the purpose of determining the value of the Company's assets, the administrative agent, having due regards to the standard of care and due diligence in this respect, may, when calculating the Net Asset Value, completely and exclusively rely, unless there is manifest error or negligence on its part, upon the valuations provided (i) by various pricing sources available on the market such as pricing agencies (e.g., Bloomberg, Reuters) or, (ii) by fund administrators, (iii) by prime brokers and brokers, or (iv) by (a) specialist(s) duly authorized to that effect by the Board of Directors. Finally, in the case no prices are found or when the valuation may not correctly be assessed, the administrative agent may rely upon the valuation provided by the Board of Directors.

In circumstances where (i) one or more pricing sources fails to provide valuations to the administrative agent, which could have a significant impact on the net asset value, or where (ii) the value of any asset(s) may not be determined as rapidly and accurately as required, the administrative agent is authorized to postpone the Net Asset Value calculation and as a result may be unable to determine subscription and redemption prices. The Board of Directors shall be informed immediately by the administrative agent should this situation arise. The Board of Directors may then decide to suspend the calculation of the Net Asset Value in accordance with the procedures described in Article 12 below.

Adequate provisions will be made, Sub-Fund by Sub-Fund, for expenses to be borne by each of the Company's Sub-Fund's and off-balance-sheet commitments may possibly be taken into account on the basis of fair and prudent criteria.

The value of all assets and liabilities not expressed in the base currency of a Sub-Fund will be converted into the base currency of such Sub-Fund at the rate of exchange on the relevant Valuation Day. If such quotations are not available, the rate of exchange will be determined in good faith by or under procedures established by the Board of Directors.

The Board of Directors, in its discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset of the Company.

II. The liabilities of the Company shall include:

1) all loans, bills and accounts payable;

2) all accrued interest on loans of the Company (including accrued fees for commitment for such loans);

3) all accrued or payable expenses, including but not limited to administrative expenses, investment advisor fees, management fees, including incentive fees, fees of the custodian, as defined in Article 29 (the "Custodian"), and administrative agents' fees, as well as fees due to any other agent providing, for instance, facilities, methods, information technologies infrastructure, communication, reporting capabilities, secretarial services and any additional services);

4) 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;

5) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other reserves (if any) authorized and approved by the Board of Directors, as well as such amount (if any) as the Board of Directors may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;

6) all other liabilities of the Company of whatsoever kind and nature including set-up expenses of the Company or any of its Sub-Funds reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company which shall comprise formation expenses, fees payable to its investment manager(s) and adviser(s), if any, including performance fees, fees and expenses payable to its auditors and accountants, custodian and its correspondents, domiciliary and corporate agent, registrar and transfer agent, listing agent, any paying agent and any other agent providing, for instance, facilities, methods, information technologies infrastructure, communication, reporting capabilities, secretarial services and any additional services, any permanent representatives in places of registration, as well as any other agent employed by the Company, the remuneration of the Directors (if any) and their reasonable out-of-pocket expenses, insurance coverage, and reasonable travelling costs in connection with board meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the cost of preparing, printing, advertising and distributing prospectuses, explanatory memoranda, periodical reports or registration statements, and the costs of any reports to Shareholders, all taxes, duties, governmental and similar charges, 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 accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

III. The assets shall be allocated as follows:

The Board of Directors shall establish a Sub-Fund in respect of each Class of Shares and may establish a Sub-Fund in respect of two or more Classes of Shares in the following manner:

a) If two or more Classes of Shares relate to one Sub-Fund, the assets attributable to such Classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned. Within a Sub-Fund, Classes of Shares may be defined from time to time by the board so as to correspond to (i) a specific distribution policy, such as entitling to distributions ("Distribution Shares") or not entitling to distributions ("Capitalization Shares") and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific distribution fee structure, and/or (v) a specific currency, and/or (vi) different minimum investment requirements, and/or (vii) the use of different hedging techniques in order to protect in the base currency of the relevant Sub-Fund the assets and returns quoted in the currency of the relevant Class of Shares against longterm movements of their currency of quotation; and/or (viii) any other specific features applicable to one Class.

b) The proceeds to be received from the issue of Shares of a Class shall be applied in the books of the Company to the Sub-Fund established for that Class of Shares, and the relevant amount shall increase the proportion of the net assets of such Sub-Fund attributable to the Class of Shares to be issued, and the assets and liabilities and income and expenditure attributable to such Class or Classes shall be applied to the corresponding Sub-Fund subject to the provisions of this Article.

c) Where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same Sub-Fund as the assets from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant Sub-Fund.

d) Where the Company incurs a liability which relates to any asset of a particular Sub-Fund or to any action taken in connection with an asset of a particular Sub-Fund, such liability shall be allocated to the relevant Sub-Fund.

e) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular Class of Shares, such asset or liability shall be allocated to all the Classes of Shares pro rata to the net asset values of the relevant Classes of Shares or in such other manner as determined by the Board of Directors acting in good faith. Each Sub-Fund shall only be responsible for the liabilities which are attributable to such Sub-Fund.

f) Upon the payment of distributions to the holders of any Class of Shares, the Net Asset Value of such Class of Shares shall be reduced by the amount of such distributions.

All valuation regulations and determinations shall be interpreted and made in accordance with generally accepted accounting principles.

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

IV. For the purpose of this Article:

1) Shares of the Company to be redeemed under Article 8. hereof shall be treated as existing and taken into account until immediately after the time specified by the Board of Directors on the Valuation Day on which such redemption is made and from such time and until paid by the Company the price therefore shall be deemed to be a liability of the Company;

2) Shares to be issued by the Company shall be treated as being in issue as from the time specified by the Board of Directors on the Valuation Day on which such issue is made and from such time and until received by the Company the price therefore shall be deemed to be a debt due to the Company;

3) all investments, cash balances and other assets expressed in currencies other than the base currency of the relevant Sub-Fund shall be valued after taking into account the market rate or rates of exchange in force on the relevant Valuation Day; and

4) where on any Valuation Day the Company has contracted to:

- purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the Company and the value of the asset to be acquired shall be shown as an asset of the Company;

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered shall not be included in the assets of the Company;

provided however, that if the exact value or nature of such consideration or such asset is not known on such Valuation Day, then its value shall be estimated by the Company.

Art. 12. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue, Redemption and Conversion of Shares. With respect to each Class of Shares, the Net Asset Value per Share and the subscription, redemption and conversion price of Shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least twice a month at a frequency determined by the Board of Directors, such date or time of calculation being the Valuation Day.

The Company may temporarily suspend the determination of the Net Asset Value per Share of any particular Class and the issue and redemption of its Shares from its Shareholders as well as the conversion from and to Shares of each Class:

a) during any period when any of the principal stock exchanges, regulated market or other regulated markets on which a substantial portion of the investments of the Company attributable to a Sub-Fund from time to time is quoted, or when one or more foreign exchange markets in the currency in which a substantial portion of the assets of the Sub-Fund is denominated, are closed otherwise than for ordinary holidays or during which dealings are substantially restricted or suspended;

b) when political, economic, monetary or other emergency beyond the control, liability and influence of the Company makes the disposal of the assets of any Sub-Fund impossible under normal conditions or when such disposal would be detrimental to the interests of the Shareholder;

c) during any breakdown in the means of communication network normally employed in determining the price or value of any of the investments of any Sub-Fund or the current price or value on any market or stock exchange in respect of the assets attributable to the Sub-Fund(s);

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

e) during any period when for any other reason the prices of any investment owned by the Company attributable to any Sub-Fund cannot promptly or accurately be ascertained;

f) during any period when the Board of Directors so decides, provided all Shareholders are treated on an equal footing and all relevant laws and regulations are applied (i) as soon as an extraordinary general meeting of Shareholders of the Company or a Sub-Fund has been convened for the purpose of deciding on the liquidation or dissolution of the Company or a Sub-Fund and (ii) when the Board of Directors is empowered to decide on this matter, upon its decision to liquidate or dissolve a Sub-Fund;

g) following a decision of merging, liquidate or dissolve the Company or any of its Sub-Funds or upon the order of the regulatory authority;

h) following the suspension of the calculation of the net asset value, issue, redemptions or conversions of shares or units of the master fund in which the Company invests as its feeder fund.

When exceptional circumstances might adversely affect Shareholders' interests, or in the case that significant requests for subscription, redemption or conversion are received, the Board of Directors reserves the right to set the value of the Shares in one or more Sub-Funds only after having sold, as soon as possible, the required securities, on behalf of the relevant Sub-Fund. In this case, subscriptions, redemptions and conversions that are simultaneously in the process execution will be treated on the basis of a single Net Asset Value per Share in order to ensure that all Shareholders having presented requests for subscription, redemption or conversion are traded equally.

Any such suspension of the calculation of the Net Asset Value shall be notified to the subscribers and Shareholders requesting redemption, subscription or conversion of their Shares on receipt of their request for subscription, redemption or conversion.

Suspended subscriptions, redemptions and conversions will be taken into account on the first Valuation Day after the suspension ends.

Such suspension as to any Class of Shares shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Class of Shares.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value.

Title III. Administration and Supervision

Art. 13. Directors. The Company shall be managed by a Board of Directors composed of not less than three members, who need not be Shareholders of the Company. However, if it is noted at a Shareholders' meeting that all the Shares issued by the Company are held by one single Shareholder, the Company may be managed by one single Director until the first annual Shareholders' meeting following the moment where the Company has noted that its Shares are held by more than one Shareholder. They shall be elected for a term not exceeding six years. They may be re-elected. The Directors shall be elected by the Shareholders at a general meeting of Shareholders; in particular by the Shareholders at their annual general meeting for a period of three years or until their successors are elected and qualify, provided, however, that a Director may be removed with or without cause and/or replaced at any time by resolution adopted by the Shareholders. The Shareholders shall further determine the number of Directors, their remuneration and the term of their office.

In the event in which an elected Director is a legal entity, a permanent individual representative thereof should be designated as member of the Board of Directors. Such individual is submitted to the same obligations than the other Directors.

Such individual may only be revoked upon appointment of a replacement individual.

Directors shall be elected by the majority of the votes validly cast and shall be subject to the approval of the Luxembourg regulatory authorities.

In the event of a vacancy in the office of Director because of death, retirement or otherwise, the remaining Directors may meet and elect, by majority vote, a Director to fill such vacancy until the next meeting of Shareholders which shall take a final decision regarding such nomination.

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

The chairman shall preside at the meetings of the Board of Directors and of the Shareholders. In his absence, the Shareholders or the board members shall decide by a majority vote that another Director, or in case of a Shareholders' meeting, that any other person shall be in the chair of such meetings.

The Board of Directors may appoint any officers, including a general manager and any assistant general managers as well as any other officers deemed necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the Board of Directors. The officers need not be Directors or Shareholders of the Company. Unless otherwise stipulated by these Articles, the officers shall have the rights and duties conferred upon them by the Board of Directors.

Written notice of any meeting of the Board of Directors shall be given to all Directors at least twenty-four hours prior to the date set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing, by telegram, telefax or any other similar means of communication. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Board of Directors.

Any Director may act at any meeting by appointing in writing, by telegram, telex or telefax or any other similar means of communication another Director as his proxy. A Director may represent several of his colleagues.

Any Director may participate in a meeting of the Board of Directors by conference call or similar means of communication equipment which enables his/her identification whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting.

The Directors may only act at duly convened meetings of the Board of Directors. The Directors may not bind the Company by their individual signatures, except if specifically authorized thereto by resolution of the Board of Directors.

The Board of Directors can deliberate or act validly only if at least half of the Directors, or any other number of Directors that the board may determine, are present or represented.

Resolutions of the Board of Directors will be recorded in minutes signed by the person who will chair the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two Directors or by the secretary or any other authorized person.

Resolutions are taken by a majority vote of the Directors present or represented and voting at such meeting.

In the event that at any meeting the number of votes for or against a resolution is equal, the chairman of the meeting shall have a casting vote.

Resolutions in writing approved and signed by all Directors shall have the same effect as resolutions voted at the Board of Directors' meetings; each Director shall approve such resolution in writing, by telegram, telex, telefax or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such decision has been taken.

Art. 15. Powers of the Board of Directors. The Board of Directors is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in Article 18 hereof.

All powers not expressly reserved by law or by the present Articles to the general meeting of Shareholders are in the competence of the Board of Directors.

Art. 16. Corporate Signature. Vis-à-vis third parties, the Company is validly bound by the joint signatures of any two Directors or by the joint or single signature of any person(s) to whom authority has been delegated by the Board of Directors.

Art. 17. Delegation of Power. The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorized signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the Board of Directors, who shall have the powers determined by the Board of Directors and who may, if the Board of Directors so authorizes, sub-delegate their powers.

The Company may enter with any Luxembourg or foreign company or companies into one or several investment management agreement(s), according to which such company or companies will supply the Company with recommendations and advice with respect to the Company's investment policy. Furthermore, such company or companies may, on a day-to-day basis and subject to the overall control and ultimate responsibility of the Board of Directors, purchase and sell securities and otherwise manage the Company's portfolios. The investment management agreement(s) shall contain

the rules governing the modification or expiration of such contract(s) which are otherwise concluded for an unlimited period.

The Board of Directors may also confer special powers of attorney by notary or private proxy.

Art. 18. Investment Policies and Restrictions. The Board of Directors, based upon the principle of risk spreading, has the power to determine (i) the investment policies and strategies to be applied in respect of each Sub-Fund, (ii) the hedging strategy, if any, to be applied to specific Classes of Shares within particular Sub-Funds and (iii) the course of conduct of the management and business affairs of the Company.

In compliance with the requirements set forth by the Law of 217 December 2010 and detailed in the Sales Documents, in particular as to the type of markets on which the assets may be purchased or the status of the issuer or of the counterparty, each Sub-Fund may invest in:

(i) Transferable Securities or money market instruments normally dealt in on the money market which are liquid and have a value which can be accurately determined at any time ("Money Market Instruments");

(ii) Shares or units of other UCIs including shares of a master fund and Shares of other Sub-Funds to the extent permitted and at the conditions stipulated by the Law of 2010;

(iii) deposits with credit institutions, which are repayable on demand or have the right to be withdrawn and which are maturing in no more than 12 months;

(iv) financial derivative instruments.

The investment policy of the Company may replicate the composition of an index of securities or debt securities recognized by the Luxembourg supervisory authority.

The Company may in particular purchase the above mentioned assets on any regulated market, of a State of Europe, being or not a member of the European Union ("EU"), of America, Africa, Asia, Australia or Oceania as such notions are defined in the Sales Documents.

The Company may also invest in recently issued Transferable Securities and Money Market Instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a regulated market, stock exchange or other regulated market and that such admission be secured within one year of issue.

In accordance with the principle of risk spreading, the Company is authorized to invest up to 100% of the net assets attributable to each Sub-Fund in transferable securities or money market instruments issued or guaranteed by an European Union ("EU") member State, its local authorities, another member State of the OECD or public international bodies of which one or more member States of the EU are members being provided that if the Company uses the possibility described above, it shall hold, on behalf of each relevant Sub-Fund, securities belonging to six different issues at least. The securities belonging to one issue cannot exceed 30% of the total net assets attributable to that Sub-Fund.

