MEMORIAL

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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.

C — N° 1320 **29 mai 2012**

SOMMAIRE

GLG Multi-Strategy Fund Sicav, Société d'Investissement à Capital Variable.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.

R.C.S. Luxembourg B 90.392.

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As the extraordinary general meeting of the shareholders of GLG Multi-Strategy Fund Sicav (the "Company") held on 7 May 2012 could not deliberate due to lack of quorum, notice is hereby given that the reconvened

EXTRAORDINARY GENERAL MEETING

of shareholders of the Company (the "Meeting") will be held on *13 June 2012* at 01.30 p.m. (Luxembourg time), at the registered office of the Company, as set out above, with the following agenda:

Agenda:

1. Modification of the denomination of the Company for "Man GLG Multi-Strategy Fund Sicav", and subsequent amendment of article 1 of the articles of incorporation of the Company (the "Articles");
2. Update of article 4 "Purpose" of the Articles which shall read as follows:
   "The exclusive purpose of the Company is to invest the funds available to it in transferable securities and other assets permitted by law, with the purpose of spreading investment risks and giving Shareholders the benefit of 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 under Part II of the law of 17 December 2010 on undertakings for collective investment (the "2010 Law").";
3. Amendment of the first paragraph of article 14 of the Articles so as to state that a chairman must be elected within the board of directors;
4. Update of articles 21, 27 and 30 of Articles so as to replace the references made to the law of 20 December 2002 by references to the law of 17 December 2010;
5. Amendment of article 22 of the Articles so as to state that the annual general meeting of the Company will be held in the City of Luxembourg;
6. Inclusion of a new paragraph in article 22 of the Articles in order to state that the quorum and majority for a meeting of shareholders may be determined in accordance with the shares issued and outstanding at a certain date before a meeting of shareholders ("record date");
7. In case point 6 of the agenda is approved, amendment of paragraph 2 of article 23 of the Articles in order to clarify the fact that the provisions in relation to the record date will also apply to meetings of shareholders of a class;
8. Renunciation to the French version of the Articles and declaration that as from now on the Articles will be drafted in English only as permitted by applicable law; and
9. Miscellaneous.

You are advised that no quorum is required for the reconvened Meeting and that resolutions will be passed by a majority of two thirds of the votes cast. Each share is entitled to one vote. A shareholder may act at any meeting by proxy.

If you cannot be personally present at the Meeting and wish to be represented, you are entitled to appoint a proxy to vote on your behalf. A proxy does not need to be a shareholder of the Company. To be valid the form of proxy, available at the registered office of the Company, must be duly completed and received (for the attention of Domiciliary Services, Fax: +352 24 52 4204) at the registered office of the Company by 12 June 2012 at 02.00 p.m. (Luxembourg time).

The present proxy shall remain in full force and effect if this Meeting, for whatever reason, is adjourned, or postponed.

The modified version of the Articles reflecting the above mentioned amendments is at the disposal of investors, free of charge, at the registered office of the Company.

By order of the Board of Directors.

Référence de publication: 2012053628/755/46.

Jockey Holding, Société Anonyme Soparfi.

Siège social: L-1258 Luxembourg, 6, rue Jean-Pierre Brasseur.

R.C.S. Luxembourg B 68.793.

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Les actionnaires sont priés d'assister à:

l'ASSEMBLEE GENERALE ORDINAIRE

Qui se tiendra au siège social, L-1258 Luxembourg, 6, rue Jean-Pierre Brasseur, le *5 juin 2012* à 11 heures, pour délibération sur l'ordre du jour conçu comme suit:

Ordre du jour:

1. Présentation des comptes annuels, du rapport de gestion du Conseil d'Administration et du rapport du Commissaire

2. Approbation des comptes au 31 décembre 2011
3. Affectation du résultat
4. Décharge à donner aux Administrateurs et au Commissaire
5. Divers

Le Conseil d'Administration.

Référence de publication: 2012051809/17.

BL Fund Selection, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 14, boulevard Royal.

R.C.S. Luxembourg B 133.040.

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L'Assemblée du 8 mai 2012 n'ayant pas atteint le quorum de présence requis, le Conseil d'Administration a l'honneur de convoquer les Actionnaires de la Sicav à la

SECONDE ASSEMBLEE GENERALE EXTRAORDINAIRE

qui se tiendra le *13 juin 2012* à 16.00 heures au siège social de la SICAV, afin de délibérer sur l'ordre du jour suivant:

Ordre du jour:

- Adaptation de la SICAV aux dispositions de la loi luxembourgeoise du 17 décembre 2010 concernant les organismes de placement collectif et portant transposition de la directive 2009/65/CE
- Refonte des statuts de la SICAV

L'Assemblée n'a pas besoin de quorum pour délibérer valablement. Les résolutions, pour être valables, doivent réunir les deux tiers au moins des voix exprimées. Des procurations ainsi que le projet de texte des statuts coordonnés sont disponibles, sans frais, sur simple demande auprès du siège social de la SICAV.

Pour pouvoir assister à l'Assemblée, les détenteurs d'actions au porteur doivent déposer leurs actions, au moins cinq jours francs avant l'Assemblée, auprès du siège ou d'une agence de la Banque de Luxembourg, société anonyme à Luxembourg. Les Actionnaires en nom seront admis sur justification de leur identité, à condition d'avoir, au moins cinq jours francs avant l'Assemblée, informé le Conseil d'Administration (ifs.fds@bdl.lu) de leur intention d'assister à l'Assemblée.

Dans le cadre de cette adaptation des statuts, le prospectus sera refondu afin d'être conforme aux dispositions prévues de la loi précitée du 17 décembre 2010. Les Actionnaires sont invités à se référer au projet de prospectus disponible auprès du siège social de la SICAV ou d'une agence de la Banque de Luxembourg.

Référence de publication: 2012054800/755/25.

Baja International S.à r.l., Société à responsabilité limitée.

Capital social: USD 106.884.013,00.

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

R.C.S. Luxembourg B 153.948.

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

Before Us Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg.

There appeared:

- Baja Mining Corp., a company incorporated and existing under Canadian laws, with registered office at 500-200 Burrard Street, Vancouver, B.C, V6C 3L6, Canada, and registered with the Trade Register of Canada, under number BC 0295358 (the "Sole Shareholder")

here represented by Mr. Regis Galiotto, notary's clerk, with professional address at 101, rue Cents, L-1319 Luxembourg, Grand Duchy of Luxembourg, by virtue of a proxy given by the Sole Shareholder on March 21, 2012.

Said proxy signed "ne varietur" by the proxyholder of the appearing person and the undersigned notary will remain annexed to the present deed for the purpose of registration.

Such appearing person, represented by its proxyholder, has requested the notary to state as follows:

I. That Baja Mining Corp., aforementioned, is the sole shareholder of a private limited liability company (société à responsabilité limitée) existing in Luxembourg under the name of Baja International S.à r.l., having its registered office at 121, avenue de la Faïencerie, L-1511 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 153.948 and incorporated by a deed of Maître Henri Hellinckx notary residing in Luxembourg, on June 16, 2010, published in the Memorial, Recueil Spécial C number 1605 dated August 7, 2010 (the "Company").

The Company's articles of association have been amended for the last time pursuant to a deed of Maître Henri Hellinckx (aforementioned), on September 20, 2011, published in the Memorial, Recueil Spécial C number 2593 dated October 26, 2011.

II. That the Company's share capital is fixed at one hundred six million eight hundred eighty-four thousand thirteen US Dollar (USD 106,884,013) represented by forty-five million sixteen thousand (45,016,000) ordinary shares of one US Dollar (USD 1) each (the "Ordinary Shares") and by sixty-one million eight hundred sixty-eight thousand thirteen (61,868,013) mandatory redeemable preferred shares of one US Dollar (USD 1) each (the "MRPS").

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

1. Retroactive amendment of the cumulative preferred dividend to be paid to the MRPS holders, which is set at an effective rate of eight point eight thousand six hundred thirty five percent (8.8635 %) per year after deduction of any withholding tax, as of January 1, 2012. Subsequent amendment of article 6.4 and of the first paragraph of article 12 of the Company's articles of association that shall henceforth read as follows:

6.4. Redemption of shares. The sole shareholder, or, in case of plurality of shareholders, the general meeting of the shareholders of the Company may resolve to redeem part or all of the MRPS subject however to the conditions as set out below.

MRPS are redeemable (partially or in full) at any time until maturity at the option of the Company (an "Early Redemption Date"). The Company shall redeem all but not part of the outstanding MRPS at the latest ten (10) years after their issuance (the "Maturity Date"). The MRPS shall be redeemed for an amount corresponding to the aggregate par value of the redeemed MRPS, MRPS Premium attached to the redeemed MRPS, as well as any preferred dividend as defined in Article 12 accrued but not yet declared on the redeemed MRPS at the time of redemption (the "Redemption Price"). Subject to the foregoing, the MRPS shall only be redeemed at the Maturity Date if the Company has sufficient available funds for distribution in accordance with the Law ("Available Funds"). In case the Company does not dispose of Available Funds to pay the Redemption Price in cash at the Maturity Date, it may, at its sole discretion, pay the Redemption Price in kind (partially or in full). In case the Company has Available Funds to pay the Redemption Price in cash, the Redemption Price can nonetheless be paid in kind (either at the Maturity Date or an Earlier Redemption Date), if the MRPS holder(s) so agree. Irrespective of whether the Company has Available Funds to pay the Redemption Price in cash or not, the Company may discharge the Redemption Price (either at the Maturity Date or an Earlier Redemption Date) by transferring to the holder(s) of MRPS to be redeemed any receivable(s) owing to the Company by any person, to be valued for these purposes at the higher of the face value and the market value of the receivable(s) to be transferred.

MRPS redeemed by the Company shall be immediately cancelled and the amount of share capital shall be reduced accordingly. In addition, the MRPS Premium Account shall be reduced accordingly.

Art. 12. Distribution of profits. For every financial year of the Company, the holders of MRPS are entitled to an effective cumulative preferred dividend of eight point eight thousand six hundred thirty five percent (8.8635 %) a year to be accrued on a daily basis (360-days/year) and computed on the nominal value of the MRPS and MRPS Premium Account ("Preferred Dividend").

2. Miscellaneous.

IV. That, on basis of the agenda, the Sole Shareholder takes the following resolution:

Sole resolution

Subject to the rights of any third party, if any, the Sole Shareholder resolves to amend retroactively as of January 1, 2012, the cumulative preferred dividend to be paid to the MRPS holders, which is set at an effective rate of eight point eight thousand six hundred thirty five percent (8.8635 %) per year after deduction of any withholding tax.

Further, the Sole Shareholder resolves to restate article 6.4 and the first paragraph of article 12 of the Company's articles of association that shall henceforth read as follows:

6.4. Redemption of shares. The sole shareholder, or, in case of plurality of shareholders, the general meeting of the shareholders of the Company may resolve to redeem part or all of the MRPS subject however to the conditions as set out below.

MRPS are redeemable (partially or in full) at any time until maturity at the option of the Company (an "Early Redemption Date"). The Company shall redeem all but not part of the outstanding MRPS at the latest ten (10) years after their issuance (the "Maturity Date"). The MRPS shall be redeemed for an amount corresponding to the aggregate par value of the redeemed MRPS, MRPS Premium attached to the redeemed MRPS, as well as any preferred dividend as defined in Article 12 accrued but not yet declared on the redeemed MRPS at the time of redemption (the "Redemption Price"). Subject to the foregoing, the MRPS shall only be redeemed at the Maturity Date if the Company has sufficient available funds for distribution in accordance with the Law ("Available Funds"). In case the Company does not dispose of Available Funds to pay the Redemption Price in cash at the Maturity Date, it may, at its sole discretion, pay the Redemption Price in kind (partially or in full). In case the Company has Available Funds to pay the Redemption Price in cash, the Redemption Price can nonetheless be paid in kind (either at the Maturity Date or an Earlier Redemption Date), if the MRPS holder(s) so agree. Irrespective of whether the Company has Available Funds to pay the Redemption Price in cash or not, the Company may discharge the Redemption Price (either at the Maturity Date or an Earlier Redemption Date) by transferring to the holder(s) of MRPS to be redeemed any receivable(s) owing to the Company by any person, to be valued for these purposes at the higher of the face value and the market value of the receivable(s) to be transferred.

MRPS redeemed by the Company shall be immediately cancelled and the amount of share capital shall be reduced accordingly. In addition, the MRPS Premium Account shall be reduced accordingly.

Art. 12. Distribution of profits. For every financial year of the Company, the holders of MRPS are entitled to an effective cumulative preferred dividend of eight point eight thousand six hundred thirty five percent (8.8635 %) a year to be accrued on a daily basis (360-days/year) and computed on the nominal value of the MRPS and MRPS Premium Account ("Preferred Dividend").

There being no further business, the meeting is terminated.

Costs

The expenses, costs, remuneration or charges in any form whatsoever which will be borne to the Company as a result of the present deed are estimated at approximately one thousand five hundred Euros (EUR 1,500.-).

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

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

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

Suit la version française du texte qui précède:

L'an deux mille douze le vingt sept mars.

Par-devant Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand Duché de Luxembourg.

A comparu:

- Baja Mining Corp., une société constituée et régie selon les lois du Canada, ayant son siège social au 500-200 Burrard Street, Vancouver, B.C, V6C 3L6, Canada et enregistrée au Registre du commerce du Canada sous le numéro BC 0295358 (l'«Associée Unique»)

ici représentée par M. Regis Galiotto, clerc de notaire, demeurant professionnellement au 101, rue Cents, L-1319 Luxembourg, Grand-Duché de Luxembourg, en vertu d'une procuration donnée par l'Associée Unique le 21 mars 2012.

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

Laquelle comparante représentée par son mandataire a requis le notaire instrumentaire d'acter:

I. Que Baja Mining Corp., précitée, est l'associé unique de la société à responsabilité limitée établie à Luxembourg sous la dénomination de Baja International S.à r.l., ayant son siège social au 121, avenue de la Faïencerie, L-1511 Luxembourg, Grand-Duché de Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 153.948 et constituée aux termes d'un acte reçu par Maître Henri Hellinckx, notaire de résidence à Luxembourg, en date du 16 juin 2010, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1605 en date du 7 août 2010 (la «Société»).

La dernière modification des statuts de la Société a été réalisée par acte reçu par Maître Henri Hellinckx (précité) en date du 20 septembre 2011, publié au Mémorial C, Recueil des Sociétés et Associations numéro 2593 en date du 26 octobre 2011.

II. Que le capital social de la Société est fixé à cent six millions huit cent quatre-vingt-quatre mille treize US Dollar (USD 106.884.013) représenté par quarante-cinq millions seize mille (45.016.000) parts sociales ordinaires d'une valeur nominale d'un US Dollar (USD 1) chacune (les «Parts Ordinaires») et par soixante et un millions huit cent soixante-huit mille treize (61.868.013) parts sociales préférentielles avec obligation de rachat d'une valeur nominale d'un US Dollar (USD 1) chacune (les «Parts Préférentielles avec Obligation de Rachat»).

III. Que la présente assemblée a pour ordre du jour:

1. Modification rétroactive du dividende préférentiel cumulatif devant être payé aux détenteurs des Parts Préférentielles avec Obligation de Rachat, lequel est fixé à un taux effectif de huit virgule huit mille six cent trente-cinq pourcent (8,8635 %) par an après déduction de toute retenue à la source, à dater du 1 janvier 2012. Modification subséquente de l'article 6.4 et du premier paragraphe de l'article 12 des statuts de la Société afin de lui donner le contenu suivant:

6.4. Rachat de parts. L'associé unique, ou, en cas de pluralité d'associés, l'assemblée générale des associés de la Société, peut décider de racheter une partie ou l'entièreté des Parts Préférentielles avec Obligation de Rachat conformément aux conditions énoncées ci-après.

Les Parts Préférentielles avec Obligation de Rachat sont rachetables (partiellement ou en totalité) à tout moment jusqu'à leur date de maturité à la discrétion de la Société (une «Date de Rachat Anticipée»). La Société doit racheter l'entièreté des Parts Préférentielles avec Obligation de Rachat restantes au plus tard dix (10) ans après leur émission (la «Date de Maturité»). Les Parts Préférentielles avec Obligation de Rachat doivent être rachetées pour un montant correspondant à la valeur nominale des Parts Préférentielles avec Obligation de Rachat rachetées, du Compte de Prime d'Emission des Parts Préférentielles avec Obligation de Rachat attaché aux Parts Préférentielles avec Obligation de Rachat

rachetées, et de tout dividende préférentiel, tel que défini à l'article 12, accumulé mais non encore distribué au moment du rachat aux Parts Préférentielles avec Obligation de Rachat (le «Prix de Rachat»). Néanmoins, les Parts Préférentielles avec Obligation de Rachat seront rachetées à la Date de Maturité uniquement si la Société a suffisamment de fonds disponibles pour ledit rachat en application de la Loi (les «Fonds Disponibles»). Dans le cas où la Société ne disposerait pas des Fonds Disponibles pour payer le Prix de Rachat en numéraire à la Date de Maturité, elle pourra, à sa seule discrétion, payer le Prix de Rachat par un payement en nature (partiel ou total). Dans le cas où la Société dispose des Fonds Disponibles pour payer le Prix de Rachat en espèces, le Prix de Rachat peut néanmoins être payé en nature (soit à la Date de Maturité, soit à une Date de Rachat Anticipée), si le/les détenteur(s) de Parts Préférentielles avec Obligation de Rachat sont d'accord. Que la Société dispose ou non des Fonds Disponibles pour payer le Prix de Rachat en espèces, la Société peut acquitter le Prix de Rachat (soit à la Date de Maturité, soit à une Date de Rachat Anticipée) en transférant au(x) détenteur(s) des Parts Préférentielles avec Obligation de Rachat à racheter toute(s) dette(s) due(s) à la Société par toute personne, évaluée dans ce but à une valeur qui sera la plus élevée entre leur montant nominal et la valeur de marché des dettes devant être transférées.

Les Parts Préférentielles avec Obligation de Rachat rachetées par la Société doivent être immédiatement annulées et le montant du capital social doit être diminué en conséquence. En outre, le compte de Prime d'Emission des Parts Préférentielles avec Obligation de Rachat devra être réduit en conséquence.

Art. 12. Distribution des profits. Pour chaque année comptable de la Société, les détenteurs des Parts Préférentielles avec Obligation de Rachat ont droit à un dividende préférentiel cumulatif effectif de huit virgule huit mille six cent trente-cinq pourcent (8,8635 %) par an, déterminé sur une base journalière (360 jours/an) et calculé sur la valeur nominale des Parts Préférentielles avec Obligation de Rachat et du Compte de Prime d'Emission des Parts Préférentielles avec Obligation de Rachat («Dividende Préférentiel»).

2. Divers.

IV. Que sur base de l'ordre du jour, l'Associée Unique prend la résolution suivante:

Résolution unique

Sous réserve des droits des tiers, l'Associée Unique décide de modifier rétroactivement au 1 er janvier 2012, le dividende préférentiel cumulatif devant être payé aux détenteurs des Parts Préférentielles avec Obligation de Rachat, lequel est fixé à un taux effectif de huit virgule huit mille six cent trente-cinq pourcent (8,8635 %) par an après déduction de toute retenue à la source.

En conséquence, l'Associée Unique décide de modifier l'article 6.4 ainsi que le premier paragraphe de l'article 12 des statuts de la Société afin de leur donner le contenu suivant:

6.4. Rachat de parts. L'associé unique, ou, en cas de pluralité d'associés, l'assemblée générale des associés de la Société, peut décider de racheter une partie ou l'entièreté des Parts Préférentielles avec Obligation de Rachat conformément aux conditions énoncées ci-après.

Les Parts Préférentielles avec Obligation de Rachat sont rachetables (partiellement ou en totalité) à tout moment jusqu'à leur date de maturité à la discrétion de la Société (une «Date de Rachat Anticipée»). La Société doit racheter l'entièreté des Parts Préférentielles avec Obligation de Rachat restantes au plus tard dix (10) ans après leur émission (la «Date de Maturité»). Les Parts Préférentielles avec Obligation de Rachat doivent être rachetées pour un montant correspondant à la valeur nominale des Parts Préférentielles avec Obligation de Rachat rachetées, du Compte de Prime d'Emission des Parts Préférentielles avec Obligation de Rachat attaché aux Parts Préférentielles avec Obligation de Rachat rachetées, et de tout dividende préférentiel, tel que défini à l'article 12, accumulé mais non encore distribué au moment du rachat aux Parts Préférentielles avec Obligation de Rachat (le «Prix de Rachat»). Néanmoins, les Parts Préférentielles avec Obligation de Rachat seront rachetées à la Date de Maturité uniquement si la Société a suffisamment de fonds disponibles pour ledit rachat en application de la Loi (les «Fonds Disponibles»). Dans le cas où la Société ne disposerait pas des Fonds Disponibles pour payer le Prix de Rachat en numéraire à la Date de Maturité, elle pourra, à sa seule discrétion, payer le Prix de Rachat par un payement en nature (partiel ou total). Dans le cas où la Société dispose des Fonds Disponibles pour payer le Prix de Rachat en espèces, le Prix de Rachat peut néanmoins être payé en nature (soit à la Date de Maturité, soit à une Date de Rachat Anticipée), si le/les détenteur(s) de Parts Préférentielles avec Obligation de Rachat sont d'accord. Que la Société dispose ou non des Fonds Disponibles pour payer le Prix de Rachat en espèces, la Société peut acquitter le Prix de Rachat (soit à la Date de Maturité, soit à une Date de Rachat Anticipée) en transférant au(x) détenteur(s) des Parts Préférentielles avec Obligation de Rachat à racheter toute(s) dette(s) due(s) à la Société par toute personne, évaluée dans ce but à une valeur qui sera la plus élevée entre leur montant nominal et la valeur de marché des dettes devant être transférées.