The Board of Directors, acting in the best interest of the Company, may decide, in the manner described in the Sales Documents, that: (i) all or part of the assets of the Company or of any Sub-Fund be co-managed on a segregated basis with other assets held by other investors, including other undertakings for collective investment and/or their compartments; or that (ii) all or part of the assets of two or more Sub-Funds of the Company be comanaged amongst themselves on a segregated or on a pooled basis.

Investments of each Sub-Fund of the Company may be made either directly or indirectly through wholly-owned subsidiaries, as the Board of Directors may from time to time decide and as described in the Sales Documents. Reference in these Articles to "investments" and "assets" shall mean, as appropriate, either investments made and assets beneficially held directly or investments made and assets beneficially held indirectly through the aforesaid subsidiaries.

The Company is authorized to employ techniques and instruments relating to transferable securities and money market instruments.

Art. 19. Conflict of Interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company is interested in, or is a Director, associate, officer or employee of, such other company or firm. Any Director or officer of the Company who serves as a Director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company may have in any transaction of the Company an interest opposite to the interests of the Company, except for day-to-day transactions concluded in normal terms such Director or officer shall make known to the Board of Directors such opposite interest and shall not consider or vote on any such transaction, and such transaction and such Director's or officer's interest therein shall be reported to the next succeeding general meeting of Shareholders.

The term "opposite interest", as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving the investment manager, the management company, the Custodian or such other person, company or entity as may from time to time be determined by the Board of Directors in its discretion.

The Board of Directors is responsible for the implementation of the conflict of interest policy of the Company.

Art. 20. Indemnification of Directors. The Company may indemnify any director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a Shareholder or a creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 21. Auditors. The accounting data related in the annual report of the Company shall be examined by an auditor (réviseur d'entreprises agréé) appointed by the general meeting of Shareholders and remunerated by the Company.

The auditor shall fulfil all duties prescribed by the Law of 17 December 2010.

Title IV. General meetings - Accounting year – Distributions

Art. 22. General Meetings of Shareholders of the Company. The general meeting of Shareholders of the Company shall represent the entire body of Shareholders of the Company. Its resolutions shall be binding upon all the Shareholders regardless of the Class of Shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

The general meeting of Shareholders shall meet upon call by the Board of Directors.

It may also be called upon the request of Shareholders representing at least one tenth of the Share capital.

The annual general meeting shall be held in accordance with Luxembourg law in Luxembourg City at a place specified in the notice of meeting, on the third Monday of the month of April at 10:30 a.m. If such day is a legal or a bank holiday in Luxembourg, the annual general meeting shall be held on the next following business day.

Other meetings of Shareholders may be held at such places and times as may be specified in the respective notices of meeting.

Shareholders shall meet upon call by the Board of Directors pursuant to a notice setting forth the agenda sent at least eight days prior to the meeting to each registered Shareholder at the Shareholder's address in the register of Shareholders. The giving of such notice to registered Shareholders need not be justified to the meeting. The agenda shall be prepared by the Board of Directors except in the instance where the meeting is called on the written demand of the Shareholders in which instance the Board of Directors may prepare a supplementary agenda.

If bearer Shares are issued the notice of meeting shall in addition be published as provided by law in the Mémorial C, Recueil des Sociétés et Associations, in one or more Luxembourg newspapers, and in such other newspapers as the Board of Directors may decide.

If all Shares are in registered form and if no publications are made, notices to Shareholders may be mailed by registered mail only.

If all Shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the general meeting may take place without notice of meeting.

The holders of bearer Shares are obliged, in order to be admitted to the general meetings, to deposit their Share certificates with an institution specified in the convening notice at least five days prior to the date of the meeting.

The Board of Directors may determine all other conditions that must be fulfilled by Shareholders in order to attend any meeting of Shareholders.

The business transacted at any meeting of the Shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters.

Each Share of whatever Class is entitled to one vote, in compliance with Luxembourg law and these Articles. A Shareholder may act at any meeting of Shareholders by giving a written proxy or by cable, telegram or facsimile transactions to another person, who need not be a Shareholder and who may be a Director of the Company.

Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority of the votes validly cast.

Art. 23. General Meetings of Shareholders in a Sub-Fund or in a Class of Shares. The Shareholders of the Class or Classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

In addition, the Shareholders of any Class of Shares may hold, at any time, general meetings to decide on any matters which relate exclusively to such Class.

The provisions of Article 22, paragraphs 2, 3, 7, 8, 9, 10, 11, 12, 13 and 15 shall apply to such general meetings.

Each Share is entitled to one vote in compliance with Luxembourg law and these Articles. Shareholders may act either in person or by giving a proxy in writing or by cable, telegram or facsimile transmission to another person who needs not be a Shareholder and may be a Director of the Company.

Unless otherwise provided for by law or herein, resolutions of the general meeting of Shareholders of a Sub-Fund or of a Class of Shares are passed by a simple majority vote of the votes validly cast.

Any resolution of the general meeting of Shareholders of the Company, affecting the rights of the holders of Shares of any Class vis-à-vis the rights of the holders of Shares of any other Class or Classes, shall be subject to a resolution of the general meeting of Shareholders of such Class or Classes in compliance with Article 68. of the law of 10 August 1915 on commercial companies, as amended.

Art. 24. Dissolution and Merger of Sub-Funds or Classes of Shares. In the event that for any reason the value of the net assets in any Sub-Fund or the value of the net assets of any Class within a Sub-Fund has decreased to an amount determined by the Board of Directors to be the minimum level for such Sub-Fund, or such Class to be operated in an economically efficient manner, or if a change in the economical, political situation relating to the Sub-Fund or Class concerned would have material adverse consequences on the investments of that Sub-Fund, or in order to proceed to a rationalization of the Classes and/or the Sub-Funds offered, the Board of Directors may decide to compulsorily redeem all the Shares of the relevant Class or Classes issued in such Sub-Fund at the Net Asset Value per Share (taking into account actual realization prices of investments and realization expenses), calculated on the Valuation Day at which such decision shall take effect and therefore close such Class or Sub-Fund. The decision of the Board of Directors will be published (either in newspapers to be determined by the Board of Directors or by way of a notice sent to the Shareholders at their addresses indicated in the register of Shareholders) prior to the effective date of the compulsory redemption and the publication and will indicate the reasons for, and the procedures of, the compulsory redemption operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between, the Shareholders, the Shareholders of the Sub-Fund or Class of Shares concerned may continue to request redemption or conversion of their Shares free of charge (but taking into account actual realization prices of investments and realization expenses) prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, the Shareholders of any one or all Classes of Shares issued in any Sub-Fund may at a general meeting of such Shareholders, upon proposal from the Board of Directors, redeem all the Shares of the relevant Class or Classes and refund to the Shareholders the Net Asset Value of their Shares (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders which shall decide by resolution taken by simple majority of the validly cast votes.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Caisse de Consignation on behalf of the persons entitled thereto.

All redeemed Shares shall be cancelled.

The dissolution of the last Sub-Fund of the Company will result in the liquidation of the Company.

The Board of Directors may decide to proceed with a merger (within the meaning of the Law of 2010) of the assets of the Company or of any Sub-Fund with those of (i) another existing Sub-Fund within the Company or another sub-fund within such other Luxembourg or foreign UCITS (the "new sub-fund"), or of (ii) another Luxembourg or foreign UCITS (the "new UCITS"), and to designate the Shares of the Company or the Sub-Fund concerned as Shares of the new UCITS or the new sub-fund, as applicable. The Board of Directors is competent to decide on or approve the effective date of the merger. Such a merger shall be subject to the conditions and procedures imposed by the Law of 2010, in particular concerning the merger project to be established by the Board of Directors and the information to be provided to the Shareholders.

Notwithstanding the powers conferred to the Board of Directors by the preceding section, a merger (within the meaning of the Law of 2010) of the assets and of the liabilities attributable to any Sub-Fund with another Sub-Fund within the Company may be decided upon by a general meeting of the Shareholders of the Sub-Fund concerned for which there shall be no quorum requirements and which will decide upon such a merger by resolutions taken by simple majority of the votes validly cast.

The general meeting of the Shareholders of the Sub-Fund concerned will decide on the effective date of such a merger it has initiated within the Company, by resolution taken with no quorum requirement and adopted at a simple majority of the votes validly cast.

The Shareholders may also decide a merger (within the meaning of the Law of 2010) of the assets and of the liabilities attributable to the Company or any Sub-Fund with the assets of any new UCITS or new compartment within another UCITS. Such a merger and the decision on the effective date of such a merger shall require resolutions of the Shareholders of the Company or Sub-Fund concerned subject to the quorum and majority requirements provided for the amendment of these Articles, except when such a merger is to be implemented with a Luxembourg UCITS of the contractual type ("fonds commun de placement"), in which case resolutions shall be binding only on such Shareholders who have voted in favour of such merger. If the merger is to be implemented with a Luxembourg fonds commun de placement, Shareholders not having voted in favour of such merger will be considered as having requested the redemption of their Shares, except if they have given written instructions to the contrary to the Company. The assets which may not or are unable to be distributed to such Shareholders for whatever reasons will be deposited with the "Caisse de Consignation" on behalf of the persons entitled thereto.

Where the Company or any of its Sub-Funds is the absorbed entity which, thus, ceases to exist and irrespective of whether the merger is initiated by the Board of Directors or by the Shareholders, the general meeting of Shareholders of the Company or of the relevant Sub-Fund must decide the effective date of the merger. Such general meeting is subject to the quorum and majority requirements provided for the amendment of these Articles.

Shareholders are entitled to request, without any charge other than those retained by the Company or the Sub-Fund to meet divestment costs, the repurchase or redemption of their Shares, or, if possible, convert them into shares of another Sub-Fund pursuing a similar investment policy within the Company, in accordance with the Law of 2010.

In the event that for any reason the value of the net assets of any class of Shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the Directors to be the minimum level for such class of Shares, to be operated in an economically efficient manner or as a matter of economic rationalization, the Directors may decide to amend the rights attached to any class of Shares so as to include them in any other existing class of Shares and re-designate the Shares of the class or classes concerned as Shares of another class. Such decision will be subject to the right of the relevant Shareholders to request, without any charges, the redemption of their Shares or, where possible, the conversion of those Shares into Shares of other classes within the same Sub-Fund or into Shares of same or other classes within another Sub-Fund.

Art. 25. Accounting Year. The accounting year of the Company shall commence on the first of January of each year and shall terminate on the thirty-first of December of the same year.

Art. 26. Distributions. The general meeting of Shareholders of the Class or Classes issued in respect of any Sub-Fund shall, upon proposal from the Board of Directors and within the limits provided by law, determine how the results of such Sub-Fund shall be disposed of, and may from time to time declare, or authorize the Board of Directors to declare, distributions.

For any Class of Shares entitled to distributions, the Board of Directors may decide to pay interim dividends in compliance with the conditions set forth by law.

Payments of distributions to holders of registered Shares shall be made to such Shareholders at their addresses in the register of Shareholders. Payments of distributions to holders of bearer Shares shall be made upon presentation of the dividend coupon to the agent or agents therefore designated by the Company.

Distributions may be paid in such currency and at such time and place that the Board of Directors shall determine from time to time.

For each Sub-Fund or Class of Shares, the Board of Directors may decide on the payment of interim dividends in compliance with legal requirements.

The Board of Directors may decide to distribute stock dividends in lieu of cash dividends upon such terms and conditions as may be set forth by the Board of Directors.

Any distribution that has not been claimed within five (5) years of its declaration shall be forfeited and revert to the Sub-Fund relating to the relevant Class or Classes of Shares.

No interest shall be paid on a dividend declared by the Company and kept by it at the disposal of its beneficiary.

Title V. Final provisions

Art. 27. Dissolution of the Company. The Company may at any time be dissolved by a resolution of the general meeting of Shareholders subject to the quorum and majority requirements referred to in Article 30. hereof.

Whenever the Share capital falls below two-thirds of the minimum capital indicated in Article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting of Shareholders by the Board of Directors. The general meeting, for which no quorum shall be required, shall decide by a simple majority of the validly cast votes.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the Share capital falls below one-fourth of the minimum capital set by Article 5 hereof; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by Shareholders holding one-fourth of the votes of the Shares represented and validly cast at the meeting.

The meeting must be convened so that it is held within a period of forty days from ascertainment that the net assets of the Company have fallen below two-thirds or onefourth of the legal minimum, as the case may be.

Art. 28. Liquidation. Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of Shareholders which shall determine their powers and their compensation.

Art. 29. Custodian. To the extent required by law, the Company shall enter into a custody agreement with a banking, or saving institution as defined by the law of 5 April, 1993 on the financial sector, as amended.

The Custodian shall fulfil the duties and responsibilities as provided for by the Law of 2010.

If the Custodian desires to retire, the Board of Directors shall use its best endeavours to find a successor custodian within two months of the effectiveness of such retirement. The Board of Directors may terminate the appointment of

the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed to act in the place thereof.

Art. 30. Amendments to the Articles of Incorporation. The Articles may be amended by a general meeting of Shareholders subject to the quorum and majority requirements provided by the Law of 10 August 1915. For the avoidance of doubt, such quorum and majority requirements shall be as follows: fifty percent of the Shares issued must be present or represented at the general meeting and a super-majority of two thirds of the Shareholders present or represented and validly voting is required to adopt a resolution. In the event that the quorum is not reached, the general meeting must be adjourned and re-convened. There is no quorum requirement for the second meeting but the majority requirement remains unchanged.

Art. 31. Statement. Words importing a masculine gender also include the feminine gender and words importing persons or Shareholders also include corporations, partnerships associations and any other organized group of persons whether incorporated or not.

Art. 32. Applicable Law. All matters not governed by the Articles shall be determined in accordance with the Law of 10 August 1915 and the Law of 2010, as such laws have been or may be amended from time to time.

Evaluation of costs

The above named persons declare that the expenses, costs, fees and charges of any kind whatsoever, which fall to be paid by the Company as a result of this deed, amount approximately to EUR Nothing else being on the agenda, the meeting was then adjourned and these minutes signed by the members of the bureau and by the notary.

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

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

Signé: V. DE MOREAU D'ANDOY, G. LÉONARD, C. DELVAUX.

Enregistré à Redange/Attert le 03 mai 2012. Relation: RED/2012/603. 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 03 mai 2012. M e Cosita DELVAUX.

Référence de publication: 2012051893/1121.

(120072798) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2012.

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

Capital social: EUR 395.388,00.

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

R.C.S. Luxembourg B 150.107.

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DISSOLUTION

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

Before Us, Maître Francis Kesseler, notary, residing in Esch-sur-Alzette,

There appeared:

CanGro Holding, L.L.C., a limited liability company incorporated and existing under the laws of the State of Delaware, United States of America, having its registered office at The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, United States of America, and registered with the Secretary of State of the State of Delaware under number 4065685,

here represented by Ms. Sofia Afonso-Da Chao Conde, private employee, with professional address at 5, rue Zénon Bernard, L-4030, Esch/Alzette, Grand Duchy of Luxembourg, by virtue of a proxy given on March 2, 2012.

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

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

- The appearing party is currently the sole shareholder of the private limited liability company established and existing under the laws of the Grand-Duchy of Luxembourg under the name of "CGH Lux S.à r.l." (the Company), having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register under number B 150107, established by a deed of Me Joseph Elvinger, notary residing in Luxembourg, dated December 14, 2009 published in the Mémorial C, Recueil des Sociétés et Associations

number 115, of January 18, 2010, and whose bylaws have been last amended by a deed of Me Joseph Elvinger, prenamed, dated March 19, 2010 published in the Mémorial C, Recueil des Sociétés et Associations number 1078, of May 21, 2010.

- The Company's share capital is fixed at three hundred ninety-five thousand three hundred eighty-eight Euro (EUR 395.388,00) divided into three hundred ninety-five thousand three hundred eighty-eight (395.388) shares, with a nominal value of one Euro (EUR 1,00) each.

- The appearing party, as the sole shareholder of the Company, expressly declares to proceed with the anticipated dissolution of the Company.

- The appearing party, as the liquidator of the Company, declares that all known liabilities of the Company have been settled or provisioned.

- The appearing party, as the sole shareholder of the Company, expressly declares that it assumes all the responsibilities and debts of the Company.

- The activity of the Company has ceased and all assets of the Company are transferred to its sole shareholder at their net book value, who is personally liable for all liabilities and engagements of the Company, even those currently unknown, in the same way as the latter was liable; accordingly, the liquidation of the Company is considered to be closed.

- The sole shareholder wholly and fully discharges the managers of the dissolved Company for the execution of their mandate until the date hereof.

- The accounting books and documents of the dissolved Company will be kept during a period of five (5) years at the Company's former registered office.

Expenses

The expenses, costs, remuneration or charges in any form whatsoever which will be borne by the Company as a result of the present dissolution are estimated at approximately two thousand two hundred Euros (EUR 2.200,00).

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

Declaration

The undersigned notary who understands and speaks English states herewith that on request of the above appearing party, the present deed is worded in English followed by a French translation.

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

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

The document having been read to the proxyholder of the person appearing, who is known to the undersigned notary by her full name, civil status and residence, she signed together with Us, the notary, the present deed.

Suit la traduction française du texte qui précède.

L'an deux mille douze, le neuf mars.

Par-devant Nous, Maître Francis Kesseler, notaire de résidence à Esch-sur-Alzette,

A comparu:

CanGro Holding, L.L.C., une limited liability company, constituée et existant selon le droit de l'Etat du Delaware, Etats-Unis d'Amérique, ayant son siège social à The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, Etats-Unis d'Amérique, et enregistrée auprès du Secretary of State of the State of Delaware sous le numéro 4065685,

ici représentée par Mme. Sofia Afonso-Da Chao Conde, employée privée, ayant son adresse professionnelle au 5, rue Zénon Bernard, L-4030 Esch/Alzette, Grand Duché de Luxembourg, en vertu d'une procuration donnée le 2 mars 2012.

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

Laquelle comparante, représentée comme indiqué ci-dessus, a requis le notaire instrumentaire d'acter que:

- La comparante est actuellement l'associée unique de la société à responsabilité limitée établie en vertu du droit luxembourgeois sous la dénomination de «CGH Lux S.à r.l.» (la Société), ayant son siège social au 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duché de Luxembourg et enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 150107, constituée suivant acte reçu par Me Joseph Elvinger, notaire de résidence à Luxembourg, en date du 14 décembre 2009, publié au Mémorial C, Recueil des Sociétés et Associations n° 115, du 18 janvier 2010, et dont les statuts ont été dernièrement modifiés suivant acte reçu par Me Joseph Elvinger, prénommé, en date du 19 mars 2010, publié au Mémorial C, Recueil des Sociétés et Associations n°1078, du 21 mai 2010.

- Le capital social de la Société est fixé à trois cent quatre-vingt-quinze mille trois cent quatre-vingt-huit Euros (EUR 395.388,00) divisé en trois cent quatre-vingt-quinze mille trois cent quatre-vingt-huit (395.388) parts sociales d'une valeur nominale d'un Euro (EUR 1,00) chacune.

- Par la présente, la comparante prononce la dissolution anticipée de la Société avec effet immédiat.

- La comparante en sa qualité de liquidateur de la Société déclare que tout le passif connu de la Société est réglé ou provisionné.

- La comparante, en sa qualité d'associée unique de la Société, déclare assumer toutes les responsabilités et les dettes de la Société.

- L'activité de la Société a cessé et l'associée unique est investie de tout l'actif à sa valeur nette comptable et elle répondra personnellement de tous les engagements de la Société, même inconnus à l'heure actuelle, de la même manière que celle-ci y était tenue; partant la liquidation de la Société est à considérer comme clôturée.

- L'associée unique donne décharge pleine et entière aux gérants pour l'exécution de leur mandat jusqu'à la date des présentes.

- Les documents et pièces relatifs à la Société dissoute resteront conservés durant cinq (5) ans à l'ancien siège social de la Société.

Frais

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la Société et mis à sa charge à raison des présentes, sont évalués sans nul préjudice à la somme de deux mille deux cents Euros (EUR 2.200,00).

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

Déclaration

Le notaire soussigné qui comprend et parle l'anglais, constate par les présentes qu'à la requête de la personne comparante le présent acte est rédigé en anglais suivi d'une version française.

A la requête de la même personne et en cas de divergences entre le texte anglais et le texte français, la version anglaise fera foi.

Dont acte, fait et passé à Esch/Alzette, à la date en tête des présentes.

Et après lecture faite au mandataire de la comparante, connu du notaire soussigné par ses nom et prénom, état et demeure, celle-ci a signé avec Nous, notaire, le présent acte.

Signé: Conde, Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 19 mars 2012. Relation: EAC/2012/3594. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): M. Halsdorf.

POUR EXPEDITION CONFORME.

Référence de publication: 2012039656/108.

(120053024) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

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

Siège social: L-1430 Luxembourg, 6, boulevard Pierre Dupong.

R.C.S. Luxembourg B 152.960.

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In the year two thousand and twelve, on the twenty-sixth of March;

Before Us Me Carlo WERSANDT, notary residing in Luxembourg (Grand Duchy of Luxembourg), undersigned;

APPEARED:

The company governed by the laws of Delaware "Scientific Games International Inc.", established and having its registered office in DE-19801 Wilmington, New Castle, 1209 Orande Street (United States of America), registered with the Division of Corporations of the State of Delaware under number 2258732,

here represented by Mr. Luca DI FINO, chartered accountant, residing professionally in L-1430 Luxembourg, 6, boulevard Pierre Dupong, by virtue of a proxy given under private seal, such proxy, after having been signed "ne varietur" by the proxy-holder and the officiating notary, will remain attached to the present deed in order to be recorded with it.

This appearing party, represented as said before, has declared and requested the officiating notary to state:

- That the private limited liability company ("société à responsabilité limitée") "Sciplay (Luxembourg) S.à r.l.", (the "Company"), established and having its registered office in L-2537 Luxembourg, 19, rue Sigismond, inscribed in the Trade and Companies' Register of Luxembourg, section B, under the number 152960, has been incorporated pursuant to a deed of Me Henri HELLINCKX, notary residing in Luxembourg, on April 30, 2010, published in the Mémorial C, Recueil des Sociétés et Associations, number 1318 of the 25 th of June 2010,

and that the articles of association have been amended several times and for the Me last time pursuant to a deed of Edouard DELOSCH, notary then residing in Rambrouch, on July 28, 2011, published in the Mémorial C, Recueil des Sociétés et Associations, number 2387 of the 6th of October 2011;

- That the appearing party is the sole actual partner (the "Sole Partner") of the Company and that he has taken, through his mandatory, the following resolutions:

First resolution

The Sole Partner resolves to transfer the registered office to L-1430 Luxembourg, 6, boulevard Pierre Dupong.

Second resolution

The Sole Partner resolves with immediate effect to dissolve the Company and to put it into voluntary liquidation (liquidation volontaire).

Third resolution

The Sole Partner decides to appoint Mr. James Robert METCALFE, company director, born in New York (United States of America), on January 11, 1957, residing in 30005 Alpharetta (Georgia), Greatwood Trail 7105 (United States of America), as liquidator ("liquidateur") (the "Liquidator") of the Company.

Fourth resolution

The Sole Partner decides to confer to the Liquidator the broadest powers as set out in articles 144 and following of the coordinated law on commercial companies of 10 August 1915 (the "Law").

The Sole Partner also decides to instruct the Liquidator, to the best of his abilities and with regard to the circumstances, to realise all the assets and to pay the debts of the Company.

The Sole Partner resolves that the Liquidator shall be entitled to execute all deeds and carry out all operations in the name of the Company, including those referred to in article 145 of the Law, without the prior authorisation of the general meeting of the shareholders or the sole shareholder. The Liquidator may delegate his powers for specific defined operations or tasks to one or several persons or entities, although he will retain sole responsibility for the operations and tasks so delegated.

The Sole Partner further resolves to empower and authorise the Liquidator, on behalf of the Company in liquidation, to execute, deliver, and perform the obligations under, any agreement or document which is required for the liquidation of the Company and the disposal of its assets.

The Sole Partner further resolves to empower and authorise the Liquidator to make, in his sole discretion, advance payments in cash or in kind of the liquidation proceeds (boni de liquidation) to the Shareholders of the Company, in accordance with article 148 of the Law.

Fifth resolution

The Sole Partner decides to grant a full discharge to the managers of the Company for the performance of their respective mandates until the date hereof.

The Sole Partner decides to acknowledge, approve, ratify and adopt as the actions of the Company the actions taken by the managers of the Company for the period beginning at the date of the incorporation of the Company and ending at the date hereof and to waive its right to pursue any legal action against the managers arising as a result of their management of the Company.

Sixth resolution

At December 31, 2011, the Company had in its accounts an Intangible Asset at a value of 220,000.-EUR which was contributed in-kind by the original Partners.

The Sole Partner decides the value of the Intangible Asset at March 31, 2012 is nil based on the fact that the Company has no customers and is in liquidation.

The Sole Partner decides to sell the Company's interest in Sciplay Inc to Scientific Games International Inc for To Be Determined.

Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of the present deed, is evaluated at approximately one thousand two hundred and ten Euros.

Statement

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

WHEREOF, the present deed was drawn up in Luxembourg, at the date indicated at the beginning of the document.

After reading the present deed to the proxy-holder of the appearing party, acting as said before, known to the notary by name, first name, civil status and residence, the said proxy-holder has signed with Us the notary the present deed.

Suit la version en langue française du texte qui précède:

L'an deux mille douze, le vingt-six mars;

Pardevant Nous Maître Carlo WERSANDT, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg), soussigné;

A COMPARU:

La société régie par les lois du Delaware "Scientific Games International Inc.", établie et ayant son siège social à DE-19801 Wilmington, New Castle, 1209 Orande Street (Etats-Unis d'Amérique), inscrite au Division of Corporations de l'Etat du Delaware sous le numéro 2258732,

ici représentée par Monsieur Luca DI FINO, expert-comptable, demeurant professionnellement à L-1430 Luxembourg, 6, boulevard Pierre Dupong, en vertu d'une procuration sous seing privé lui délivrée, laquelle procuration, après avoir été signée "ne varietur" par le mandataire et le notaire instrumentant, restera annexée au présent acte afin d'être enregistrée avec lui.

Laquelle partie comparante, représentée comme dit ci-avant, a déclaré et requis le notaire instrumentant d'acter:

- Que la société à responsabilité limitée "Sciplay (Luxembourg) S.à r.l.", (la "Société"), établie et ayant son siège social à L-2537 Luxembourg, 19, rue Sigismond, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 152960, a été constituée suivant acte reçu par Maître Henri HELLINCKX, notaire de résidence à Luxembourg, le 30 avril 2010, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1318 du 25 juin 2010,

et que les statuts ont été modifiés à plusieurs reprises et pour la dernière fois suivant acte reçu par Maître Edouard DELOSCH, notaire alors de résidence à Rambrouch, le 28 juillet 2011, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 2387 du 6 octobre 2011.

- Que la partie comparante est la seule associée actuelle (l'"Associé Unique") de la Société et qu'elle a pris, par son mandataire, les résolutions suivantes:

Première résolution

L'Associé Unique décide de transférer le siège social à L-1430 Luxembourg, 6, boulevard Pierre Dupong.

Deuxième résolution

L'Associé Unique décide avec effet immédiat de procéder à la liquidation de la Société et de la mettre en liquidation volontaire.

Troisième résolution

L'Associé Unique décide de nommer Monsieur James Robert METCALFE, administrateur de société, né à New York (Etats-Unis d'Amérique), le 11 janvier 1957, demeurant à 30005 Alpharetta (Géorgie), Greatwood Trail 7105 (Etats-Unis d'Amérique), en tant que liquidateur (le Liquidateur) de la Société.

Quatrième résolution

L'Associé Unique décide de conférer au Liquidateur les pouvoirs les plus étendus, prévus par les articles 144 et suivants de la loi sur les sociétés commerciales du 10 août 1915 telle que modifiée (la "Loi").

L'Associé Unique décide également d'instruire le Liquidateur, dans la limite de ses capacités et selon les circonstances, afin qu'il réalise l'ensemble des actifs et solde les dettes de la Société.

L'Associé Unique décide que le Liquidateur sera autorisé à signer tous actes et effectuer toutes opérations au nom de la Société, y compris les actes et opérations stipulés dans l'article 145 de la Loi, sans autorisation préalable de l'assemblée générale des associés ou de l'associé unique. Le Liquidateur pourra déléguer ses pouvoirs pour des opérations spécifiques ou d'autres tâches à une ou plusieurs personnes ou entités, tout en conservant seul la responsabilité des opérations et tâches ainsi déléguées.

L'Associé Unique décide également de conférer pouvoir et autorité au Liquidateur, pour le compte de la Société en liquidation, afin qu'il exécute, délivre, et effectue toutes obligations relatives à tout contrat ou document requis pour la liquidation de la Société et à la liquidation de ses actifs.

L'Associé Unique décide en outre de conférer pouvoir et autorité au Liquidateur afin d'effectuer, à sa discrétion, tous versements d'avances en numéraire ou en nature des boni de liquidation aux actionnaires de la Société, conformément à l'article 148 de la Loi.

Cinquième résolution

L'Associé Unique décide d'accorder décharge aux gérants de la Société pour l'exercice de leurs mandats respectifs jusqu'à la date des présentes.

L'Associé Unique décide de reconnaître, approuver, ratifier et reprendre au compte de la Société tous les actes pris par les gérants de la Société pour la période débutant à la date de constitution de la Société et se terminant à ce jour et de renoncer à son droit d'exercer tout recours à l'encontre des gérants résultant de leur gestion de la Société.

Sixième résolution

Au 31 décembre 2011, la Société enregistrait dans ses comptes, un actif incorporel pour une valeur de 220.000,-EUR, pour lequel ont contribué les associés/fondateurs en nature.

L'Associé Unique décide que la valeur de l'actif incorporel au 31 mars 2012 est nul en rais du fait que la Société n'a pas de clients et se trouve être en liquidation.

L'Associé Unique décide de vendre les actions de la société SCIPLAY Inc à la société Scientific Games International Inc pour un prix à déterminer.

Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge en raison du présent acte, est évalué approximativement à mille deux cent dix euros.

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais et français, déclare par les présentes, qu'à la requête de la partie comparante le présent acte est rédigé en anglais suivi d'une version française; à la requête de la même partie comparante, et en cas de divergences entre le texte anglais et français, la version anglaise prévaudra.