Les Parts Préférentielles avec Obligation de Rachat rachetées par la Société doivent être immédiatement annulées et le montant du capital social doit être diminué en conséquence. En outre, le compte de Prime d'Emission des Parts Préférentielles avec Obligation de Rachat devra être réduit en conséquence.

Art. 12. Distribution des profits. Pour chaque année comptable de la Société, les détenteurs des Parts Préférentielles avec Obligation de Rachat ont droit à un dividende préférentiel cumulatif effectif de huit vigule huit mille six cent trente-cinq pourcent (8,8635 %) par an, déterminé sur une base journalière (360 jours/an) et calculé sur la valeur nominale des

Parts Préférentielles avec Obligation de Rachat et du Compte de Prime d'Emission des Parts Préférentielles avec Obligation de Rachat («Dividende Préférentiel»).

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

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 à environ mille cinq cents Euros (EUR 1.500.-).

Le notaire soussigné, qui a personnellement la connaissance de la langue anglaise, déclare que la comparante l'a requis de documenter le présent acte en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

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

Et après lecture faite et interprétation donnée à la comparante, son mandataire a signé avec le notaire le présent acte.

Signé: R. GALIOTTO et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 5 avril 2012. Relation: LAC/2012/15797. Reçu soixante-quinze euros (75,- EUR).

Le Receveur ff. (signé): C. FRISING.

Pour expédition conforme, délivrée à la société sur demande, aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 2 mai 2012.

Référence de publication: 2012051901/216.

(120072766) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 mai 2012.

ITL Investment S.A., Société Anonyme.

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

R.C.S. Luxembourg B 145.800.

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Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *7 juin 2012* à 8.00 heures à Luxembourg, 18, rue de l'Eau (2 e étage) avec l'ordre du jour suivant:

Ordre du jour:

1. Constatation du report de la date de l'assemblée générale ordinaire et approbation dudit report;
2. Rapports de gestion du conseil d'administration et du commissaire aux comptes;
3. Approbation des bilan et compte de profits et pertes au 31.12.2010 et au 31.12.2011 et affectation du résultat;
4. Décharge aux administrateurs et au commissaire aux comptes;
5. Décision à prendre relativement à l'article 100 de la loi modifiée du 10 août 1915 sur les sociétés commerciales;
6. Démission des quatre administrateurs et du commissaire aux comptes.
7. Divers.

Pour participer à ladite assemblée, les actionnaires déposeront leurs actions, respectivement le certificat de dépôt au bureau de l'assemblée générale, cinq jours francs avant la date de l'assemblée générale.

Le Conseil d'Administration.

Référence de publication: 2012055432/693/20.

Bullit Participations S.A., Société Anonyme.

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

R.C.S. Luxembourg B 86.068.

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Messieurs les actionnaires sont convoqués par le présent avis à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *8 juin 2012* à 10.00 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

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

6. divers.

Le Conseil d'Administration.

Référence de publication: 2012056049/10/18.

Forden Investments S.A., Société Anonyme.

Siège social: L-1143 Luxembourg, 2BIS, rue Astrid.

R.C.S. Luxembourg B 125.948.

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Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE STATUTAIRE

des Actionnaires qui se tiendra le *6 juin 2012* à 11.00 heures au siège social à Luxembourg pour délibérer de l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration et du Commissaire aux Comptes
2. Approbation des bilan, compte de pertes et profits et affectation des résultats au 31.12.2011
3. Décharge aux administrateurs et au commissaire aux comptes
4. Nominations statutaires
5. Divers

Le Conseil d'Administration.

Référence de publication: 2012056916/788/17.

Cadorna S.A., Société Anonyme.

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

R.C.S. Luxembourg B 151.306.

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

l'ASSEMBLEE GENERALE ANNUELLE,

qui aura lieu le *6 juin 2012* à 13.30 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et du compte de profits et pertes au 31 décembre 2011, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 31 décembre 2011.
4. Divers.

Le Conseil d'Administration.

Référence de publication: 2012057991/1023/16.

Rockhouse Société Immobilière S.A., Société Anonyme.

Siège social: L-1143 Luxembourg, 2BIS, rue Astrid.

R.C.S. Luxembourg B 53.377.

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Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE STATUTAIRE

des actionnaires qui se tiendra le *6 juin 2012* à 10.00 heures au siège social à Luxembourg pour délibérer de l'ordre du jour suivant:

Ordre du jour:

1. Rapport du Conseil d'Administration et du Commissaire aux Comptes
2. Approbation des bilan, compte de pertes et profits et affectation des résultats au 31.12.2011
3. Décharge aux administrateurs et au commissaire aux comptes
4. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi du 10 août 1915
5. Divers

Le Conseil d'Administration.

Référence de publication: 2012057069/788/18.

KBL Key Fund, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 63.616.

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Les actionnaires sont invités à assister à

l'ASSEMBLEE GENERALE STATUTAIRE

qui se tiendra le *6 juin 2012* à 15 heures au siège social avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation du rapport de gestion du conseil d'administration et du rapport du réviseur d'entreprises
2. Approbation des comptes annuels au 31 décembre 2011 et de l'affectation des résultats
3. Décharge à donner aux Administrateurs
4. Décharge à donner aux Dirigeants de la Société de Gestion
5. Nominations statutaires
6. Divers

Les décisions concernant les points de l'ordre du jour ne requièrent aucun quorum. Des procurations sont disponibles au siège social de la Sicav.

Afin de participer à l'Assemblée, les actionnaires sont priés de déposer leurs actions un jour ouvrable avant la date de l'assemblée auprès de KBL European Private Bankers S.A., 43, boulevard Royal, L-2955 Luxembourg.

Le Conseil d'Administration.

Référence de publication: 2012056953/755/21.

UniInstitutional Financial Bonds 2017, Fonds Commun de Placement.

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Das Sonderreglement, welches am 26. März 2012 in Kraft trat, wurde beim Handels- und Gesellschaftsregister in Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 27. März 2012.

Union Investment Luxembourg S.A.

Référence de publication: 2012037724/10.

(120050168) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2012.

Baja International S.à r.l., Société à responsabilité limitée.

Capital social: USD 107.566.513,00.

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

R.C.S. Luxembourg B 153.948.

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

Before US Maître Henri Hellinckx, notary, residing in Luxembourg, Grand Duchy of Luxembourg.

There appeared:

- Baja Mining Corp., a company incorporated and existing under Canadian laws, with registered office at 500-200 Burrard Street, Vancouver, B.C, V6C 3L6, Canada, and registered with the Trade Register of Canada, under number BC 0295358 (the "Sole Shareholder")

here represented by Régis Galiotto, notary's clerk, with professional address at 101, rue Cents, L-1319 Luxembourg, Grand Duchy of Luxembourg, by virtue of a proxy given by the Sole Shareholder on March 23 rd , 2012.

Said proxy signed "ne varietur" by the proxyholder of the appearing person and the undersigned notary will remain annexed to the present deed for the purpose of registration.

Such appearing person, represented by its proxyholder, has requested the notary to state as follows:

I. That Baja Mining Corp., aforementioned, is the sole shareholder of a private limited liability company (société à responsabilité limitée) existing in Luxembourg under the name of Baja International S.à r.l., having its registered office at 121, avenue de la Faïencerie, L-1511 Luxembourg, Grand Duchy of Luxembourg, registered with Luxembourg Trade and Companies Register under number B 153.948 and incorporated by a deed of Maître Henri Hellinckx notary residing in Luxembourg, on June 16, 2010, published in the Memorial, Recueil Spécial C number 1605 dated August 7, 2010.

The Company's articles of association have been amended for the last time pursuant to a deed of Maître Henri Hellinckx (aforementioned), on March 27, 2012, not yet published in the Memorial, Recueil Spécial C.

II. That the Company's share capital is fixed at one hundred six million eight hundred eighty-four thousand thirteen US Dollar (USD 106,884,013) represented by forty-five million sixteen thousand (45,016,000) ordinary shares of one US Dollar (USD 1) each (the "Ordinary Shares") and sixty-one million eight hundred sixty-eight thousand thirteen (61,868,013) mandatory redeemable preferred shares of one US Dollar (USD 1) each (the "MRPS").

III. That the Sole Shareholder is the legal and beneficial owner of an uncontested, current and immediately exercisable claim.

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

1. Increase of the share capital of the Company by an amount of six hundred eighty-two thousand five hundred US Dollar (USD 682,500) in order to raise it from its present amount of one hundred six million eight hundred eighty-four thousand thirteen US Dollar (USD 106,884,013) to one hundred seven million five hundred sixty-six thousand five hundred thirteen US Dollar (USD 107,566,513) by the issue of six hundred eighty-two thousand five hundred (682,500) mandatory redeemable preferred shares with a nominal value of one US Dollar (USD 1) each, together with a MRPS premium of two million forty-seven thousand five hundred US Dollar (USD 2,047,500) (the "New MRPS");

2. Subscription and full payment of all the New MRPS by the Sole Shareholder by conversion of an uncontested, current and immediately exercisable claim in the total value of two million seven hundred thirty thousand US Dollar (USD 2,730,000) (the "Claim");

3. Consideration of the valuation method used for determining the value of the Claim;

4. Subsequent amendment of Article 6.1 of the Company's articles of association that shall henceforth read as follows:

6.1 Subscribed share capital

The share capital is fixed at one hundred seven million five hundred sixty-six thousand five hundred thirteen US Dollar (USD 107,566,513) represented by forty-five million sixteen thousand (45,016,000) ordinary shares of one US Dollar (USD 1) each (the "Ordinary Shares") and sixty-two million five hundred fifty thousand five hundred thirteen (62,550,513) mandatory redeemable preferred shares of one US Dollar (USD 1) each (the "MRPS"), all fully subscribed and entirely paid up. For the sake of clarity, "shares" in the present Articles shall include Ordinary Shares and MRPS. At the moment and as long as all the shares are held by only one shareholder, the Company is a one man company ("société unipersonnelle") in the meaning of article 179 (2) of the Law. In this contingency articles 200-1 and 200-2, amongst others, will apply, this entailing that each decision of the sole shareholder and each contract concluded between him and the Company represented by him shall have to be established in writing.

5. Allocation of an amount of sixty-eight thousand two hundred fifty US Dollar (USD 68,250) from the Ordinary Shares Premium Account to the legal reserve account;

6. Miscellaneous.

IV. That, on basis of the agenda, the Sole Shareholder takes the following resolutions:

First resolution

The Sole Shareholder resolves to increase the Company's share capital to the extent of six hundred eighty-two thousand five hundred US Dollar (USD 682,500) in order to raise it from its present amount of one hundred six million eight hundred eighty-four thousand thirteen US Dollar (USD 106,884,013) to one hundred seven million five hundred sixty-six thousand five hundred thirteen US Dollar (USD 107,566,513) by the issuance of six hundred eighty-two thousand five hundred (682,500) mandatory redeemable preferred shares with a nominal value of one US Dollar (USD 1), together with a MRPS premium of two million forty-seven thousand five hundred US Dollar (USD 2,047,500).

Intervention - Subscription - Payment

The Sole Shareholder through its proxyholder declares to subscribe to all six hundred eighty-two thousand five hundred (682,500) New MRPS with a nominal value of one US Dollar (USD 1) each, together with a MRPS premium of two million forty-seven thousand five hundred US Dollar (USD 2,047,500) and to fully pay them up by conversion of the Claim.

Valuation

The Claim is valued at two million seven hundred thirty thousand US Dollar (USD 2,730,000), such value has been decided by way of a declaration of value, dated March 27, 2012 (the "Declaration of Value") and accepted by the managers of the Company by way of a valuation statement dated March 27, 2012 (the "Valuation Statement").

Evidence of the claim's existence

Evidence of the value of the Claim has been given to the undersigned notary by the copy of the following documents:

- the Declaration of Value;
- the Valuation Statement;

Said Declaration of Value and Valuation Statement shall remain attached to the present deed.

Effective implementation of the conversion

The Sole Shareholder, through its proxyholder, declares that:

- it is the sole beneficial owner of the Claim and has the power to dispose of it;
- the conversion of the Claim is effective today without restriction.

Second resolution

Following the above resolution, the Sole Shareholder resolves to amend Article 6.1 of the Company's articles of association that shall henceforth read as follows:

6.1. Subscribed share capital. The share capital is fixed at one hundred seven million five hundred sixty-six thousand five hundred thirteen US Dollar (USD 107,566,513) represented by forty-five million sixteen thousand (45,016,000) ordinary shares of one US Dollar (USD 1) each (the "Ordinary Shares") and sixty-two million five hundred fifty thousand five hundred thirteen (62,550,513) mandatory redeemable preferred shares of one US Dollar (USD 1) each (the "MRPS"), all fully subscribed and entirely paid up. For the sake of clarity, "shares" in the present Articles shall include Ordinary Shares and MRPS. At the moment and as long as all the shares are held by only one shareholder, the Company is a one man company ("société unipersonnelle") in the meaning of article 179 (2) of the Law. In this contingency articles 200-1 and 200-2, amongst others, will apply, this entailing that each decision of the sole shareholder and each contract concluded between him and the Company represented by him shall have to be established in writing.

Third resolution

The Sole Shareholder resolves to allocate an amount of sixty-eight thousand two hundred fifty US Dollar (USD 68,250) from the Ordinary Shares Premium Account to the legal reserve account of the Company.

There being no further business, the meeting is terminated.

Costs

The expenses, costs, remuneration or charges in any form whatsoever which will be borne to the Company as a result of the present deed are estimated at approximately two thousand eight hundred Euros (EUR 2,800.-).

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

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

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

Suit la version française du texte qui précède:

L'an deux mille douze le vingt sept mars

Par-devant Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand Duché de Luxembourg.

A comparu:

- Baja Mining Corp., une société constituée et régie selon les lois du Canada, ayant son siège social au 500-200 Burrard Street, Vancouver, B.C, V6C 3L6, Canada et enregistrée au Registre du commerce du Canada sous le numéro BC 0295358 (l'«Associée Unique»)

ici représentée par Régis Galiotto, clerc de notaire, demeurant professionnellement au 101, rue Cents, L-1319 Luxembourg, Grand-Duché de Luxembourg, en vertu d'une procuration donnée par l'Associée Unique le 23 mars 2012.

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

Laquelle comparante représentée par son mandataire a requis le notaire instrumentaire d'acter que:

I. Que Baja Mining Corp., précitée, est l'associé unique de la société à responsabilité limitée établie à Luxembourg sous la dénomination de Baja International S.à r.l., ayant son siège social au 121, avenue de la Faïencerie, L-1511 Luxembourg, Grand-Duché de Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 153.948 et constituée aux termes d'un acte reçu par Maître Henri Hellinckx, notaire de résidence à Luxembourg, en date du 16 juin 2010, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1605 en date du 7 août 2010.

La dernière modification des statuts a été réalisée par acte reçu par Maître Henri Hellinckx (précité) en date du 27 mars 2012, non encore publié au Mémorial C, Recueil des Sociétés et Associations (la «Société»).

II. Que le capital social de la Société est fixé à cent six millions huit cent quatre-vingt-quatre mille treize US Dollar (USD 106.884.013) représenté par quarante-cinq millions seize mille (45.016.000) parts sociales ordinaires d'une valeur nominale d'un US Dollar (USD 1) chacune (les «Parts Ordinaires») et par soixante-et-un millions huit cent soixante-huit mille treize (61.868.013) parts sociales préférentielles avec obligation de rachat d'une valeur nominale d'un US Dollar (USD 1) chacune (les «Parts Préférentielles avec Obligation de Rachat»).

III. Que l'Associée Unique est la bénéficiaire d'une créance certaine, liquide et immédiatement exigible.

IV. Que la présente assemblée a pour ordre du jour:

1. Augmentation du capital de la Société à concurrence de six cent quatre-vingt deux mille cinq cents US Dollar (USD 682.500) afin de le porter de son montant actuel de cent six millions huit cent quatre-vingt-quatre mille treize US Dollar (USD 106.884.013) à cent sept millions cinq cent soixante-six mille cinq cent treize US Dollar (USD 107.566.513) par l'émission de six cent quatre-vingt deux mille cinq cents (682.500) Parts Préférentielles avec Obligation de Rachat d'une valeur nominale de un US Dollar (USD 1) chacune, avec une prime d'émission des Parts Préférentielles avec Obligation de Rachat d'un montant de deux millions quarante-sept mille cinq cent US Dollar (USD 2.047.500) (les «Parts Préférentielles Nouvelles»);

2. Souscription et libération intégrale de toutes les Parts Préférentielles Nouvelles par l'Associé Unique par le biais d'une conversion d'une créance certaine, liquide et immédiatement exigible d'un montant de deux millions sept cent trente mille US Dollar (USD 2.730.000) (la «Créance»);

3. Prise en compte de la méthode d'évaluation utilisée pour déterminer la valeur de la Créance;

4. Modification de l'article 6.1. des statuts de la Société afin de lui donner le contenu suivant:

6.1 Capital souscrit et libéré. Le capital social est fixé à cent sept millions cinq cent soixante-six mille cinq cent treize US Dollar (USD 107.566.513) représenté par quarante-cinq millions seize mille (45.016.000) parts sociales ordinaires d'une valeur nominale d'un US Dollar (USD 1) chacune (les «Parts Ordinaires») et par soixante-deux millions cinq cent cinquante mille cinq cent treize (62.550.513) parts sociales préférentielles avec obligation de rachat d'une valeur nominale d'un US Dollar (USD 1) chacune (les «Parts Préférentielles avec Obligation de Rachat»), toutes entièrement souscrites et libérées. Dans un souci de clarté, les termes «parts» et «parts sociales» dans les présents Statuts incluent les Parts Ordinaires et les Parts Préférentielles avec Obligation de Rachat. A partir du moment et aussi longtemps que toutes les parts sociales sont détenues par un seul associé, la Société est une société unipersonnelle au sens de l'article 179 (2) de la Loi. Dans la mesure où notamment les articles 200-1 et 200-2 de la Loi trouvent à s'appliquer, chaque décision de l'associé unique et chaque contrat conclu entre lui et la Société représentée par lui sont inscrits sur un procès-verbal ou établis par écrit.

5. Allocation d'un montant de soixante-huit mille deux cent cinquante US Dollar (USD 68.250) du Compte de Prime d'Emission des Parts Ordinaires au compte de la réserve légale;

6. Divers.

IV. Que sur base de l'ordre du jour, l'Associée Unique prend les résolutions suivantes:

Première résolution

L'Associée Unique décide d'augmenter le capital social de la Société à concurrence de six cent quatre-vingt deux mille cinq cents US Dollar (USD 682.500) afin de le porter de son montant actuel de cent six millions huit cent quatre-vingt-quatre mille treize US Dollar (USD 106.884.013) à cent sept millions cinq cent soixante-six mille cinq cent treize US Dollar (USD 107.566.513) par l'émission de six cent quatre-vingt deux mille cinq cent (682.500) Parts Préférentielles avec Obligation de Rachat d'une valeur nominale de un US Dollar (USD 1) chacune, avec une prime d'émission des Parts Préférentielles avec Obligation de Rachat d'un montant de deux millions quarante-sept mille cinq cents US Dollar (USD 2.047.500).

Intervention – Souscription – Payement

L'Associée Unique, par le biais de son mandataire, déclare souscrire à toutes les six cent quatre-vingt deux mille cinq cents (682.500) Parts Préférentielles Nouvelles d'une valeur nominale de un US Dollar (USD 1), avec une prime d'émission des Parts Préférentielles avec Obligation de Rachat d'un montant de deux millions quarante-sept mille cinq cents US Dollar (USD 2.047.500) et de les libérer entièrement par conversion de la Créance.

Evaluation

La Créance évaluée à deux millions sept cent trente mille US Dollar (USD 2.730.000), cette valeur a été décidée par l'Associée Unique par la voie d'une déclaration de valeur datée du 27 mars 2012 (la «Déclaration de Valeur») et acceptée par les gérants de la Société par la voie d'une certification de valeur datée du 27 mars 2012 (la «Certification de Valeur»).

Preuve de l'existence de la créance

La preuve de la valeur de la Créance a été donnée au notaire par la production d'une copie des documents suivants:

- Déclaration de Valeur;

- Certification de Valeur;

Lesdites Déclaration de Valeur et Certification de Valeur demeureront attachées au présent acte.

Effectivité de l'apport

L'Associée Unique, par le biais de son mandataire, déclare que:

- elle est la seule détentrice de la Créance, et a le pouvoir d'en disposer;

- la conversion de la Créance est effective aujourd'hui sans restriction;

Deuxième résolution

Suite aux précédentes résolutions, l'Associée Unique décide de modifier l'article 6.1. des statuts de la Société afin de lui donner le contenu suivant:

6.1. Capital souscrit et libéré. Le capital social est fixé à cent sept millions cinq cent soixante-six mille cinq cent treize US Dollar (USD 107.566.513) représenté par quarante-cinq millions seize mille (45.016.000) parts sociales ordinaires d'une valeur nominale d'un US Dollar (USD 1) chacune (les «Parts Ordinaires») et par soixante-deux millions cinq cent cinquante mille cinq cent treize (62.550.513) parts sociales préférentielles avec obligation de rachat d'une valeur nominale d'un US Dollar (USD 1) chacune (les «Parts Préférentielles avec Obligation de Rachat»), toutes entièrement souscrites et libérées. Dans un souci de clarté, les termes «parts» et «parts sociales» dans les présents Statuts incluent les Parts Ordinaires et les Parts Préférentielles avec Obligation de Rachat. A partir du moment et aussi longtemps que toutes les parts sociales sont détenues par un seul associé, la Société est une société unipersonnelle au sens de l'article 179 (2) de la Loi. Dans la mesure où notamment les articles 200-1 et 200-2 de la Loi trouvent à s'appliquer, chaque décision de l'associé unique et chaque contrat conclu entre lui et la Société représentée par lui sont inscrits sur un procès-verbal ou établis par écrit.