DONT ACTE, le présent acte a été passé à Luxembourg, à la date indiquée en tête des présentes.

Après lecture du présent acte au mandataire la partie comparante, agissant comme dit ci-avant, connu du notaire par nom, prénom, état civil et domicile, ledit mandataire a signé avec Nous notaire le présent acte.

Signé: L. DI FINO, C. WERSANDT.

Enregistré à Luxembourg A.C., le 27 mars 2012 LAC/2012/13859. Reçu douze euros 12,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME délivrée;

Luxembourg, le 30 mars 2012.

Référence de publication: 2012039420/152.

(120052854) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

EP Galileo France 1 S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 12.500,00.

Siège social: L-1249 Luxembourg, 2, rue du Fort Bourbon.

R.C.S. Luxembourg B 132.338.

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EXTRAIT

Il résulte des résolutions prises par le conseil d'administration le 20 mars 2012 que le siège social de la Société a été transféré du 34, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg au 2, rue du Fort Bourbon, L-1249 Luxembourg, Grand-Duché de Luxembourg avec effet au 1 er avril 2012.

A Luxembourg, le 5 avril 2012.

Référence de publication: 2012041393/13.

(120055308) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

Grenouille S.A., Société Anonyme.

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

R.C.S. Luxembourg B 58.588.

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Extrait des résolutions prises par le conseil d'administration en date du 8 mars 2012

Le siège social de la société a été transféré à 18, rue de l'Eau, L-1449 Luxembourg, avec effet au 1 er avril 2012.

L'adresse professionnelle des administrateurs, Monsieur Christophe JASICA, Madame Martine KAPP et Monsieur Eric LECLERC, et du commissaire aux comptes, Monsieur Pascal FABECK, a été transférée à 4, rue Peternelchen, L-2370 Howald, à la même date.

Pour la société

Un administrateur

Référence de publication: 2012041447/14.

(120054760) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

Clariden Leu (Lux) I, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 89.370.

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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 2 avril 2012.

Référence de publication: 2012039650/10.

(120052943) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

Credit Suisse SICAV (Lux), Société d'Investissement à Capital Variable,

(anc. Clariden Leu (Lux)).

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

R.C.S. Luxembourg B 81.507.

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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 2 avril 2012.

Référence de publication: 2012039651/11.

(120052937) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

LA LUXEMBOURGEOISE-VIE Société Anonyme d'Assurances, Société Anonyme.

Siège social: L-1118 Luxembourg, 10, rue Aldringen.

R.C.S. Luxembourg B 31.036.

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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.
Senningerberg, le 2 avril 2012.

Référence de publication: 2012039913/10.

(120052978) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

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

Capital social: EUR 99.100,00.

Siège social: L-1249 Luxembourg, 2, rue du Fort Bourbon.

R.C.S. Luxembourg B 132.850.

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EXTRAIT

Il résulte des résolutions prises par le conseil d'administration le 20 mars 2012 que le siège social de la Société a été transféré du 34, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg au 2, rue du Fort Bourbon, L-1249 Luxembourg, Grand-Duché de Luxembourg avec effet au 1 er avril 2012.

A Luxembourg, le 5 avril 2012.

Référence de publication: 2012041394/13.

(120055307) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

Ramius Enterprise Luxembourg Holdco S.à r.l., Société à responsabilité limitée.

Siège social: L-4243 Esch-sur-Alzette, 97, rue Jean-Pierre Michels.

R.C.S. Luxembourg B 130.705.

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L'an deux mille onze, le 9 décembre.

Le soussigné Maître Francis KESSELER, notaire de résidence à Esch-sur-Alzette,

déclare et constate que:

Lors de la rédaction de l'acte notarié documentant l'assemblée générale extraordinaire des associés de la société Ramius Enterprise Luxembourg Holdco S.àr.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 97, rue Jean-Pierre Michels, L-4243 Esch-sur-Alzette, Grand-Duché de Luxembourg, immatriculée auprès du Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 130.705 (la «Société») reçu par le notaire instrumentant en date du 20 mai 2011 (numéro 1018/11 de son répertoire), enregistré à Esch/Alzette Actes Civils, le 26 mai 2011, sous la relation EAC/2011/6958, publié au Mémorial C du 9 septembre 2011 («l'Acte»)

une erreur concernant le nombre de parts sociales de classe 5 s'est immiscée dans la nouvelle teneur de l'article 6 paragraphe 1 des statuts de la Société telle que documentée à la quatrième résolution de l'Acte, ceci dans la version française de l'Acte, lequel article 6 paragraphe 1 indique erronément:

Version française erronée de la quatrième résolution:

«Quatrième résolution:

L'Associé Unique décide de modifier l'article 6 paragraphe 1 des Statuts afin d'y refléter les modifications visées ci-avant, de sorte qu'il aura désormais la teneur suivante:

« **Art. 6.** Le capital social de la Société est fixé à la somme de un milliard trente millions cent et seize mille six cent quatre-vingt neuf dollars des Etats-Unis d'Amérique (1.030.116.689 USD) représenté par quatre cent deux millions cinq cent cinquante-neuf mille cinq cent soixante-quinze (402.559.575) parts sociales de classe 1 (les Parts Sociales de Classe 1), trente millions quatre cent quarante-cinq mille cinq cent cinq (30.445.505) parts sociales de classe 2 (les Parts Sociales de Classe 2), trente-deux millions six cent quarante-neuf mille neuf cent vingt-trois (32.649.923) parts sociales de classe 3 (les Parts Sociales de Classe 3), cent quinze millions huit cent quarante-quatre mille cinq cent soixante-quatre (115.844.564) parts sociales de classe 4 (les Parts Sociales de Classe 4), cent cinquante et un millions quatre cent quatre-vingt quinze deux cent vingt-sept (151.495.227) parts sociales de classe 5 (les Parts Sociales de Classe 5), et deux cent quatre-vingt-dix-sept millions cent vingt et un mille huit cent quarante cinq (297.121.845) parts sociales de classe 6 (les Parts Sociales de Classe 6) sans valeur nominale. Les Parts Sociales de Classe 1, les Parts Sociales de Classe 2, les Parts Sociales de Classe 3, les Parts Sociales de Classe 4, les Parts Sociales de Classe 5 et les Parts Sociales de Classe 6 emportent les mêmes droits et obligations, sauf disposition contraire des statuts.»»

Rectificatif

Il y a par conséquent lieu de le rectifier le passage précité de l'Acte comme suit:

Version française rectifiée de la quatrième résolution:

««Quatrième résolution:

L'Associé Unique décide de modifier l'article 6 paragraphe 1 des Statuts afin d'y refléter les modifications visées ci-avant, de sorte qu'il aura désormais la teneur suivante:

« **Art. 6.** Le capital social de la Société est fixé à la somme de un milliard trente millions cent et seize mille six cent quatre-vingt-neuf dollars des Etats-Unis d'Amérique (1.030.116.689 USD) représenté par quatre cent deux millions cinq cent cinquante-neuf mille cinq cent soixante-quinze (402.559.575) parts sociales de classe 1 (les Parts Sociales de Classe 1), trente millions quatre cent quarante-cinq mille cinq cent cinq (30.445.505) parts sociales de classe 2 (les Parts Sociales de Classe 2), trente-deux millions six cent quarante-neuf mille neuf cent vingt-trois (32.649.923) parts sociales de classe 3 (les Parts Sociales de Classe 3), cent quinze millions huit cent quarante-quatre mille cinq cent soixante-quatre (115.844.564) parts sociales de classe 4 (les Parts Sociales de Classe 4), cent cinquante-un millions quatre cent quatre-vingt-quinze mille deux cent soixante dix-sept (151.495.277) parts sociales de classe 5 (les Parts Sociales de Classe 5), et deux cent quatre-vingt-dix-sept millions cent vingt et un mille huit cent quarante cinq (297.121.845) parts sociales de classe 6 (les Parts Sociales de Classe 6) sans valeur nominale. Les Parts Sociales de Classe 1, les Parts Sociales de Classe 2, les Parts Sociales de Classe 3, les Parts Sociales de Classe 4, les Parts Sociales de Classe 5 et les Parts Sociales de Classe 6 emportent les mêmes droits et obligations, sauf disposition contraire des statuts.»

Toutes les autres dispositions de l'Acte demeurent inchangées.

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

Signé: Kesseler.

Enregistré à Esch/Alzette Actes Civils, le 19 décembre 2011. Relation: EAC/2011/17273. Reçu douze euros 12,00 €.

Le Receveur (signé): Santioni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2012039388/59.

(120052995) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

Northland Resources S.A., Société Anonyme.

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

R.C.S. Luxembourg B 151.150.

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Le siège social de ERNST & YOUNG S.A., est au 7, rue Gabriel Lippmann, L-5365 Munsbach

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 2 avril 2012.

Référence de publication: 2012041573/10.

(120054689) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

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

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

R.C.S. Luxembourg B 155.592.

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Veuillez noter que suite au contrat de cession daté du 23 janvier 2012, la société HarbourVest Partners 2007 Direct Fund L.P. a transféré 16.104 parts sociales à la société HarbourVest International Private Equity Partners V-Direct Fund L.P.:

Nouvelle situation associées:

1. Hamilton Lane Co-Investment Fund II Holdings L.P., enregistrée au Delaware sous le n° 4544424, avec siège social à 2711 Centerville Road, suite 400 Wilmington, DE 19808, County of New Castle, Delaware: 502.463 parts sociales;

2. Finance Street AIV Splitter L.P., enregistrée au Delaware sous le n° 5017498, avec siège social à 2711 Centerville Road, suite 400 Wilmington, DE 19808, County of New Castle, Delaware: 174.877 parts sociales;

3. HarbourVest International Private Equity Partners V-Direct Fund L.P., enregistrée au Delaware sous le n° 3991556, avec siège social à 2711 Centerville Road, suite 400 Wilmington, DE 19808, County of New Castle, Delaware: 200.833 parts sociales;

4. HarbourVest Partners 2007 Direct Fund L.P., enregistrée au Delaware sous le n° 4337459, avec siège social à 2711 Centerville Road, suite 400 Wilmington, DE 19808, County of New Castle, Delaware: 94.733 parts sociales;

5. StepStone Capital Partners II Onshore, L.P., enregistrée au Delaware sous le n° 4189029, avec siège social à 2711 Centerville Road, suite 400 Wilmington, DE 19808, County of New Castle, Delaware: 81.991 parts sociales;

6. StepStone Capital Partners II Cayman Holdings, L.P., enregistrée aux Iles Caymans sous le n° WK-17702, avec siège social à Ugland House, Grand Cayman, KY1-1104, Iles Caymans: 102.738 parts sociales;

7. AMP Capital Investors Limited agissant comme trustee de Future Directions Private Equity Fund 3A, avec siège social à 24, 33 Alfred St, Sydney NSW 2000, Australie: 63.857 parts sociales;

8. AMP Capital Investors Limited agissant comme trustee de Future Directions Private Equity Fund 3B, avec siège social à 24, 33 Alfred St, Sydney NSW 2000, Australie: 7.982 parts sociales;

9. CGR/PE, LLC, enregistrée au Delaware sous le n° 3836082, avec siège social à 2711 Centerville Road, suite 400 Wilmington, DE 19808, County of New Castle, Delaware: 20.526 parts sociales.

Luxembourg, le 02.04.2012.

Pour avis sincère et conforme

Pour Hao Investments S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2012039811/34.

(120052862) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

Rue des Tulipes, Société Civile Immobilière.

Siège social: L-1660 Luxembourg, 60, Grand-rue.

R.C.S. Luxembourg E 4.737.

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Statuts rectifiés par rapport au dépôt n° E4737 – L 120051801 du 30/03/2012: en première ligne, il faut lire «L'an deux mil douze, le trente mars» au lieu de L'an deux mil dix, le vingt-cinq mars. Fin rectification.

A COMPARU:

La société Westland World N.V. représenté par Eurolux (Samoa) Limited, par Monsieur Marc LEGRAND en vertu d'un pouvoir émis le 31 décembre 2011

La société Nationwide Management (Samoa) S.A. représenté par Eurolux (Samoa) Limited, par Monsieur Marc LEGRAND en vertu d'un pouvoir émis le 31 décembre 2011

Lesquelles comparantes ont arrêté ainsi qu'il suit les statuts d'une société civile immobilière qu'elles déclarent constituer comme suit:

Art. 1 er . La société a pour objet l'acquisition, la mise en valeur et la gestion d'immeubles pour compte propre ainsi que toutes opérations pouvant se rattacher directement ou indirectement à l'objet social ou pouvant en faciliter l'extension ou le développement et l'exploitation.

Art. 2. La société prend la dénomination de "RUE DES TULIPES", société civile immobilière.

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

Art. 4. Le siège social est établi à Luxembourg.

Il pourra être transféré en toute autre endroit du Grand-Duché de Luxembourg par simple décision des administrateurs.

Art. 5. Le capital social est fixé à DEUX MILLE CINQ CENTS EUROS (2.500.-EUR) représenté par cent (100) parts d'intérêts d'une valeur nominale de VINGT-CINQ EUROS (25.-EUR) chacune, souscrites comme suit:

Westland World N.V.	99 PARTS
Nationwide Management (Samoa) SA	1 PART
TOTAL: cent parts d'intérêts	(100)

Les parts d'intérêts ont été intégralement libérées.

Art. 6. La cession des parts s'opère par acte authentique ou sous seing privé en conformité des dispositions de l'article 1690 du Code Civil.

La cession de parts entre vifs ou la transmission pour cause de mort ne sont soumises à aucune restriction si elles ont lieu au profit d'un autre associé, du conjoint ou de descendants d'associés.

Elles ne peuvent être cédées entre vifs à des non-associés qu'avec le consentement de la majorité des associés représentant au moins les deux tiers du capital social.

Art. 7. Chaque part donne droit dans la propriété de l'actif social et dans la répartition des bénéfices à une fraction proportionnelle au nombre des parts existantes.

Art. 8. Dans leurs rapports respectifs, les associés sont tenus des dettes de la société, chacun dans la proportion du nombre de parts qu'il possède.

Vis-à-vis des créanciers de la société, les associés sont tenus de ces dettes conformément à l'article 1863 du Code Civil. Dans tous les actes qui contiendront des engagements au nom de la société, les gérants devront, sauf accord contraire et unanime des associés, sous leur responsabilité, obtenir des créanciers une renonciation formelle au droit d'exercer une action personnelle contre les associés, de telle sorte que lesdits créanciers ne puissent intenter d'action et de poursuite que contre la présente société et sur les biens qui lui appartiennent.

Art. 9. La société ne sera pas dissoute par le décès d'un ou de plusieurs associés, mais continuera entre le ou les survivants et les héritiers ou ayants-cause de l'associé ou des associés décédés.

L'interdiction, la faillite ou la déconfiture d'un ou de plusieurs associés ne mettra pas fin à la société, qui continuera entre les autres associés, à l'exclusion du ou des associés en état d'interdiction, de faillite ou de déconfiture.

Chaque part est indivisible à l'égard de la société.

Les copropriétaires indivis sont tenus, pour l'exercice de leurs droits, de se faire représenter auprès de la société par un seul d'entre eux ou par un mandataire commun pris parmi les autres associés.

Les droits et obligations attachés à chaque part la suivent dans quelque main qu'elle passe. La propriété d'une part comporte de plein droit adhésion aux statuts et aux résolutions prises par l'assemblée générale.