Troisième résolution

L'Associée Unique décide d'allouer un montant de soixante-huit mille deux cent cinquante US Dollar (USD 68.250) du Compte de Prime d'Emission des Parts Ordinaires au compte de la réserve légale de la Société.

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

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 à environ deux mille huit cents Euros (EUR 2.800.-).

Le notaire soussigné, qui a personnellement la connaissance de la langue anglaise, déclare que la comparante l'a requis de documenter le présent acte en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

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

Et après lecture faite et interprétation donnée à la comparante, son mandataire a signé avec le notaire le présent acte.

Signé: R. GALIOTTO et H. HELLINCKX

Enregistré à Luxembourg A.C., le 5 avril 2012. Relation: LAC/2012/15798. Reçu soixante-quinze euros (75,- EUR).

Le Receveur ff. (signé): C. FRISING.

Pour expédition conforme, délivrée à la société sur demande, aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 3 mai 2012.

Référence de publication: 2012052509/218.

(120072955) Déposé au registre de commerce et des sociétés de Luxembourg, le 7 mai 2012.

Dealis Fund Operations S.A., Société Anonyme.

Siège social: L-2540 Luxembourg, 26-28, rue Edward Steichen.

R.C.S. Luxembourg B 143.499.

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Auszug aus dem Protokoll der ordentlichen Generalversammlung der Aktionäre am 08.05.2012

Es wird beschlossen, KPMG, mit Sitz in L-2520 Luxembourg, 9, Allée Scheffer, zum Wirtschaftsprüfer für das Geschäftsjahr vom 01.01.2012 bis 31.12.2012 zu bestellen. Das Mandat endet mit Ablauf der ordentlichen Generalversammlung im Jahr 2013.

Luxembourg, den 8. Mai 2012.

Dealis Fund Operations S.A.

Holger Hildebrandt / Eugen Lehnertz

Référence de publication: 2012057584/14.

(120080546) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 mai 2012.

UniInstitutional Financial Bonds 2017, Fonds Commun de Placement.

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Das Verwaltungsreglement, welches am 26. März 2012 in Kraft trat, wurde beim Handels- und Gesellschaftsregister in Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Luxemburg, den 27. März 2012.

Union Investment Luxembourg S.A.

Référence de publication: 2012037725/10.

(120050169) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 mars 2012.

DekaBank Deutsche Girozentrale Luxembourg S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 38, avenue J.F. Kennedy.

R.C.S. Luxembourg B 9.462.

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Auszug aus dem Protokoll Sitzung des Verwaltungsrates am 20. April 2012

Der Verwaltungsrat bestellt PricewaterhouseCoopers Sàrl, mit Sitz in L-1471 Luxembourg, 400, route d'Esch, zum Wirtschaftsprüfer für das Geschäftsjahr vom 01.01.2012 bis 31.12.2012. Das Mandat endet mit der ordentlichen Generalversammlung im Jahr 2013.

Luxembourg, den 10. Mai 2012.

DekaBank Deutsche Girozentrale Luxembourg S.A.

Wolfgang Dürr / Patrick Weydert

Référence de publication: 2012057585/14.

(120080547) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 mai 2012.

Perfeus S.A., Société Anonyme.

Siège social: L-1855 Luxembourg, 38, avenue J.F. Kennedy.

R.C.S. Luxembourg B 127.551.

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Herr Patrick Weydert (38, Avenue John F. Kennedy, L-1855 Luxembourg) wurde zum 2. Mai 2012 bis zum Ablauf des Mandats mit der ordentlichen Generalversammlung im Jahr 2017 zum Vorsitzenden des Verwaltungsrates gewählt.

Herr Armin Salbert (Mainzer Landstraße 16, D-60325 Frankfurt am Main) wurde zum 2. Mai 2012 bis zum Ablauf des Mandats mit der ordentlichen Generalversammlung im Jahr 2017 zur stellvertretenden Vorsitzenden des Verwaltungsrates gewählt.

Luxembourg, den 16. Mai 2012.

Perfeus S.A.

Patrick Weydert / Katja Wilbert

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BNP Paribas InstiCash, Société d'Investissement à Capital Variable.

Siège social: L-5826 Hesperange, 33, rue de Gasperich.

R.C.S. Luxembourg B 65.026.

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IN THE YEAR TWO THOUSAND AND TWELVE,

ON THE TWENTY-SECOND DAY OF MAY.

Before Us Maître Cosita DELVAUX, notary residing in Redange-sur-Attert, Grand Duchy of Luxembourg,

was held an extraordinary general meeting of shareholders (the "Meeting") of BNP Paribas InstiCash (hereafter referred to as the "Company"), a société d'investissement à capital variable having its registered office at L-5826 Hesperange, 33, rue de Gasperich

(R.C.S. Luxembourg B 65026), incorporated by a deed of Maître Frank BADEN, on June 30, 1998, published in the Mémorial, Recueil des Sociétés et Associations C (the "Mémorial C") number 567 of August 4, 1998, page 27170. The articles of incorporation have been modified for the last time by a deed of Maître Henri HELLINCKX, on May 16, 2006, published in the Mémorial C number 1701 of September 12, 2006, page 81602.

The Meeting was opened at 10.00 a.m. with Mrs. Frédérique VATRIQUANT, employee, professionally residing in L-5826 Hesperange, 33, rue de Gasperich, as chairman of the Meeting (the "Chairman").

The Chairman appointed as secretary, Mrs. Fabienne VERONESE, employee, professionally residing in L-5826 Hesperange, 33, rue de Gasperich.

The Meeting elected as scrutineer Mr. Laurent CLAIRET, employee, professionally residing in L-5826 Hesperange, 33, rue de Gasperich.

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

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 notices containing the agenda were made by notice containing the agenda and sent to all shareholders registered on the register of shareholders of the Company on the April 18, 2012 and in accordance with Article 67 of the coordinated laws on companies, by advertisements published in:

- the "Mémorial C" of April 18, 2012 and of May 4, 2012, and

- the newspaper "Luxemburger Wort" of April 18, 2012 and May 4, 2012,

- the newspaper "Letzeburger Journal" of April 18, 2012 and May 4, 2012. The numbers supporting these notices and publications are filed in the bureau.

III. As a result of the foregoing, the Meeting is regularly constituted and may validly deliberate on the item of the agenda and that this extraordinary general meeting agenda is the following:

Agenda:

Full recasting of the Articles of Association including the following main changes:

1) Choice of English as the official language of the Articles of Association as authorized by Article 26 (2) of the Luxembourg law of 17 December 2010 concerning undertakings for collective investment;

2) Making the Company subject to the Luxembourg law of 17 December 2010 concerning undertakings for collective investment, replacing the law of 20 December 2002 (new Article 3);

3) Authorizing the Board of Directors to transfer the registered office either within the commune or, within the limits authorized by Luxembourg law, to another commune of the Grand Duchy of Luxembourg (new Article 4,§3);

4) Replacing the minimum capital of EUR 1,250,000 by the minimum foreseen by the Luxembourg law (new Article 5);

5) Redefinition of the notion of "sub-fund" (new Article 6);

6) Redefinition of the notions of "category of shares" and "class of shares" (new Article 7);

7) Cancellation of the issuance of share certificates (new Article 8);

Deletion current Article 10 concerning lost or damaged certificates;

8) Simplification of the definition and condition to the restrictions

on holding of the Company's shares (new Article 10);

9) Opening up the possibility of rounding off the redemption price to the next higher or lower unit or fraction of the currency in question (new Article 12);

10) Authorizing the Board of Directors to split or regroup shares (new Article 13);

11) Unlisted securities shall be valued by a qualified professional appointed by the Board of Directors (new Article 14 (d));

Adding valuation rules for liquid assets, money market instruments and all other instruments (new Article 14 (f))

Derivative financial instruments shall be valued according to the rules decided by the Board of Directors, described in the Prospectus, and previously approved by the Company's auditor and supervisory authorities (new Article 14 (h));

Addition of a new paragraph fixing to 5% of their average net assets the maximum of the total amount of annual fees payable by a sub-fund, a category, or a class of shares (new Article 14, last but one §);

12) Addition of the suspension of NAV and orders in case of 1) a merger, partial business transfer, splitting or any restructuration operation (new Article 15(f)) and 2) for a "Feeder", when the NAV and orders in the "Master" are suspended (new Article 15(g));

13) Addition of the possibility for the Board of Directors, in the interest of shareholders, and in the event of subscription, redemption or conversion applications exceeding a percentage of a sub-fund's net assets as determined by the Board of Directors, to not determine the value of a share until such time as the required purchases and sales of securities have been made on behalf of the sub-fund. In that event, subscription, redemption and conversion applications in the pipeline will be processed simultaneously on the basis of the net asset value so calculated (new Article 15, §4);

14) Decisions of the Board of Directors shall be taken by a majority of the votes cast (new Article 17,§5);

15) Addition of the limitation of investments in other UCITS or UCIs to 10% of the assets of each sub-fund, except if other restrictions mentioned in the investment policy of the concerned sub-fund exist (new Article 20,b));

Addition of the possibility for the Board of Directors 1) to create sub-funds investing in other sub-funds of the Company (new Article 20,e)), and 2) to create "Feeder" sub-funds (new Article 20,f));

16) The general meeting of shareholders shall be held at the registered office of the Company or in any other place in the Grand Duchy of Luxembourg decided by the Board of directors and mentioned in the convening notice (new Article 25,§1);

17) The General Shareholders' Meeting shall validly deliberate regardless of the portion of capital represented. Resolutions shall be taken by a simple majority of the votes cast (new Article 27);

18) Rewriting of the article to give the Board of Directors the broadest powers insofar as decisions concerning the effectiveness and conditions for merger, liquidation, demerger of sub-funds, categories or classes of shares within the restrictions and conditions provided for by the Luxembourg law of 17 December 2010 (new Article 32, §1);

Addition of the liquidation of feeder sub-funds in the event of liquidation, merger or demerger of master funds (new Article 32, §2);

19) Complete reformulation of the Company's articles of association to bring them into line with the provisions of the Law of 17 December 2010 which came into force on 1 st July 2011;

IV. That a first extraordinary general meeting with the same agenda and convened before the undersigned notary on the April 17, 2012 could not validly deliberate, as it was represented at the meeting a number of shares less than a half of the share capital

V. As appears from the attendance list 353582.7718 shares (three hundred fifty-three thousand five hundred eighty-two shares seven thousand seven hundred eighteen) are duly represented at this Meeting.

VI. There is no quorum requirement for the Meeting and the resolution will be passed by a majority of two-thirds of the votes cast.

As a result of the foregoing, the Meeting is regularly constituted and may validly deliberate on the following resolutions:

First resolution

The extraordinary general meeting of shareholders resolves to choice English as the official language of the Articles of Association as authorized by Article 26 (2) of the Luxembourg law of 17 December 2010 concerning undertakings for collective investment so that the Articles of Association will now read as follows after.

Second resolution

The extraordinary general meeting of shareholders resolves to amend the Articles of Association of the Company making the Company subject to the Luxembourg law of 17 December 2010 concerning undertakings for collective investment, replacing the law of 20 December 2002.

Third resolution

The extraordinary general meeting of shareholders to amend the Articles of Association of the Company authorizing the Board of Directors to transfer the registered office either within the commune or, within the limits authorized by Luxembourg law, to another commune of the Grand Duchy of Luxembourg.

Fourth resolution

The extraordinary general meeting of shareholders resolves to replace the minimum capital of EUR 1,250,000 by the minimum foreseen by the Luxembourg law.

Fifth resolution

The extraordinary general meeting of shareholders resolves to amend Article 6 of the Articles of Association of the Company for redefinition of the notion of "sub-fund".

Sixth resolution

The extraordinary general meeting of shareholders resolves to amend Article 6 of the Articles of Association of the Company for redefinition of the notions of "category of shares" and "class of shares".

Seventh resolution

The extraordinary general meeting of shareholders resolves to add a new article in the Articles of Association of the Company for addition of the possibility for cancellation of the issue of share certificates and the extraordinary general meeting of shareholders resolves to delete Article 10 regarding "Damaged or lost certificates".

Eighth resolution

The extraordinary general meeting of shareholders resolves to simplify in the Articles of Association of the Company the definition and condition to the restrictions on holding of the Company's share.

Ninth resolution

The extraordinary general meeting of shareholders resolves to add a new article (new Article 12) in the Articles of Association of the Company for opening up the possibility of rounding off the redemption price to the next higher or lower unit or fraction of the currency in question.

Tenth resolution

The extraordinary general meeting of shareholders resolves to create a new article (new Article 13) in the Articles of Association of the Company authorizing the Board of Directors to split or regroup shares.

Eleventh resolution

The extraordinary general meeting of shareholders resolves to amend Article 14 as follow:

Unlisted securities shall be valued by a qualified professional appointed by the Board of Directors (new Article 14 (d));

Adding valuation rules for liquid assets, money market instruments and all other instruments (new Article 14 (f))

Derivative financial instruments shall be valued according to the rules decided by the Board of Directors, described in the Prospectus, and previously approved by the Company's auditor and supervisory authorities (new Article 14 (h));

Addition of a new paragraph fixing to 5% of their average net assets the maximum of the total amount of annual fees payable by a sub-fund, a category, or a class of shares (new Article 14, last but one §).

Twelfth resolution

The extraordinary general meeting of shareholders resolves to add in Article 15 of Articles of Association of the Company the possibility of the suspension of NAV and orders in case of 1) a merger, partial business transfer, splitting or any restructuration operation (new Article 15(f)) and 2) for a "Feeder", when the NAV and orders in the "Master" are suspended (new Article 15(g)).

Thirteenth resolution

The extraordinary general meeting of shareholders resolves to add in Article 15 of Articles of Association of the Company the possibility for the Board of Directors, in the interest of shareholders, and in the event of subscription, redemption or conversion applications exceeding a percentage of a sub-fund's net assets as determined by the Board of Directors, to not determine the value of a share until such time as the required purchases and sales of securities have been made on behalf of the sub-fund. In that event, subscription, redemption and conversion applications in the pipeline will be processed simultaneously on the basis of the net asset value so calculated (new Article 15, §4).

Fourteenth resolution

The extraordinary general meeting of shareholders resolves to change Article 17,§5 in order that the decisions of the Board of Directors shall be taken by a majority of the votes cast (new Article 17,§5).

Fifteenth resolution

The extraordinary general meeting of shareholders resolves to amend Article 20 of the Articles of Association of the Company and to add the of the limitation of investments in other UCITS or UCIs to 10% of the assets of each sub-fund, except if other restrictions mentioned in the investment policy of the concerned sub-fund exist (new Article 20,b));

Addition of the possibility for the Board of Directors 1) to create sub-funds investing in other sub-funds of the Company (new Article 20,e)), and 2) to create "Feeder" sub-funds (new Article 20,f)).

Sixteenth resolution

The extraordinary general meeting of shareholders decide that the general meeting of shareholders shall be held at the registered office of the Company or in any other place in the Grand Duchy of Luxembourg decided by the Board of directors and mentioned in the convening notice (new Article 25,§1);

Seventeenth resolution

The extraordinary general meeting of shareholders resolves that the General Shareholders' Meeting shall validly deliberate regardless of the portion of capital represented. Resolutions shall be taken by a simple majority of the votes cast (new Article 27).

Eighteenth resolution

The extraordinary general meeting of shareholders resolves the rewriting of the article to give the Board of Directors the broadest powers insofar as decisions concerning the effectiveness and conditions for merger, liquidation, demerger of sub-funds, categories or classes of shares within the restrictions and conditions provided for by the Luxembourg law of 17 December 2010 (new Article 32, §1);

And,

Addition of the liquidation of feeder sub-funds in the event of liquidation, merger or demerger of master funds (new Article 32, §2).

Nineteenth resolution

The extraordinary general meeting of shareholders resolves to do a complete reformulation of the Company's Articles of Association to bring them into line with the provisions of the Law of 17 December 2010 which came into force on 1st July so that now, the articles of incorporation of the Company, will be read as follow:

BNP Paribas InstiCash

Société d'Investissement à Capital Variable

33, rue de Gasperich

L-5826 Hesperange

Luxembourg Trade Registry section B number 65 026

ARTICLES OF ASSOCIATION
ON MAY 22 2012

Chapter I - Company name - Term - Objects - Registered office

Art. 1. Legal form and company name. A limited company (société anonyme) in the form of an open-end investment company (société d'investissement à capital variable - "SICAV") named "BNP Paribas InstiCash" (hereinafter the "Company") has been established pursuant to these Articles of Association (hereinafter the "Articles of Association"). The complete naming and the abbreviated naming can be equally used in all the official and commercial documents of the Company.

Art. 2. Term. The Company has been established for an indefinite term.

Art. 3. Object. The Company's sole object is to invest the funds that it has at its disposal in transferable securities and/or other liquid financial assets with the aim of spreading the investment risks and of sharing the results of its asset management activities with its shareholders.

In general, the Company may take all measures and carry out, at its discretion, all transactions to further its object in the broadest sense of the term in the scope of the Act of 17 December 2010 on collective investment undertakings (the "Act").

Art. 4. Registered office. The Company's registered office is located in Hesperange, Grand Duchy of Luxembourg.

In the event the Board of Directors considers that extraordinary political, economic or social events liable to compromise the Company's normal operations at the registered office or ease of communication with said registered office or by said office with other countries have occurred or are imminent, it may temporarily transfer the registered office abroad until said abnormal situation no longer exists. However, any such temporary measure shall have no effect on the Company's nationality, which, notwithstanding said temporary transfer of the registered office, shall continue to be a Luxembourg company.

The Company may, by simple decision of the Board of Directors, open branches or offices in the Grand Duchy of Luxembourg or elsewhere.

The registered office may be moved by simple decision of the Board of Directors, either within the commune or, within the limits authorised by Luxembourg law, to another commune of the Grand Duchy of Luxembourg.

Chapter II - Capital - Share features

Art. 5. Capital. The capital shall be represented by fully paid up shares without par value, which shall at all times be equal to the Company's net asset value.

The minimum capital is the amount provided for under the Act.

Art. 6. Sub-funds. The Board of Directors may create several sub-funds within the Company, each corresponding to a separate part of the Company's assets. Each sub-fund shall have an investment policy and a reference currency that shall be specific to it as determined by the Board of Directors.

Art. 7. Share categories and Classes. Within a sub-fund, the Board of Directors may create various share categories, which shall be distinguished from each other by (i) the target investors and/or (ii) the specific cost structure and/or (iii) the currency or currencies in which the shares shall be offered, and/or (iv) the use of exchange rate or any other risk hedging techniques, and/or (v) any other characteristics determined by the Board of Directors

The shares within a category shall be of different classes as decided by the Board of Directors: (i) distribution shares granting entitlement to dividends, and/or (ii) accumulation shares not granting entitlement to dividends.

Art. 8. Share form. All shares, regardless of the sub-fund, category or class to which it belongs, may be registered or bearer shares as decided by the Board of Directors.

Bearer shares shall be issued in dematerialised form. Bearer share certificates issued in the past shall remain valid until the redemption of the respective shares. Shares relative to lost or damaged certificates shall be replaced by dematerialised bearer shares under the conditions and guarantees determined by the Company.

Registered shares shall be registered on the register of shareholders kept by the Company or by one or more individuals or legal entities that the Company appoints for this purpose. The entry must mention the name of each shareholder, his place of residence or address for service, the number of shares that he owns, the subfund, category and/or class to which said shares belong and the amount paid for each of said shares. In the event a particular shareholder fails to provide an address to the Company, this fact may be mentioned on the register of shareholders and the shareholder's address shall be deemed to be the Company's registered office until the shareholder provides the Company with another address. Shareholders may change the address mentioned on the register at any time by sending written notice to the Company's registered office or to any other address stipulated by the Company. Any transfer of registered shares inter vivos or upon death shall be registered on the register of shareholders.

The owner of registered shares shall receive confirmation of registration in the register.

Within the limits and conditions set by the Board of Directors, bearer shares may be converted into registered shares and vice versa, as requested by the shareholder in question. The shareholder may have to pay the costs of said conversion.

The Company acknowledges only one shareholder per share. If a share is jointly owned, if title is split or if the share is disputed, individuals or legal entities claiming a right to the share shall appoint a sole representative to represent the share with regard to the Company. The Company shall be entitled to suspend the exercise of all rights attached to the share until said representative has been appointed.

Art. 9. Issue of shares. The Board of Directors may issue new shares at any time and without limitation, without granting current shareholders a preferential subscription right to the shares to be issued. Any new shares issued must be fully paid up. It may, at its discretion, reject any share subscription.

When the Company offers shares for subscription, the price per share offered shall be equal to the net asset value of the shares of the sub-fund, category and class in question (or where applicable, the initial subscription price specified in the prospectus), increased, where applicable, by the costs and fees set by the Board of Directors.

The subscription price shall be paid within a time frame to be determined by the Board of Directors but which may not exceed seven bank business days in Luxembourg after the date on which the applicable net asset value has been calculated.