Art. 10. La société est gérée et administrée par un ou plusieurs administrateurs nommés par l'assemblée générale qui fixe leur nombre et la durée de leur mandat.

En cas de décès, de démission ou d'empêchement d'un des administrateurs, il sera pourvu à son remplacement par décision des associés.

Art. 11. Le ou les administrateurs sont investis des pouvoirs les plus étendus pour agir au nom de la société en toutes circonstances et faire autoriser tous les actes et opérations rentrant dans son objet.

Art. 12. Chacun des associés a un droit illimité de surveillance et de contrôle sur toutes les affaires de la société.

Art. 13. L'exercice social commence le 1 er janvier et finit le 31 décembre de chaque année. Par dérogation, le premier exercice commencera aujourd'hui même pour finir le 31 décembre 2012.

Art. 14. Les associés se réuniront si nécessaire à l'endroit qui sera indiqué dans l'avis de convocation.

Les associés peuvent être convoqués extraordinairement par le ou les associés-gérants quand ils jugent convenable, mais ils doivent être convoqués dans le délai d'un mois, si la demande en est faite par un ou plusieurs associés représentant un cinquième au moins de toutes les parts sociales.

Les convocations aux réunions ordinaires ou extraordinaires ont lieu au moyen de lettres recommandées adressées aux associés au moins cinq jours à l'avance et doivent indiquer sommairement l'objet de la réunion.

Les associés peuvent même se réunir sur convocation verbale et sans délai si tous les associés sont présents ou représentés.

Art. 15. Dans toutes les réunions, chaque part donne droit à une voix.

Les résolutions sont prises à la majorité simple des voix des associés présents ou représentés à moins de dispositions contraires des statuts.

En cas de division de la propriété des parts d'intérêts entre usufruitiers et nu-propriétaires, le droit de vote appartient au nu-propriétaire.

Art. 16. Les associés peuvent apporter toutes modifications aux statuts, quel qu'en soit la nature et l'importance.

Ces décisions portant modification aux statuts ne sont prises qu'à l'unanimité de toutes les parts existantes.

Art. 17. En cas de dissolution anticipée de la société, la liquidation de la société se fera par les soins du ou des administrateurs ou de tout autre liquidateur qui sera nommé et dont les attributions seront déterminées par les associés.

Le ou les liquidateurs peuvent, en vertu d'une délibération des associés, faire l'apport à une autre société civile ou commerciale, de la totalité ou d'une partie des biens, droits et obligations de la société dissoute, ou la cession à une société ou à toute autre personne de ces mêmes droits, biens et obligations.

Le produit net de la liquidation, après règlement des engagements sociaux, est réparti entre les associés proportionnellement au nombre des parts possédées par chacun d'eux.

Art. 18. Les articles 1832 à 1872 du Code Civil trouveront leur application partout où il n'y est pas dérogé par les présents statuts.

Evaluation des frais

Les parties ont évalué le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge à raison de sa constitution à environ MILLE EUROS (1.000.-EUR).

Assemblée générale extraordinaire

Et à l'instant, les associés se sont constitués en assemblée générale extraordinaire à laquelle ils se reconnaissent dûment convoqués et après avoir constaté que celle-ci était régulièrement constituée, ont à l'unanimité des voix pris les résolutions suivantes:

1. Est nommé administrateur pour une durée indéterminée:

NATIONWIDE MANAGEMENT S.A., ayant son siège social L1660 Luxembourg, 60, Grand-Rue, 1 er étage, RCS Luxembourg B 99.746, ici représentée par Richard TURNER, Réviseur d'Entreprise avec adresse professionnelle à L-1660 Luxembourg, 60, Grand-Rue, 1 er Etage.

L'administrateur a les pouvoirs les plus étendus pour engager la société en toutes circonstances par sa signature individuelle.

2. Le siège social de la société est fixé à L-1660 Luxembourg, 60, Grand'Rue, 1 er Etage

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

Référence de publication: 2012039395/102.

(120052783) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

Alba Luxco S.à r.l., Société à responsabilité limitée.

Siège social: L-1931 Luxembourg, 25, avenue de la Liberté.

R.C.S. Luxembourg B 159.342.

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In the year two thousand and twelve,

On the twenty-second day of March,

Before Us Maître Emile SCHLESSER, notary residing in Luxembourg, 35, rue Notre-Dame,

Was held an extraordinary general meeting of the shareholders of "Alba Luxco S. à r.l.", a "société à responsabilité limitée" having its registered office at L-1931 Luxembourg, 25, rue de la Liberté, incorporated by deed of notary Carlo WERSANDT, residing in Luxembourg, on 1 st March 2011, published in the "Mémorial, Recueil des Sociétés et Associations C" number 1126 of 26 May 2011, modified by deed of notary Joseph ELVINGER, residing in Luxembourg, on 21 March 2011, published in the "Mémorial, Recueil des Sociétés et Associations C" number 1281 of 14 June 2011, modified by deed of the undersigned notary on 12 August 2011, published in the "Mémorial, Recueil des Sociétés et Associations C" number 2514 of 18 October 2011, registered at the Trade and Companies' Register in and at Luxembourg under section B and number 159,342.

The meeting is chaired by Mr Philippe STANKO, private employee, residing professionally in Luxembourg,

who appointed as secretary Miss Fantine JEANNON, private employee, residing professionally in Luxembourg.

The meeting elected as scrutineer Mr Nicolas GERARD, private employee, residing professionally in Luxembourg.

The board of the meeting having thus been constituted, the chairman declared and requested the notary to state:

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

Agenda

1. Change of business year to March 31 st and subsequent amendment of article 14 of the articles of association of the Company which shall henceforth read as follows:

" **Art. 14. Financial year.** The Company's financial year begins on April first and ends on March thirty-first of the following year."

2. Determination of the end of the current business year on March 31 st , 2012.

3. Miscellaneous.

II. That the shareholders present or represented by proxy, the proxy holders of the represented shareholders and the number of their shares are shown on an attendance list; this attendance list, signed by the shareholders, the proxy holders of the represented shareholders and by the board of the meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities.

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

III. That the whole of the corporate capital being present or represented at the meeting and all the shareholders present or represented declaring that they have had due notice and were fully aware of the agenda prior to this meeting, no convening notices were necessary.

IV. That the present meeting, representing the whole of the corporate capital, is regularly constituted and may validly deliberate on all the items of the agenda.

After deliberation, the general meeting unanimously passed the following resolutions:

First resolution

The general meeting of the shareholders resolves to change the financial year, which shall from now on begin on the first day of April and end on the thirty-first day of March of the following year.

The general meeting of the shareholders decides to amend article fourteen of the articles of association of the Company which shall henceforth read as follows:

" **Art. 14. Financial Year.** The Company's financial year begins on April first and ends on March thirty-first of the following year."

Second resolution

The general meeting of partners decides that the current financial year, which has begun on the first day of January 2012, will end on the thirty-first day of March 2012.

Whereof, the present deed was 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, followed by a French version; on request of the appearing parties and in case of divergences between the English and the French texts, the English version will prevail.

The document having been read to the persons appearing, known to the notary by name, first name, civil status and residence, these persons signed together with the notary the present deed.

Suit la traduction française du texte qui précède

L'an deux mille douze,

Le vingt-deux mars,

Pardevant Maître Emile SCHLESSER, notaire de résidence à Luxembourg, 35, rue Notre-Dame,

S'est réunie l'assemblée générale extraordinaire des associés de la société à responsabilité limitée "Alba Luxco S.à r.l.", avec siège social à L-1931 Luxembourg, 25, avenue de la Liberté, constituée suivant acte reçu par le notaire Carlo WERSANDT, de résidence à Luxembourg, en date du 1 er mars 2011, publié au Mémorial, Recueil des Sociétés et Associations C, numéro 1126 du 26 mai 2011, modifiée suivant acte reçu par le notaire Joseph ELVINGER, de résidence à Luxembourg, en date du 21 mars 2011, publié au Mémorial, Recueil des Sociétés et Associations C, numéro 1281 du 14 juin 2011, modifiée suivant acte reçu par le notaire instrumentaire en date du 12 août 2011, publié au Mémorial, Recueil des Sociétés et Associations C, numéro 2514 du 18 octobre 2011, inscrite au Registre de Commerce et des Sociétés de et à Luxembourg sous la section B et le numéro 159.342.

L'assemblée est ouverte sous la présidence de Monsieur Philippe STANKO, employé privé, demeurant professionnellement à Luxembourg,

qui désigne comme secrétaire Mademoiselle Fantine JEANNON, employée privée, demeurant professionnellement à Luxembourg.

L'assemblée choisit comme scrutateur Monsieur Nicolas GERARD, employé privé, demeurant professionnellement à Luxembourg.

Le bureau ainsi constitué, le Président expose et prie le notaire instrumentaire d'acter:

I.- Que la présente assemblée a pour ordre du jour:

Ordre du jour

1. Modification de l'exercice social et modification subséquente de l'article 14 des statuts de la Société, lequel se lira dorénavant comme suit:

« **Art. 14. Exercice Social.** L'exercice social de la Société commence le premier avril et se terminera le trente-et-un mars de l'année suivante.»

2. Fixation de la fin de l'exercice social en cours au 31 mars 2012.

3. Divers.

II.- Que les associés présents ou représentés, les mandataires des associés représentés, ainsi que le nombre de parts sociales qu'ils détiennent sont indiqués sur une liste de présence; cette liste de présence, après avoir été signée par les associés présents, les mandataires des associés représentés ainsi que par les membres du bureau, restera annexée au présent procès-verbal pour être soumise avec lui à la formalité de l'enregistrement.

Resteront pareillement annexées aux présentes les procurations des associés représentés, après avoir été paraphées "ne varietur" par les comparants.

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

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

Ensuite, l'assemblée générale, après avoir délibéré, prend à l'unanimité les résolutions suivantes:

Première résolution:

L'assemblée générale des associés décide de modifier l'exercice social qui débutera désormais le premier avril et se terminera le trente-et-un mars de l'année suivante.

L'assemblée générale des associés décide de modifier l'article quatorze des statuts, lequel aura dorénavant la teneur suivante:

« **Art. 14. Exercice Social.** L'exercice social de la Société commence le premier avril et se terminera le trente-et-un mars de l'année suivante.»

Deuxième résolution:

L'assemblée générale des associés décide que l'exercice social en cours, qui a débuté le premier janvier 2012, se terminera le trente-et-un mars 2012.

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

Le notaire soussigné qui comprend et parle l'anglais, constate par les présentes qu'à la demande des comparants, le présent acte est rédigé en anglais suivi d'une traduction française; à la requête des mêmes personnes et en cas de divergences entre les textes français et anglais, la version anglaise fera foi.

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

Et après lecture faite aux comparants, connus du notaire par noms, prénoms usuels, états et demeures, les membres du bureau ont signé avec le notaire la présente minute.

Signé: P. Stanko, F. Jeannon, N. Gérard, E. Schlesser.

Enregistré à Luxembourg Actes Civils, le 26 mars 2012. Relation: LAC / 2012 / 13753. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

Pour expédition conforme.

Luxembourg, le 30 mars 2012.

Référence de publication: 2012039559/120.

(120052942) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

HDF Sicav DIVA (Lux), Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 136.905.

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EXTRAIT

Avec effet au 1 er décembre 2011, la société Deloitte Tax & Consulting, Société à responsabilité limitée, dont le siège social est situé au 560 rue de Neudorf, L-2220 Luxembourg, RC numéro B165 178., exerce les fonctions de liquidateur de HDF Sicav DIVA (Lux), (en liquidation), en remplacement de la société Deloitte S.A.

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

Luxembourg, le 27 mars 2012.
Pour extrait conforme
Signature

Référence de publication: 2012041455/15.

(120055327) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

EP Gretlade S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 2.854.600,00.

Siège social: L-1249 Luxembourg, 2, rue du Fort Bourbon.

R.C.S. Luxembourg B 124.096.

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EXTRAIT

Il résulte des résolutions prises par le conseil d'administration le 20 mars 2012 que le siège social de la Société a été transféré du 34, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg au 2, rue du Fort Bourbon, L-1249 Luxembourg, Grand-Duché de Luxembourg avec effet au 1 er avril 2012.

A Luxembourg, le 5 avril 2012.

Référence de publication: 2012041395/13.

(120055306) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

EP Kleber 1 S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 31.150,00.

Siège social: L-1249 Luxembourg, 2, rue du Fort Bourbon.

R.C.S. Luxembourg B 128.140.

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EXTRAIT

Il résulte des résolutions prises par le conseil d'administration le 20 mars 2012 que le siège social de la Société a été transféré du 34, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg au 2, rue du Fort Bourbon, L-1249 Luxembourg, Grand-Duché de Luxembourg avec effet au 1 er avril 2012.

A Luxembourg, le 5 avril 2012.

Référence de publication: 2012041396/13.

(120055305) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

EP Latitude 1 S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 12.500,00.

Siège social: L-1249 Luxembourg, 2, rue du Fort Bourbon.

R.C.S. Luxembourg B 131.523.

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EXTRAIT

Il résulte des résolutions prises par le conseil d'administration le 20 mars 2012 que le siège social de la Société a été transféré du 34, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg au 2, rue du Fort Bourbon, L-1249 Luxembourg, Grand-Duché de Luxembourg avec effet au 1 er avril 2012.

A Luxembourg, le 5 avril 2012.

Référence de publication: 2012041397/13.

(120055304) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

Progim, Société Anonyme.

Siège social: L-2311 Luxembourg, 55-57, avenue Pasteur.

R.C.S. Luxembourg B 111.670.

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Mesdames, Messieurs les actionnaires

Par la présente, je soussigné, Monsieur Nico HANSEN, agissant en ma qualité de gérant de la société à responsabilité limitée MGI FISOGEST SARL, ayant son siège social L-2311 Luxembourg 55-57, avenue Pasteur, vous informe de la décision de la société MGI FISOGEST SARL de démissionner de ses fonctions de Commissaire aux Comptes de la société anonyme PROGIM, constituée en date du 21 octobre 2005 par devant Maître Jean Seckler, notaire de résidence à Junglinster, tel que publié au Mémorial C N° 354 du 17 février 2006, ayant son siège social à L-2311 Luxembourg 55-57,

avenue Pasteur, inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 111.670.

Luxembourg, le 3 avril 2012.
MGI FISOGEST SARL
Représentée par Nico HANSEN
Gérant

Référence de publication: 2012041622/19.
(120055041) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

Tikehau Invest, Société à responsabilité limitée unipersonnelle.

Siège social: L-2530 Luxembourg, 10A, rue Henri M. Schnadt.
R.C.S. Luxembourg B 160.849.

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Extrait de la résolution de l'associé unique prise à Luxembourg en date du 28 février 2012

L'associé unique décide de nommer aux fonctions de gérant pour une durée indéterminée:
Monsieur Jean-Christian Gounon, directeur de sociétés, demeurant à CH-1167 Lussy-sur-Morge, Le Pré du Bois.
Monsieur Patrick Rochas devient par conséquent gérant en lieu et place de gérant unique.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Référence de publication: 2012041723/12.
(120054677) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

CORPORE+SANO Benelux S.à r.l., Société à responsabilité limitée.

Siège social: L-2120 Luxembourg, 16, allée Marconi.
R.C.S. Luxembourg B 167.834.