Subscription applications may be suspended on the terms and conditions provided for in these Articles of Association. The Board of Directors may delegate responsibility for accepting subscriptions, receiving payment of the price of the new shares to be issued and for issuing same to any director, executive director or other representative duly authorised for this purpose.

Further to a decision by the Board of Directors, fractional shares may be issued. Said fractional shares shall grant entitlement to dividends on a pro rata basis.

The Board of Directors may agree to issue shares in consideration of a contribution in kind of securities, in compliance with the current legislation and in particular with the obligation to produce a valuation report by the Company's auditor and provided that such securities correspond to the sub-fund's investment policy and investment restrictions as described in the Company's prospectus.

Art. 10. Restrictions on holding of the Company's shares. The Company may restrict or prohibit the ownership of the Company's shares by any individual or legal entity if such possession constitutes a breach of current law or is harmful to the Company in other ways.

Art. 11. Conversion of shares. Save for specific restrictions decided by the Board of Directors and mentioned in the prospectus, all shareholders may request that all or part of their shares of a certain category/class be converted into shares of a same or another category/class within the same sub-fund or in a different sub-fund.

The conversion price of the shares shall be calculated on the basis of the respective net asset value of both share categories/classes in question calculated on the same calculation date, factoring in, where applicable, costs and fees set by the Board of Directors.

If a share conversion causes the number or total net asset value of shares that a shareholder owns in a given share category/class to fall below the minimum number or value determined by the Board of Directors, the Company may compel said shareholder to convert all his shares in said category/class. Converted shares shall be cancelled.

Conversion applications may be suspended in accordance with the terms and conditions of these Articles of Association.

Art. 12. Redemption of shares. All shareholders may request the Company to redeem all or part of his shares in accordance with the terms and conditions set by the Board of Directors in the prospectus and within the limits imposed by law and these Articles of Association.

The redemption price shall be paid within a time frame to be determined by the Board of Directors but which may not exceed seven bank business days in Luxembourg after the date on which the applicable net asset value has been calculated.

The redemption price shall be equal to the net asset value per share of the sub-fund, category/class concerned, less, where applicable, any costs and fees set by the Board of Directors. This redemption price may be rounded off to the next higher or lower unit or fraction of the currency in question, as determined by the Board of Directors.

If a redemption request causes the number or total net asset value of the shares that a shareholder owns in a share category/class to fall below such minimum number or value set by the Board of Directors, the Company may compel said shareholder to redeem all of his shares in said share category/class.

The Board of Directors may pay the redemption price to any consenting shareholder by allocation in kind of the securities of the sub-fund in question, provided that the other shareholders do not sustain a loss and a valuation report is drawn up by the Company's auditor. The nature or type of assets to be transferred in such case shall be determined by the manager in compliance with the subfund's investment policy and restrictions. All redeemed shares shall be cancelled.

Redemption applications may be suspended in accordance with the terms and conditions set forth in these Articles of Association.

Art. 13. Share splitting / Consolidation. The Board of Directors may decide at any time to split up or consolidate the shares issued within one same class, same category or same sub-fund, according to the conditions set by it.

Art. 14. Net asset value. The Company shall calculate the net asset value of each sub-fund, the net asset value per share for each category and class and the issue, conversion and redemption prices at least twice a month, at to a frequency to be set by the Board of Directors.

The net asset value of each sub-fund shall be equal to the total value of the assets of said sub-fund less the sub-fund's liabilities. The net asset value per share is obtained by dividing the net assets of the sub-fund in question by the number of shares issued for said sub-fund, considering, where applicable, the breakdown of the net assets of said sub-fund between the various share categories and classes of the concerned sub-fund.

Said net value shall be expressed in the currency of the sub-fund in question or in any other currency that the Board of Directors may choose.

The day on which the net asset value is dated shall be referred to in these Articles of Association as the "Calculation Date".

The valuation methods shall be as follows:

The Company's assets include:

(1) cash in hand and cash deposits, including interest accrued but not yet received and interest accrued on these deposits until the payment date;

(2) all notes and bills payable on demand and amounts receivable (including the results of sales of securities before the proceeds have been received);

(3) all securities, units, shares, bonds, option or subscription rights and other investments and securities which are the property of the Company;

(4) all dividends and distributions to be received by the Company in cash or securities that the Company is aware of;

(5) all interest accrued but not yet received and all interest generated up to the payment date by securities which are the property of the Company, unless such interest is included in the principal of these securities;

(6) the Company's formation expenses, insofar as these have not been written down;

(7) all other assets, whatever their nature, including prepaid expenses.

Without prejudice to the specific provisions applicable to any sub-fund, category and/or class, the value of these assets shall be determined as follows:

(a) the value of cash in hand and cash deposits, bills and drafts payable at sight and amounts receivable, prepaid expenses, and dividends and interest due but not yet received, shall comprise the nominal value of these assets, unless it is unlikely that this value could be received; in that event, the value will be determined by deducting an amount which the Company deems adequate to reflect the actual value of these assets;

(b) the value of shares or units in undertakings for collective investment shall be determined on the basis of the last net asset value available on the valuation day;

(c) the valuation of all securities listed on a stock exchange or any other regulated market which functions regularly, is recognised and accessible to the public, is based on the closing price on the order acceptance date, and, if the securities concerned are traded on several markets, on the basis of the most recent price on the major market on which they are traded; if this price is not a true reflection, the valuation shall be based on the probable sale price estimated by the Board of Directors in a prudent and bona fide manner.

(d) unlisted securities or securities not traded on a stock exchange or another regulated market which functions in a regular manner, is recognised and accessible to the public, shall be valued on the basis of the probable sale price estimated in a prudent and bona fide manner by a qualified professional appointed for this purpose by the Board of Directors.

(e) securities denominated in a currency other than the currency in which the sub-fund concerned is denominated shall be converted at the exchange rate prevailing on the valuation day.

(f) If permitted by market practice, liquid assets, money market instruments and all other instruments may be valued at their nominal value plus accrued interest or according to the linear amortisation method. Any decision to value the assets in the portfolio using the linear amortisation method must be approved by the Board of Directors, which will record the reasons for such a decision. The Board of Directors will put in place appropriate checks and controls concerning the valuation of the instruments.

(g) the Board of Directors is authorised to draw up or amend the rules in respect of the relevant valuation rates. Decisions taken in this respect shall be included in the prospectus.

(h) financial derivative instruments shall be valued according to the rules decided by the Board of Directors and described in the prospectus. These rules shall have been approved in advance by the Company's auditor and the supervisory authorities.

The Company's liabilities include:

(1) all loans, matured bills and accounts payable;

(2) all known liabilities, whether or not due, including all contractual obligations due and relating to payment in cash or kind, including

the amount of dividends announced by the Company but yet to be paid;

(3) all reserves, authorised or approved by the Board of Directors, including reserves set up in order to cover a potential capital loss on certain of the Company's investments;

(4) any other undertakings given by the Company, except for those represented by the Company's equity. For the valuation of the amount of these other liabilities, the Company shall take account of all the charges for which it is liable, including, without restriction, the costs of amendments to the Articles of Association, the prospectus and any other documents relating to the Company, management, performance and other fees and extraordinary expenses, any taxes and duties payable to government departments and stock exchanges, the costs of financial charges, bank charges or brokerage incurred upon the purchase and sale of assets or otherwise. When assessing the amount of these liabilities, the Company shall take account of regular and periodic administrative and other expenses on a pro rata temporis basis.

The assets, liabilities, expenses and fees not allocated to a subfund, category or class shall be apportioned to the various sub-funds, categories or classes in equal parts or, subject to the amounts involved justifying this, proportionally to their respective net assets. Each of the Company's shares which is in the process of being redeemed shall be considered as a share issued and existing until closure on the valuation day relating to the redemption of such share and its price shall be considered as a liability of the Company as from closing on the date in question until such time as the price has been duly paid. Each share to be issued by the Company in accordance with subscription applications received shall be considered as issued as from closing on the calculation date of its issue price and its price shall be considered as being an amount due to the Company until such time as it has been duly received by the Company. As far as possible, account shall be taken of any investment or disinvestment decided by the Company until the valuation day.

The total amount of annual fees payable by a sub-fund, category or class of share shall never exceed 5% (five per cent) of its average net assets.

If it considers that the net asset value calculated is not representative of the real value of the Company's shares, or if since the calculation there have been significant developments on the markets concerned, the Board of Directors may decide to have it updated on that same day, and shall determine a new net asset value in a prudent and bona fide manner.

Art. 15. Suspension of the calculation of the net asset value and the issue, Conversion and Redemption of the shares. Without prejudice to legal causes for suspension, the Company's Board of Directors may at any time temporarily suspend the calculation of the net asset value of shares of one or more sub-funds as well as the issue, conversion and redemption of shares in the following cases:

(a) during any period when one or more currency markets or a stock exchange, which are the main markets or exchanges where a substantial portion of a sub-fund's investments at a given time are listed, is/are closed, except for normal closing days, or during which trading is subject to major restrictions or is suspended;

(b) when the political, economic, military, currency, social situation or any event of force majeure beyond the responsibility or power of the Company makes it impossible to dispose of one assets by reasonable and normal means, without seriously harming the shareholders' interests;

(c) during any failure in the means of communication normally used to determine the price of any of the Company's investments or the going prices on a particular market or exchange;

(d) when restrictions on foreign exchange or transfer of capital prevents transactions from being carried out on behalf of the Company or when purchases or sales of the Company's assets cannot be carried out at normal exchange rates;

(e) as soon as a decision has been taken to either liquidate the Company or one or more sub-funds, categories or classes;

(f) to determine an exchange parity under a merger, partial business transfer, splitting or any restructuring operation within, by or in one or more sub-funds, categories, and/or classes;

(g) for a "feeder" sub-fund, when the net asset value, issue, conversion, and/or redemption of units, or shares of the "master" sub-fund are suspended;

(h) any other cases when the Board of Directors estimates by a justified decision that such a suspension is necessary to safeguard to determine the price of any of the Company's investments or the the general interests of the shareholders concerned. In the event the calculation of the net asset value is suspended, the Company shall immediately and in an appropriate manner inform the shareholders who requested the subscription, conversion or redemption of the shares of the sub-fund(s) in question.

In the event the total net redemption/conversion applications received for a given sub-fund on the valuation day equals or exceeds a percentage determined by the Board of Directors, the Board of Directors may decide to reduce and/or defer the redemption/conversion applications on a pro rata basis so as to reduce the number of shares redeemed/converted to date to the percentage of the net assets of the sub-fund in question determined by it. Any redemption/conversion applications thus deferred shall be given priority in relation to redemptions/conversion applications received on the next valuation day, again subject to the limit set by the Board of Directors.

In exceptional circumstances which could have a negative impact on shareholders' interests, or in the event of subscription, redemption or conversion applications exceeding a percentage of a sub-fund's net assets as determined by the Board of Directors, the Board of Directors reserves the right not to determine the value of a share until such time as the required purchases and sales of securities have been made on behalf of the sub-fund. In that event, subscription, redemption and conversion applications in the pipeline will be processed simultaneously on the basis of the net asset value so calculated.

Pending subscription, conversion and redemption applications may be withdrawn by written notification provided that such notification is received by the company prior to lifting of the suspension. Pending applications will be taken into account on the first calculation date following lifting of the suspension. If all pending applications cannot be processed on the same calculation date, the earliest applications shall take precedence over more recent applications.

Chapter III - Management and supervision of the Company

Art. 16. Directors. A Board of Directors comprised of at least three members shall manage the Company. Board members do not need to be Company shareholders. The General Meeting of shareholders shall appoint them for a term of office of six years at most, which shall be renewable.

The General Meeting may remove a director from office at will.

If the seat of a director appointed by the General Meeting of shareholders becomes vacant, the directors still in office may temporarily appoint a director. In this case, the General Meeting shall make a permanent appointment at its next meeting.

Art. 17. Chairmanship and Board Meetings. The Board of Directors shall appoint a Chairman and possibly one or more Vice-Chairmen from amongst its members. It may also appoint a secretary who does not need to be a director.

The Board of Directors shall meet at the request of the Chairman or, if he is unable to act, a Vice-Chairman or two directors whenever this is in the Company's best interests, at the place, date and time specified in the notice of meeting. Any director who is unable to attend a Board meeting may appoint another director, in writing, telex, fax or any other means of electronic transmission, to represent him and to vote in his stead. A director may represent one or more of his colleagues.

Save for an emergency, all directors shall be given at least 24 hours' notice in writing of any Board meeting. In the event of an emergency, the nature and the reasons thereof shall be mentioned in the notice of meeting. There shall be no need for such notice of meeting if each director consents in writing or by cable, telegram, telex or fax to such waiver of notice. A specific notice of meeting shall not be required for a Board meeting held at a time and venue specified in a resolution that has already been adopted by the Board of Directors.

Board meetings shall be chaired by the Chairman or, in his absence, the eldest of the Vice-Chairmen, if any, or in their absence, the delegated director, if any, or in his absence, the eldest director attending the meeting.

The Board of Directors may conduct business and act only if the majority of directors are present or represented. Decisions shall be taken by a simple majority of votes cast by the directors attending the meeting or represented. The votes cast shall not include those of directors who did not take part in the voting, abstained, or cast a blank or void vote. If, during a Board meeting, there is a tie in voting for or against a decision, the person chairing the meeting shall have a casting vote.

All directors may participate at a Board meeting by telephone conference or by other like means of communications where all individuals attending said meeting can hear one another. Participation at a meeting by these means amounts to attendance in person at said meeting.

Notwithstanding the foregoing provisions, a Board decision may also be taken by circular letter. Such decision shall be approved by all directors who sign a single document or multiple copies thereof. Such decision shall have the same validity and force as if it had been taken at a meeting that had been duly convened and held.

The Chairman or the person who chairs the meeting in his absence shall sign the minutes of Board meetings.

Art. 18. Board powers. The Board of Directors shall have the broadest powers to carry out all acts of management or disposal in the Company's best interests. All powers not expressly reserved to the General Meeting under current law or these Articles of Association shall be the remit of the Board of Directors.

With regard to third parties, the Company shall be validly committed by the joint signature of two directors or the sole signature of all individuals to whom powers of signature have been delegated by the Board of Directors.

Art. 19. Daily management. The Company's Board of Directors may delegate its powers relating to the daily management of the Company's business (including the right to act as the Company's authorised signatory) and to represent it for said management either to one or more directors or to one or more agents who need not necessarily be Company shareholders. Said individuals shall have the powers conferred on them by the Board of Directors. They may sub-delegate their powers, if authorised by the Board of Directors. The Board of Directors may also grant all special mandates by notarised power of attorney or by private power of attorney.

In order to reduce the operating and administrative expenses, while making it possible to achieve more extensive diversification of investments, the Board of Directors may decide that all or part of the Company's assets shall be jointly

managed with assets owned by other collective investment undertakings or that all or part of the assets of sub-funds, categories and/or classes shall be jointly managed between them.

Art. 20. Investment policy. The Board of Directors, applying the principle of the spreading of risks, shall be fully empowered to determine the investment policy and restrictions of the Company and each of its sub-funds, and the guidelines to be followed for the management of the Company, in compliance with the law and subject to the following conditions:

a) The Company may invest in any transferable securities and money market instruments officially listed on a stock exchange or traded on a regulated market, operating regularly, that is recognised and open to the public, in any country;

b) Overall, the Company may not invest more than 10% of the assets of each sub-fund in UCITS and other undertakings for collective investment, apart for certain sub-funds if mentioned in their investments policy;

c) The Board of Directors may specify that a sub-fund's investment policy should be the replication of the composition of an equity or bond index within the limits authorised by law and the supervisory authorities;

d) The Company may invest, in accordance with the principle of risk-spreading, at least 35% and up to 100% of its assets in different issues of transferable securities and money market instruments issued or guaranteed by a Member State of the European Union, by its local authorities, or by a state that is not part of the European Union or by international public organisations to which one or more Member States of the European Union belong. These securities must come from at least six different issues, and the securities belonging to a single issue must not account for more than 30% of the net asset value of the sub-fund.

e) A sub-fund of the Company may subscribe, purchase and/or hold shares of one or more other sub-funds (referred to as "target sub-funds") of the Company provided that:

- the target sub-funds do not in turn invest in this sub-fund;

- the proportion of assets that each target sub-fund invests in other target-sub-funds of the Company does not exceed 10%;

- any voting rights attached to the shares of the target sub-funds shall be suspended as long as they are held by the sub-fund and without prejudice of appropriate treatment in the accounting and periodic reports;

- in all cases, as long as these target sub-fund shares are held by the Company, their value shall not be taken into account for the calculation of the net assets of the Company for purposes of verifying the minimum threshold of net assets required by law;

- there shall be no duplication of management/subscription commissions or redemption between these commissions at the level of the sub-fund that invested in the target sub-fund and this target sub-fund.

f) The Board of Directors may create "feeder sub-funds" under the conditions provided for by law.

Art. 21. Delegation of Management and Advice. The Company may enter into one or more management agreement (s), in the broadest sense of the term within the meaning of the Act, or consultancy agreements with any Luxembourg or foreign company within the limits and subject to the conditions authorised by law.

Art. 22. Invalidation clause. No contract and transaction that the Company may enter into with other companies or firms may be affected or invalidated by the fact that one or more directors or executive directors of the Company has/ have any interest whatsoever in such other company or firm or by the fact that he is a director, shareholder or partner, executive director or employee thereof.

The director or executive director of the Company who is a director, executive director or employee of a company or firm with which the Company signs contracts or otherwise does business shall not thereby be deprived of the right to deliberate, vote and act in connection with matters related to such contracts or such business. In the event a director or an executive director has a personal interest in a Company transaction, said director or executive director shall inform the Board of Directors of his personal interest and shall not deliberate or take part in the vote on said transaction. A report on said transaction and on the personal interest of such director or non-executive director shall be submitted at the next meeting of shareholders.

Art. 23. Company auditor. The accounting data set forth in the annual report drawn up by the Company shall be audited by an authorised company auditor who shall be appointed by the General Meeting for the term of office that it shall set and who shall be remunerated by the Company.

Chapter IV - General meetings

Art. 24. Representation. The duly formed meeting of the Company's shareholders shall represent all Company shareholders. It shall have the broadest powers to order, carry out or ratify all acts relating to the Company's operations. Resolutions voted at such meetings shall be binding on all shareholders, regardless of the category or class they own. However, if the decisions concern exclusively the specific rights of shareholders of a sub-fund, a category or class or if there is a risk of conflict of interest between the various sub-funds, said decisions must be taken by a general meeting representing the shareholders of said sub-fund, said category or class.

Art. 25. General Meeting of shareholders. The Annual General Meeting of shareholders will be held at the Company's registered office or at any other place in the Grand Duchy of Luxembourg specified in the notice of meeting, on the last Friday of September at 3.00 p.m. If said day is a legal public or banking holiday in Luxembourg, the Annual General Meeting shall be held on the next bank business day. The Annual General Meeting may be held abroad if the Board of Directors records, at its sole discretion, that this change of venue is necessary on account of exceptional circumstances.

All other General Meetings of shareholders shall be convened at the request either of the Board of Directors, or of shareholders representing at least one-tenth of the capital. They shall be held at the date, time and place specified in the notice of meeting. Meetings shall be chaired by the Chairman of the Board of Directors or, in his absence, the eldest Vice-Chairman, if any, or in his absence, a delegated Director, if any, or, in his absence, one of the directors or any other person appointed by the Meeting.

Art. 26. Votes. Votes shall be on a one-share one-vote basis and all shares, regardless of the sub-fund to which they belong shall take an equal part in decision-making at the General Meeting. Fractional shares shall have no voting right.

All shareholders may attend meetings either in person or by appointing any other individual as a representative in writing, by cable, telegram, telex or fax.

Art. 27. Quorum and Majority conditions. Unless otherwise provided for under current law or these Articles of Association, the General Meeting of Shareholders shall validly deliberate, regardless of the portion of capital represented. Resolutions shall be adopted by a simple majority of votes cast. The votes cast shall not include those attached to shares for which the shareholder did not take part in the voting, abstained, or cast a blank or void vote.

Chapter V - Financial year

Art. 28. Financial year. The financial year starts on 1 June of each year and ends on 31 May of the next year.

Art. 29. Allocation of the annual profit/loss. Dividends may be distributed provided that the Company's net assets at all times exceed the minimum capital provided for by law. Following a proposal by the Board of Directors, the General Meeting of Shareholders shall decide, for each category/class, on a dividend and the amount of the dividend to be paid to the distribution shares.

If it is in the interests of shareholders not to distribute a dividend, in view of market conditions, no distribution will be made..

The Board of Directors may, in accordance with current law, distribute interim dividends.

The Board of Directors may decide to distribute dividends in the form of new shares instead of dividends in cash, in accordance with the terms and conditions that it sets.

Dividends shall be paid in the currency of the sub-fund, unless the Board of Directors decides otherwise.

Chapter VI - Dissolution - Liquidation - Merger - Contribution

Art. 30. Dissolution. The Company may be dissolved at any time by decision of the General Meeting of Shareholders, ruling as for the amendment of the Articles of Association.

If the Company's capital falls to less than two thirds of the minimum legal capital, the directors may submit the question of the Company's dissolution to the General Meeting, which shall deliberate without a quorum by a simple majority of the shareholders in attendance or represented at the Meeting; account shall not be taken of abstentions. If the capital falls to less then one quarter of the minimum legal capital, the General Meeting shall also deliberate without a quorum, but the dissolution may be decided by the shareholders owning one quarter of the shares represented at the Meeting.

The Meeting must be convened to ensure that it is held within a forty-day period as from the date on which the net assets are recorded to be respectively less than two thirds or one quarter of the minimum capital.

Art. 31. Liquidation. In the event of the dissolution of the Company, it shall be liquidated by one or more liquidators, natural persons or legal entities that the General Meeting shall appoint and whose powers and fees it shall set.

The liquidators shall allocate the net proceeds of the liquidation of each sub-fund, category/class between the shareholders of said sub-fund, category/class in proportion to the number of shares they own in said sub-fund or category/class.

In the case of straightforward liquidation of the Company, the net assets will be distributed to the eligible parties in proportion to the shares held in the Company. Any assets not distributed within a time period set by the regulations in force will be deposited at the Public Trust Office (Caisse de Consignation) until the end of the legally specified limitation period.

Art. 32. Liquidation, merger, transfer, splitting of sub-funds, categories and/or classes. The Board of Directors shall have sole authority to decide on the effectiveness and terms of the following, under the limitations and conditions prescribed by law:

1) either the pure and simple liquidation of a sub-fund,

2) or the closure of a sub-fund (merging sub-fund) by transfer to another sub-fund of the Company,

3) or the closure of a sub-fund (merging sub-fund) by transfer to another collective investment undertaking , whether incorporated under Luxembourg law or established in another member state of the European Union,

4) or the transfer to a sub-fund (receiving sub-fund) a) of another sub-fund of the Company, and/or b) of a sub-fund of another collective investment undertaking, whether incorporated under Luxembourg law or established in another member state of the European Union, and/or c) of another collective investment undertaking, whether incorporated under Luxembourg law or established in another member state of the European Union;

5) or the splitting of a sub-fund.

A feeder sub-fund shall be liquidated under the conditions provided for by law when the master sub-fund itself is liquidated or merged or split.

As an exception to the foregoing, if the Company should cease to exist as a result of such a merger, the effectiveness of this merger must be decided by a General Meeting of Shareholders of the Company resolving under the conditions provided for in Article 27 of these Articles of Association.

In the event of the pure and simple liquidation of a sub-fund, the net assets shall be distributed between the eligible parties in proportion to the assets they own in said sub-fund. The assets not distributed within a time period set by the regulations in force shall be deposited with the Public Trust Office (Caisse de Consignation) until the end of the legally specified limitation period.

Pursuant to this article, the decisions adopted at the level of a subfund may be adopted similarly at the level of a share category and/or class.

Chapter VII - Final provisions

Art. 33. Deposit of Company assets. Insofar as required by law, the Company shall enter into a depository agreement with a bank or savings institution within the meaning of the Amended Act of 5 April 1993 relating to the supervision of the financial sector (the "Depository Bank").

The Depository Bank shall have the powers and responsibilities provided for by law.

If the Depository Bank wishes to withdraw, the Board of Directors shall endeavour to find a replacement within two months as from the date when the withdrawal became effective. The Board of Directors may terminate the depository agreement but may only terminate the Depository Bank's appointment if a replacement has been found.

Art. 34. Amendments of the Articles of Association. These Articles of Association may be amended by a General Meeting of Shareholders, subject to the quorum and voting criteria required under current law and the requirements of these Articles of Association.

Art. 35. Statutory provisions. For all matters not governed by these Articles of Association, the parties refer to the Companies Act of 10 August 1915 and amendments thereto and to the Act of 17 December 2010 on collective investment undertakings and subsequent amendments.

The extraordinary general meeting of shareholders confirms the registered office of the Company as follows:

L-5826 Hesperange, 33, rue de Gasperich.

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 Hesperange, on the day named at the beginning of this document.

The document having been read to the Meeting, the members of the board of the Meeting, all of whom are known to the notary by their names, surnames, civil status and residences, such persons signed together with the undersigned notary, this original deed, no shareholder expressing the wish to sign.

Signé: F. VATRIQUANT, F. VERONESE, L. CLAIRET, C. DELVAUX.

Enregistré à Redange/Attert, le 23 mai 2012. Relation: RED/2012/678. Reçu soixante-quinze euros (75,- €).

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 la publication au Mémorial, Recueil des Sociétés et Associations.

Redange-sur-Attert, le 24 mai 2012. M e Cosita DELVAUX.

Référence de publication: 2012060002/620.

(120085153) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 mai 2012.

Datogon S.A., Société Anonyme.

Siège social: L-1912 Luxembourg, 3, rue des Labours.

R.C.S. Luxembourg B 127.767.

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Herr Wolfgang Dürr (38, Avenue John F. Kennedy, L-1855 Luxembourg) wurde zum 2. Mai 2012 bis zum Ablauf des Mandats mit der ordentlichen Generalversammlung im Jahr 2017 zum Vorsitzenden des Verwaltungsrates gewählt.

Frau Kathrin Dassel (Mainzer Landstraße 16, D-60325 Frankfurt am Main) wurde zum 2. Mai 2012 bis zum Ablauf des Mandats mit der ordentlichen Generalversammlung im Jahr 2017 zur stellvertretenden Vorsitzenden des Verwaltungsrates gewählt.

Luxembourg, den 16. Mai 2012.

Datogon S.A.

Wolfgang Dürr / Katja Wilbert

Référence de publication: 2012058177/15.

(120081670) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 mai 2012.

BNP Paribas Money Fund, Société d'Investissement à Capital Variable,

(anc. BNP Paribas Short Term Fund).

Siège social: L-5826 Hesperange, 33, rue de Gasperich.

R.C.S. Luxembourg B 46.468.

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IN THE YEAR TWO THOUSAND AND TWELVE,

ON THE TWENTY-SECOND DAY OF MAY.

Before Us Maître Cosita DELVAUX, notary residing in Redange-sur-Attert, Grand Duchy of Luxembourg, was held an extraordinary general meeting of shareholders (the "Meeting") of BNP PARIBAS SHORT TERM FUND (hereafter referred to as the "Company"), a société d'investissement à capital variable having its registered office at L-5826 Hesperange, 33, Rue de Gasperich (R.C.S. Luxembourg B46468), incorporated by a deed of Maître Frank BADEN, on January 31, 1994, published in the Mémorial, Recueil des Sociétés et Associations C (the "Mémorial C") number 81 of March 4, 1994. The articles of incorporation have been modified for the last time by a deed of Maître Carlo WERSANDT, in replacement of Maître Henri HELLINCKX, depositary of the notarial deed, on September 13, 2010, published in the Mémorial C number 2427 of November 11, 2010, page 116457.

The Meeting was opened at 10.00 a.m. with Mrs. Frédérique VATRIQUANT, employee, professionally residing in L-5826 Hesperange, 33, rue de Gasperich, as chairman of the Meeting (the "Chairman").

The Chairman appointed as secretary, Mrs. Fabienne VERONESE, employee, professionally residing in L-5826 Hesperange, 33, rue de Gasperich.

The Meeting elected as scrutineer Mr. Laurent CLAIRET, employee, professionally residing in L-5826 Hesperange, 33, rue de Gasperich.

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

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 notices containing the agenda were made by notice containing the agenda and sent to all shareholders registered on the register of shareholders of the Company on the April 18, 2012 and in accordance with Article 67 of the coordinated laws on companies, by advertisements published in:

- the "Mémorial C" of April 18, 2012, and May 4, 2012, and
- the newspaper "Luxemburger Wort" of April 18, 2012 and May 4, 2012,
- the newspaper "Letzeburger Journal" of April 18, 2012 and May 4, 2012.

The numbers supporting these notices and publications are filed in the bureau.

III. As a result of the foregoing, the Meeting is regularly constituted and may validly deliberate on the item of the agenda and that this extraordinary general meeting agenda is the following:

Agenda:

Full recasting of the Articles of Association including the following main changes:

1) Change of the Company's name to BNP Paribas Money Fund and amendment of Article 1 of the Articles of Association, as follows: "Under the terms of these Articles of Association (hereinafter "the Articles of Association") a limited company (société anonyme) exists in the form of an open-ended investment company (société d'investissement à capital variable -"SICAV") under the name "BNP Paribas Money Fund", abbreviated to "BNPP Money Fund" (referred to hereinafter as "the Company"). The full name and the abbreviated name may be used equally in all of the Company's official and commercial documents";

2) Choice of English as the official language of the Articles of Association as authorized by Article 26 (2) of the Luxembourg law of 17 December 2010 concerning undertakings for collective investment;

3) Making the Company subject to the Luxembourg law of 17 December 2010 concerning undertakings for collective investment, replacing the law of 20 December 2002 (Article 3);

4) Redefinition of the notion of "sub-fund" (new Article 6);

5) Redefinition of the notions of "category of shares" and "class f shares" (new Article 7);

6) Article 8 & 10: cancellation of the share certificate issue;

7) Cancellation of Article 9 "lost or damage certificates";

8) Article 10: possibility for the Board of Directors to reject share subscription;

9) Article 13: addition of the following paragraph "This redemption price may be rounded off to the next higher or lower unit or fraction of the currency in question, as determined by the Board of Directors."

10) Authorizing the Board of Directors to split or regroup shares (new Article 13);

11) Article 14:

Article 14(b): addendum to valuation date as the date of determination of the value of the funds invested;

Article 14(c): replacement of the last known price in Luxembourg by the closing price on the day the order is received for the valuation date for listed assets;

Article 14(d): elimination of the depositary bank's consent

for the appointment of the appraiser appointed for the valuation of unlisted assets;

12)Article 15:

- (e)(f): addition of the terms "categories or classes of shares" for net asset value suspension and orders in the event of merger or liquidation;

- (f): cancellation of the maximum period of two bank business days for net asset value suspension in case of merger, splitting or restructuring operation;

- Possibility to suspend the net asset value calculation and orders in the "feeder" sub-fund in case of same suspension in the "master" sub-fund;

- paragraph 3& 4: replacement of the 10% limit with a limit to be defined by the Board of Directors to determine the percentage of repurchased assets requiring either a suspension or a postponement of the processing of orders;

13) The decisions of the Board of Directors shall be taken by a majority of the votes cast (new Article 17§5);

14) Addition of the possibility for the Board of Directors create sub-funds investing in other Company sub-funds (new Article 20.b) and feeder sub-funds (new Article 20.c);

15) The General Shareholders' Meeting shall validly deliberate regardless of the portion of capital represented. Resolutions shall be taken by a simple majority of the votes cast (new Article 27);

16) Articles 31 & 32: remove of any reference to the 9 month period as from the date of the liquidation regarding the asset not distributed to a time period set by regulations in force;

17) Article 32:

- Rewriting of the article to give the Board of Directors sole authority to decide on effectiveness and terms, under the limitation and conditions prescribed by law, for the operation of liquidation, merger and splitting;

- Addition of the liquidation of feeder sub-fund in the event of liquidation, merger or split of the master fund.

IV. That a first extraordinary general meeting with the same agenda and convened before the undersigned notary on the April 17, 2012 could not validly deliberate, as it was represented at the meeting a number of shares less than a half of the share capital

V. As appears from the attendance list 1(one) share is duly represented at this Meeting.

VI. There is no quorum requirement for the Meeting and the resolution will be passed by a majority of two-thirds of the votes cast.

As a result of the foregoing, the Meeting is regularly constituted and may validly deliberate on the following resolutions:

First resolution

The extraordinary general meeting of shareholders resolves to change the Company's name to BNP Paribas Money Fund and to amend Article 1 of the Articles of Association, as follows: "Under the terms of these Articles of Association (hereinafter "the Articles of Association") a limited company (société anonyme) exists in the form of an open-ended investment company (société d'investissement à capital variable -"SICAV") under the name "BNP Paribas Money Fund", abbreviated to "BNPP Money Fund" (referred to hereinafter as "the Company"). The full name and the abbreviated name may be used equally in all of the Company's official and commercial documents".

Second resolution

The extraordinary general meeting of shareholders resolves to choice English as the official language of the Articles of Association as authorized by Article 26 (2) of the Luxembourg law of 17 December 2010 concerning undertakings for collective investment so that the articles of Association will now read as follows after.

Third resolution

The extraordinary general meeting of shareholders resolves to amend the articles of incorporation of the Company making the Company subject to the Luxembourg law of 17 December 2010 concerning undertakings for collective investment, replacing the law of 20 December 2002 (Article 3).

Fourth resolution

The extraordinary general meeting of shareholders decides to do a redefinition of the notion of "sub-fund" (new Article 6).

Fifth resolution

The extraordinary general meeting of shareholders decides to do a redefinition of the notions of "category of shares" and "class of shares" (new Article 7).

Sixth resolution

The extraordinary general meeting of shareholders resolves to amend Article 8 & 10 in cancellation of the share certificate issue.

Seventh resolution

The extraordinary general meeting of shareholders resolves to amend Article 9 in cancellation of "lost or damage certificates".

Eighth resolution

The extraordinary general meeting of shareholders resolves to amend Article 10 and to give the possibility for the Board of Directors to reject share subscription.

Ninth resolution

The extraordinary general meeting of shareholders resolves to add the following paragraph to Article 13:

"This redemption price may be rounded off to the next higher or lower unit or fraction of the currency in question, as determined by the Board of Directors."

Tenth resolution

The extraordinary general meeting of shareholders resolves to give authorizing to the Board of Directors to split or regroup shares (new Article 13).

Eleventh resolution

The extraordinary general meeting of shareholders resolves to amend Article 14 as follow:

Article 14(b): addendum to valuation date as the date of determination of the value of the funds invested;

Article 14(c): replacement of the last known price in Luxembourg by the closing price on the day the order is received for the valuation date for listed assets;

Article 14(d): elimination of the depositary bank's consent for the appointment of the appraiser appointed for the valuation of unlisted assets;

Twelfth resolution

The extraordinary general meeting of shareholders resolves to amend Article 15 as follow:

15 (e)(f): addition of the terms "categories or classes of shares" for net asset value suspension and orders in the event of merger or liquidation;

15 (f): cancellation of the maximum period of two bank business days for net asset value suspension in case of merger, splitting or restructuring operation;

15 Possibility to suspend the net asset value calculation and orders in the "feeder" subfund in case of same suspension in the "master" subfund;

15 paragraph 3& 4: replacement of the 10% limit with a limit to be defined by the Board of Directors to determine the percentage of repurchased assets requiring either a suspension or a postponement of the processing of orders;

Thirteenth resolution

The extraordinary general meeting of shareholders resolves to decides that the decisions of the Board of Directors shall be taken by a majority of the votes cast (new Article 17§5).

Fourteenth resolution

The extraordinary general meeting of shareholders resolves to add the possibility for the Board of Directors to create sub-funds investing in other Company sub-funds (new Article 20.b) and feeder sub-funds (new Article 20.c).

Fifteenth resolution

The extraordinary general meeting of shareholders resolves that the General Shareholders' Meeting shall validly be deliberate regardless of the portion of capital represented. Resolutions shall be taken by a simple majority of the votes cast (new Article 27).

Sixteenth resolution

The extraordinary general meeting of shareholders decides to remove in Articles 31 & 32 of any reference to the 9 month period as from the date of the liquidation regarding the asset not distributed to a time period set by regulations in force.

Seventeenth resolution

The extraordinary general meeting of shareholders resolves to modified Article 32 of the articles of association to be read as follow:

Art. 32. Rewriting of the article to give the Board of Directors sole authority to decide on effectiveness and terms, under the limitation and conditions prescribed by law, for the operation of liquidation, merger and splitting;

Addition of the liquidation of feeder sub-fund in the event of liquidation, merger or split of the master fund.

Eighteenth resolution

The extraordinary general meeting of shareholders resolves to do a complete reformulation of the Company's articles of association so that now, the articles of incorporation of the Company, will be read as follow:

BNP Paribas Money Fund

SICAV

(Open-ended investment company)

33, rue de Gasperich

L-5826 Hesperange

Luxembourg Trade Registry section B number 46 468

ARTICLES OF ASSOCIATION

Chapter I – Company name – Term – Objects – Registered office

Art. 1. Legal form and company name. A limited company (société anonyme) in the form of an open-end investment company (société d'investissement à capital variable – "SICAV") named "BNP Paribas Money Fund" in abbreviated form " BNPP Money Fund" (hereinafter the "Company") has been established pursuant to these Articles of Association (hereinafter the "Articles of Association"). The full name and the abbreviated name may be used equally in all of the Company's official and commercial documents.

Art. 2. Term. The Company has been established for an indefinite term.

Art. 3. Object. The Company's sole object is to invest the funds that it has at its disposal in securities and/or other liquid financial assets with the aim of spreading the investment risks and of sharing the results of its asset management activities with its shareholders.

In general, the Company may take all measures and carry out, at its discretion, all transactions to further its object in the broadest sense of the term in the scope of the Act of 17 December 2010 on collective investment undertakings (the "Act").

Art. 4. Registered office. The Company's registered office is located in Hesperange, Grand Duchy of Luxembourg.

In the event the Board of Directors considers that extraordinary political, economic or social events liable to compromise the Company's normal operations at the registered office or ease of communication with said registered office or by said office with other countries have occurred or are imminent, it may temporarily transfer the registered office abroad until said abnormal situation no longer exists. However, any such temporary measure shall have no effect on the Company's nationality, which, notwithstanding said temporary transfer of the registered office, shall continue to be a Luxembourg company.

The Company may, by simple decision of the Board of Directors, open branches or offices in the Grand Duchy of Luxembourg or elsewhere.

The registered office may be moved by simple decision of the Board of Directors, either within the commune or, within the limits authorised by Luxembourg law, to another commune of the Grand Duchy of Luxembourg.

Chapter II – Capital – Share features

Art. 5. Capital. The capital shall be represented by fully paid up shares without par value, which shall at all times be equal to the Company's net asset value.

The minimum capital is the amount provided for under the Act.

Art. 6. Sub-fund. The Board of Directors may create several sub-funds within the Company, each corresponding to a separate part of the Company's assets. Each sub-fund shall have an investment policy and a reference currency that shall be specific to it as determined by the Board of Directors.

Art. 7. Share categories and classes. Within a sub-fund, the Board of Directors may create different share categories, which shall be distinguished from each other by (i) the target investors and/or (ii) the specific cost structure and/or (iii) the currency or currencies in which the shares shall be offered, and/or (iv) the use of exchange rate or any other risk hedging techniques, and/or (v) any other characteristics determined by the Board of Directors.

The shares within a category shall be of different classes as decided by the Board of Directors: (i) distribution shares granting entitlement to dividends, and/or (ii) accumulation shares not granting entitlement to dividends.

Art. 8. Share form. All shares, regardless of the sub-fund, category or class to which it belongs, may be registered or bearer shares as decided by the Board of Directors.

Bearer shares shall be issued in dematerialised form. Bearer share certificates issued in the past shall remain valid until the redemption of the respective shares. Shares relative to lost or damaged certificates shall be replaced by dematerialised bearer shares under the conditions and guarantees determined by the Company.

Registered shares shall be registered on the register of shareholders kept by the Company or by one or more individuals or legal entities that the Company appoints for this purpose. The entry must mention the name of each shareholder, his place of residence or address for service, the number of shares that he owns, the sub-fund, category and/or class to which said shares belong and the amount paid for each of said shares. In the event a particular shareholder fails to provide an address to the Company, this fact may be mentioned on the register of shareholders and the shareholder's address shall be deemed to be the Company's registered office until the shareholder provides the Company with another address. Shareholders may change the address mentioned on the register at any time by sending written notice to the Company's registered office or to any other address stipulated by the Company. Any transfer of registered shares inter vivos or upon death shall be registered on the register of shareholders. The owner of registered shares shall receive confirmation of registration in the register.

Within the limits and conditions set by the Board of Directors, bearer shares may be converted into registered shares and vice versa, as requested by the shareholder in question. The shareholder may have to pay the costs of said conversion.

The Company acknowledges only one shareholder per share. If a share is jointly owned, if title is split or if the share is disputed, individuals or legal entities claiming a right to the share shall appoint a sole representative to represent the share with regard to the Company. The Company shall be entitled to suspend the exercise of all rights attached to the share until said representative has been appointed.

Art. 9. Issue of shares. The Board of Directors may issue new shares at any time and without limitation, without granting current shareholders a preferential subscription right to the shares to be issued. Any new shares issued must be fully paid up. It may, at its discretion, reject any share subscription.

When the Company offers shares for subscription, the price per share offered shall be equal to the net asset value of the shares of the sub-fund, category and class in question (or where applicable, the initial subscription price specified in the prospectus), increased, where applicable, by the costs and fees set by the Board of Directors.

The subscription price shall be paid within a time frame to be determined by the Board of Directors but which may not exceed seven bank business days in Luxembourg after the date on which the applicable net asset value has been calculated.

Subscription applications may be suspended on the terms and conditions provided for in these Articles of Association.

The Board of Directors may delegate responsibility for accepting subscriptions, receiving payment of the price of the new shares to be issued and for issuing same to any director, executive director or other representative duly authorised for this purpose. Further to a decision by the Board of Directors, fractional shares may be issued. Said fractional shares shall grant entitlement to dividends on a pro rata basis.

The Board of Directors may agree to issue shares in consideration of a contribution in kind of securities, in compliance with the current legislation and in particular with the obligation to produce a valuation report by the Company's auditor and provided that such securities correspond to the sub-fund's investment policy and investment restrictions as described in the Company's prospectus.

Art. 10. Restrictions on holding of the Company's shares. The Company may restrict or prohibit the ownership of the Company's shares by any individual or legal entity if such possession constitutes a breach of current law or is harmful to the Company in other ways.

Art. 11. Conversion of shares. Save for specific restrictions decided by the Board of Directors and mentioned in the prospectus, all shareholders may request that all or part of their shares of a certain category/class be converted into shares of a same or another category/class within the same sub-fund or in a different sub-fund.