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STATUTS

L'an deux mille douze, le vingt-deux mars;

Par-devant Nous Maître Carlo WERSANDT, notaire de résidence à Luxembourg, (Grand-Duché de Luxembourg), soussigné;

A COMPARU:

La société par actions simplifiée de droit français "CORPORE + SANO", établie et ayant son siège social à F-75008 Paris, 168, Boulevard Haussmann, immatriculée au Registre du Commerce et des Sociétés de Paris sous le numéro 532 788 114,

ici dûment représentée par son président Monsieur Yann ROYER de LINCLAYS, gérant de sociétés, demeurant à F-75008 Paris, 168, Boulevard Haussmann.

Laquelle partie comparante, représentée comme ci-avant indiqué, a requis le notaire d'arrêter comme suit les statuts d'une société à responsabilité limitée régie par les lois y relatives et les présents statuts.

Titre I ^{er} . Forme - Dénomination - Durée - Siège - Objet

Art. 1 ^{er} . Il est formé par les présentes une société à responsabilité limitée sous le nom de "CORPORE+SANO Benelux S.à r.l." (ci-après la "Société") qui sera régie par les lois du Luxembourg, en particulier la loi du 10 août 1915 sur les sociétés commerciales ainsi que par les présents statuts.

Art. 2. La Société est constituée pour une durée illimitée.

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

Il peut être transféré en toute autre endroit du Grand-Duché de Luxembourg en vertu d'une décision de l'assemblée générale des associés.

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

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

Art. 4. La Société a pour objet la prise d'intérêt et de participations dans toutes sociétés commerciales, industrielles, artisanales, financières, mobilières, immobilières dans le secteur médical et paramédical, et plus particulièrement la distribution pharmaceutique, dans le respect de la réglementation en vigueur.

La société peut effectuer toutes prestations de services et de conseils en matière de ressources humaines, informatique, management, communication, finance, marketing et achats envers les sociétés du groupe -qu'il s'agisse de participations directes ou indirectes – ainsi qu'envers les sociétés faisant partie du Réseau CORPORE+SANO.

La Société a aussi pour objet les activités d'une société de financement de groupe, et, en tant que telle, la fourniture de tout type d'assistance financière à des sociétés faisant partie du Réseau CORPORE+SANO.

La Société peut exercer toutes activités se rapportant à l'acquisition, la gestion, l'exploitation, et la liquidation d'un patrimoine mobilier et immobilier; elle peut notamment employer ses fonds à l'achat, la vente, l'échange, la location, la transformation, l'aménagement et la mise en valeur sous des formes quelconques de tous droits et biens mobiliers et immobiliers, bâtis et non bâtis, situés au Luxembourg ou dans tous autres pays, tant pour son compte que pour le compte d'autrui .

En outre elle peut réaliser toutes transactions, entreprises et opérations commerciales, industrielles et financières, mobilières et immobilières se rattachant directement ou indirectement à son objet et effectuer toutes opérations susceptibles de favoriser directement ou indirectement son extension ou son développement; elle peut contracter des emprunts de toute sorte et procéder à l'émission d'obligations et de titres de créance, sauf par voie d'émission publique et elle peut investir dans l'acquisition de marques, brevets ou d'autres droits de propriété intellectuelle de quelque nature que se soit.

Titre II - Capital social - Parts sociales

Art. 5. Le capital social souscrit est fixé à douze mille cinq cents euros (EUR 12.500,-) représenté par cinq cents (500) parts sociales d'une valeur nominale de vingt-cinq euros (EUR 25,-) chacune.

Art. 6. Toute assemblée générale des associés de la Société régulièrement constituée représente l'entièreté des associés de la Société. Elle a les pouvoirs les plus étendus pour exécuter ou ratifier tous actes relatifs aux opérations de la Société.

Sauf stipulation contraire contenue dans la loi, les décisions de l'assemblée générale dûment convoquée seront prises à la majorité simple des présents et votants.

Le capital et d'autres dispositions des présents statuts peuvent, à tout moment, être changés par l'associé unique ou par la majorité des associés représentant au moins trois quarts (3/4) du capital. Les associés peuvent changer la nationalité de la Société par une décision unanime.

Si tous les associés sont présents ou représentés et s'ils confirment qu'ils ont été dûment informés de l'agenda de l'assemblée, l'assemblée générale peut être tenue sans convocation ou publication préalable.

Art. 7. Chaque part donne droit à une voix dans les assemblées générales ordinaires et extraordinaires.

La Société reconnaît une seule personne par part; si une part est détenue par plus d'une personne, la Société a le droit de suspendre l'exercice de tous les droits attachés à cette part jusqu'à ce qu'une personne ait été désignée comme en étant le seul propriétaire dans les relations avec la Société.

Chaque part sociale donne droit à une fraction de l'actif social et des bénéfices de la Société proportionnelle au nombre des parts existantes.

Art. 8. Si la Société n'a qu'un seul associé, cet associé unique exerce tous les pouvoirs attribués à l'assemblée générale.

Les décisions de l'associé unique prises dans le domaine de l'alinéa 1 ^{er} sont inscrites sur un procès-verbal ou établies par écrit.

De même, les contrats conclus entre l'associé unique et la Société représentée par lui sont inscrits sur un procès-verbal ou établis par écrit. Cette disposition n'est pas applicable aux opérations courantes conclues dans des conditions normales.

Art. 9. Si la Société compte au moins deux associés, les parts sociales sont librement cessibles entre associés.

Le transfert de parts sociales entre vifs à des non-associés est soumis à l'agrément donné en assemblée générale des associés représentant au moins les trois quarts (3/4) du capital social.

Art. 10. Le décès, l'interdiction, la faillite ou la déconfiture de l'associé unique ou de l'un des associés ne mettent pas fin à la Société.

Art. 11. Les créanciers, ayants droit ou héritiers ne pourront, pour quelque motif que ce soit, apposer des scellés sur les biens et documents de la Société.

Titre III - Administration

Art. 12. La Société sera gérée par un ou plusieurs gérants qui ne doivent pas être nécessairement associé de la Société. Si plusieurs gérants sont nommés, ils constitueront un conseil de gérance.

Les gérants sont désignés et révoqués par l'assemblée générale des associés qui détermine leurs pouvoirs, rémunération et durée des mandats.

Art. 13. Vis-à-vis des tiers la Société est valablement engagée par la signature individuelle d'un gérant.

Art. 14. Dans l'exécution de leur mandant, les gérants ne sont pas responsables personnellement des engagements de la Société. En tant que mandataires de la Société, ils sont responsables de l'exercice correct de leurs obligations.

Art. 15. L'année sociale commencera le premier janvier et se terminera le trente et un décembre de chaque année.

Art. 16. A la fin de chaque exercice, le gérant, ou en cas de pluralité de gérants, le conseil de gérance prépare les comptes annuels qui sont à la disposition des associés au siège social de la Société.

Un montant égal à cinq pour cent (5%) des bénéfices nets de la Société est affecté à la réserve légale. Cette déduction cesse d'être obligatoire lorsque cette réserve atteint dix pour cent (10%) du capital social de la Société.

L'assemblée générale des associés, sur recommandation du gérant, ou en cas de pluralité de gérants, du conseil de gérance, déterminera l'affectation des bénéfices nets annuels.

Des dividendes intérimaires pourront être distribués, à tout moment, sous les conditions suivantes:

1. des comptes intérimaires sont établis par le gérant, ou en cas de pluralité de gérants, le conseil de gérance,

2. ces comptes font apparaître un bénéfice y inclus les bénéfices reportés,

3. la décision de verser des dividendes intérimaires est prise par une assemblée générale extraordinaire des associés,

4. le paiement est effectué lorsque la Société a obtenu l'assurance que les droits des créanciers de la Société ne sont pas menacés.

Titre IV - Dissolution - Liquidation

Art. 17. En cas de dissolution de la Société, la liquidation sera faite par un ou plusieurs liquidateurs (qui peuvent être des personnes physiques ou des personnes morales) nommés par assemblée générale des associés décidant de la dissolution et fixant les pouvoirs et la rémunération des liquidateurs.

Art. 18. Tout ce qui n'est pas expressément réglementé par les présents statuts sera déterminé en concordance avec la loi du dix août mil neuf cent quinze concernant les sociétés commerciales telle qu'elle a été modifiée.

Disposition transitoire

Par dérogation, le premier exercice commencera aujourd'hui même pour finir le 31 décembre 2012.

Souscription et Libération

Les statuts de la Société ayant été ainsi arrêtés, les cinq cents (500) parts sociales ont été souscrites par l'associé unique, la société "CORPORE + SANO", prédésignée et représentée comme dit ci-avant, et libérées entièrement par la souscriptrice prédite moyennant un versement en numéraire, de sorte que la somme douze mille cinq cents euros (EUR 12.500,-) se trouve dès à présent à la libre disposition de la Société, ainsi qu'il en a été prouvé au notaire instrumentant par une attestation bancaire, qui le constate expressément.

Déclaration

Le notaire instrumentant déclare par la présente avoir vérifié l'existence des conditions énumérées à l'article 183 de la loi du 10 août 1915 concernant les sociétés commerciales et déclare expressément que ces conditions sont remplies.

Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge en raison du présent acte, s'élève approximativement à la somme de neuf cent cinquante euros.

Résolutions de l'associée unique

Et aussitôt, la partie comparante pré-mentionnée, représentant l'intégralité du capital social souscrit, a pris les résolutions suivantes en tant qu'associée unique:

1. Le siège social de la Société est fixé à L-2120 Luxembourg, 16, Allée Marconi.

2. Le nombre de gérants est fixé à 1 (un).

3. Monsieur Yann ROYER de LINCLAYS, gérant de sociétés, né à Suresnes (France), le 25 mai 1970, demeurant à F-75008 Paris, 168, Boulevard Haussmann, est nommé gérant pour une durée illimitée, avec pouvoir d'engager valablement la société par sa seule signature.

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

Et après lecture faite et interprétation donnée au représentant de la partie comparante, agissant comme dit ci-avant, connu du notaire par nom, prénom usuel, état et demeure, il a signé avec Nous, notaire, le présent acte.

Signé: Y. ROYER de LINCLAYS, C. WERSANDT.

Enregistré à Luxembourg A.C., le 27 mars 2012. LAC/2012/13829. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME délivrée;

Luxembourg, le 30 mars 2012.

Référence de publication: 2012039671/139.

(120052981) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

JoMü - Fenster GmbH & CO KG, Société en Commandite simple.

Siège social: L-6688 Mertert, 1, route du Vin.

R.C.S. Luxembourg B 126.881.

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Im Jahre zweitausendzwölf, den zweiundzwanzigsten März;

Vor dem unterzeichneten Notar Carlo WERSANDT, mit dem Amtssitz in Luxemburg, (Großherzogtum Luxemburg);

Traten zu einer außerordentlichen Generalversammlung zusammen die Gesellschafter der einfachen Kommanditgesellschaft "JoMü – Fenster GmbH & Co KG", mit Sitz in L-6688 Mertert, 1, route du Vin, eingetragen in Handels-und Firmenregister von Luxemburg, Sektion B, unter der Nummer 126881 (die "Gesellschaft"), gegründet wurde gemäß Urkunde aufgenommen durch Notar Jean SECKLER, mit dem Amtssitz in Junglinster, am 3. April 2007, veröffentlicht im Mémorial C, Recueil Spécial des Sociétés et Associations, Nummer 1139 vom 13. Juni 2007.

Die Versammlung stellt sich wie folgt zusammen:

1. Die Gesellschaft mit beschränkter Haftung "JoMü – Fenster GmbH", mit Sitz in L-6688 Mertert, 1, route du Vin, eingetragen in Handels-und Firmenregister von Luxemburg, Sektion B, unter der Nummer 64728,

handelnd in ihrer Eigenschaft als Komplementär der Gesellschaft,

rechtmäßig vertreten durch ihren einzelzeichnungsberechtigen Geschäftsführer Herrn Alexander MÜLLER, Diplom-Betriebswirt, wohnhaft in D-54290 Trier, Kurtzbachstrasse 19 (Bundesrepublik Deutschland),

hier vertreten durch Herrn Christian DOSTERT, Angestellter, beruflich wohnhaft in L-1466 Luxemburg, 12, rue Jean Engling, auf Grund einer ihm erteilten Vollmacht unter Privatschrift in Mertert, am 20. März 2012; und

2. Die Gesellschaft mit beschränkter Haftung deutschen Rechtes "JoMü Beteiligungsgesellschaft mbH", mit Sitz in D-54294 Trier, Laurentius-Zeller-Strasse 18, eingetragen beim Handelsregister des Amtsgerichts Wittlich unter der Nummer HRB 40402,

handelnd in ihrer Eigenschaft als Kommanditistin der Gesellschaft,

rechtmäßig vertreten durch ihren einzelzeichnungsberechtigen Geschäftsführer Herrn Robert MÜLLER, Diplom-Betriebswirt, wohnhaft in D-54294 Trier, Laurentius-Zeller-Strasse 18,

hier vertreten durch Herrn Christian DOSTERT, vorgenannt, auf Grund einer ihm erteilten Vollmacht unter Privatschrift in Mertert, am 20. März 2012.

Die vorerwähnten Vollmachten, vom Bevollmächtigten und dem amtierenden Notar "ne varietur" unterschrieben, bleiben der gegenwärtigen Urkunde beigebogen, um mit derselben einregistriert zu werden.

Sodann fassen die Gesellschafter, durch ihren Bevollmächtigten, einstimmig folgende Beschlüsse:

Erster Beschluss

In Übereinstimmung mit dem abgeänderten Gesetz vom 10. August 1915 über die Handelsgesellschaften, beschließt die Versammlung die vorzeitige Auflösung der Gesellschaft und ihre Liquidation.

Zweiter Beschluss

Im Anschluss an den vorangehenden Beschluss beschließt die Versammlung, gemäß Artikel 19 der Statuen der Gesellschaft, die Gesellschaft "JoMü – Fenster GmbH", vorgenannt, als Liquidator der Gesellschaft zu ernennen und ihr folgende Befugnisse zu erteilen:

Der Liquidator hat die weitesten Befugnisse, die in Artikel 144 bis 148 des Gesetzes vom 10. August 1915 über Handelsgesellschaften, wie abgeändert, festgelegt sind.

Der Liquidator kann alle Handlungen vornehmen, die der Artikel 145 vorsieht, ohne die Genehmigung der Hauptversammlung zu beantragen in den Fällen, in denen sie zu beantragen ist.

Der Liquidator kann das Hypothekenregister davon freistellen, eine automatische Eintragung vorzunehmen; auf alle dinglichen Rechte, Vorzugsrechte, Hypotheken, Anfechtungsverfahren verzichten; jegliche Pfändung aufheben, gegen oder ohne Zahlung aller Vorzugseintragungen, Hypothekeneintragungen, Übertragungen, Pfändungen, Anfechtungen oder anderer Belastungen.

Der Liquidator ist von der Bestandsaufnahme befreit und kann sich auf die Konten der Gesellschaft berufen.

Der Liquidator kann, auf eigene Verantwortung, für spezielle oder spezifische Operationen, seine Befugnisse an einen oder mehrere Bevollmächtigte delegieren, für eine Zeit, die er festlegt.