The conversion price of the shares shall be calculated on the basis of the respective net asset value of both share categories/classes in question calculated on the same calculation date, factoring in, where applicable, costs and fees set by the Board of Directors.

If a share conversion causes the number or total net asset value of shares that a shareholder owns in a given share category/class to fall below the minimum number or value determined by the Board of Directors, the Company may compel said shareholder to convert all his shares in said category/class. Converted shares shall be cancelled.

Conversion applications may be suspended in accordance with the terms and conditions of these Articles of Association.

Art. 12. Redemption of shares. All shareholders may request the Company to redeem all or part of his shares in accordance with the terms and conditions set by the Board of Directors in the prospectus and within the limits imposed by law and these Articles of Association.

The redemption price shall be paid within a time frame to be determined by the Board of Directors but which may not exceed seven bank business days in Luxembourg after the date on which the applicable net asset value has been calculated.

The redemption price shall be equal to the net asset value per share of the sub-fund, category/class concerned, less, where applicable, any costs and fees set by the Board of Directors. This redemption price may be rounded off to the next higher or lower unit or fraction of the currency in question, as determined by the Board of Directors.

If a redemption request causes the number or total net asset value of the shares that a shareholder owns in a share category/class to fall below such minimum number or value set by the Board of Directors, the Company may compel said shareholder to redeem all of his shares in said share category/class.

The Board of Directors may pay the redemption price to any consenting shareholder by allocation in kind of the securities of the sub-fund in question, provided that the other shareholders do not sustain a loss and a valuation report is drawn up by the Company's auditor. The nature or type of assets to be transferred in such case shall be determined by the manager in compliance with the subfund's investment policy and restrictions. All redeemed shares shall be cancelled.

Redemption applications may be suspended in accordance with the terms and conditions set forth in these Articles of Association.

Art. 13. Share splitting/Consolidation. The Board of Directors may decide at any time to split up or consolidate the shares issued within one same class, same category or same sub-fund, according to the conditions set by it.

Art. 14. Net asset value. The Company shall calculate the net asset value of each sub-fund, the net asset value per share for each category and class of share and the issue, conversion and redemption prices at least once a month, at to a frequency to be set by the Board of Directors.

The net asset value of each sub-fund shall be equal to the total value of the assets of said sub-fund less the sub-fund's liabilities.

The net asset value per share is obtained by dividing the net assets of the sub-fund in question by the number of shares issued for said sub-fund, considering, where applicable, the breakdown of the net assets of said sub-fund between the various share categories and classes of the sub-fund in question.

Said net value shall be expressed in the currency of the sub-fund in question or in any other currency that the Board of Directors may choose.

The day on which the net asset value is dated shall be referred to in these Articles of Association as the "Calculation Date". The valuation methods shall be as follows: The Company's assets include:

(1) cash in hand and cash deposits, including interest accrued but not yet received and interest accrued on these deposits until the payment date;

(2) all notes and bills payable on demand and amounts receivable (including the results of sales of securities before the proceeds have been received);

(3) all securities, units, shares, bonds, option or subscription rights and other investments and securities which are the property of the Company;

(4) all dividends and distributions to be received by the Company in cash or securities that the Company is aware of;

(5) all interest accrued but not yet received and all interest generated up to the payment date by securities which are the property of the Company, unless such interest is included in the principal of these securities;

(6) the Company's formation expenses, insofar as these have not been written down;

(7) all other assets, whatever their nature, including prepaid expenses.

Without prejudice to the specific provisions applicable to any sub-fund, category and/or class, the value of these assets shall be determined as follows:

(a) the value of cash in hand and cash deposits, bills and drafts payable at sight and amounts receivable, prepaid expenses, and dividends and interest due but not yet received, shall comprise the nominal value of these assets, unless it is unlikely that this value could be received; in that event, the value will be determined by deducting an amount which the Company deems adequate to reflect the actual value of these assets;

(b) the value of shares or units in undertakings for collective investment shall be determined on the basis of the last net asset value available on the valuation day;

(c) the valuation of all securities listed on a stock exchange or any other regulated market which functions regularly, is recognised and accessible to the public, is based on the closing price on the order acceptance date, and, if the securities concerned are traded on several markets, on the basis of the most recent price on the major market on which they are

traded; if this price is not a true reflection, the valuation shall be based on the probable sale price estimated by the Board of Directors in a prudent and bona fide manner.

(d) unlisted securities or securities not traded on a stock exchange or another regulated market which functions in a regular manner, is recognised and accessible to the public, shall be valued on the basis of the probable sale price estimated in a prudent and bona fide manner by a qualified professional appointed for this purpose by the Board of Directors.

(e) securities denominated in a currency other than the currency in which the sub-fund concerned is denominated shall be converted at the exchange rate prevailing on the valuation day.

(f) the Board of Directors is authorised to draw up or amend the rules in respect of the relevant valuation rates. Decisions taken in this respect shall be included in the prospectus.

(g) financial derivative instruments shall be valued according to the rules decided by the Board of Directors and described in the prospectus. These rules shall have been approved in advance by the Company's auditor and the supervisory authorities.

The Company's liabilities include:

(1) all loans, matured bills and accounts payable;

(2) all known liabilities, whether or not due, including all contractual obligations due and relating to payment in cash or kind, including the amount of dividends announced by the Company but yet to be paid;

(3) all reserves, authorised or approved by the Board of Directors, including reserves set up in order to cover a potential capital loss on certain of the Company's investments;

(4) any other undertakings given by the Company, except for those represented by the Company's equity. For the valuation of the amount of these other liabilities, the Company shall take account of all the charges for which it is liable, including, without restriction, the costs of amendments to the Articles of Association, the prospectus and any other documents relating to the Company, management, performance and other fees and extraordinary expenses, any taxes and duties payable to government departments and stock exchanges, the costs of financial charges, bank charges or brokerage incurred upon the purchase and sale of assets or otherwise. When assessing the amount of these liabilities, the Company shall take account of regular and periodic administrative and other expenses on a pro rata temporis basis. The assets, liabilities, expenses and fees not allocated to a subfund, category or class shall be apportioned to the various sub-funds, categories or classes in equal parts or, subject to the amounts involved justifying this, proportionally to their respective net assets. Each of the Company's shares which is in the process of being redeemed shall be considered as a share issued and existing until closure on the valuation day relating to the redemption of such share and its price shall be considered as a liability of the Company as from closing on the date in question until such time as the price has been duly paid. Each share to be issued by the Company in accordance with subscription applications received shall be considered as issued as from closing on the calculation date of its issue price and its price shall be considered as being an amount due to the Company until such time as it has been duly received by the Company. As far as possible, account shall be taken of any investment or disinvestment decided by the Company until the valuation day. The total amount of annual fees payable by a sub-fund, category or class of share shall never exceed 5% (five per cent) of its average net assets.

If it considers that the net asset value calculated is not representative of the real value of the Company's shares, or if since the calculation there have been significant developments on the markets concerned, the Board of Directors may decide to have it updated on that same day, and shall determine a new net asset value in a prudent and bona fide manner.

Art. 15. Suspension of the calculation of the net asset value and the issue, conversion and redemption of the shares. Without prejudice to legal causes for suspension, the Company's Board of Directors may at any time temporarily suspend the calculation of the net asset value of shares of one or more sub-funds as well as the issue, conversion and redemption of shares in the following cases:

(a) during any period when one or more currency markets or a stock exchange, which are the main markets or exchanges where a substantial portion of a sub-fund's investments at a given time are listed, is/are closed, except for normal closing days, or during which trading is subject to major restrictions or is suspended;

(b) when the political, economic, military, currency, social situation or any event of force majeure beyond the responsibility or power of the Company makes it impossible to dispose of one assets by reasonable and normal means, without seriously harming the shareholders' interests;

(c) during any failure in the means of communication normally used to determine the price of any of the Company's investments or the going prices on a particular market or exchange;

(d) when restrictions on foreign exchange or transfer of capital prevents transactions from being carried out on behalf of the Company or when purchases or sales of the Company's assets cannot be carried out at normal exchange rates;

(e) as soon as a decision has been taken to either liquidate the Company or one or more sub-funds, categories or classes;

(f) to determine an exchange parity under a merger, partial business transfer, splitting or any restructuring operation within, by or in one or more sub-funds, categories or classes;

(g) for a "feeder" sub-fund, when the net asset value, issue, conversion and/or redemption of the shares of the "master" subfund is suspended;

(h) any other cases when the Board of Directors estimates by a justified decision that such a suspension is necessary to safeguard the general interests of the shareholders concerned.

In the event the calculation of the net asset value is suspended, the Company shall immediately and in an appropriate manner inform the shareholders who requested the subscription, conversion or redemption of the shares of the sub-fund(s) in question.

In the event the total net redemption/conversion applications received for a given sub-fund on the valuation day equals or exceeds a percentage determined by the Board of Directors, the Board of Directors may decide to reduce and/or defer the redemption/conversion applications on a pro rata basis so as to reduce the number of shares redeemed/converted to date to the percentage of the net assets of the sub-fund in question determined by it. Any redemption/conversion applications thus deferred shall be given priority in relation to redemptions/conversion applications received on the next valuation day, again subject to the limit set by the Board of Directors.

In exceptional circumstances which could have a negative impact on shareholders' interests, or in the event of subscription, redemption or conversion applications exceeding a percentage of a sub-fund's net assets as determined by the Board of Directors, the Board of Directors reserves the right not to determine the value of a share until such time as the required purchases and sales of securities have been made on behalf of the sub-fund. In that event, subscription, redemption and conversion applications in the pipeline will be processed simultaneously on the basis of the net asset value so calculated.

Pending subscription, conversion and redemption applications may be withdrawn by written notification provided that such notification is received by the company prior to lifting of the suspension. Pending applications will be taken into account on the first calculation date following lifting of the suspension. If all pending applications cannot be processed on the same calculation date, the earliest applications shall take precedence over more recent applications.

Chapter III – Management and supervision of the Company

Art. 16. Directors. A Board of Directors comprised of at least three members shall manage the Company. Board members do not need to be Company shareholders. The General Meeting of shareholders shall appoint them for a term of office of six years at most, which shall be renewable.

The General Meeting may remove a director from office at will.

If the seat of a director appointed by the General Meeting of shareholders become vacant, the directors still in office may temporarily appoint a director. In this case, the General Meeting shall make a permanent appointment at its next meeting.

Art. 17. Chairmanship and Board Meetings. The Board of Directors shall appoint a Chairman and possibly one or more Vice-Chairmen from amongst its members. It may also appoint a secretary who does not need to be a director.

The Board of Directors shall meet at the request of the Chairman or, if he is unable to act, a Vice-Chairman or two directors whenever this is in the Company's best interests, at the place, date and time specified in the notice of meeting. Any director who is unable to attend a Board meeting may appoint another director, in writing, telex, fax or any other means of electronic transmission, to represent him and to vote in his stead. A director may represent one or more of his colleagues.

Save for an emergency, all directors shall be given at least 24 hours' notice in writing of any Board meeting. In the event of an emergency, the nature and the reasons thereof shall be mentioned in the notice of meeting. There shall be no need for such notice of meeting if each director consents in writing or by cable, telegram, telex or fax to such waiver of notice. A specific notice of meeting shall not be required for a Board meeting held at a time and venue specified in a resolution that has already been adopted by the Board of Directors.

Board meetings shall be chaired by the Chairman or, in his absence, the eldest of the Vice-Chairmen, if any, or in their absence, the delegated director, if any, or in his absence, the eldest director attending the meeting.

The Board of Directors may conduct business and act only if the majority of directors are present or represented. Decisions shall be taken by a simple majority of votes cast by the directors attending the meeting or represented. The votes cast shall not include those of directors who did not take part in the voting, abstained, or cast a blank or void vote. If, during a Board meeting, there is a tie in voting for or against a decision, the person chairing the meeting shall have a casting vote.

All directors may participate at a Board meeting by telephone conference or by other like means of communications where all individuals attending said meeting can hear one another. Participation at a meeting by these means amounts to attendance in person at said meeting.

Notwithstanding the foregoing provisions, a Board decision may also be taken by circular letter. Such decision shall be approved by all directors who sign a single document or multiple copies thereof. Such decision shall have the same validity and force as if it had been taken at a meeting that had been duly convened and held.

The Chairman or the person who chairs the meeting in his absence shall sign the minutes of Board meetings.

Art. 18. Board powers. The Board of Directors shall have the broadest powers to carry out all acts of management or disposal in the Company's best interests. All powers not expressly reserved to the General Meeting under current law or these Articles of Association shall be the remit of the Board of Directors.

With regard to third parties, the Company shall be validly committed by the joint signature of two directors or the sole signature of all individuals to whom powers of signature have been delegated by the Board of Directors.

Art. 19. Daily management. The Company's Board of Directors may delegate its powers relating to the daily management of the Company's business (including the right to act as the Company's authorised signatory) and to represent it for said management either to one or more directors or to one or more agents who need not necessarily be Company shareholders. Said individuals shall have the powers conferred on them by the Board of Directors. They may sub-delegate their powers, if authorised by the Board of Directors. The Board of Directors may also grant all special mandates by notarised power of attorney or by private power of attorney.

In order to reduce the operating and administrative expenses, while making it possible to achieve more extensive diversification of investments, the Board of Directors may decide that all or part of the Company's assets shall be jointly managed with assets owned by other collective investment undertakings or that all or part of the assets of sub-funds, categories and/or classes shall be jointly managed between them.

Art. 20. Investment policy. The Board of Directors, applying the principle of the spreading of risks, shall be fully empowered to determine the investment policy and restrictions of the Company and each of its sub-funds, and the guidelines to be followed for the management of the Company, in compliance with the law and subject to the following conditions:

a) Overall, the Company may not invest more than 10% of the assets of each sub-fund in UCITS and other undertakings for collective investment, apart for certain sub-funds if mentioned in their investments policy;

b) A sub-fund of the Company may subscribe, purchase and/or hold shares of one or more other sub-funds (referred to as "target sub-funds") of the Company provided that:

- the target sub-funds do not in turn invest in this sub-fund;

- the proportion of assets that each target sub-fund invests in other target-sub-funds of the Company does not exceed 10%;

- any voting rights attached to the shares of the target subfunds shall be suspended as long as they are held by the sub-fund and without prejudice of appropriate treatment in the accounting and periodic reports;

- in all cases, as long as these target sub-fund shares are held by the Company, their value shall not be taken into account for the calculation of the net assets of the Company for purposes of verifying the minimum threshold of net assets required by law;

- there shall be no duplication of management/subscription commissions or redemption between these commissions at the level of the sub-fund that invested in the target sub-fund and this target sub-fund.

c) The Board of Directors may create "feeder sub-funds" under the conditions provided for by law.

Art. 21. Delegation of Management and Advice. The Company may enter into one or more management agreement (s), in the broadest sense of the term within the meaning of the Act, or consultancy agreements with any Luxembourg or foreign company within the limits and subject to the conditions authorised by law.

Art. 22. Invalidation clause. No contract and transaction that the Company may enter into with other companies or firms may be affected or invalidated by the fact that one or more directors or executive directors of the Company has/have any interest whatsoever in such other company or firm or by the fact that he is a director, shareholder or partner, executive director or employee thereof.

The director or executive director of the Company who is a director, executive director or employee of a company or firm with which the Company signs contracts or otherwise does business shall not thereby be deprived of the right to deliberate, vote and act in connection with matters related to such contracts or such business. In the event a director or an executive director has a personal interest in a Company transaction, said director or executive director shall inform the Board of Directors of his personal interest and shall not deliberate or take part in the vote on said transaction. A report on said transaction and on the personal interest of such director or non-executive director shall be submitted at the next meeting of shareholders.

Art. 23. Company auditor. The accounting data set forth in the annual report drawn up by the Company shall be audited by an authorised company auditor who shall be appointed by the General Meeting for the term of office that it shall set and who shall be remunerated by the Company.

Chapter IV – General meetings

Art. 24. Representation. The duly formed meeting of the Company's shareholders shall represent all Company shareholders. It shall have the broadest powers to order, carry out or ratify all acts relating to the Company's operations. Resolutions voted at such meetings shall be binding on all shareholders, regardless of the category or class of shares they own. However, if the decisions concern exclusively the specific rights of shareholders of a sub-fund, a category or class or if there is a risk of conflict of interest between the various sub-funds, said decisions must be taken by a general meeting representing the shareholders of said sub-fund, said category or class.

Art. 25. General Meeting of shareholders. The Annual General Meeting of shareholders will be held at the Company's registered office or at any other place in the Grand Duchy of Luxembourg specified in the notice of meeting, on the fourth Thursday of October at 11.30 a.m. If said day is a legal public or banking holiday in Luxembourg, the Annual General Meeting shall be held on the next bank business day. The Annual General Meeting may be held abroad if the Board of Directors records, at its sole discretion, that this change of venue is necessary on account of exceptional circumstances.

All other General Meetings of shareholders shall be convened at the request either of the Board of Directors, or of shareholders representing at least one-tenth of the capital. They shall be held at the date, time and place specified in the notice of meeting. Meetings shall be chaired by the Chairman of the Board of Directors or, in his absence, the eldest Vice-Chairman, if any, or in his absence, a delegated Director, if any, or, in his absence, one of the directors or any other person appointed by the Meeting.

Art. 26. Votes. Votes shall be on a one-share one-vote basis and all shares, regardless of the sub-fund to which they belong shall take an equal part in decision-making at the General Meeting. Fractional shares shall have no voting right.

All shareholders may attend meetings either in person or by appointing any other individual as a representative in writing, by cable, telegram, telex or fax.

Art. 27. Quorum and majority conditions. Unless otherwise provided for under current law or these Articles of Association, the General Meeting of Shareholders shall validly deliberate, regardless of the portion of capital represented. Resolutions shall be adopted by a simple majority of votes cast. The votes cast shall not include those attached to shares for which the shareholder did not take part in the voting, abstained, or cast a blank or void vote.

Chapter V – Financial year

Art. 28. Financial year. The financial year shall begin on 1 July of each year and end on the thirty of June of the next year.

Art. 29. Allocation of the annual profit/loss. Dividends may be distributed provided that the Company's net assets at all times exceed the minimum capital provided for by law.

Following a proposal by the Board of Directors, the General Meeting of Shareholders shall decide, for each category/class of shares, on a dividend and the amount of the dividend to be paid to the distribution shares.

If it is in the interests of shareholders not to distribute a dividend, in view of market conditions, no distribution will be made.

The Board of Directors may, in accordance with current law, distribute interim dividends.

The Board of Directors may decide to distribute dividends in the form of new shares instead of dividends in cash, in accordance with the terms and conditions that it sets.

Dividends shall be paid in the currency of the sub-fund, unless the Board of Directors decides otherwise.

Chapter VI – Dissolution – Liquidation – Merger – Contribution

Art. 30. Dissolution. The Company may be dissolved at any time by decision of the General Meeting of Shareholders, ruling as for the amendment of the Articles of Association.

If the Company's capital falls to less than two thirds of the minimum legal capital, the directors may submit the question of the Company's dissolution to the General Meeting, which shall deliberate without a quorum by a simple majority of the shareholders in attendance or represented at the Meeting; account shall not be taken of abstentions. If the capital falls to less then one quarter of the minimum legal capital, the General Meeting shall also deliberate without a quorum, but the dissolution may be decided by the shareholders owning one quarter of the shares represented at the Meeting.

The Meeting must be convened to ensure that it is held within a forty-day period as from the date on which the net assets are recorded to be respectively less than two thirds or one quarter of the minimum capital.

Art. 31. Liquidation. In the event of the dissolution of the Company, it shall be liquidated by one or more liquidators, natural persons or legal entities that the General Meeting shall appoint and whose powers and fees it shall set.

The liquidators shall allocate the net proceeds of the liquidation of each sub-fund, category/class between the shareholders of said sub-fund, category/class in proportion to the number of shares they own in said sub-fund or category/class.

In the case of straightforward liquidation of the Company, the net assets will be distributed to the eligible parties in proportion to the shares held in the Company. Any assets not distributed within a time period set by the regulations in force will be deposited at the Public Trust Office (Caisse de Consignation) until the end of the legally specified limitation period.

Art. 32. Liquidation, merger, transfer, splitting of sub-funds, categories and/or classes of shares. The Board of Directors shall have sole authority to decide on the effectiveness and terms of the following, under the limitations and conditions prescribed by law:

1) either the pure and simple liquidation of a sub-fund,

2) or the closure of a sub-fund (merging sub-fund) by transfer to another sub-fund of the Company,

3) or the closure of a sub-fund (merging sub-fund) by transfer to another collective investment undertaking, whether incorporated under Luxembourg law or established in another member state of the European Union,

4) or the transfer to a sub-fund (receiving sub-fund) a) of another sub-fund of the Company, and/or b) of a sub-fund of another collective investment undertaking, whether incorporated under Luxembourg law or established in another member state of the European Union, and/or c) of another collective investment undertaking, whether incorporated under Luxembourg law or established in another member state of the European Union;

5) or the splitting of a sub-fund.

The splitting techniques will be the same as the merger one foreseen by the Law.

A feeder sub-fund shall be liquidated under the conditions provided for by law when the master sub-fund itself is liquidated or merged or split.

As an exception to the foregoing, if the Company should cease to exist as a result of such a merger, the effectiveness of this merger must be decided by a General Meeting of Shareholders of the Company resolving under the conditions provided for in Article 27 of these Articles of Association.

In the event of the pure and simple liquidation of a sub-fund, the net assets shall be distributed between the eligible parties in proportion to the assets they own in said sub-fund. The assets not distributed within a time period set by the regulations in force shall be deposited with the Public Trust Office (Caisse de Consignation) until the end of the legally specified limitation period.

Pursuant to this article, the decisions adopted at the level of a sub-fund may be adopted similarly at the level of a share category and/or class.

Chapter VII – Final provisions

Art. 33. Deposit of Company assets. Insofar as required by law, the Company shall enter into a depository agreement with a bank or savings institution within the meaning of the Amended Act of 5 April 1993 relating to the supervision of the financial sector (the "Depository Bank"). The Depository Bank shall have the powers and responsibilities provided for by law.

If the Depository Bank wishes to withdraw, the Board of Directors shall endeavour to find a replacement within two months as from the date when the withdrawal became effective. The Board of Directors may terminate the depository agreement but may only terminate the Depository Bank's appointment if a replacement has been found.

Art. 34. Amendments of the Articles of Association. These Articles of Association may be amended by a General Meeting of Shareholders, subject to the quorum and voting criteria required under current law and the requirements of these Articles of Association.

Art. 35. Statutory provisions. For all matters not governed by these Articles of Association, the parties refer to the Companies Act of 10 August 1915 and amendments thereto and to the Act of 17 December 2010 on collective investment undertakings and subsequent amendments.

The extraordinary general meeting of shareholders confirms the registered office of the Company as follows:

L-5826 Hesperange, 33, rue de Gasperich.

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 Hesperange, on the day named at the beginning of this document.

The document having been read to the Meeting, the members of the board of the Meeting, all of whom are known to the notary by their names, surnames, civil status and residences, such persons signed together with the undersigned notary, this original deed, no shareholder expressing the wish to sign.

Signé: F. VATRIQUANT, F. VERONESE, L. CLAIRET, C. DELVAUX.

Enregistré à Redange/Attert, le 23 mai 2012. Relation: RED/2012/677. Reçu soixante-quinze euros (75,- €).

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 la publication au Mémorial, Recueil des Sociétés et Associations.

Redange-sur-Attert, le 24 mai 2012. M e Cosita DELVAUX.

Référence de publication: 2012060004/592.

(120085249) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 mai 2012.

DWS Top Portfolio Defensiv, Fonds Commun de Placement.

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Das Verwaltungsreglement - Besonderer Teil - wurde beim Handels- und Gesellschaftsregister in Luxemburg hinterlegt.

Zwecks Offenlegung beim Mémorial, Recueil des Sociétés et Associations.

DWS Investment S.A.

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Saint Benoit S.A., Société Anonyme Holding.

R.C.S. Luxembourg B 58.367.

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Experta Corporate and Trust Services S.A., Luxembourg, en abrégé Experta Luxembourg, société anonyme, en sa qualité d'agent domiciliataire, a dénoncé le siège social de la société anonyme SAINT BENOIT S.A., 42, rue de la Vallée, L-2661 Luxembourg, RCS Luxembourg B-58367, avec effet au 23 avril 2012 et résilié la convention de domiciliation.

Luxembourg, le 23 avril 2012.

EXPERTA LUXEMBOURG
Société anonyme
Isabelle Maréchal-Gerlaxhe / Caroline Felten

Référence de publication: 2012047921/13.

(120064815) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

RREP VIER S.à r.l., Société à responsabilité limitée.

Capital social: EUR 31.000,00.

Siège social: L-1650 Luxembourg, 6, avenue Guillaume.

R.C.S. Luxembourg B 153.276.

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Les comptes annuels au 30 septembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature
Un mandataire

Référence de publication: 2012047906/11.

(120064981) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

RREP ZWEI S.à r.l., Société à responsabilité limitée unipersonnelle.

Capital social: EUR 31.000,00.

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

R.C.S. Luxembourg B 148.032.

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Les comptes annuels au 30 septembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature
Un mandataire

Référence de publication: 2012047907/11.

(120064983) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

Flawless Capital International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 125.013.

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EXTRAIT

Par décision de l'Assemblée Générale Extraordinaire du 30 mars 2012: -

- Est confirmé avec effet immédiat le renouvellement du mandat de Nationwide Management S.A. ayant son siège social 60 Grand Rue, 1 er étage, L-1660 Luxembourg n° RCS Luxembourg B99 746 comme Administrateur jusq u'à l'assemblée générale qui se tiendra en l'année 2016.

- Est acceptée la nomination de Rika Mamdy avec adresse professionnelle 60 Grand Rue, L-1660 Luxembourg en tant que représentant permanent de Nationwide Management S.A. ayant son siège social 60 Grand Rue, 1 er étage, L-1660 Luxembourg n° RCS Luxembourg B99 746.

- Est confirmé avec effet immédiat le renouvellement du mandat de Tyndall Management S.A. ayant son siège social 60 Grand Rue, 1 er étage, L-1660 Luxembourg n° RCS Luxembourg B99 747 comme Administrateur jusqu'à l'assemblée générale qui se tiendra en l'année 2016.

- Est acceptée la nomination de Rika Mamdy avec adresse professionnelle 60 Grand Rue, L- 1660 Luxembourg en tant que représentant permanent de Tyndall Management S.A. ayant son siège social 60 Grand Rue, 1 er étage, L-1660 Luxembourg n° RCS Luxembourg B99 747.

- Est confirmé avec effet immédiat le renouvellement du mandat de Alpmann Management S.A. ayant son siège social 60 Grand Rue, 1 er étage, L-1660 Luxembourg n° RCS Luxembourg B99 739 comme Administrateur jusqu'à l'assemblée générale qui se tiendra en l'année 2016.

- Est acceptée la nomination de Rika Mamdy avec adresse professionnelle 60 Grand Rue, L- 1660 Luxembourg en tant que représentant permanent de Alpmann Management S.A. ayant son siège social 60 Grand Rue, 1 er étage, L-1660 Luxembourg n° RCS Luxembourg B99 739.

- Est confirmé avec effet immédiat le renouvellement du mandat de Fiduciairy and Accounting Services S.A. ayant son siège social R.G. Hodge Plaza, 1, Wickhams Cay, Road Town, Tortola, British Virgin Islands, n° IBC 303554 comme Commissaire aux Comptes jusqu'à l'assemblée générale qui se tiendra en l'année 2016.

Luxembourg, le 30 mars 2012.

Pour FLAWLESS CAPITAL INTERNATIONAL S.A.

Référence de publication: 2012049262/32.

(120067842) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 avril 2012.

Parfumerie Royal Sàrl, Société à responsabilité limitée.

Siège social: L-5553 Remich, 24, Quai de la Moselle.

R.C.S. Luxembourg B 38.920.

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DISSOLUTION

L'an deux mille douze, le treize avril.

Par-devant Maître Patrick SERRES, notaire de résidence à Remich (Grand-Duché de Luxembourg).

Ont comparu:

1) Madame Ria HUYNEN, rentière, demeurant à L-5408 Bous, 24, rue de Stadtbredimus,

2) Madame Marlyse HUYNEN, employée privée, demeurant à L-8080 Bertrange, 43, route de Longwy.

Lesquels comparants ont exposé au notaire instrumentant et l'ont requis d'acter ce qui suit:

Que la société à responsabilité limitée «PARFUMERIE ROYAL S.à r.l.», ayant son social à L-5553 Remich, 24, Quai de la Moselle, inscrite au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 38.920, a été constituée suivant acte notarié du 24 octobre 1991, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 222 de 1992.

Que le capital social de la Société s'élève actuellement à douze mille cinq cents euros (12.500,- EUR), représenté par cent (100) parts sociales de cent vingt-cinq euros (125,- EUR) chacune et détenues par Madame Ria HUYNEN à raison de quatre-vingt-dix-neuf parts sociales et par Madame Marlyse HUYNEN à raison d'une part sociale.

Ensuite, Marlyse HUYNEN, prénommée, déclare céder et transporter, sous les garanties ordinaires de fait et de droit une (1) part sociale qu'elle détient de la société dont s'agit à Ria HUYNEN, prénommée, qui accepte, moyennant paiement du prix nominal ce dont bonne et valable quittance.

Le cessionnaire se trouve subrogé dans tous les droits et obligations attachés à la part cédée à partir de ce jour.

Le cessionnaire déclare parfaitement connaître les statuts et la situation financière de la société et renonce à toute garantie de la part du cédant.

La présente cession de part sociale est spécialement acceptée par le gérant de la société Madame Ria HUYNEN.

Ensuite, la comparante Ria HUYNEN a déclaré qu'elle est et restera propriétaire de toutes les parts sociales de ladite Société.

Qu'en tant qu'associé unique de la Société, elle déclare expressément procéder à la dissolution et à la liquidation de la susdite Société, avec effet à ce jour.

Elle déclare en outre prendre à sa propre charge tout l'actif et passif connu ou inconnu de la société et qu'elle entreprendra, en les prenant personnellement à sa charge, toutes mesures requises en vue de l'engagement qu'elle a pris à cet effet.

Que décharge pleine et entière est accordée au gérant pour l'exercice de son mandat jusqu'au moment de la dissolution.

Que les livres et documents sociaux de la Société dissoute seront déposés à L-5408 Bous, 24, rue de Stadtbredimus, où ils seront conservés pendant cinq (5) années.

Pour les dépôts et publications à faire, tous pouvoirs sont conférés au porteur d'une expédition des présentes.

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

Et après lecture faite et interprétation donnée aux comparants, connus du notaire instrumentaire par nom, prénom usuel, état et demeure, ils ont signé avec Nous notaire la présente minute.

Signé: R. HUYNEN, M. HUYNEN, Patrick SERRES.

Enregistré à Remich, le 16 avril 2012. Relation: REM/2012/364. Reçu soixante-quinze euros 75,- €.

Le Receveur (signé): P. MOLLING.

Pour expédition conforme, délivrée aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Remich, le 23 avril 2012. Patrick SERRES.

Référence de publication: 2012049072/48.

(120066510) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2012.

Yves Steffen S.A., Société Anonyme.

Siège social: L-3318 Bergem, 7, Op Felsduerf.

R.C.S. Luxembourg B 85.384.

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DISSOLUTION

Il résulte d'un acte reçu par Maître Cosita DELVAUX, notaire de résidence à Redange-sur-Attert en date du 29 mars 2012, enregistré à Redange-sur-Attert, en date du 02 avril 2012, Relation RED/2012/440,

- que la dissolution anticipée de la société anonyme "YVES STEFFEN S.A.", établie et ayant son siège social à L-3318 Bergem, 7, op Felsduerf, inscrite au Registre de Commerce et des Sociétés de et à Luxembourg sous le numéro B 85384, a été prononcée par l'actionnaire unique avec effet immédiat,

- que les livres et documents de la Société sont conservés pendant cinq ans auprès de l'ancien siège social de la Société à L-3318 BERGEM, 7, Op Felsduerf.

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

Redange-sur-Attert, le 18 avril 2012. Cosita DELVAUX.

Référence de publication: 2012047974/17.

(120064152) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

Société Anonyme pour la Recherche d'Investissements S.A.P.R.I. S.A. société de gestion de patrimoine familial, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1249 Luxembourg, 3-11, rue du Fort Bourbon.

R.C.S. Luxembourg B 15.550.

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

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

Signature.

Référence de publication: 2012047913/11.

(120064076) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

Société Anonyme pour la Recherche d'Investissements S.A.P.R.I. S.A. société de gestion de patrimoine familial, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1249 Luxembourg, 3-11, rue du Fort Bourbon.

R.C.S. Luxembourg B 15.550.

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Les comptes annuels au 31/12/2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2012047914/11.

(120064077) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

Sparrowhawk Properties 404 S.à r.l., Société à responsabilité limitée unipersonnelle.

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

R.C.S. Luxembourg B 162.829.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 23 avril 2012.
Référence de publication: 2012047915/10.
(120064955) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

Stella Maris Finances Sàrl SPF, Société à responsabilité limitée - Société de gestion de patrimoine familial.

Siège social: L-2336 Luxembourg, 68A, Montée Pilate.
R.C.S. Luxembourg B 140.665.

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L'associé unique a pris en date du 26 mars 2012, les résolutions suivantes:
- transfert du siège social de la société à L-2336 Luxembourg, 68A, Montée Pilate
- modification de la l'adresse privée de Dr Antonio BRUNACC1, associé et gérant de la société à L-2336 Luxembourg, 68 A, Montée Pilate.

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

Dr Antonio BRUNACCI
Gérant

Référence de publication: 2012047918/14.
(120064831) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

Saint Benoit S.A., Société Anonyme Holding.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.
R.C.S. Luxembourg B 58.367.

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Les administrateurs Monsieur Guy Baumann, Madame Marie Bourlond, Monsieur Olivier Leclipteur, ainsi que le commissaire aux comptes AUDIT TRUST S.A. se dont démis de leurs fonctions respectives en date du 23 avril 2012.

Luxembourg, le 23 avril 2012.
Pour: SAINT BENOIT S.A.
Société anonyme
EXPERTA LUXEMBOURG
Société anonyme
Isabelle Marechal-Gerlaxhe / Ana-Paula Duarte
Référence de publication: 2012047920/15.
(120064461) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

Saxo Invest, Société d'Investissement à Capital Variable.

Siège social: L-2453 Luxembourg, 2-4, rue Eugène Ruppert.
R.C.S. Luxembourg B 157.442.

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

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

Pour Saxo Invest
The Bank of New York Mellon (Luxembourg) S.A.
Référence de publication: 2012047922/12.
(120064416) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

Cirta Sàrl, Société à responsabilité limitée.

Siège social: L-4756 Pétange, 8, place du Marché.
R.C.S. Luxembourg B 158.726.

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Extrait de l'Assemblée générale extraordinaire du 16 avril 2012

Il résulte d'une convention de cession de parts sociales signée en date du 16 avril 2012, que les deux associés de la société CIRTA S.à.r.l.,
- Monsieur KERMICHE Abdelaziz, demeurant à L-4770 Pétange, 26, rue de la Paix
- Monsieur KERMICHE Mourad, demeurant à L-4756 Pétange, 8 place du Marché

Cèdent à

- Monsieur MULIC Denis, employé, demeurant à L-1815 Luxembourg, 279 rue d'Itzig

- Monsieur MULIC Jasmin, employé, demeurant à L-8020 Strassen, 108 rue du Kiem.

les cents parts sociales qu'ils détiennent dans la société CIRTA S.à.r.l.

Suite à cette cession, le capital social de la société se réparti comme suit:

Monsieur MULIC Denis	50 parts
Monsieur MULIC Jasmin	50 parts
Total	100 parts

L'assemblée accepte ensuite la démission des deux gérants actuellement en fonction: Monsieur KERMICHE Abdelaziz et Monsieur KERMICHE Mourad

Est nommé au poste de gérant pour une durée indéterminée Monsieur MULIC Jasmin.

La société est dorénavant engagée en toutes circonstances par la signature du gérant unique.

Plus rien ne figurant à l'ordre du jour, l'Assemblée Générale Extraordinaire est close ce jour à 11h00.

Dont acte, fait et passé à Luxembourg au siège de la société.
Fait à Pétange, le 16 avril 2012. MULIC Denis / MULIC Jasmin.

Référence de publication: 2012049185/27.

(120067354) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 avril 2012.

CAMCA Vie S.A., Société Anonyme.

Siège social: L-1930 Luxembourg, 32, avenue de la Liberté.

R.C.S. Luxembourg B 70.278.

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I. Lors de l'assemblée générale ordinaire tenue le 3 avril 2012, les actionnaires ont pris les décisions suivantes:

1) Ratification de la cooptation de Monsieur Guy Proffit, ayant son adresse professionnelle au 500, Rue Saint-Fuscien, 80095 Amiens, France, au mandat d'administrateur avec effet au 8 juin 2011.

2) Nomination de Madame Nicole Gourmelon, ayant son adresse professionnelle au 15, Esplanade Brillaud de Laujardière, 14050 Caen, France, au mandat d'administrateur avec effet au 1 er mars 2012 et pour une période venant à échéance lors de l'assemblée générale annuelle statuant sur les comptes de l'exercice social se clôturant au 31 décembre 2012 et qui se tiendra en 2013,

3) Renouvellement du mandat des administrateurs suivants pour une période venant à échéance lors de l'assemblée générale annuelle statuant sur les comptes de l'exercice social se clôturant au 31 décembre 2012 et pour une période venant à échéance lors de l'assemblée générale annuelle statuant sur les comptes de l'exercice social se clôturant au 31 décembre 2012 et qui se tiendra en 2013:

- Bernard Lepot avec adresse au 219, Avenue François Verdier, 81000 Albi, France

- Guy Proffit, ayant son adresse professionnelle au 500, Rue Saint-Fuscien, 80095 Amiens, France

- Alain Minault avec adresse au 4, Boulevard Louis Tardy, 79000 Niort, France

- Hubert Brichart avec adresse au Avenue de Keranguen, 56000 Vannes, France

- François Macé avec adresse au 269, Faubourg Croncels, 10000 Troyes, France

- Christophe Noël avec adresse au 40, rue Prémartine, 72000 Le Mans, France

- Maurice Hadida avec adresse professionnelle au 65, Rue La Boétie, 75008 Paris, France

- Patrick Louarn avec adresse professionnelle au 65, Rue La Boétie, 75008 Paris, France

- Michel Goutorbe, avec adresse au 48, Rue La Boétie, 75008 Paris, France,

4) Renouvellement du mandat de François Thibault, avec adresse au 8, Allée des Collèges, 18000 Bourges, France en tant qu'administrateur - président pour une période venant à échéance lors de l'assemblée générale annuelle statuant sur les comptes de l'exercice social se clôturant au 31 décembre 2012 et qui se tiendra en 2013,

5) Renouvellement du mandat de ERNST & YOUNG, avec siège social au 7, rue Gabriel Lippmann, L-5365 Munsbach, en tant que réviseur d'entreprises agréé, pour une période venant à échéance lors de l'assemblée générale annuelle statuant sur les comptes de l'exercice social se clôturant au 31 décembre 2012 et qui se tiendra en 2013.

II. L'adresse de Michel Goutorbe, administrateur se trouve à présent au 48, Rue La Boétie, 75008 Paris, France.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 24 avril 2012.

Référence de publication: 2012049182/36.

(120067425) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 avril 2012.

Sobelnord International S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 9B, boulevard du Prince Henri.

R.C.S. Luxembourg B 48.609.

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Extrait du procès-verbal de l'assemblée générale extraordinaire du 17 avril 2012

Conseil d'Administration

L'assemblée générale a accepté la démission de son mandat d'administrateur de la société de M. Vasile PARASCHIV et a décidé de nommer en son remplacement pour la durée d'un an, Monsieur Rik VAN MEIRHAEGHE, demeurant à 37, Stationsstraat, B-9890 Gavere, son mandat venant à échéance lors de l'assemblée générale de 2013.

Pour extrait sincère et conforme
Fons MANGEN
Administrateur

Référence de publication: 2012047931/15.

(120064133) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

Financière de la charcuterie, Société à responsabilité limitée.

Capital social: EUR 3.980.000,00.

Siège social: L-1420 Luxembourg, 5, avenue Gaston Diderich.

R.C.S. Luxembourg B 167.629.

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

Before Us Maître Henri Hellinckx, notary residing in Luxembourg (Grand Duchy of Luxembourg),

was held an extraordinary general meeting (the Meeting) of the shareholders of Financière de la charcuterie, a Luxembourg société à responsabilité limitée existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 5, avenue Gaston Diderich, L-1420 Luxembourg and in the process of being registered with the Luxembourg Register of Commerce and Companies, incorporated on March 2, 2012 pursuant to a deed of notary Maître Henri Hellinckx, notary residing in Luxembourg, and not yet published in the Mémorial C, Recueil des Sociétés et Associations (the Company).

THERE APPEARED:

1. Financière de la charcuterie JV, a Luxembourg société à responsabilité limitée existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 5, avenue Gaston Diderich, L-1420 Luxembourg and in the process of being registered with the Luxembourg Register of Commerce and Companies, incorporated on March 2, 2012 pursuant to a deed of notary Maître Henri Hellinckx, notary residing in Luxembourg, and not yet published in the Mémorial C, Recueil des Sociétés et Associations,

here represented by Régis Galiotto, notary clerk, residing in Luxembourg, by virtue of a proxy given under private seal;

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

Financière de la charcuterie JV, prenamed and represented as stated above, representing the entire share capital of the Company, as defined below, has requested the undersigned notary, to record that:

I. The Company's share capital is presently set at twelve thousand five hundred euro (EUR 12,500) represented by twelve thousand five hundred (12,500) shares in registered form with a nominal value of one euro (EUR 1) each, all subscribed and fully paid-up.

II. The agenda of the meeting is as follows:

1. Increase of the share capital of the Company by an amount of three million nine hundred sixty-seven thousand and five hundred euro (EUR 3.967.500) in order to bring its share capital from its present amount of twelve thousand five hundred euro (EUR 12,500) represented by twelve thousand five hundred (12,500) shares in registered form with a nominal value of one euro (EUR 1) each, all subscribed and fully paid-up to three million nine hundred eighty thousand euro (EUR 3.980.000) by way of the issue of three million nine hundred sixty-seven thousand and five hundred (3.967.500) new ordinary shares of the Company, having a nominal value of one euro (EUR 1) each;

2. Subscription for the new ordinary shares of the Company and payment of the share capital increase specified in item 1. above;

3. Amendment of article 5.1. of the articles of association of the Company (the Articles) pertaining to the capital of the Company, which shall henceforth read as follows:

" **5.1.** The share capital is set at three million nine hundred eighty thousand euro (EUR 3.980.000), represented by three million nine hundred eighty thousand (3.980.000) shares in registered form, having a par value of one euro (EUR 1) each, all subscribed and fully paid-up."