Der Liquidator kann die Aktiva der Gesellschaft in bar oder als Sachleistung an die Gesellschafter verteilen, nach seinem Willen im Verhältnis zu der Beteiligung der Gesellschafter am Gesellschaftskapital.

Dritter Beschluss

In Anwendung von Artikel 151 des abgeänderten Gesetzes vom 10. August 1915 über Handelsgesellschaften ernennt die Versammlung die Aktiengesellschaft "G.T. Fiduciaires S.A.", mit Sitz in L-1273 Luxemburg, 19, rue de Bitbourg, eingetragen beim Handels-und Gesellschaftsregister von Luxemburg, Sektion B, unter der Nummer 121820, zum Prüfungskommissar, welcher beauftragt wird, Bericht über die Abwicklung seitens des Liquidators zu erstatten.

Da es keine weiteren Tagesordnungspunkte zu besprechen gibt, wird die Versammlung geschlossen.

Kosten

Der Gesamtbetrag der Kosten, Ausgaben, Vergütungen und Auslagen, unter welcher Form auch immer, welche der Gesellschaft aus Anlass dieser Urkunde entstehen und für die sie haftet, beläuft sich auf ungefähr achthundertzwanzig Euro.

WORÜBER URKUNDE, aufgenommen in Luxemburg, am Datum wie eingangs erwähnt.

Und nach Vorlesung und Erklärung alles Vorstehenden an die Komparenten, dem instrumentierenden Notar nach Namen, gebräuchlichem Vornamen, Stand und Wohnort bekannt, haben dieselben zusammen mit Uns dem Notar gegenwärtige Urkunde unterschrieben.

Signé: C. DOSTERT, C. WERSANDT.

Enregistré à Luxembourg A.C., le 27 mars 2012. LAC/2012/13837. Reçu douze euros 12,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME délivrée;

Luxembourg, le 30 mars 2012.

Référence de publication: 2012039876/72.

(120052865) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

Glass Fibre Holding I S.à r.l., Société à responsabilité limitée.

Siège social: L-9227 Diekirch, 50, Esplanade.

R.C.S. Luxembourg B 163.525.

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

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

A COMPARU

La société de droit indien «BINANI INDUSTRIES LTD», établie et ayant son siège social à 37/2, Chinar Park, New Town, Rajarhat Main Road, P.O. Haiara, Kolkata, 700157 (Inde), immatriculée au «Register of Companies West Bengal» (Inde) sous le numéro 25584 (ci-après la «Comparante» ou l'«Associée unique»),

représentée par Monsieur Sunil SETHY, né le 27 mars 1951 à Dehradum Uttranchal (Inde), demeurant à Flat n°151, 15 th Floor, Everest Apartments, Mount Pleasant Road, Mumbai, 400 006 (Inde), agissant en sa qualité de «Managing Director» de la prédite société,

ici représentée par Monsieur Joé Hemes, comptable, né le 22 décembre 1984 à Luxembourg (Luxembourg), demeurant à 20, rue de Wiltz, L-9154 Grosbous (Luxembourg),

en vertu d'une procuration donnée sous seing privé.

Laquelle procuration, après avoir été paraphée «ne varietur» par le notaire instrumentant et le mandataire de la Comparante, restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Laquelle Comparante a requis le notaire instrumentaire de documenter ce qui suit:

- Qu'elle est la seule et unique associée de la société à responsabilité limitée de droit luxembourgeois «GLASS FIBRE HOLDING I SARL», établie et ayant son siège social à L-9227 Diekirch, 50, Esplanade, inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 163.525, constituée suivant acte reçu par le notaire instrumentant, en date du 9 septembre 2011, publié au Mémorial C, Recueil des Sociétés et des Associations du 9 novembre 2011, numéro 2724 et dont les statuts ont été modifiés à trois reprises dont la dernière fois aux termes d'un acte reçu par le notaire instrumentant, en date du 29 décembre 2011, publié au Mémorial C, Recueil des Sociétés et des Associations du 16 février 2012, numéro 412, (ci-après la «Société»);

- Qu'en sa qualité d'Associée unique de la Société, elle a pris les résolutions suivantes:

Première résolution

L'Associée unique décide d'augmenter le capital social de la Société à concurrence d'un montant de CINQ MILLIONS DEUX CENT QUARANTE MILLE TROIS CENT QUATRE-VINGT-SEPT EUROS (5.240.387,-EUR) afin de porter son montant actuel de QUARANTE DEUX MILLIONS VINGT-NEUF MILLE DEUX CENT CINQUANTE EUROS (42.029.250.EUR) à QUARANTE SEPT MILLIONS DEUX CENT SOIXANTE-NEUF MILLE SIX CENT TRENTE-SEPT EUROS (47.269.637,-EUR), par l'émission de QUARANTE ET UN MILLE NEUF CENT VINGT-TROIS (41.923) nouvelles

parts sociales d'une valeur nominale de CENT VINGT CINQ EUROS (125.-EUR) chacune, ayant les mêmes droits et obligations que les parts sociales existantes.

Souscription – Libération

L'Associée unique déclare par les présentes souscrire chacune des QUARANTE ET UN MILLE NEUF CENT VINGT-TROIS (41.923) nouvelles parts sociales et les libérer totalement moyennant apport de deux créances certaines, liquides et exigibles, existant à son profit et à charge de la société à concurrence de CINQ MILLIONS DEUX CENT QUARANTE MILLE TROIS CENT QUATRE-VINGT-SEPT EUROS (5.240.387,-EUR) en tout:

- une première créance d'un montant de 3.340.387 EUR, sans intérêts;

- une seconde créance d'un montant de 1.900.000 EUR, sans intérêts;

L'existence et la valeur des créances ont été attestées au notaire instrumentaire par un bilan de la société et par un certificat émis par le management de l'Associé Unique daté du 23 mars 2012.

Lesdits bilan et certificat resteront, après avoir été signés «ne varietur» par le mandataire de la Comparante et le notaire instrumentant, annexés aux présentes pour être enregistrés avec elles.

Deuxième résolution

En conséquence de ce qui précède, l'Associée unique décide de modifier l'article 6 des statuts de la Société, ayant trait au capital social, qui aura désormais la teneur suivante:

« **Art. 6.** Le capital social est fixé à QUARANTE SEPT MILLIONS DEUX CENT SOIXANTE-NEUF MILLE SIX CENT TRENTE-SEPT EUROS (47.269.637,-EUR), représenté par TROIS CENT SOIXANTE-DIX-HUIT MILLE CENT CINQUANTE-SEPT (378.157) parts sociales d'une valeur nominale de CENT VINGT CINQ EUROS (125,- EUR) chacune».

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société à raison des présentes est évalué à environ EUR 3.500.

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

Et après lecture faite et interprétation donnée au mandataire de la Comparante, connu du notaire par nom, prénom, qualité et demeure, ce dernier a signé avec le notaire le présent acte.

Signé: J. HEMES, M. LECUIT.

Enregistré à Mersch, le 30 mars 2012. Relation: MER/2012/775. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): A. MULLER.

POUR COPIE CONFORME.

Mersch, le 30 mars 2012.

Référence de publication: 2012039796/66.

(120053017) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

EP Megaron Holding S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 79.000,00.

Siège social: L-1249 Luxembourg, 2, rue du Fort Bourbon.

R.C.S. Luxembourg B 127.471.

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EXTRAIT

Il résulte des résolutions prises par le conseil d'administration le 19 mars 2012 que le siège social de la Société a été transféré du 34, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg au 2, rue du Fort Bourbon, L-1249 Luxembourg, Grand-Duché de Luxembourg avec effet au 1 er avril 2012.

A Luxembourg, le 5 avril 2012.

Référence de publication: 2012041398/13.

(120055303) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

Jucad SA Soparfi, Société Anonyme.

Capital social: EUR 31.000,00.

Siège social: L-1420 Luxembourg, 117, avenue Gaston Diderich.

R.C.S. Luxembourg B 72.098.

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Extrait de l'Assemblée Générale Ordinaire du 10 juin 2011

L'Assemblée Générale décide de renouveler les mandats des Administrateurs, des Administrateurs Délégués et du Commissaire aux Compte pour une durée de 6 ans.

Au poste d'Administrateur:

- Monsieur Henri Masduraud, demeurant 13 bis, rue de la Libération F-57160 Châtel Saint Germain;
- Madame Méry Giannetti, demeurant 13 bis, rue de la Libération F-57160 Châtel Saint Germain;
- Monsieur Walter Giannetti, demeurant 37, rue Angiolieri 1-57013 (LI) Rosignano-Solvay;

Au poste d'Administrateur Délégué:

- Monsieur Henri Masduraud, demeurant 13 bis, rue de la Libération F-57160 Châtel Saint Germain;
- Madame Méry Giannetti, demeurant 13 bis, rue de la Libération F-57160 Châtel Saint Germain;

Au poste de Commissaire aux Comptes

- La société ELIRA-AUDIT Luxembourg SA, ayant son siège social au 117, avenue Gaston Diderich L-1420 Luxembourg;

Le Mandataire

Référence de publication: 2012041497/20.

(120055237) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

EP Megaron S.A., Société Anonyme.

Capital social: EUR 3.132.000,00.

Siège social: L-1249 Luxembourg, 2, rue du Fort Bourbon.

R.C.S. Luxembourg B 112.900.

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EXTRAIT

Il résulte des résolutions prises par le conseil d'administration le 19 mars 2012 que le siège social de la Société a été transféré du 34, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg au 2, rue du Fort Bourbon, L-1249 Luxembourg, Grand-Duché de Luxembourg avec effet au 1 er avril 2012.

A Luxembourg, le 5 avril 2012.

Référence de publication: 2012041399/13.

(120055302) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

EP Munich S.à.r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 10.469.350,00.

Siège social: L-1249 Luxembourg, 2, rue du Fort Bourbon.

R.C.S. Luxembourg B 126.603.

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EXTRAIT

Il résulte des résolutions prises par le conseil d'administration le 20 mars 2012 que le siège social de la Société a été transféré du 34, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg au 2, rue du Fort Bourbon, L-1249 Luxembourg, Grand-Duché de Luxembourg avec effet au 1 er avril 2012.

A Luxembourg, le 5 avril 2012.

Référence de publication: 2012041400/13.

(120055301) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

EP Salzgitter S.à r.l., Société à responsabilité limitée.

Capital social: EUR 10.690.050,00.

Siège social: L-1249 Luxembourg, 2, rue du Fort Bourbon.

R.C.S. Luxembourg B 157.230.

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EXTRAIT

Il résulte des résolutions prises par le conseil d'administration le 20 mars 2012 que le siège social de la Société a été transféré du 34, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg au 2, rue du Fort Bourbon, L-1249 Luxembourg, Grand-Duché de Luxembourg avec effet au 1 er avril 2012.

A Luxembourg, le 5 avril 2012.

Référence de publication: 2012041401/13.

(120055300) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

HDF Sicav SPA (Lux), Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 135.263.

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EXTRAIT

Avec effet au 1 er décembre 2011, la société Deloitte Tax & Consulting, Société à responsabilité limitée, dont le siège social est situé au 560 rue de Neudorf, L-2220 Luxembourg, RC numéro B165 178, exerce les fonctions de liquidateur de HDF Sicav SPA (Lux) (en liquidation), en remplacement de la société Deloitte S.A.

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

Luxembourg, le 27 mars 2012.

Pour extrait conforme

Signature

Référence de publication: 2012041456/15.

(120055318) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

EP Sundsvall S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 6.525.575,00.

Siège social: L-1249 Luxembourg, 2, rue du Fort Bourbon.

R.C.S. Luxembourg B 135.306.

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EXTRAIT

Il résulte des résolutions prises par le conseil d'administration le 20 mars 2012 que le siège social de la Société a été transféré du 34, avenue de la Liberté, L-1930 Luxembourg, Grand-Duché de Luxembourg au 2, rue du Fort Bourbon, L-1249 Luxembourg, Grand-Duché de Luxembourg avec effet au 1 er avril 2012.

A Luxembourg, le 5 avril 2012.

Référence de publication: 2012041402/13.

(120055299) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

Exaudit S.A., Société Anonyme.

Siège social: L-2453 Luxembourg, 19, rue Eugène Ruppert.

R.C.S. Luxembourg B 124.982.

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Extrait des résolutions prises lors de l'assemblée générale ordinaire du 3 avril 2012

L'Assemblée Générale décide de reconduire les mandats d'administrateurs de Marie-Reine Tulumello, Claudia Herber et Gilles Pierrard vennant à échéance lors de cette assemblée générale annuelle jusqu'à l'Assemblée Générale qui se tiendra en l'année 2017.

L'Assemblée Générale décide de reconduire le mandat du commissaire aux comptes FIDUPLAN S.A. vennant à échéance lors de cette assemblée générale annuelle jusqu'à l'Assemblée Générale qui se tiendra en l'année 2017.

Extrait sincère et conforme
EXAUDIT S.A.
Un mandataire

Référence de publication: 2012041415/16.

(120055366) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

Star One Media S.à r.l., Société à responsabilité limitée.

Siège social: L-1528 Luxembourg, 11-13, boulevard de la Foire.

R.C.S. Luxembourg B 160.700.

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Extrait de la décision des associés adoptée le 03 avril 2012

Conformément à la cession de parts sociales du 03 avril 2012, Monsieur Jean-Luc LELEUX demeurant à 24 rue du Canal; F-57700 Marspich a vendu 60 parts sociales détenues dans la société à Luxembourg Fund Partners S.A., avec siège sociale à L-1446 Luxembourg, 12 rue Jean Engling.

Conformément à la cession de parts sociales du 03 avril 2012, Monsieur Jean-Luc LELEUX, demeurant à 24 rue du Canal; F-57700 Marspich a vendu 20 parts sociales détenues dans la Société à Monsieur Olivier Yvon Pierre VEINAND, demeurant au 11 rue du Four du Cloître; F-57000 Metz.

Conformément à la cession de parts sociales du 03 avril 2012, Monsieur Jean-Luc LELEUX demeurant à 24 rue du Canal; F-57700 Marspich a vendu 20 parts sociales détenues dans la Société à Monsieur Léo CASAGRANDE, demeurant au 7 rue de la Source; F-54000 Nancy.

Il a été décidé d'accepter et approuver les nouveaux associés et d'enregistrer la cession de parts sociales dans le registre des associés de la Société.

Luxembourg, le 03 avril 2012.
Pour extrait sincère et conforme
STAR ONE MEDIA SARL
Représenté par Luxembourg Fund Partners S.A.
Geoffroy Robert MOORE / Christian David Michael MOORE
Gérants

Référence de publication: 2012041705/25.

(120055609) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

Fineural International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 104.959.

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Par décision de l'assemblée générale ordinaire tenue extraordinairement le 30 mars 2012, Monsieur Gilles ORBAN, 42, rue de la Vallée, L-2661 Luxembourg, Monsieur Yves BIEWER, 42, rue de la Vallée, L-2661 Luxembourg, et Madame Marie-Laurence THILL, 42, rue de la Vallée, L-2661 Luxembourg, ont été nommés administrateurs au Conseil d'Administration en remplacement des Administrateurs démissionnaires, KOFFOUR S.A., société anonyme, 42, rue de la Vallée, L-2661 Luxembourg, représentée par Monsieur Guy BAUMANN, représentant permanent, LANNAGE S.A., société anonyme, 42, rue de la Vallée, L-2661 Luxembourg représentée par Monsieur Yves BIEWER, représentant permanent, et VALON S.A., société anonyme, 42, rue de la Vallée, L-2661 Luxembourg représentée par Monsieur Guy KETTMANN, représentant permanent.

Leurs mandats s'achèveront à l'issue de l'assemblée générale annuelle de 2017. Lors de cette même assemblée, le mandat de l'Administrateur Monsieur Jacques Laurent COHEN a été renouvelé pour une durée de six ans, jusqu'à l'issue de l'assemblée générale annuelle de 2017, ainsi que celui du Commissaire aux comptes GRANT THORNTON LUX AUDIT S.A., société anonyme, a été renouvelé pour une durée d'un an, jusqu'à l'issue de l'assemblée générale annuelle de 2012.

Luxembourg, le 03 AVR. 2012.
Pour: FINEURAL INTERNATIONAL S.A.
Société anonyme
Experta Luxembourg
Société anonyme
Mireille Wagner / Susana Goncalves Martins

Référence de publication: 2012041425/26.

(120055069) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

SIX Pay S.A., Société Anonyme Unipersonnelle.

Siège social: L-5365 Munsbach, 10, rue Gabriel Lippmann.

R.C.S. Luxembourg B 144.087.

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Il résulte d'une délibération du conseil d'administration de SIX Pay S.A. en date du 28 mars 2012 qu'en application de l'article 12 des statuts de la Société, Monsieur Michele FERRARIS né le 23 avril 1964 à Alessandria (Italie) demeurant professionnellement 15, rue Léon Laval à L-3372 Leudelange, Monsieur Frank ILLER, né le 12 août 1966 à Haarlem (Pays-Bas), demeurant professionnellement 201 Hardturmstrasse CH-8005 Zurich, Monsieur Armand THOMAS né le 16 avril 1973 à Aye (Belgique) demeurant professionnellement 10, rue Gabriel Lippmann L-5365 Munsbach, et Madame Stéfanie HUELS née le 29 octobre 1968 à Trier (Allemagne), demeurant professionnellement 10, rue Gabriel Lippmann, L-5365 Munsbach ont été nommés délégués à la gestion journalière à compter du 30 mars 2012, pour une durée indéterminée en remplacement de Messieurs Jean-Paul BETTENDORFF et Niklaus SANTSCHI.

A Luxembourg, le 4 avril 2012.

Un mandataire autorisé

Référence de publication: 2012041693/17.

(120055095) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

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

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

R.C.S. Luxembourg B 167.833.

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STATUTS

L'an deux mille douze,

le vingt-trois mars,

Pardevant Maître Emile SCHLESSER, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg,

Ont comparu:

1. Monsieur Yves WAMPACH, étudiant, demeurant professionnellement à L-1511 Luxembourg, 121, avenue de la Faïencerie,

2. Monsieur Samuel FABER, étudiant, demeurant professionnellement à L-1511 Luxembourg, 121, avenue de la Faïencerie,

représenté par Yves WAMPACH, prénommé,

en vertu d'une procuration sous seing privé datée du 21 mars 2012,

laquelle procuration, paraphée "ne varietur", restera annexée au présent acte pour être formalisée avec celui-ci.

Lesdits comparants requièrent le notaire instrumentais de dresser l'acte constitutif d'une société à responsabilité limitée comme suit:

Titre I er . - Objet - Raison sociale - Durée

Art. 1 er . Il est formé par la présente entre les propriétaires actuels des parts ci-après créées et tous ceux qui pourront le devenir dans la suite, une société à responsabilité limitée qui sera régie par les lois y relatives ainsi que par les présents statuts.

Art. 2. La société a pour objet la gestion et la commercialisation d'un réseau social en ligne, faisant le lien entre entreprises et étudiants.

En outre, la société pourra exercer toute autre activité commerciale à moins qu'elle ne soit spécialement réglementée.

La société pourra employer ses fonds à la création, à la gestion, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous titres et valeurs mobilières de toute origine, participer à la création, au développement et au contrôle de toute entreprise, acquérir par voie de participation, d'apport, de souscription, de prise ferme ou d'option, d'achat, de négociation et de toute autre manière, tous titres et droits et les aliéner par vente, échange ou encore autrement; la société pourra octroyer aux entreprises auxquelles elle s'intéresse, tous concours, prêts, avances ou garanties.

D'une façon générale, la société pourra effectuer toutes opérations commerciales, industrielles, financières, mobilières et immobilières susceptibles de favoriser l'accomplissement des activités décrites ci-dessus.

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

Art. 4. La société prend la dénomination sociale de «Individuum S.à r.l.».

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

La société peut ouvrir des succursales au Grand-Duché de Luxembourg ainsi qu'à l'étranger.

Le siège pourra être transféré en toute autre localité du Grand-Duché de Luxembourg par simple décision des associés.

Titre II. - Capital social - Parts sociales

Art. 6. Le capital social est fixé à douze mille cinq cents euros (EUR 12.500,00), représenté par cinq cents (500) parts sociales de vingt-cinq euros (EUR 25,00) chacune, entièrement libérées.

La société peut acquérir ses propres parts à condition qu'elles soient annulées et le capital réduit proportionnellement dans le respect des dispositions de la loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures.

Art. 7. Les parts sociales sont librement cessibles entre associés.

Elles ne peuvent être cédées entre vifs ou pour cause de mort à des non-associés que moyennant l'accord unanime de tous les associés.

En cas de refus de cession à un non-associé, les associés restants ont un droit de préemption.

Ils doivent l'exercer endéans les trente (30) jours à partir de la date du refus de cession à un non-associé.

En cas d'exercice de ce droit de préemption, la valeur de rachat des parts est calculée conformément aux dispositions des alinéas 6 et 7 de l'article 189 de la loi sur les sociétés commerciales.

Art. 8. Le décès, l'interdiction, la faillite ou la déconfiture de l'un des associés ne mettent pas fin à la société.

Art. 9. Les créanciers, ayants-droit ou héritiers d'un associé ne pourront, pour quelque motif que ce soit, faire apposer des scellés sur les biens et documents de la société, ni s'immiscer en aucune manière dans les actes de son administration; pour faire valoir leurs droits, ils devront se tenir aux valeurs constatées dans les derniers bilans et inventaire de la société.

Titre III. - Administration et Gérance

Art. 10. La société est administrée par un ou plusieurs gérants, associés ou non, nommés et révocables à tout moment par l'assemblée générale qui fixe leurs pouvoirs et leurs rémunérations.

Art. 11. Chaque associé peut participer aux décisions collectives, quel que soit le nombre des parts qui lui appartiennent; chaque associé a un nombre de voix égal au nombre de parts sociales qu'il possède.

Chaque associé peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale.

Art. 12. Les décisions collectives ne sont valablement prises que pour autant qu'elles soient adoptées par les associés représentant plus de la moitié du capital social.

Toutefois, les décisions ayant pour objet une modification des statuts ne pourront être prises qu'à la majorité des associés représentant les trois quarts du capital social.

Art. 13. Lorsque la société ne comporte qu'un seul associé, les pouvoirs attribués par la loi ou les statuts à l'assemblée générale sont exercés par l'associé unique.

Les décisions prises par l'associé unique, en vertu de ces pouvoirs, sont inscrites sur un procès-verbal ou établies par écrit.

De même, les contrats conclus entre l'associé unique et la société représentée par lui sont inscrits sur un procès-verbal ou établies par écrit.

Cette disposition n'est pas applicable aux opérations courantes conclues dans des conditions normales.

Art. 14. Le ou les gérants ne contractent, à raison de leur fonction, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la société; simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

Art. 15. Une partie du bénéfice disponible pourra être attribuée à titre de gratification aux gérants par décision des associés.

Art. 16. L'année sociale commence le 1 er janvier et finit le 31 décembre de chaque année.

Titre IV. - Dissolution - Liquidation

Art. 17. Lors de la dissolution de la société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par les associés, qui en fixeront les pouvoirs et émoluments.

Titre V. - Dispositions générales

Art. 18. Pour tout ce qui n'est pas prévu dans les présents statuts, les associés s'en réfèrent aux dispositions légales.

Disposition transitoire

Par dérogation, le premier exercice social commençant aujourd'hui se terminera le 31 décembre 2012.

Souscription et Libération des parts sociales

Les cinq cents (500) parts sociales ont été souscrites comme suit:

1.- Monsieur Yves WAMPACH, prénommé, deux cent cinquante parts sociales 250
2.- Monsieur Samuel FABER, prénommé, deux cent cinquante parts sociales 250
Total: cinq cents parts sociales 500

Les cinq cents (500) parts sociales ont été intégralement libérées par versement en numéraire, de sorte que la somme de douze mille cinq cents euros (EUR 12.500,00) se trouve dès maintenant à la disposition de la société, ainsi qu'il en a été justifié au notaire instrumentaire.

Frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit qui incombent à la société ou qui sont mis à sa charge en raison de sa constitution s'élève à environ mille quatre cents euros (EUR 1.400,00).

Décisions des associés

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

1.- Le siège social est établi à L-1511 Luxembourg, 121, avenue de la Faïencerie.

2.- Le nombre de gérants est fixé à deux et sont nommés à cette fonction:

- Monsieur Yves WAMPACH, prénommé,

- Monsieur Samuel FABER, prénommé.

3.- La société est valablement engagée par la signature individuelle d'un des gérants, sous réserve que le gérant signataire ait reçu préalablement l'accord de son co-gérant. Cet accord pourra intervenir par courrier, e-mail ou tout autre support écrit.

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

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

Signé: Y. Wampach, E. Schlesser.

Enregistré à Luxembourg Actes Civils, le 26 mars 2012. Relation: LAC / 2012 /13757. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

Pour expédition conforme.

Luxembourg, le 30 mars 2012.

Référence de publication: 2012039825/116.

(120052931) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 avril 2012.

Finlav International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 71.091.

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Extrait des résolutions prises lors de la réunion du Conseil d'Administration tenue le 17 juin 2011

1. La démission de Monsieur Tullio TOLEDO de son mandat d'Administrateur est actée avec effet immédiat.

2. Monsieur Pierre MESTDAGH, employé privé, né le 21 novembre 1961 à Etterbeek, Belgique, demeurant professionnellement au 412F, route d'Esch, L-2086 Luxembourg, est nommé Président du Conseil d'Administration. Il exercera ce mandat pour toute la durée de son mandat d'Administrateur, soit jusqu'à l'Assemblée Générale Statutaire de l'an 2012.

Certifié sincère et conforme
FINLAV INTERNATIONAL S.A.
Signatures
Administrateur / Administrateur

Référence de publication: 2012041427/16.

(120055376) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

German Retail Investment Properties S.à r.l., Société à responsabilité limitée.

Capital social: EUR 157.400,00.

Siège social: L-1249 Luxembourg, 2, rue du Fort Bourbon.

R.C.S. Luxembourg B 112.997.

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EXTRAIT

Il résulte des résolutions prises par le conseil d'administration le 19 mars 2012 que le siège social de la Société a été transféré du 34, avenue de la Liberté, L-1930 Luxembourg, Grand- Duché de Luxembourg au 2, rue du Fort Bourbon, L-1249 Luxembourg, Grand-Duché de Luxembourg avec effet au 1 er avril 2012.

A Luxembourg, le 4 avril 2012.

Référence de publication: 2012041432/13.

(120054651) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

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

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

R.C.S. Luxembourg B 39.254.

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Extrait des résolutions prises lors de l'assemblée générale ordinaire tenue le 17 novembre 2011.

Madame Sophie CHAMPENOIS, née le 4 septembre 1971 à Uccle (B), adresse professionnelle au 3, avenue Pasteur, L-2311 Luxembourg, est nommée représentant permanent pour la société S.G.A. SERVICES S.A. avec effet rétroactif au 30 juin 2010;

Monsieur Dominique MOINIL, né le 28 décembre 1959 à Namur (B), adresse professionnelle au 3, avenue Pasteur, L-2311 Luxembourg, est nommé représentant permanent pour la société FMS SERVICES S.A. avec effet rétroactif au 30 juin 2010;

Pour la société
GAZELLE S.A.,SPF

Référence de publication: 2012041438/16.

(120054768) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

Grupo Wal-Mart S.à r.l., Société à responsabilité limitée.

Capital social: MXN 250.000,00.

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

R.C.S. Luxembourg B 156.470.

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Extrait rectificatif au dépôt effectué le 27 décembre 2010 sous le numéro L100199351

Suite à une erreur matérielle lors du dépôt effectué le 27 décembre 2010 sous le numéro L100199351, il y a lieu de corriger l'information suivante:

Le contrat de transfert de parts entre Rhine American Holdings Coöperatie B.A., Alpen Shares LLC et Wal-Mart Stores, Inc., Bipco Holding LLC a été signé en date du 15 décembre 2010 et non en date du 10 décembre 2010.

Toutes les autres dispositions de la publication demeurent inchangées.

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

Luxembourg, le 4 avril 2012.
Grupo Wal-Mart S.à r.l.
Signature

Référence de publication: 2012041436/18.

(120055201) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

Husky (Luxembourg) 2, S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

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

R.C.S. Luxembourg B 166.942.

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Extrait des résolutions prises dans un contrat du 26 mars 2012

Par un contrat en date du 26 mars 2012, CIT Lending Services Corporation Inc a transféré l'intégralité des 12.500 parts sociales détenues dans la Société à LSF7 Husky Lux Purchaser S.à r.l., société à responsabilité limitée constituée et existant sous les lois du Grand Duché du Luxembourg, ayant son siège social au 7, rue Robert Stumper, L-2557 Luxembourg et étant enregistrée auprès du Registre de Commerce et des Sociétés Luxembourg sous le numéro B 151.007.

LSF7 Husky Lux Purchaser S.à r.l. est désormais l'associé unique de la Société.

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

Husky (Luxembourg), 2, S.à r.l.
Signature
UN MANDATAIRE

Référence de publication: 2012041451/18.

(120054887) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

Intesa Sanpaolo Immobilière S.A., Société Anonyme.

Siège social: L-1637 Luxembourg, 9, rue Goethe.

R.C.S. Luxembourg B 55.753.

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Assemblée générale extraordinaire tenue le 28 Décembre 2011

Résolutions:

L'assemblée Générale du 28 Décembre 2011 a décidé de nommer pour une durée de 1 an venant à échéance lors de l'Assemblée Générale Ordinaire statuant sur les comptes 2012, la société KPMG Luxembourg, ayant son siège social à 9, Allée Scheffer, Luxembourg, L-2520 Luxembourg, en qualité de réviseur d'entreprises agréé en remplacement de Ernst & Young 7, Rue Gabriel Lippmann, Parc d'Activité Syrdall 2, Luxembourg, L-5365 Munsbach dont le mandat est arrivé à échéance en date du 15 Mars 2012.

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

Intesa Sanpaolo Immobilière S.A.
Société Anonyme
Signatures

Référence de publication: 2012041469/18.

(120055411) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2012.

KTP Global Finance S.C.A., Société en Commandite par Actions.

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

R.C.S. Luxembourg B 122.047.

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L'adresse professionnelle de Monsieur Ganash Lokanathen et Monsieur Michael Lynch, commissaires aux comptes de la Société, est désormais le 47, avenue John F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg.

Pour la Société
Signature
Un Mandataire

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