4. Amendment to the register of shareholders of the Company in order to reflect the share capital increase specified in item 1. above, with power and authority given to any manager of the Company, any employee of United International Management S.A. and any lawyer of Stibbe Avocats, each acting individually, to proceed on behalf of the Company with the registration of the newly issued shares in the register of shareholders of the Company; and

5. Miscellaneous.

IV. The Meeting has taken the following resolutions:

First resolution

The Meeting resolves to increase the share capital of the Company by an amount of three million nine hundred sixty-seven thousand and five hundred euro (EUR 3.967.500) in order to bring its share capital from its present amount of twelve thousand five hundred euro (EUR 12,500) represented by twelve thousand five hundred (12,500) shares in registered form with a nominal value of one euro (EUR 1) each, all subscribed and fully paid-up to three million nine hundred eighty thousand euro (EUR 3.980.000) by way of the issue of three million nine hundred sixty-seven thousand and five hundred (3.967.500) new ordinary shares of the Company, having a nominal value of one euro (EUR 1) each.

Subscription - Payment

The Meeting accepts and records the following subscription for and full payment of the share capital increase above as follows:

- Financière de la charcuterie JV, prenamed and represented as stated here-above, declares to have subscribed for three million nine hundred sixty-seven thousand and five hundred (3.967.500) shares in registered form with a nominal value of one euro (EUR 1) each, and to have paid them up in full by a contribution in cash in an aggregate amount of three million nine hundred sixty-seven thousand and five hundred euro (EUR 3.967.500) which shall be allocated to the nominal share capital account of the Company.

The amount of the increase of the share capital is forthwith at the free disposal of the Company, evidence of which has been given to the undersigned notary by way of a blocking certificate.

Financière de la charcuterie JV (the Shareholder), now representing the entire share capital of the Company, has taken the following resolutions:

Second resolution

The Meeting resolves to amend article 5.1. of the Articles, pertaining to the capital of the Company, which shall henceforth read as follows:

" **5.1.** The share capital is set at three million nine hundred eighty thousand euro (EUR 3.980.000), represented by three million nine hundred eighty thousand (3.980.000) shares in registered form, having a par value of one euro (EUR 1) each, all subscribed and fully paid-up"

Third resolution

The Meeting resolves to amend the register of shareholders of the Company in order to reflect the above share capital increase and to empower and authorize any manager of the Company, any employee of United International Management S.A. and any lawyer of Stibbe Avocats, each individually, to proceed on behalf of the Company with the registration of the newly issued shares in the register of shareholders of the Company.

Estimate of costs

The expenses, costs, remunerations and charges in any form whatsoever, which were to be borne by the Company as a result of this deed were estimated to be approximately three thousand four hundred Euros (3,400.-EUR).

Declaration

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing party, this deed is worded in English, followed by a French version and in case of discrepancy between the English and the French texts, the English version shall prevail.

This deed was drawn up in Luxembourg, on the date first written above.

Having been read to the proxyholder of the appearing party, said proxyholder, together with the notary, signed this deed.

Suit la traduction française du texte qui précède:

L'an deux mille douze, le douze mars.

Par devant Maître Henri Hellinckx, notaire de résidence à Luxembourg (Grand-Duché de Luxembourg),

s'est tenue une assemblée générale extraordinaire (l'Assemblée) des associés de Financière de la charcuterie, une société à responsabilité limitée de droit luxembourgeois existante selon les lois du Grand-Duché de Luxembourg, dont le siège social se situe au 5, avenue Gaston Diderich, L-1420 Luxembourg et en cours d'immatriculation au Registre de Commerce et des Sociétés de Luxembourg (la Société). La Société a été constituée le 2 mars 2012 suivant un acte de Maître Henri Hellinckx, notaire de résidence à Luxembourg, pas encore publié au Mémorial C, Recueil des Sociétés et Associations.

A COMPARU:

Financière de la charcuterie JV, une société à responsabilité limitée de droit luxembourgeois, existante selon les lois du Grand-Duché de Luxembourg, dont le siège social se situe au 5, avenue Gaston Diderich, L-1420 Luxembourg, Grand-Duché de Luxembourg et en cours d'immatriculation au Registre de Commerce et des Sociétés de Luxembourg,

ici représentée par Régis Galiotto, clerc de notaire, de résidence à Luxembourg, en vertu d'une procuration donnée sous seing privé,

Ladite procuration, après avoir été signée "ne varietur" par le mandataire de la partie comparante et le notaire instrumentant, restera annexée au présent acte pour les formalités de l'enregistrement.

Financière de la charcuterie JV, précitée et représentée comme indiqué ci-dessus, représentant la totalité du capital social de la Société, tel que défini ci-dessous, a requis le notaire instrumentant d'acter que:

I. Le capital social de la Société est actuellement fixé à douze mille cinq cents euros (EUR 12.500) représenté par douze mille cinq cents (12.500) parts sociales sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune, toutes souscrites et entièrement libérées.

II. L'ordre du jour de l'assemblée est le suivant:

1. Augmentation du capital social de la Société d'un montant de trois millions neuf cent soixante-sept mille cinq cents euros (EUR 3.967.500) afin de porter son capital social de son montant actuel de douze mille cinq cents euros (EUR 12.500) représenté par douze mille cinq cents (12.500) parts sociales sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune, toutes souscrites et entièrement libérées à trois millions neuf cent quatre-vingt mille euros (EUR 3.980.000) par l'émission de trois millions neuf cent soixante-sept mille cinq cents (3.967.500) nouvelles parts sociales ordinaires de la Société, ayant une valeur nominale d'un euro (EUR 1) chacune;

2. Souscription aux nouvelles parts sociales ordinaires de la Société et libération de l'augmentation du capital social indiquée au point 1. ci-dessus;

3. Modification de l'article 5.1. des statuts de la Société (les Statuts) relatif au capital de la Société, qui aura désormais la teneur suivante:

" **5.1.** Le capital social est fixé à trois millions neuf cent quatre-vingt mille euros (EUR 3.980.000), représenté par trois millions neuf cent quatre-vingt mille (3.980.000) parts sociales sous forme nominative, ayant une valeur nominale d'un euro (EUR 1) chacune, toutes souscrites et entièrement libérées."

4. Modification du registre des associés de la Société afin de refléter l'augmentation du capital social indiquée au point 1. ci-dessus et la nouvelle dénomination indiquée au point 5. ci-dessus, avec pouvoir et autorité donnés à tout gérant de la Société, à tout employé de United International Management S.A. ainsi qu'à tout avocat de Stibbe Avocats, chacun agissant individuellement, afin de procéder au nom de la Société à l'inscription des parts sociales nouvellement émises et des parts sociales nouvellement renommées dans le registre des associés de la Société; et

5. Divers.

III. L'Assemblée a pris les résolutions suivantes:

Première résolution

L'Assemblée décide d'augmenter le capital social de la Société d'un montant de trois millions neuf cent soixante-sept mille cinq cents euros (EUR 3.967.500) afin de porter son capital social de son montant actuel de douze mille cinq cents euros (EUR 12.500) représenté par douze mille cinq cents (12.500) parts sociales sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune, toutes souscrites et entièrement libérées à trois millions neuf cent quatre-vingt mille euros (EUR 3.980.000) par l'émission de trois millions neuf cent soixante-sept mille cinq cents (3.967.500) nouvelles parts sociales ordinaires de la Société, ayant une valeur nominale d'un euro (EUR 1) chacune.

Souscription - Libération

L'Assemblée accepte et enregistre les souscriptions suivantes et la libération intégrale de l'augmentation du capital social comme suit:

- Financière de la charcuterie JV, précitée et représentée comme indiqué ci-dessus, déclare avoir souscrit à trois millions neuf cent soixante-sept mille cinq cents (3.967.500) parts sociales sous forme nominative ayant une valeur nominale d'un euro (EUR 1) chacune, et les avoir entièrement libérées par un apport en numéraire d'un montant total de trois millions neuf cent soixante-sept mille cinq cents euros (EUR 3.967.500), qui sera affecté au compte de capital social nominal de la Société.

Le montant de l'augmentation du capital social est immédiatement à la libre disposition de la Société, dont la preuve a été apportée au notaire instrumentant par un certificat de blocage.

Financière de la charcuterie JV (l'Associé), qui représente désormais la totalité du capital social de la Société, a pris les résolutions suivantes à l'unanimité:

Deuxième résolution

L'Assemblée décide de modifier l'article 5.1. des Statuts relatif au capital de la Société, qui aura désormais la teneur suivante:

" **5.1.** Le capital social est fixé à trois millions neuf cent quatre-vingt mille euros (EUR 3.980.000), représenté par trois millions neuf cent quatre-vingt mille (3.980.000) parts sociales sous forme nominative, ayant une valeur nominale d'un euro (EUR 1) chacune, toutes souscrites et entièrement libérées."

Troisième résolution

L'Assemblée décide de modifier le registre des associés de la Société afin de refléter l'augmentation du capital social ci-dessus et la nouvelle dénomination des Parts Sociales mentionnée ci-dessus, avec pouvoir et autorité donnés à tout gérant de la Société, à tout employé de United International Management S.A. ainsi qu'à tout avocat de Stibbe Avocats, chacun agissant individuellement, afin de procéder au nom de la Société à l'inscription des parts sociales nouvellement émises et des parts sociales nouvellement renommées dans le registre des associés de la Société.

Estimation des frais

Les dépenses, frais, rémunérations et charges sous quelque forme que ce soit, qui sont incombés à la Société en raison du présent acte ont été estimés à environ trois mille quatre cents Euros (3.400.-EUR).

Déclaration

Le notaire instrumentant, qui comprend et parle la langue anglaise, déclare par la présente qu'à la requête de la partie comparante ci-dessus, le présent acte est rédigé en anglais, suivi d'une traduction française et, en cas de divergences entre le texte anglais et le texte français, la version anglaise fera foi.

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

Lecture du présent acte ayant été faite au mandataire de la partie comparante, ledit mandataire a signé avec le notaire le présent acte.

Signé: R. GALIOTTO et H. HELLINCKX

Enregistré à Luxembourg A.C., le 22 mars 2012. Relation: LAC/2012/13211. Reçu soixante-quinze euros (75.-EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 18 avril 2012.

Référence de publication: 2012047679/180.

(120064210) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

Geolutions Informatics S.à r.l., Société à responsabilité limitée,

(anc. Star One Media S.à r.l.).

Siège social: L-1528 Luxembourg, 2, boulevard de la Foire.

R.C.S. Luxembourg B 160.700.

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L'an deux mille douze, le six avril.

Pardevant Maître Frank MOLITOR, notaire de résidence à Dudelange, soussigné.

Ont comparu:

1.- Luxembourg Fund Partners S.A., inscrite au Registre de Commerce de Luxembourg sous le numéro B 150 332, avec siège social à L-1446 Luxembourg, 12, rue Jean Engling,

ici représentée par ses administrateurs Luc LELEUX, administrateur de sociétés, demeurant professionnellement à Luxembourg et Julien RENAUX, administrateur de sociétés, demeurant professionnellement à Luxembourg;

2.- Léo CASAGRANDE, administrateur de sociétés, né à Moyeuvre-Grande/Moselle (France), le 11 juin 1986, demeurant à F-54000 Nancy, 7, rue de la Source;

3.- Olivier VEINAND, administrateur de sociétés, né à Luxembourg, le 26 octobre 1983, demeurant à F-57000 Metz, 11, rue du Four du Cloître,

seuls associés de la société à responsabilité limitée STAR ONE MEDIA SARL avec siège social à L-1528 Luxembourg, 11-13, Boulevard de la Foire, inscrite au Registre de commerce de Luxembourg sous le numéro B 160 700, constituée suivant acte du notaire Frank MOLITOR de Dudelange, en date du 13 avril 2011, publié au publié au Mémorial C, Recueil Spécial des Sociétés et Associations, Numéro 1514 du 8 juillet 2011.

Les comparants, agissant en leur qualité d'associés, se réunissent en assemblée générale extraordinaire à laquelle ils se considèrent dûment convoqués, et prennent, sur ordre du jour conforme et à l'unanimité, les résolutions suivantes:

Première résolution

Ils modifient la dénomination en "GEOLUTIONS INFORMATICS SARL".

Deuxième résolution

Suite à la résolution précédente, l'article 1 er des statuts aura désormais la teneur suivante:

" **Art. 1 er .** La société prend la dénomination de GEOLUTIONS INFORMATICS SARL."

Troisième résolution

Ils modifient l'article 3 des statuts pour lui donner la teneur suivante:

" **Art. 3.** La société a pour objet les activités d'électronicien d'installations et d'appareils audio-visuels, d'électronicien en communication et en informatique, d'installateur de systèmes d'alarmes et de sécurité et plus généralement les installations de matériel de mesure, transmission et de gestion automatisée appliquée à l'habitat, à l'industrie et aux collectivités territoriales.

La société a pour objet la planification et la conception (études, conseils, mise en place) de systèmes informatiques intégrant les technologies de l'information et de la communication. Ces technologies comprennent le matériel électronique, la programmation web et informatique, ainsi que la mise en place de 'web services' et de protocoles de communications.

La société a pour objet la planification et la conception de systèmes d'information et notamment de systèmes d'information géographique. Cela comprend tout ce qui a attrait à la cartographie, l'analyse spatiale et territoriale, la géolocalisation ainsi que la modélisation numérique de terrain et la publication des données sous forme de plateformes internet (géomarketing, gestion territoriale, gestion des risques, gestion des crises, gestion de l'environnement)

Les services proposés par la société aux usagers peuvent également comprendre l'installation, la formation et la maintenance des solutions informatiques développées.

La société a également pour objet le commerce de tous articles en général, à l'exclusion des marchandises et articles réglementés, le e-commerce ainsi que l'activité de consultant..

La Société a pour objet la prise de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises ou étrangères et toutes autres formes de placements, l'acquisition par achat, souscription ou de toute autre manière ainsi que l'aliénation par la vente, l'échange ou de toute autre manière de valeurs mobilières de toutes espèces et la gestion, le contrôle et la mise en valeur de ces participations.

La Société peut utiliser ses fonds pour constituer, administrer, développer et vendre ses portefeuilles d'actifs tel qu'ils seront constitués au fil du temps, acquérir, investir dans et vendre toute sorte de propriétés, corporelles ou incorporelles, mobilières ou immobilières, notamment, mais non limité à des portefeuilles de valeurs mobilières de toute origine, pour participer dans la création, l'acquisition, le développement et le contrôle de toute entreprise, pour acquérir, par voie d'investissement, de souscription ou d'option des valeurs mobilières pour en disposer par voie de vente, transfert, échange ou autrement et pour les développer.

La Société peut emprunter, sous quelque forme que ce soit, sauf par voie d'offre publique. Elle peut procéder, uniquement par voie de placement privé, à l'émission de titres, obligations, bons de caisse et tous titres de dettes sous forme nominative et soumise à des restrictions de transfert. La Société peut accorder tous crédits, y compris les intérêts de prêts et/ou émissions de valeurs mobilières, à ses filiales ou sociétés affiliées.

La Société peut accomplir toutes les opérations commerciales, industrielles, financières, mobilières et immobilières, se rapportant directement ou indirectement à son objet social ou susceptibles de favoriser son développement."

Quatrième résolution

Ils transfèrent le siège social de L-1528 Luxembourg, 11-13, Boulevard de la Foire à L-1528 Luxembourg, 2, Boulevard de la Foire.

Cinquième résolution

Ils révoquent Geoffrey Robert MOORE, directeur de sociétés, né à Londres (Grande Bretagne), le 27 juillet 1966, demeurant à CH-3780 Gstaad, Chalet Oberborthus, Chràwelgàssli 20, Christian David Michael MOORE, directeur de sociétés, né à Londres (Grande Bretagne), le 23 août 1973, demeurant à MC-98000 Monaco, 27, Avenue Princesse Grace, William TODMAN jr, administrateur de sociétés, né à New York (États Unis d'Amérique), le 14 mai 1956, demeurant à 10380 Wilshire Boulevard, # 1402, Los Angeles, Etats-Unis d'Amérique, CA 90024 et Ahmet SARPER, administrateur de sociétés, né à Londres (Grande Bretagne), le 13 janvier 1 962, demeurant professionnellement à RAM Capital SA, CH-1207 Genève, rue du Versonnex 11, de leur fonction de gérant et leur donnent décharge pour l' exécution de leurs mandats.

Sixième résolution

Ils nomment aux fonctions de gérants et pour une durée illimitée:

a) Léo CASAGRANDE, administrateur de sociétés, né à Moyeuvre-Grande/Moselle (France), le 11 juin 1986, demeurant à F-54000 Nancy, 7, rue de la Source;

b) Olivier VEINAND, administrateur de sociétés, né à Luxembourg, le 26 octobre 1983, demeurant à F-57000 Metz, 11, rue du Four du Cloître.

Septième résolution

Ils confirment Luxembourg Fund Partners S.A. aux fonctions de gérant pour une durée illimitée.

Huitième résolution

La société est engagée par la signature conjointe de deux gérants.

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

Dont Acte, fait et passé à Dudelange, en l'étude.

Et après lecture faite et interprétation donnée aux comparants, ils ont signé avec Nous notaire le présent acte.

Signé: Leleux, Renaux, Casagrande, Veinand et Molitor.

Enregistré à ESCH-SUR-ALZETTE A.C., le 10 avril 2012. Relation EAC/2012/4729. Reçu soixante quinze euros 75.-

Le Receveur ff. (signé): Halsdorf.

Référence de publication: 2012048946/90.

(120066276) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2012.

Seka S.A., Société Anonyme Soparfi.

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

R.C.S. Luxembourg B 147.142.

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

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

Signature.

Référence de publication: 2012047924/10.

(120065055) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

Shon Invest, Société Anonyme.

Siège social: L-8030 Strassen, 163, rue du Kiem.

R.C.S. Luxembourg B 132.467.

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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 23 avril 2012.

Référence de publication: 2012047926/10.

(120064162) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

Sigma Conso Luxembourg S.A., Société Anonyme.

Siège social: L-1526 Luxembourg, 23, Val Fleuri.

R.C.S. Luxembourg B 140.176.

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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 23 avril 2012.

Référence de publication: 2012047927/10.

(120064178) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 avril 2012.

ECIP Agree S.à r.l., Société à responsabilité limitée.

Capital social: EUR 858.130,00.

Siège social: L-2340 Luxembourg, 25, rue Philippe II.

R.C.S. Luxembourg B 139.366.

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Il résulte des résolutions du conseil de gérance de la Société en date du 6 mars 2012 que le mandat du réviseur d'entreprises de la Société, la société Mazars Luxembourg, ayant son siège social au 10A, rue Henri M. Schnadt, L-2530 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 56248, a été renouvelé pour une durée d'un an qui prendra fin à l'issue de l'assemblée générale annuelle des associés de la Société délibérant en 2013 sur les comptes annuels de la Société clos le 31 décembre 2012.

Il résulte par ailleurs des résolutions de l'assemblée générale annuelle des associés de la Société en date du 29 mars 2012 que les mandats des gérants suivants arrivant à échéance, les associés de la Société ont décidé de renouveler leur mandat pour une durée d'un an qui prendra fin à l'issue de l'assemblée générale annuelle des associés de la Société délibérant en 2013 sur les comptes annuels de la Société clos le 31 décembre 2012:

- Monsieur Bertrand Michaud, demeurant professionnellement au 3, rue Belle-Vue, L-1227 Luxembourg;
- Monsieur Marc Frappier, demeurant professionnellement au 32, rue de Monceau, F-75008 Paris, France.

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

Luxembourg, le 19 avril 2012.
ECIP Agree Sarl
Représenté par: Laurent Guérineau / François Pfister
Gérant / Gérant

Référence de publication: 2012049219/24.

(120067646) Déposé au registre de commerce et des sociétés de Luxembourg, le 26 avril 2012.

Lux Autoland, Société Anonyme.

Siège social: L-9999 Wemperhardt, 17, Op der Haart.

R.C.S. Luxembourg B 112.010.

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Auszug aus dem Protokoll der Versammlung des Verwaltungsrates vom 6. Mai 2011

Es wurde beschlossen:

- Herrn Ludger SCHOLZEN, Verwaltungsratsdelegierter, wohnhaft in B-4760 Büllingen, Merlscheid 2A, zum Präsidenten des Verwaltungsrates zu ernennen.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Weiswampach, den 17. April 2012.
Für LUX AUTOLAND AG, Aktiengesellschaft
FIDUNORD S.à r.l.

Référence de publication: 2012048826/15.

(120067020) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2012.

Neovara European Mezzanine 2004 SICAV, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 101.485.

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Extrait de la résolution prise par l'Assemblée Générale Annuelle du 25 avril 2012

Madame Nathalie ROMANG, résidant professionnellement au 10 Brook Street, London W1S 1BG, Royaume-Uni, Monsieur Christophe LAGUERRE, résidant professionnellement au 115 rue du Kiem, L-8030 Strassen et Jean LEMAIRE, résidant professionnellement au 12A rue Randlingen, L-8366 Hagen sont réélus en leur qualité d'Administrateur de la SICAV pour un nouveau mandat d'un an, se terminant à l'Assemblée Générale Statutaire de 2013.

Extrait certifié sincère et conforme
Pour NEOVARA EUROPEAN MEZZANINE 2004 SICAV
KREDIETRUST LUXEMBOURG S.A.

Référence de publication: 2012048854/15.

(120066789) Déposé au registre de commerce et des sociétés de Luxembourg, le 25 avril 2012.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck