SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

MEMORIAL

Journal Officiel du Grand-Duché de Luxembourg

MEMORIAL

Amtsblatt des Großherzogtums Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 2328 **19 septembre 2012**

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Ocean Sky S.A., Société Anonyme.

Siège social: L-2522 Luxembourg, 6, rue Guillaume Schneider.

R.C.S. Luxembourg B 85.882.

EXTRAIT

Il résulte de l'assemblée générale ordinaire tenue extraordinairement en date du 22 mai 2012 que:

1. Ont été réélus, en tant qu'administrateurs de la Société, et ce jusqu'à l'assemblée générale ordinaire qui approuvera les comptes arrêtés au 31 décembre 2016:

- Monsieur Patrick MOINET, administrateur;
- Monsieur Luc GERONDAL, administrateur;
- Monsieur Benoît BAUDUIN, administrateur.

2. A été nommée, en tant que commissaire de la Société, en remplacement du commissaire démissionnaire (CERTFICA Luxembourg S.à r.l.), avec effet au 3 janvier 2011, et ce jusqu'à l'assemblée générale ordinaire qui approuvera les comptes arrêtés au 31 décembre 2016:

«Réviconsult S.à r.l.», société à responsabilité limitée, ayant son siège social au 12 rue Guillaume Schneider, L-2522 Luxembourg et enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B139013.

3. A été nommé, en tant que Président du Conseil d'Administration, et ce jusqu'à l'assemblée générale ordinaire qui approuvera les comptes arrêtés au 31 décembre 2016, Monsieur Patrick MOINET, d'ores et déjà administrateur de la Société.

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

Pour extrait conforme

Luxembourg, le 23 août 2012.

Référence de publication: 2012109840/25.

(120148626) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

1741 Specialised Investment Funds SICAV, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé,

(anc. Wegelin Specialised Investment Funds SICAV).

Siège social: L-8070 Bertrange, 31, Zone d'Activités Bourmicht.

R.C.S. Luxembourg B 159.528.

In the year two thousand and twelve, on the third day of the month of August.

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

Was held an extraordinary general meeting of shareholders (the "Meeting") of WEGELIN SPECIALISED INVESTMENT FUNDS SICAV (the "Company") a société anonyme with registered office at 31, ZA Bourmicht, L-8070 Bertrange, incorporated by deed of Maître Henri Hellinckx, notary residing in Luxembourg, on 4 March 2011, published in the Mémorial, Recueil des Sociétés et Associations (the "Mémorial") number 524 of 21 March 2011 and registered with the Registre de Commerce et des Sociétés of Luxembourg under number B 159528 .

The Meeting was opened under the chairmanship of Mr. Jean-Yves Corneau, employee, professionally residing in Bertrange (the "Chairman").

The Chairman appointed as secretary Mr. Olivier Lansac, employee, professionally residing in Bertrange.

The Meeting elected as scrutineer Ms. Laurence Kreicher, employee, professionally residing in Bertrange.

The bureau of the Meeting (hereafter referred to as the "Bureau") having thus been constituted, the Chairman declared and requested the notary to state:

I.- The present Meeting has been convened by notices containing the agenda, sent to the holders of shares (all in registered form) by registered mail on 20 July 2012.

II.- That the agenda of the Meeting is the following:

Agenda

Full restatement of the articles of incorporation of the Company (the "Articles") in order to (i) change the name of the Company to 1741 Specialised Investment Funds SICAV, and (ii) reflect recent legal and regulatory changes.

III.- That 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, will remain annexed to the present deed to be filed at the same time with the registration authorities.

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

IV.- As appears from the said attendance list, out of 750,698.00 outstanding shares, 626,938.00 shares are present or represented at the present Meeting, representing more than half of the capital.

V.- As a result of the foregoing, the present Meeting is regularly constituted and may validly decide on the sole item of the agenda.

After deliberation, the Meeting, unanimously takes the following resolution:

Sole resolution

The Meeting resolves the full restatement of the Articles in order to (i) change the name of the Company to 1741 Specialised Investment Funds SICAV, and (ii) reflect recent legal and regulatory changes.

The Articles shall therefore read as follows:

Art. 1. There exists among the subscribers and all those who may become holders of shares a company in the form of a "société anonyme" qualifying as a société d'investissement à capital variable - fonds d'investissement spécialisé" under the name of "1741 Specialised Investment Funds SICAV" (the "Fund").

Art. 2. The Fund is established for an unlimited period. The Fund may be dissolved by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation (the "Articles").

Art. 3. The exclusive object of the Fund is to place the funds available to it in securities of any kind and other permitted assets with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Fund is subject to the provisions of the Luxembourg law of 13 February 2007 relating to specialised investment funds, as amended (the "Law of 2007"), and may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the Law of 2007.

Art. 4. The registered office of the Fund is established in Bertrange, in the Grand-Duchy of Luxembourg. Wholly-owned subsidiaries, branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors of the Fund (the "Board of Directors").

If and to the extent permitted by law, the Board of Directors may decide to transfer the registered office of the Fund to any other place in the Grand-Duchy of Luxembourg.

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

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

The minimum capital of the Fund shall be the minimum capital required by the Law of 2007.

The Board of Directors is authorised without limitation to issue further partly or fully paid shares at any time in accordance with the procedures and subject to the terms and conditions determined by the Board of Directors and disclosed in the sales documents, without reserving to the existing shareholders a preferential right to subscription of the shares to be issued.

Unless otherwise decided by the Board of Directors, in accordance with and as disclosed in the sales documents, the issue price shall be based on the net asset value (the "Net Asset Value") per share as determined in accordance with the provisions of Article twenty-three hereof plus a sales charge or any other charge, if any, as the sales documents may provide.

Shares may only be subscribed by well-informed investors (investisseurs avertis) within the meaning of the Law of 2007 (the "Eligible Investors" or individually a "Eligible Investor"). The Board of Directors may delegate to any duly authorised director of the Fund (the "Director(s)") or officer of the Fund or to any other duly authorised person, the duty of accepting subscriptions and/or delivering and receiving payment for such new shares, remaining always within the limits imposed by the Law of 2007.

The Board of Directors may, at its discretion, delay the acceptance of any subscription application for shares until such time as the Fund has received sufficient evidence that the applicant qualifies as an Eligible Investor.

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

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Shares may, as the Board of Directors shall determine, be of different classes and the proceeds of the issue of each class of shares shall be invested pursuant to Article three hereof in securities or other assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities, or with such other specific features as the Board of Directors shall from time to time determine in respect of each class of shares. Within each such class of shares (having a specific investment policy), further sub-classes having specific sale, redemption or distribution charges (a "sales charge system") and specific income distribution policies or any other features may be created as the Board of Directors may from time to time determine and as disclosed in the sales documents.

For the purpose of these Articles, any reference hereinafter to "class of shares" shall also mean a reference to "sub-class of shares" unless the context otherwise requires. The different classes of shares may be denominated in different currencies to be determined by the Board of Directors provided that for the purpose of determining the capital of the Fund, the net assets attributable to each class shall, if not expressed in Euro, be converted into Euro and the capital shall be the total of the net assets of all the classes.

The Board of Directors may decide to consolidate or split any sub-class of shares of any class of shares. The Board of Directors may also submit the question of the consolidation of a sub-class of shares to a meeting of shareholders of such sub-class of shares. There shall be no quorum requirements for the sub-class meeting deciding upon such a consolidation and any resolution on this subject may be taken by simple majority of the votes cast.

Art. 6. The Board of Directors may decide to issue shares in registered form only. The Fund shall consider the person in whose name the shares are registered in the register of shareholders (the "Register of Shareholders"), as full owner of the shares. The Fund shall be entitled to consider any right, interest or claim of any other person in or upon such shares to be non-existing, provided that the foregoing shall deprive no person of any right which he might properly have to request a change in the registration of his shares.

The Fund shall decide whether share certificates shall be delivered to the shareholders and under which conditions or whether the shareholders shall receive a written confirmation of their shareholding. Share certificates, if applicable, shall be signed by two Directors and an official duly authorised by the Board of Directors for such purpose. Signatures of the Directors may be either manual, or printed, or by facsimile. The signature of the authorised official shall be manual. The Fund may issue temporary share certificates in such form as the Board of Directors may from time to time determine.

Shares shall be issued only upon acceptance of the subscription. The Board of Directors is authorised to determine the conditions of any such issue and to make any such issue, subject to payment at the time of issue of the shares. The subscriber will, without undue delay, obtain delivery of definitive share certificates or, subject as aforesaid, a confirmation of his shareholding.

All issued shares of the Fund shall be inscribed in the Register of Shareholders, which shall be kept by the Fund or by one or more persons designated therefor by the Fund and such Register of Shareholders shall contain the name of each holder of registered shares, his residence or elected domicile so far as notified to the Fund and the number and class of shares held by him. Every transfer of a share shall be entered in the Register of Shareholders upon payment of such customary fee as shall have been approved by the Board of Directors for registering any other document relating to or affecting the title to any share.

Shares, when fully paid, shall be free from any lien in favour of the Fund.

Transfer of shares shall be effected by inscription of the transfer to be made by the Fund upon delivery of the certificate or certificates, if any, representing such shares, to the Fund along with other instruments of transfer satisfactory to the Fund. Transfers of shares are conditional upon the proposed transferee qualifying as a Eligible Investor.

Every registered shareholder must provide the Fund with an address to which all notices and announcements from the Fund may be sent. Such address will be entered in the Register of Shareholders. In the event of joint holders of shares, only one address will be inserted and any notices will be sent to that address only. In the event that such shareholder does not provide such address, or such notices and announcements are returned as undeliverable to such address, the Fund may permit a notice to this effect to be entered in the Register of Shareholders and the shareholder's address will be deemed to be at the registered office of the Fund, or such other address as may be so entered by the Fund from time to time, until another address shall be provided to the Fund by such shareholder. The shareholder may, at any time, change his address as entered in the Register of Shareholders by means of a written notification to the Fund at its registered office, or at such other address as may be set by the Fund from time to time.

If payment made by any subscriber results in the issue of a share fraction, such fraction shall be entered into the Register of Shareholders. It shall not be entitled to vote but shall, to the extent the Fund shall determine, be entitled to a corresponding fraction of the dividend or other distributions. The Fund may issue fractions of shares up to 4 decimals and round down any smaller amount, in favour of the Fund.

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

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

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Art. 7. If any shareholder can prove to the satisfaction of the Fund that his share certificate, if issued, has been mislaid, mutilated or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees, including a bond delivered by an insurance Fund but without restriction thereto, as the Fund may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in place of which the new one has been issued shall become void.

The Fund may, at its election, charge the shareholder for the costs of a duplicate or of a new share certificate and all reasonable expenses undergone by the Fund in connection with the issuance and registration thereof, or in connection with the annulment of the original share certificate.

Art. 8. The Board of Directors shall have power to impose such restrictions (other than any restrictions on transfer of shares) as it may think necessary for the purpose of ensuring that no shares in the Fund are acquired or held by (i) any person not qualifying as an Eligible Investor, (ii) any person in breach of the law or requirement of any country or governmental authority or (iii) any person in circumstances which in the opinion of the Board of Directors might result in the Fund incurring any liability to taxation or suffering any pecuniary disadvantage which the Fund might not otherwise have incurred or suffered.

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

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

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

c) where it appears to the Fund that any person, who is precluded from holding shares or a certain proportion of the shares in the Fund, either alone or in conjunction with any other person is beneficial owner of shares, compulsorily redeem from any such shareholder all or part of shares held by such shareholder in the following manner:

1) The Fund shall serve a notice (hereinafter called the "redemption notice") upon the shareholder holding such shares or appearing in the Register of Shareholders as the owner of the shares to be redeemed, specifying the shares to be redeemed as aforesaid, the price to be paid for such shares, and the place at which the redemption price in respect of such share is payable. Any such redemption notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Fund. The said shareholder shall thereupon forthwith be obliged to deliver to the Fund the share certificate or certificates (if issued) representing the shares specified in the redemption notice. Immediately after the close of business on the date specified in the redemption notice, such shareholder shall cease to be a shareholder and the shares previously held or owned by him shall be cancelled;

2) The price at which the shares specified in any redemption notice shall be redeemed (herein called the "redemption price") shall be an amount equal to the per share Net Asset Value of shares in the Fund of the relevant class, determined in accordance with Article twenty-three hereof less any service charge (if any);

3) Payment of the redemption price will be made to the shareholder appearing as the owner thereof in the currency of denomination for the relevant class of shares and will be deposited by the Fund with a bank in Luxembourg or elsewhere (as specified in the redemption notice) for payment to such person but only, if a share certificate shall have been issued, upon surrender of the share certificate or certificates representing the shares specified in such redemption notice. Upon deposit of such price as aforesaid no person interested in the shares specified in such redemption notice shall have any further interest in such shares or any of them, or any claim against in the Fund or its assets in respect thereof, except the right of the shareholder appearing as the thereof owner to receive the price so deposited (without interest) from such bank as aforesaid;

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

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

Whenever used in these Articles, the term "U.S. person" shall have the same meaning as in Regulation S, as amended from time to time, of the United States Securities Act of 1933, as amended (the "1933 Act") or as in any other regulation or act which shall come into force within the United States of America and which shall in the future replace Regulation S of the 1933 Act.

The Board of Directors shall define the word "U.S. person" on the basis of these provisions and publicise this definition in the sales documents of the Fund. The Board of Directors may, from time to time, amend or clarify the aforesaid meaning.

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Art. 9. Any regularly constituted meeting of the shareholders of the Fund shall represent the entire body of shareholders of the Fund. Its resolutions shall be binding upon all shareholders of the Fund regardless of the class of shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Fund.

Art. 10. The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg, at the registered office of the Fund, or at such other place in Luxembourg as may be specified in the notice of meeting, on the last Friday of the month of August of each year at 15:00 CET. If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the next following bank business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require. The first annual general meeting of shareholders shall be held in 2012.

If permitted by and under the conditions set forth in Luxembourg laws and regulations, the annual general meeting of shareholders may be held at a date, time or place other than those set forth in the preceding paragraph, that date, time or place to be decided by the Board of Directors.

Other meetings of shareholders or of holders of shares of any specific class may be held at such place and time as may be specified in the respective notices of meeting.

If permitted by and at the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of shareholders may provide that the quorum and the majority at this general meeting shall be determined according to the shares issued and outstanding at a certain date and time preceding the general meeting (the "Record Date"), whereas the right of a shareholder to attend a general meeting of shareholders and to exercise the voting rights attaching to his/her/its shares shall be determined by reference to the shares held by this shareholder as at the Record Date.

Art. 11. The quorum and notice periods required by law shall govern the conduct of the meetings of shareholders of the Fund, unless otherwise provided herein.

Each entire share of whatever class and regardless of the Net Asset Value per share within the class, is entitled to one vote, subject to the limitations imposed by these Articles. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing, by telegram, telex, telefax or any other electronic means capable of evidencing such proxy. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting.

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

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

Art. 12. Shareholders will meet upon call by the Board of Directors or upon written request of shareholders representing at least one-tenth of the share capital of the Fund pursuant to notice setting forth the agenda sent prior to the meeting in accordance with Luxembourg law to each shareholder at the shareholder's address in the Register of Shareholders.

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

Art. 13. The Fund shall be managed by a board composed of not less than three members; members of the Board of Directors need not be shareholders of the Fund.

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

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

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

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

Written notice of any meeting of the Board of Directors shall be given to all Directors at least 24 hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by cable or telegram, telex, telefax or any other electronic means capable of evidencing such waiver of each Director. Separate notice shall not

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be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any Director may act at any meeting of the Board of Directors by appointing in writing or by cable, telegram, telex, telefax message or by any electronic means capable of evidencing such appointment, another Director as his proxy. Any Director may attend a meeting of the Board of Directors using teleconference or videoconference means.

For the calculation of quorum and majority, the Directors participating at the meeting of the Board of Directors by video conference or by any other telecommunication means permitting their identification are deemed to be present. Such means shall satisfy technical characteristics which ensure an effective participation at the meeting of the Board of Directors whose deliberations should be online without interruption. Such meeting held at distance by way of such communication means shall be deemed to have taken place at the registered office of the Fund.

Directors may also cast their vote in writing or by cable, telegram, telex, telefax message or any other electronic means capable of evidencing such vote.

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

The Board of Directors can deliberate or act validly only if at least a majority of the Directors are present or represented by another Director as proxy at a meeting of the Board of Directors. Decision shall be taken by a majority of the votes of the Directors present or represented at such meeting. In the event that in any meeting the number of votes for and against a resolution shall be equal, the chairman of the meeting shall have a casting vote.

Resolutions of the Board of Directors may also be passed in the form of a consent resolution in identical terms in the form of one or several documents in writing signed by all the Directors or by telex, cable, telegram, telefax message or by telephone provided in such latter event such vote is confirmed in writing.

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

The Board of Directors may delegate its powers to conduct the daily management and affairs of the Fund and its powers to carry out acts in furtherance of the corporate policy and purpose, to physical persons or corporate entities which need not be members of the Board of Directors. The Board of Directors may also delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board of Directors or not) as it thinks fit, provided that the majority of the members of the committee are Directors and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are Directors of the Fund.

Art. 15. The minutes of any meeting of the Board of Directors shall be signed by the chairman pro tempore who presided at such meeting.

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

Art. 16. The Board of Directors shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy and the course of conduct of management and business affairs of the Fund.

The Board of Directors shall also determine any restrictions which shall from time to time be applicable to the investments of the Fund.

Under the conditions set forth in Luxembourg laws and regulations, any class of shares may, to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents, invest in one or more classes of shares. The relevant legal provisions on the computation of the Net Asset Value will be applied accordingly. In such case and subject to conditions set forth in applicable Luxembourg laws and regulations, the voting rights, if any, attaching to the shares held by a class of shares in another class of shares are suspended for as long as they are held by the class of shares concerned. In addition and for as long as these shares are held by a class of shares, their value will not be taken into consideration for the calculation of the net assets of the Fund, for the purposes of verifying the minimum capital required by the Law of 2007.

Art. 17. No contract or other transaction between the Fund and any other Fund or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Fund is interested in, or is a director, associate, officer or employee of such other Fund or firm. Any Director or officer of the Fund who serves as a director, officer or employee of any Fund or firm with which the Fund shall contract or otherwise engage in business, shall not, by reason of such connection and/or relationship with such other Fund or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Fund may have any personal interest in any transaction of the Fund, such Director or officer shall make known to the Board of Directors such personal interest and shall not consider or

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vote on any such transaction, and such transaction, and such Director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders.

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

The term "personal interest", as used above, shall not include any relationship with or interest in any matter, position or transaction involving the Fund or any subsidiary or affiliate thereof, or such other Fund or entity as may from time to time be determined by the Board of Directors at its discretion, unless such "personal interest" is considered to be a conflicting interest by applicable laws and regulations.

Art. 18. The Fund may indemnify any Director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Fund or, at its request, of any other corporation of which the Fund is a shareholder or creditor and from which he is not entitled to be indemnified. Such person shall be indemnified in all circumstances except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, any indemnity shall be provided only in connection with such matters covered by the settlement as to which the Fund is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnity shall not exclude other rights to which he may be entitled.

Art. 19. The Fund will be bound by the joint signature of any two Directors or by the joint or single signature(s) of any other person(s) to whom such authority has been delegated by the Board of Directors.

Art. 20. The Fund shall appoint an approved statutory auditor ("réviseur d'entreprises agréé") who shall carry out the duties prescribed by the Law of 2007. The approved statutory auditor shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until its successor is elected.

Art. 21. As is more specifically prescribed herein below the Fund has the power to redeem its own shares at any time within the sole limitations set forth by law. Any shareholder may at any time request the redemption of all or part of his shares by the Fund.

Any redemption request must be filed by such shareholder in written form, subject to the conditions set out in the sales documents of the Fund, at the registered office of the Fund or with any other person or entity appointed by the Fund as its agent for redemption of shares, together with the delivery of the certificate(s) for such shares in proper form (if issued) and accompanied by proper evidence of transfer or assignment.

The redemption price shall normally be paid within the time specified in the sales documents and, unless otherwise decided by the Board of Directors and disclosed in the sales documents, shall be based on the Net Asset Value determined from time to time by the Fund in relation to the shares of each class of shares less any charges, if any, as the sales documents may provide, such price being rounded to at least the nearest smallest unit of the currency concerned. From the redemption price there may further be deducted any deferred sales charge if such shares form part of a class in respect of which a deferred sales charge has been contemplated in the sales documents.

If applications for the redemption of a number of shares representing more than 10% of the Net Asset Value of such class are received in respect of any Valuation Date or any other percentage being fixed from time to time by the Board of Directors and disclosed in the sales documents, the Board of Directors may decide to defer redemption requests so that the aforementioned limit is not exceeded. Any redemption requests in respect of the relevant Valuation Date so reduced will be given priority over subsequent redemption requests received for the succeeding Valuation Date, subject always to the aforementioned limit. The above limitations will be applied pro rata to all shareholders who have requested redemptions to be effected on or as at such Valuation Date so that the proportion redeemed of each holding so requested is the same for all such shareholders.

The Board of Directors may extend the period for payment of redemption proceeds in exceptional circumstances to such period as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of the Fund are invested or in exceptional circumstances where the liquidity of the Fund is not sufficient to enable payment of redemption proceeds or exchanges to be made within the time specified in the sales documents, such payment (without interest), or exchange, will be made as soon as reasonably practicable thereafter. The Board of Directors may also determine the notice period, if any, required for lodging any redemption request of any specific class or classes. The Board of Directors may delegate to any duly authorised Director or officer of the Fund or to any other duly authorised person, the duty of accepting requests for redemption and effecting payment in relation thereto.

At the request of or with the consent of a shareholder, the Board of Directors may (subject to the principle of equal treatment of shareholders) satisfy redemption requests in whole or in part in kind by allocating to the redeeming shareholders investments from the portfolio in value equal to the Net Asset Value attributable to the shares to be redeemed as described in the sales documents.

Such redemption will be subject, if and to the extent required by law or regulation to a special audit report by an approved statutory auditor confirming the number, the denomination and the value of the assets which the Board of

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Directors will have determined to be contributed in counterpart of the redeemed shares. This special audit report will also confirm the way of determining the value of the assets which will have to be identical to the procedure of determining the Net Asset Value of the shares.

The specific costs for such redemptions in kind, in particular the costs of the special audit report, will be borne by the shareholder requesting the redemption in kind or by a third party, but will not be borne by the Fund.

Any request for redemption shall be irrevocable except in the event of suspension of redemption pursuant to Article twenty-two hereof or if the Directors, at their discretion, taking due account of the principle of equal treatment between shareholders and the interest of the relevant class, decide otherwise. In the absence of revocation, redemption will occur as of the first Valuation Date after the end of the suspension.

Any shareholder may request exchange of whole or part of his shares of one class into shares of another class at the respective Net Asset Values of the shares of the relevant class, provided that the Board of Directors may impose such restrictions between classes of shares as disclosed in the sales documents as to, inter alia, frequency of exchange, and may make exchanges subject to payment of a charge as specified in the sales documents. The exchange request may not be accepted unless any previous transaction involving the shares to be exchanged has been fully settled by such shareholder.

If a redemption or exchange or sale of shares would reduce the value of the holdings of a single shareholder of shares of one class below the minimum holding amount as the Board of Directors shall determine from time to time, then such shareholder shall be deemed to have requested the redemption or exchange, as the case may be, of all his shares of such class.

The Board of Directors may in its absolute discretion compulsory redeem or exchange any holding with a value of less than the minimum holding amount to be determined from time to time by the Board of Directors and to be published in the sales documents of the Fund.

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

Art. 22. The Net Asset Value, the subscription price and redemption price of each class of shares in the Fund shall be determined as to the shares of each class of shares by the Fund from time to time, but in no instance less than once a year, as the Board of Directors may decide, (every such day or time determination thereof being referred to herein a "Valuation Date").

The Fund may temporarily suspend or defer the calculation of the Net Asset Value and the issue and redemption of the shares in class of shares from as well as the right to exchange from and to classes of shares:

a) during any period when any of the principal stock exchanges or other markets on which any substantial portion of the Fund's investments of the relevant class for the time being are quoted or dealt in, is closed, or during which dealings are restricted or suspended; or

b) during the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of investments of the relevant class by the Fund is impracticable; or

c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the Fund's investments or the current prices or values on any market or stock exchange; or

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

e) if the Fund or the relevant class of shares is being or may be wound-up on or following the date on which notice is given of the meeting of shareholders at which a resolution to wind up the Fund or the class of shares is proposed; or

f) from the time of publication of a notice convening an extraordinary general meeting of shareholders for the purpose of merging the Fund or a class of shares; or

g) when for any other reason, the prices of any investments owned by the Fund cannot be promptly or accurately ascertained or there has been a material change in the valuation of a substantial portion of the investments of a class; or

h) in the case of suspension of the calculation of the Net Asset Value of one or more of the undertakings for collective investment in which a class has invested a substantial portion of its assets; or

i) during any other circumstance where a failure to do so might result in the Fund or its shareholders incurring any liability to taxation or suffering any other pecuniary disadvantage or detriment which the Fund or its shareholders might so otherwise have suffered.

Any such suspension shall be published by the Fund in newspapers determined by the Board of Directors if appropriate, and shall be promptly notified to shareholders requesting redemption or exchange of their shares by the Fund at the time of the filing of the written request for such redemption or exchange as specified in Article twenty-one hereof.

Such suspension as to any class will have no effect on the calculation of the Net Asset Value, subscription price or redemption price, the issue, redemption and exchange of the shares of any other class.

Art. 23. The Net Asset Value of shares of each class of shares in the Fund shall be expressed in the reference currency of the relevant class (and/or in such other currencies as the Board of Directors shall from time to time determine) as a

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per share figure and shall be determined in respect of any Valuation Date by dividing the net assets of the Fund corresponding to each class of shares, being the value of the assets of the Fund corresponding to such class less the liabilities attributable to such class, by the number of shares of the relevant class outstanding adjusted to reflect any dealing charges or fiscal charges which the Board of Directors considers appropriate to take into account and as disclosed in the sales documents and by rounding the resulting sum to at least the nearest smallest unit of the currency concerned.

The subscription and redemption price of a share of each class shall be expressed in the reference currency of the relevant class (and/or in such other currencies as the Board of Directors shall from time to time determine) as a per share figure and shall be determined in respect of any Valuation Date based on the Net Asset Value per share of that class calculated in respect of such Valuation Date adjusted by any dealing charges or fiscal charges which the Board of Directors considers appropriate to take into account, if any, determined by the Board in accordance with all applicable law and regulations. The subscription and redemption price shall be rounded upwards and downwards respectively as shall be determined from time to time by the Board.

If an equalisation account is being operated an equalisation amount is payable.

The valuation of the Net Asset Value of the different classes of shares shall be made in the following manner:

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

a) all cash in hand or receivable or on deposit, including accrued interest;

b) all bills and notes payable on demand and any amounts due (including the proceeds of securities sold but not collected);

c) all securities, shares, bonds, debentures, options or subscription rights, futures contracts, warrants and other investments and securities belonging to the Fund;

d) all dividends and distributions due to the Fund in cash or in kind to the extent known to the Fund (the Fund may however adjust the valuation to fluctuations in the market value of securities due to trading practices such as trading ex-dividends or ex-rights);

e) all accrued interest on any securities held by the Fund except to the extent such interest is comprised in the principal thereof;

f) the preliminary expenses of the Fund insofar as the same have not been written off, provided that such preliminary expenses may be written off directly from the capital of the Fund; and

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

The value of such assets shall be determined as follows:

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

b) The value of transferable securities, money market instruments and any financial liquid assets listed or dealt in on a stock exchange or on a regulated market are generally valued at the last available known price in the relevant market prior to the time of valuation. Fixed income securities not traded on such markets are generally valued at the last available price or yield equivalents obtained from one or more dealers or pricing services approved by the Board of Directors. If such prices are not representative of their value, such securities are stated at market value or otherwise at the fair value at which it is expected they may be resold, as may be determined in good faith by or under the direction of the Board of Directors.

c) The liquidating value of futures, forward or options contracts not traded on a stock exchange or on regulated markets shall mean their net liquidating value determined, pursuant to the policies established by the Board of Directors, on a basis consistently applied for each different variety of contracts. The value of futures, forward or options contracts traded on a stock exchange or on regulated markets shall be based upon the last available settlement or closing prices as applicable to these contracts on a stock exchange or on regulated markets on which the particular futures, forward or options contracts are traded on behalf of the Fund; provided that if a future, forward or options contract could not be liquidated on the day with respect to which assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board of Directors may deem fair and reasonable.

d) All other transferable securities, money market instruments and other financial liquid assets, including equity and debt securities, for which prices are supplied by a pricing agent but are not deemed to be representative of market values, but excluding money market instruments with a remaining maturity of ninety days or less and including restricted securities and securities for which no market quotation is available, are valued at fair value as determined in good faith pursuant to procedures established by the Board of Directors. Money market instruments held by the Fund with a remaining maturity of 12 months or less will be valued by the amortized cost method, which approximates market value. Under this valuation method, the relevant investments are valued at their acquisition cost as adjusted for amortisation of premium or accretion of discount rather than at market value.

e) Interest rate swaps will be valued on the basis of their market value established by reference to the applicable interest rate curve. Credit default swaps and total return swaps will be valued at fair value under procedures approved by the Board of Directors. As these swaps are not exchange-traded, but are private contracts into which the Fund and

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a swap counterparty enter as principals, the data inputs for valuation models are usually established by reference to active markets. However it is possible that such market data will not be available for credit default swaps and total return swaps near the date on which valuation is undertaken. Where such markets inputs are not available, quoted market data for similar instruments (e.g. a different underlying instrument for the same or a similar reference entity) will be used provided that appropriate adjustments be made to reflect any differences between the credit default swaps and total return swaps being valued and the similar financial instrument for which a price is available. Market input data and prices may be sourced from exchanges, a broker, an external pricing agency or a counterparty. If no such market input data are available, credit default swaps and total return swaps will be valued at their fair value pursuant to a valuation method adopted by the Board of Directors which shall be a valuation method widely accepted as good market practice (i.e. used by active participants on setting prices in the market place or which has demonstrated to provide reliable estimate of market prices) provided that adjustments that the Board of Directors may deem fair and reasonable be made. The Fund's approved statutory auditor will review the appropriateness of the valuation methodology used in valuing credit default swaps and total return swaps. In any event, the Fund will always value credit default swaps and total return swaps at arm's length basis. All other swaps will be valued at fair value as determined in good faith pursuant to procedures established by the Board of Directors.

f) Units or shares of open-ended UCIs will be valued at their last determined and available net asset value or, if such price is not representative of the fair market value of such assets, then the price shall be determined by the Fund on a fair and equitable basis. Units or shares of a closed-ended UCI will be valued at their last available stock market value.

g) The valuation of all other eligible assets (including securities not listed on a stock exchange or traded on a regulated market) is based on their probable realisation price determined with care and in good faith by or under the supervision of the Board of Directors.

The Board of Directors may, in its discretion, permit some other method of valuation to be used if it believes that such other method provides a valuation, which more accurately reflects the fair value of any asset of the Fund. Any such valuation shall be based on the probable realisable value which must be estimated with care and in good faith. In the event that any such change in valuation method is permanent and/or materially affects the net asset valuation of a class of shares, the Board of Directors shall be obliged to provide adequate notice to the shareholders.

The assets of a given class of shares may be valued by reference to a financial model as described in the sales documents.

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

a) all borrowings, bills and other amounts due;

b) all administrative and other operative expenses due or accrued including all fees payable to the investment adviser (s), the Custodian and any other representatives and agents of the Fund;

c) all known liabilities due or not yet due, including the amount of dividends declared but unpaid;

d) an appropriate amount set aside for taxes due on the date of valuation and other provisions or reserves authorised and approved by the Board of Directors covering among others liquidation expenses; and

e) all other liabilities of the Fund of whatsoever kind and nature except liabilities represented by shares in the Fund. In determining the amount of such liabilities, the Board of Directors shall take into account all expenses payable by the Fund which shall comprise formation expenses, fees payable to its investment advisers or investment managers, accountants, custodian, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, any other agent employed by the Fund, fees for legal and auditing services, reasonable expenses incurred by Directors for attending meetings of the Board of Directors, insurance for Directors, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of prospectuses, explanatory memoranda or registration statements, taxes or governmental charges, and all other operation expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Board of Directors may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

For the purposes of the valuation of its liabilities, the Board of Directors may duly take into account all administrative and other expenses of a regular or periodical character by valuing them for the entire year or any other period and by dividing the amount concerned proportionately for the relevant fractions of such period.

C. There shall be established one pool of assets for each class of shares in the following manner:

a) the proceeds from the issue of each class shall be applied in the books of the Fund to the pool of assets established for that class of shares, and the assets, and liabilities and income and expenditure attributable thereto shall be applied to such pool subject to the provisions of this Article.

b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Fund to the same pool of assets from which it was derived and on each revaluation of an asset, the increase or diminution in value shall be applied to the relevant pool.

c) where the Fund incurs a liability which relates to any asset of a particular pool or to any actions taken in connection with an asset of a particular pool, such liability shall be allocated to the relevant pool.

d) in the case where any asset or liability of the Fund cannot be considered as being attributable to a particular pool, such asset or liability shall be allocated pro rata to all the pools on the basis of the net asset value of the total number of

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shares of each pool outstanding provided that any amounts which are not material may be equally divided between all pools. The Board of Directors may allocate material expenses, after consultation with the approved statutory auditor of the Fund, in a way considered to be fair and reasonable having regard to all relevant circumstances.

e) upon the record date for the determination of the person entitled to any dividend declared on any class of shares, the Net Asset Value of such class of shares shall be reduced or increased by the amount of such dividends depending on the distribution policy of the relevant class.

If there have been created, as more fully described in Article five hereof, within the same class of shares two or more sub-classes, the allocation rules set above shall apply, mutatis mutandis, to such sub-classes.

D. Each pool of assets and liabilities shall consist of a portfolio of securities and other assets in which the Fund is authorised to invest, and the entitlement of each class of shares within the same pool will change in accordance with the rules set out below.

In addition there may be held within each pool on behalf of one specific or several specific classes of shares, assets which are class specific and kept separate from the portfolio which is common to all classes related to such pool and there may be assumed on behalf of such class or classes specific liabilities.

The proportion of the portfolio which shall be common to each of the classes related to a same pool and which shall be allocable to each class of shares shall be determined by taking into account issues, redemptions, distributions, as well as payments of class specific expenses or contributions of income or realisation proceeds derived from class specific assets, whereby the valuation rules set out below shall be applied mutatis mutandis.

The percentage of the net asset value of the common portfolio of any such pool to be allocated to each class of shares shall be determined as follows:

a) initially the percentage of the net assets of the common portfolio to be allocated to each class shall be in proportion to the respective number of the shares of each class at the time of the first issuance of shares of a new class;

b) the issue price received upon the issue of shares of a specific class shall be allocated to the common portfolio and result in an increase of the proportion of the common portfolio attributable to the relevant class;

c) if in respect of one class the Fund acquires specific assets or pays specific expenses (including any portion of expenses in excess of those payable by other share classes) or makes specific distributions or pays the redemption price in respect of shares of a specific class, the proportion of the common portfolio attributable to such class shall be reduced by the acquisition cost of such class specific assets, the specific expenses paid on behalf of such class, the distributions made on the shares of such class or the redemption price paid upon redemption of shares of such class;

d) the value of class specific assets and the amount of class specific liabilities are attributed only to the share class to which such assets or liabilities relate and this shall increase or decrease the net asset value per share of such specific share class.

E. For the purpose of valuation under this Article:

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

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

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

d) effect shall be given on any Valuation Date to any purchases or sales of securities contracted for the Fund on such Valuation Date to the extent practicable.

Art. 24. Unless otherwise decided by the Board of Directors and disclosed in the sales documents, whenever the Fund shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be based on the subscription price as hereinabove defined for the relevant class of shares. The price so determined shall be payable within a period as determined by the Board of Directors and disclosed in the sales documents. The subscription price (not including the sales commission) may, upon approval of the Board of Directors and subject to all applicable laws, namely with respect to a special audit report from an approved statutory auditor confirming the value of any assets contributed in kind, if and to the extent required by law or regulation, be paid by contributing to the Fund assets acceptable to the Board of Directors consistent with the investment policy and investment restrictions of the Fund. Any costs incurred in connection with a contribution in kind shall be borne by the investor requesting the contribution in kind or by a third party, but will not be borne by the Fund.

Art. 25.

A. The Board of Directors may invest and manage all or any part of the pools of assets established for one or more classes of shares (hereafter referred to as "Participating Funds") on a pooled basis where it is appropriate with regard to

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

a) A Participating Fund's participation in an Enlarged Asset Pool shall be measured by reference to notional units ("units") of equal value in the Enlarged Asset Pool. On the formation of an Enlarged Asset Pool the Board of Directors shall in its discretion determine the initial value of a unit which shall be expressed in such currency as the Board of Directors considers appropriate, and shall allocate to each Participating Fund units having an aggregate value equal to the amount of cash (or to the value of other assets) contributed. Fractions of units, calculated to three decimal places, may be allocated as required. Thereafter the value of a unit shall be determined by dividing the net asset value of the Enlarged Asset Pool (calculated as provided below) by the number of units subsisting.

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

c) The value of assets contributed to, withdrawn from, or forming part of an Enlarged Asset Pool at any time and the net asset value of the Enlarged Asset Pool shall be determined in accordance with the provisions (mutatis mutandis) of Article twenty-three provided that the value of the assets referred to above shall be determined on the day of such contribution or withdrawal.

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

B. The Board of Directors may in addition authorise investment and management of all or any part of the portfolio of assets of the Fund on a co-managed or cloned basis with assets belonging to other Luxembourg or foreign collective investment schemes, all subject to appropriate disclosure and compliance with applicable regulations.

Art. 26. The accounting year of the Fund shall begin on the first day of April of each year and shall terminate on the last day of March of the following year. The accounts of the Fund shall be expressed in EUR or such other currency or currencies, as the Board of Directors may determine pursuant to the decision of the general meeting of shareholders. Where there shall be different classes as provided for in Article five hereof, and if the accounts within such classes are expressed in different currencies, such accounts shall be converted into EUR and added together for the purpose of determination of the accounts of the Fund.

Art. 27. The appropriation of the annual results shall be determined by the annual general meeting of shareholders upon proposal by the Board of Directors.

Distributions may be made out of investment income, capital gains or capital, subject always to the minimum capital of the Fund as defined under Article five hereof being maintained.

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

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

The dividends declared may be paid in the reference currency of the relevant class of shares or in such other currency as selected by the Board of Directors and may be paid at such places and times as may be determined by the Board of Directors. The Board of Directors may make a final determination of the rate of exchange applicable to translate dividend funds into the currency of their payment.

Dividends may be reinvested on request of holders of registered shares in the subscription of further shares of the class to which such dividends relate.

The Board of Directors may, as regards registered shares, decide that dividends be automatically reinvested for any class of shares unless a shareholder entitled to receive cash distribution elects to receive payment of dividends.

A dividend declared but not claimed on a share within a period of five years from the payment notice given thereof, cannot thereafter be claimed by the holder of such share and shall be forfeited and revert to the relevant class of shares. No interest will be paid or dividends declared pending their collection.

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Art. 28. The Fund shall appoint a custodian which shall satisfy the requirements of the Law of 2007 and which shall be responsible for the safekeeping of the assets of the Fund and shall hold the same itself or through its agents. The appointment of the custodian shall be on terms that:

a) the custodian shall not terminate its appointment except upon the appointment by the Board of Directors of a new custodian; and

b) the Fund shall not terminate the appointment of the custodian except upon the appointment of a new custodian by the Fund or if the custodian goes into liquidation, becomes insolvent or has a receiver of any of its assets appointed or if the Fund is of the opinion that there is a risk of loss or misappropriation of any of the assets of the Fund if the appointment of the custodian is not terminated.

Art. 29. In the event of a dissolution of the Fund, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation. The net proceeds of liquidation corresponding to each class of shares shall be distributed by the liquidators to the holders of shares of each class in proportion of their holding of shares in such class.

In the event that for any reason the value of the net assets in any class of shares has decreased to or has not reached an amount determined by the Board of Directors to be the minimum level for such class of shares to be operated in an economically efficient manner, or if a change in the economic, monetary or political situation relating to the class of shares concerned would have material adverse consequences on the investments of that class of shares or in order to proceed to an economic rationalization, the Board of Directors may decide to compulsorily redeem all the shares issued in such class of shares at their Net Asset Value (taking into account actual realisation prices of investments and realization expenses), calculated on the Valuation Date at which such decision shall take effect.

The Fund shall publish a notice to the shareholders concerned by the compulsory redemption prior to the effective date for such redemption, which will indicate the reasons for, and the procedure of, the redemption operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between, the shareholders, the shareholders of the class of shares concerned may continue to request redemption (if appropriate) of their shares free of charge (but taking into account actual realisation prices of investments and realization expenses) prior to the date effective for the compulsory redemption.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited in escrow with the Caisse de Consignation in Luxembourg for the benefit of their beneficiary.

Under the same circumstances as provided in the second paragraph of this Article, the Board of Directors may decide to allocate the assets of any class of shares to those of another existing class of shares within the Fund or to another undertaking for collective investment or to another class of shares within such other undertaking for collective investment (the "new Sub-Fund") and to redesignate the shares of the class of shares concerned as shares of the new Sub-Fund (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be published in the same manner as described in the third paragraph of this Article (and, in addition, the publication will contain information in relation to the new Sub-Fund), in accordance with applicable rules and regulations before the date on which such amalgamation shall become effective in order to enable shareholders to request redemption of their shares, free of charge, during such period. After such period, the decision commits the entirety of shareholders who have not used this possibility, provided however that, if the amalgamation is to be implemented with a Luxembourg undertaking for collective investment of the contractual type ("fonds commun de placement") or a foreign based undertaking for collective investment, such decision shall be binding only on the shareholders who are in favour of such amalgamation.

The Board of Directors may submit the question of an amalgamation of a class of shares to a general meeting of shareholders of the class of shares concerned. There shall be no quorum requirements for such a general meeting of shareholders at which resolutions shall be adopted by simple majority of votes cast. If such amalgamation is to be implemented with a Luxembourg undertaking for collective investment of the contractual type ("fonds commun de placement") or a foreign based undertaking for collective investment, such decision shall be binding only on the shareholders who are in favour of such amalgamation.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraphs, a general meeting of shareholders of any class of shares may, upon proposal from the Board of Directors, decide to redeem all the shares of such class of shares and refund to the shareholders the Net Asset Value of their shares (taking into account actual realisation prices of investments and realisation expenses) determined as at the Valuation Date at which such decision shall take effect. There shall be no quorum requirements for such a general meeting of shareholders at which resolutions shall be adopted by simple majority of votes cast.

Art. 30. These Articles may be amended from time to time by a general meeting of shareholders, subject to the quorum and majority requirements provided by the laws of Luxembourg.

Art. 31. All matters not governed by these Articles shall be determined in accordance with the law of 10 August 1915 on commercial companies, as amended and amendments thereto and the Law of 2007.

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The Meeting noted that the French translation of the present deed is not required in accordance with article 26 (2) of the law of 13 February 2007 on specialised investment funds, as amended.

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

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing persons, the present deed is worded in English.

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

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

Signé: CORNEAU J-Y., LANSAC O., KREICHER L,, Moutrier Blanche.

Enregistré à Esch/Alzette Actes Civils, le 07 août 2012. Relation: EAC/2012/10614. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): M. HALSDORF.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Esch-sur-Alzette, le 08 août 2012.

Référence de publication: 2012105358/742.

(120143528) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 août 2012.

Samot S.A., Société Anonyme.

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

R.C.S. Luxembourg B 62.602.

Extrait des résolutions prises lors de la réunion du conseil d'administration tenue en date du 17 août 2012

- Monsieur Peter van Opstal, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg, est nommé représentant permanent de Lux Konzern Sàrl.

Luxembourg, le 17 août 2012.

Pour extrait conforme

Pour la société

Un mandataire

Référence de publication: 2012107675/14.

(120146476) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

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

Siège social: L-1940 Luxembourg, 282, route de Longwy.

R.C.S. Luxembourg B 107.163.

Les comptes annuels au 29 février 2012 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.

Séverine Michel

Gérante

Référence de publication: 2012107551/11.

(120146643) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

FEG S.A., Société Anonyme.

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

R.C.S. Luxembourg B 47.700.

L'an deux mille douze, le neuf août.

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

S'est réunie :

L'assemblée générale extraordinaire des actionnaires de la société anonyme «FEG S.A.» ayant son siège social à L-1724 Luxembourg, 3A, boulevard du Prince Henri, constituée suivant acte reçu par Maître Frank BADEN, notaire de résidence à Luxembourg, en date du 18 mai 1994, publié au Mémorial C, Recueil Spécial, numéro 364 du 28 septembre 1994, inscrite au Registre du Commerce et des Sociétés sous le numéro B 47.700 et dont les statuts ont été modifiés en dernier lieu suivant acte reçu par le notaire instrumentaire, alors de résidence à Redange-sur-Attert, du 10 juin 2005, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1102 du 26 octobre 2005.

La séance est ouverte sous la présidence de Madame Stéphanie LAHAYE, pré-qualifiée.

L'assemblée choisit comme scrutateur Madame Nicole HENOUMONT, pré-qualifiée.

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

I.- Que la présente assemblée générale extraordinaire a pour

Ordre du jour:

1. Modification de la nationalité de la société, déplacement du siège social de L-1724 Luxembourg, 3A boulevard Prince Henri à I-10121 TORINO, Corso Re Umberto n.1, Italie et transformation de la SA en société par actions de droit italien, avec modification consécutive de la dénomination sociale en FEG Società per Azioni;

2. Approbation des comptes annuels consolidés arrêtés au 31/12/2011 et de la situation comptable clôturée au 09/08/2012, qui constituera le bilan d'ouverture de la société italienne;

3. Confirmation/répartition du capital social - Mise en oeuvre d'un nouveau statut social conforme à la législation italienne;

4. Démission des administrateurs et administrateur-délégué actuellement en charge;

5. Démission du commissaire aux comptes;

6. Nomination des nouveaux administrateurs et mandat attribué afin de faire tout acte nécessaire auprès du Ministère des Finances et auprès du «Registro delle Imprese di Torino», ainsi qu'auprès du Registre du Commerce et des sociétés de Luxembourg, afin d'assurer la continuation de la société comme société de droit italien et la cessation de la société comme société de droit luxembourgeois;

7. Nomination du nouveau commissaire aux comptes;

8. Soumission des résolutions adoptées à la condition suspensive d'obtention de l'accord du transfert du siège social de la société par le Ministère des Finances Italien ou par toute autre autorité administrative compétente.

II.- Que les actionnaires représentés, les mandataires des actionnaires représentés, ainsi que le nombre d'actions qu'ils détiennent, indiqués ci-avant, sont en outre repris sur une liste de présence.

La liste de présence, ensemble avec les prédites procurations, après avoir été signées "ne varietur" par les mandataires des actionnaires ainsi que par les membres du bureau et le notaire instrumentant, resteront annexées au présent procès-verbal pour être soumises avec lui à la formalité de l'enregistrement.

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

Ces faits ayant été reconnus exacts par l'assemblée, celle-ci prend les résolutions suivantes:

Première résolution

L'assemblée décide à l'unanimité, sous condition suspensive de l'inscription de la société dans le Registre des Entreprises italien compétent, de modifier la nationalité de la société et de transférer le siège social de la société de L-1724 Luxembourg 3A boulevard du Prince Henri à I-10121 TORINO, Corso Re Umberto n.1, Italie, conformément à l'article 199 de la loi luxembourgeoise du 10 août 1915 concernant les sociétés commerciales.

L'assemblée décide à l'unanimité, sous condition suspensive de l'inscription de la société dans le Registre des Entreprises italien, compétent que la société adoptera la nationalité italienne et décide de transformer la société d'une société anonyme (S.A.) en une société par actions de droit italien, avec la modification conséquente de la dénomination sociale en «FEG Società per Azioni».

Le changement de nationalité et de forme juridique ainsi que le transfert de siège ne donnant ni fiscalement, ni légalement lieu à la dissolution de la société, ni encore à la constitution d'une société nouvelle, le tout sous condition suspensive de l'inscription de la société dans le Registre des Entreprises italien compétent.

Deuxième résolution

L'assemblée à l'unanimité approuve les comptes annuels consolidés arrêtés au 31 décembre 2011 et de la situation comptable clôturée au 9 août 2012 qui constituera le bilan d'ouverture de la société italienne.

Lesdits comptes intérimaires de la société, arrêtés au 9 août 2012 après avoir été signés "ne varietur" par les mandataires des actionnaires ainsi que par les membres du bureau et le notaire instrumentant, resteront annexées au présent procès-verbal pour être soumises avec lui à la formalité de l'enregistrement.

L'assemblée à l'unanimité déclare que la société n'a émis aucun emprunt obligataire et qu'elle n'a demandé aucun octroi de titres d'obligations par rapport aux changements prévus.

En plus, l'assemblée constate que la société n'a émis aucune action sans droit de vote.

L'assemblée décide à l'unanimité sous condition suspensive de l'inscription de la société dans le Registre des Entreprises italien compétent de confirmer que tous les actifs et passifs de la société précédemment de nationalité luxembourgeoise sans limites, resteront la propriété de la société en Italie, en les maintenant sans discontinuité, laquelle continuera à être propriétaire et à être obligée pour tous les passifs et les engagements de la société, précédemment de nationalité luxembourgeoise.

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L'assemblée à l'unanimité déclare que la société «FEG S.A.», actuellement «FEG Società per Azioni», n'est propriétaire ni de biens immobiliers ni de biens mobiliers enregistrés.

Troisième résolution

Aux fins de l'inscription auprès du Registre des Entreprises italien compétent, l'assemblée déclare à l'unanimité que le capital social de la société FEG Società per Azioni est d'un million neuf cent vingt-deux mille cinq cent cinquante (1.922.550,00 Euro) représentés par trois cent vingt mille quatre cent vingt-cinq (320.425) actions, qui sont souscrites comme suit:

1. QUETZAL SOCIETA SEMPLICE
Corso Re Umberto I, N° 1
I 10121 TORINO 49.260
2. M. Paolo MARTINELLI
Via Bolognese 271
I 50139 FIRENZE 45.340
3. EUROMOBILIARE FIDUCIARIA S.p.a.
Corso Monforte 34
I-20122 MILANO – ITALIA 49.600
4. EOS SERVIZI FIDUCIARI Spa
Via Montebello 39
I-20121 MILAN 3.500
5. IFOR S.p.A.
Corso Re Umberto I, n.3
I-10121 TORINO 144.200
6. Luca MORO
Via Sclavons 99/7
CORDENONS (Italie) 11.177
7. Lucio MORO
Via Monte Pelmo n.14
PORDENONE (Italie) 8.048
8. FEG Società per Azioni
3a, boulevard du Prince Henri
L-1724 Luxembourg 9.300

L'assemblée décide à l'unanimité sous condition suspensive de l'inscription de la société dans le Registre des Entreprises italien compétent d'adopter les statuts suivants conformes à la législation italienne:

«STATUTO

Titolo I - Denominazione - Sede - Oggetto - Durata

Art. 1. È' costituita una Società per Azioni sotto la denominazione "FEG Società per Azioni".

Art. 2. La Società ha sede in Torino e con deliberazione del Consiglio di Amministrazione può istituire o sopprimere sedi secondarie, succursali, filiali, agenzie e rappresentanze in Italia e all'estero.

Art. 3. La Società ha per oggetto l'acquisto, la sottoscrizione, la vendita e la gestione di azioni, di quote sociali, di partecipazioni in società ed enti di ogni tipo, sia in Italia sia all'estero, purché in qualità di socio limitatamente responsabile; l'acquisto, la vendita e la gestione di valori mobiliari in genere; il coordinamento organizzativo e finanziario delle società in cui essa partecipa e il finanziamento delle stesse, il tutto con esclusione di qualsiasi attività nei confronti del pubblico.

La Società ha inoltre per oggetto l'acquisto, la costruzione, la ristrutturazione, la vendita, la permuta, il conferimento, la gestione e la conduzione di beni immobili, civili, industriali, rustici ovunque situati, nonché l'installazione sugli stessi e la gestione di impianti fotovoltaici.

La Società può compiere tutte le operazioni mobiliari, immobiliari, finanziarie, di locazione finanziaria e di credito, anche a medio e lungo termine, funzionalmente connesse con il raggiungimento dello scopo sociale e può altresì concedere avalli, fidejussioni e garanzie, anche ipotecarie, in favore di terzi e nell'interesse di chicchessia, incluse le società partecipate.

Il tutto con esplicita esclusione delle attività di raccolta e/o sollecitazione del pubblico risparmio, delle operazioni di intermediazione mobiliare e delle attività finanziarie di cui all'art. 106 del D.Lgs. 385/93 nei confronti del pubblico, nonché di ogni attività non consentita per legge.

Art. 4. La durata della Società è fissata al 31 dicembre 2080 e potrà essere ridotta o prorogata con deliberazione dell'Assemblea dei soci.

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Ai soci che non abbiano concorso all'approvazione delle deliberazioni riguardanti la proroga del termine di durata della società non compete il diritto di recesso.

Titolo II - Capitale sociale e azioni

Art. 5. Il capitale sociale è di euro 1.922.550,00 (unmilione novecentoventiduemila cinquecentocinquanta), suddiviso in numero 320.425 (trecentoventimila quattrocentoventicinque) azioni da nominali euro 6 (sei) caduna.

Il capitale sociale può essere aumentato anche mediante conferimento di beni in natura e crediti.

La Società può acquisire dai soci capitali di finanziamento, anche a tasso zero, con obbligo di restituzione, purché nei limiti previsti dalla legge o dai regolamenti.

La Società può altresì ricevere versamenti dei soci in conto capitale o a fondo perduto che non abbiano natura di finanziamenti e per i quali non sia previsto l'obbligo di restituzione

Art. 6. Le azioni sono nominative e, se interamente liberate, possono essere convertite al portatore, ove la legge lo consenta, a richiesta e spese dell'azionista.

La sottoscrizione e il possesso di azioni importano per gli azionisti la piena adesione alle norme dello Statuto e alle deliberazioni dell'assemblea, anche se anteriori.

Il domicilio dei Soci, per ciò che concerne i loro rapporti con la Società, è quello risultante dal Libro dei Soci.

Qualora uno dei soci intenda trasferire per atto fra vivi le proprie azioni a terzi non soci, o costituire diritti reali su di esse, spetterà agli altri soci diritto di prelazione, a parità di termini e condizioni con offerte di acquisto fatte da terzi di buona fede adeguatamente cauzionate.

La prelazione dovrà essere esercitata mediante comunicazione con lettera raccomandata con avviso di ricevimento spedita agli altri soci entro novanta giorni dalla ricezione della comunicazione di messa in vendita, da effettuarsi anch'essa a mezzo di lettera raccomandata con avviso di ricevimento e nella quale devono essere specificati le generalità del cessionario, le condizioni e le modalità dell'offerta, con il prezzo e i termini di pagamento.

Le azioni offerte spetteranno agli azionisti in proporzione al numero delle azioni da ciascuno possedute rispetto al totale delle azioni in circolazione. Il diritto spettante all'azionista che abbia rinunciato all'esercizio della prelazione si accresce automaticamente e proporzionalmente a favore degli altri azionisti che non abbiano preventivamente rinunziato all'esercizio del diritto ad essi spettante.

Il diritto di prelazione dovrà essere esercitato per l'intera quota offerta.

Agli effetti del presente articolo non sono considerati "terzi non soci" rispettivamente;

- per i soci persone fisiche: il coniuge, i discendenti e gli ascendenti in linea retta;

- per i soci diversi dalle persone fisiche:

* le società o enti da essi controllate, le società o enti che li controllano, nonché le società o enti controllati da questi ultimi. Peraltro, nel caso in cui venga meno il rapporto di controllo, il socio originario deve riacquistare preventivamente le azioni trasferite senza attribuzione del diritto di prelazione ai sensi del presente punto, e la società beneficiaria del trasferimento, venuto meno il rapporto di controllo, è obbligata a cedere le azioni medesime al socio originario. Per l'esecuzione di tale obbligo è impegnato il socio originario, anche ai sensi dell'art. 1381 c.c.;

* le persone fisiche titolari di partecipazioni al capitale del soggetto cedente, socio della Società.

Non dà diritto di prelazione agli altri soci l'intestazione fiduciaria di azioni a società aventi per oggetto l'attività fiduciaria, né la reintestazione che dette società effettuino in favore dell'originario fiduciante.

Le disposizioni del presente articolo si applicano anche nel caso di trasferimenti di diritti di opzione per il caso di aumenti di capitale.

Titolo III - Assemblee degli azionisti

Art. 7. L'Assemblea degli azionisti può riunirsi presso la sede sociale o in altro luogo, purché in Italia.

L'Assemblea è ordinaria o straordinaria ai sensi di legge.

L'assemblea ordinaria deve essere convocata almeno una volta all'anno entro centoventi giorni dalla chiusura dell'esercizio sociale. Tale termine, nei casi consentiti dalla legge, può essere elevato a centoottanta giorni.

L'assemblea straordinaria è convocata ogni qualvolta il Consiglio di Amministrazione lo ritenga necessario od opportuno e nei casi previsti dalla legge.

Art. 8. L'Assemblea è convocata mediante avviso pubblicato nella Gazzetta Ufficiale della Repubblica Italiana ovvero sul quotidiano "Il Sole -24Ore" almeno quindici giorni prima di quello stabilito per la prima convocazione dell'assemblea.

In deroga a quanto stabilito al comma che precede, l'avviso di convocazione dell'assemblea può essere comunicato ai soci in modo che il ricevimento avvenga almeno otto giorni prima di quello fissato per la prima convocazione dell'assemblea stessa, con uno dei seguenti mezzi di comunicazione:

- avviso scritto con prova di ricevimento recapitato agli azionisti iscritti nel libro dei soci al rispettivo domicilio a tal fine comunicato dall'azionista;

- lettera raccomandata con avviso di ricevimento, recapitata agli azionisti iscritti nel libro dei soci al rispettivo domicilio a tal fine comunicato dall'azionista;

- fax, con richiesta di avviso di ricezione, inviato al numero di utenza telefax a tal fine comunicato dall'azionista;

- e-mail, con richiesta di avviso di ricezione, inviata all'indirizzo di posta elettronica a ne comunicato dall'azionista;

- e-mail, con richiesta di avviso di ricezione, inviata all'indirizzo di posta elettronica a tal fine comunicato dall'azionista.

L'avviso di convocazione dovrà sinteticamente indicare gli argomenti all'ordine del giorno, il giorno, l'ora e il luogo dell'adunanza, e potrà prevedere anche una seconda convocazione fissandone sia il luogo, sia il giorno e l'ora.

L'assemblea non potrà riunirsi in seconda convocazione nello stesso giorno fissato per la prima.

Anche in assenza di formale convocazione, l'assemblea si reputa regolarmente costituita quando è rappresentato l'intero capitale sociale e all'assemblea partecipa la maggioranzadei componenti del Consiglio di amministrazione, nonché la maggioranza dei componenti del Collegio sindacale.

Tuttavia, in tale ipotesi, ciascuno dei partecipanti può opporsi alla discussione ed alla conseguente votazione degli argomenti sui quali non si ritenga sufficientemente informato.

Nell'ipotesi di cui ai due commi precedenti, dovrà essere data tempestiva comunicazione delle deliberazioni assunte ai componenti dell'organo amministrativo e di controllo non presenti.

L'assemblea può essere tenuta con intervenuti dislocati in più luoghi, contigui o distanti, collegati con mezzi di telecomunicazione, a condizione che siano rispettati il metodo collegiale e i principi di buona fede e di parità di trattamento dei soci. In tale evenienza:

- sono indicati nell'avviso di convocazione (salvo che si tratti di assemblea tenuta ai sensi del 4' comma dell'articolo 2366 del codice civile) i luoghi audio/video collegati a cura della Società, nei quali gli intervenuti possono trovarsi, e la riunione si considera tenuta nel luogo ove sono presenti il presidente e il soggetto verbalizzante;

- il presidente dell'assemblea, anche a mezzo del proprio ufficio di presidenza, deve poter verificare la regolarità della costituzione, accertare l'identità e la legittimazione dei presenti, regolare il suo svolgimento ed accertare i risultati delle votazioni;

- il soggetto verbalizzante deve poter percepire adeguatamente gli eventi assembleari oggetto di verbalizzazione;

- gli intervenuti devono poter partecipare alla discussione e alla votazione simultanea sugli argomenti all'ordine del giorno.

L'assemblea è presieduta dal Presidente del Consiglio di Amministrazione, ovvero, in caso di sua assenza, impedimento o rinuncia, dal Vice Presidente, se nominato, o, in mancanza, dall'Amministratore delegato, se nominato, o, in difetto, da persona eletta dall'Assemblea con il voto della maggioranza dei presenti..

Il Presidente è assistito da un segretario eletto con il voto della maggioranza dei presenti.

Il Presidente può, quando lo crede opportuno, nominare due scrutatori scelti fra gli azionisti o fra estranei.

Il Presidente dell'assemblea verifica la regolarità della costituzione, accerta l'identità e la legittimazione dei presenti, regola il suo svolgimento ed accerta i risultati delle votazioni.

Art. 9. L'assemblea ordinaria, in prima convocazione, è validamente costituita con l'intervento di tanti soci che rappresentino almeno il settantacinque per cento del capitale sociale.

Essa delibera con il voto favorevole di tanti soci che rappresentino almeno il sessanta per cento del capitale presente o rappresentato in assemblea.

In seconda convocazione, l'assemblea ordinaria, a norma del terzo e del quarto comma dell'art. 2369 c.c., è validamente costituita e delibera qualunque sia la parte di capitale rappresentata dai soci partecipanti per le delibere in materia di approvazione del bilancio e di nomina e revoca delle cariche sociali. In tutti gli altri casi, in seconda convocazione l'assemblea ordinaria è regolarmente costituita con l'intervento di tanti soci che rappresentino almeno il sessanta per cento del capitale sociale e delibera con il voto favorevole di tanti soci che rappresentino almeno il sessanta per cento del capitale presente o rappresentato in assemblea.

L'azione sociale di responsabilità di cui all'art. 2393-bis c.c. può essere esercitata dai soci che rappresentino almeno un terzo del capitale sociale.

L'assemblea straordinaria, sia in prima, sia in seconda convocazione, è validamente costituita e delibera con il voto favorevole di tanti soci che rappresentino almeno il settantacinque per cento del capitale sociale.

Le deliberazioni delle assemblee vincolano tutti i soci, ancorché non intervenuti o dissenzienti.

Ogni azione dà diritto a un voto.

Possono intervenire in assemblea i soci aventi diritto di voto che dimostrino la loro legittimazione secondo le modalità previste dalla normativa vigente in materia.

Gli azionisti possono farsi rappresentare nell'assemblea, mediante delega scritta, da altre persone, purché non amministratori, né sindaci, né dipendenti della Società o di società da essa controllata.

La nomina degli Amministratori, qualora venga richiesto da uno o più azionisti, avviene sulla base di liste presentate dai Soci, nelle quali i candidati devono essere elencati in ordine di preferenza con un numero progressivo.

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Ogni socio può presentare o concorrere a presentare una sola lista ed ogni candidato può presentarsi in una sola lista, a pena di ineleggibilità.

Unitamente a ciascuna lista devono essere presentate al Presidente del Consiglio di Amministrazione, entro cinque giorni dalla data di convocazione dell'assemblea, le dichiarazioni con le quali i singoli candidati accettano la propria candidatura ed attestano, sotto la propria responsabilità, l'inesistenza di cause di ineleggibilità e di incompatibilità, nonché l'esistenza dei requisiti prescritti dalla normativa vigente per ricoprire la carica di Amministratore.

Ogni avente diritto al voto può votare una sola lista.

All'elezione degli Amministratori si procede come segue:

- a ciascun candidato di ciascuna lista viene attribuito un quoziente pari al rapporto tra il numero complessivo dei voti ottenuti dalla lista cui il candidato appartiene ed il numero progressivo attribuitogli nella lista;

- tutti i candidati indicati nelle varie liste sono ordinati in un'unica graduatoria decrescente, secondo il quoziente ottenuto e risultano eletti Amministratori quei candidati che hanno ottenuto i quozienti più elevati;

- nel caso in cui per l'ultimo o gli ultimi Amministratori da eleggere più candidati abbiano ottenuto lo stesso quoziente, risultano eletti il candidato o i candidati indicati nelle liste che abbiano ottenuto il maggior numero di voti.

Qualora venga richiesto da tanti azionisti che rappresentino almeno il sessanta per cento

del capitale sociale, l'intero Collegio sindacale viene nominato sulla base di liste presentate dai Soci.

In tal caso, per le modalità di presentazione delle liste, di voto e di elezione vale quanto disposto dai commi precedenti in relazione alla nomina del Consiglio di Amministrazione, intendendosi che risultano eletti:

- a Sindaci effettivi i primi tre classificati nella graduatoria in cui sono ordinati tutti i candidati secondo il quoziente ottenuto, con l'avvertenza che in caso di parità di quoziente risulta eletto il candidato nella lista che ottenuto il minor numero di voti;

- a Sindaci supplenti vengono eletti, uno per ognuna lista, i candidati primi esclusi delle due liste che hanno ottenuto il maggior numero di voti.

La presidenza del Collegio sindacale spetta alla persona indicata al primo posto nella lista che ha ottenuto la maggioranza dei voti.

Titolo IV - Amministratori e sindaci

Art. 10. La Società è amministrata da un Consiglio di Amministrazione composto da sei amministratori, soci o non soci, i quali durano in carica per un periodo non superiore a tre esercizi e scadono alla data dell'assemblea convocata per l'approvazione del bilancio relativo all'ultimo esercizio della loro carica.

Gli Amministratori sono rieleggibili.

Il Consiglio di Amministrazione sceglie tra i suoi membri il Presidente, se questi non è nominato dalla assemblea, e può nominare un Vice Presidente e uno o più Amministratori delegati.

Art. 11. L'Organo Amministrativo è investito dei più ampi poteri per la gestione ordinaria e straordinaria della Società ed ha facoltà di compiere tutti gli atti che ritenga opportuni per l'attuazione ed il raggiungimento degli scopi sociali, esclusi soltanto quelli che la legge riserva all'Assemblea dei Soci in modo tassativo.

Il Consiglio di Amministrazione è inoltre competente a deliberare in ordine alle seguenti decisioni, da assumere con deliberazione risultante da atto pubblico:

- fusione per incorporazione di società interamente possedute, ai sensi dell'art.2505, c.2, c.c.
- fusione per incorporazione di società possedute per almeno il novanta per cento, ai sensi dell'art.2505-bis, c.2, c.c.
- istituzione o soppressione di sedi secondarie
- riduzione del capitale sociale in caso di recesso del socio
- adeguamenti dello statuto a disposizioni normative
- trasferimento della sede sociale nel territorio nazionale.

Art. 12. Se viene a mancare, per qualunque causa, la maggioranza degli amministratori, anche gli altri decadono dall'ufficio e l'assemblea dei soci, da convocarsi con urgenza a cura degli Amministratori non dimissionari, ovvero, in difetto, a cura del Collegio Sindacale, provvederà alla nomina del nuovo Consiglio di Amministrazione. Si intende venuta meno la maggioranza degli amministratori qualora vengano a cessare dalla carica tre o più amministratori.

Se nel corso dell'esercizio vengono a mancare uno o due amministratori, gli altri provvedono a sostituirli a norma dell'art.2386 c.c., c.1. In tal caso, qualora la nomina degli amministratori da parte dell'assemblea sia avvenuta con il sistema del voto di lista, gli amministratori cooptati dovranno essere scelti fra i candidati risultati non eletti nella lista di provenienza dell'amministratore cessato, nell'ordine di preferenza ottenuta.

Qualora i predetti candidati risultati non eletti non siano più eleggibili o disponibili alla nomina, o qualora non ne risultino, gli amministratori superstiti provvederanno comunque alla sostituzione a norma dell'art.2386 c.c., senza ulteriori vincoli di scelta.

Gli amministratori così sostituiti resteranno in carica sino alla prossima assemblea.

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Art. 13. Il Consiglio di Amministrazione è convocato, anche in luogo diverso dalla sede sociale, dal Presidente, quando il medesimo lo ritenga necessario o ne sia fatta richiesta da due amministratori o dai sindaci.

Il Consiglio di Amministrazione dovrà in ogni caso essere convocato almeno tre volte all'anno.

In caso di assenza o impedimento del Presidente, la convocazione può essere fatta dal Vice Presidente, o, in mancanza, da un Amministratore delegato, se nominati, o, in loro assenza, dall'amministratore più anziano di età. La convocazione deve essere fatta con avviso scritto trasmesso mediante lettera raccomandata, telegramma, telefax, o con altro mezzo che garantisca la prova dell'avvenuto ricevimento, inclusa la posta elettronica, da spedirsi almeno cinque giorni prima dell'adunanza a ciascun amministratore e ciascun sindaco effettivo al rispettivo domicilio ovvero, se da loro a tal fine comunicati, al numero di utenza telefax o all'indirizzo di posta elettronica. Nei casi di urgenza la convocazione può essere inviata, con le modalità suindicate, con avviso da spedirsi almeno un giorno prima del giorno fissato per la riunione.

In mancanza delle formalità suddette il Consiglio si reputa regolarmente costituito quando siano presenti tutti gli amministratori in carica e tutti i sindaci effettivi in carica.

Tuttavia, in tale ipotesi, ciascuno degli intervenuti può opporsi alla discussione degli argomenti sui quali non si ritenga sufficientemente informato.

E' ammessa la possibilità che le adunanze del Consiglio di Amministrazione si tengano per videoconferenza o teleconferenza a condizione che tutti i partecipanti possano essere identificati e sia loro consentito di seguire la discussione e di intervenire in tempo reale alla trattazione degli argomenti affrontati.

Verificandosi tali presupposti, il Consiglio si considera tenuto nel luogo in cui si trova il Presidente della riunione e dove deve pure trovarsi il Segretario, onde consentire la stesura e la sottoscrizione del verbale.

Art. 14. Il Consiglio di amministrazione è presieduto dal Presidente, o, in caso di sua assenza o impedimento o rinuncia, dal Vice Presidente o, in mancanza, da un Amministratore delegato, se nominati, o, in mancanza, da un amministratore designato dal Consiglio. Chi presiede il Consiglio di amministrazione è assistito da un segretario che egli stesso designa, volta per volta, anche fra estranei, a meno che il Consiglio non abbia provveduto a nominare un segretario permanente, il quale può essere scelto fra estranei e scade con il Consiglio che lo ha nominato.

Per la validità delle deliberazioni del Consiglio di Amministrazione, salve le deliberazioni nella materie infra individuate, è necessario il voto favorevole della maggioranza degli amministratori in carica. Per le deliberazioni nelle seguenti materie, è necessario il voto favorevole dei cinque sesti degli amministratori in carica:

- acquisizioni, sottoscrizioni, cessioni, conferimenti, permute e operazioni a qualsiasi titolo aventi ad oggetto partecipazioni e diritti reali sulle stesse;

- acquisizioni, cessioni, conferimenti, permute, operazioni di locazione finanziaria, aventi ad oggetto immobili;

- acquisizioni, cessioni, conferimenti, permute e trasferimenti a qualsiasi titolo di aziende o rami di azienda;

- conferimento di poteri per la partecipazione e l'espressione del voto nelle assemblee straordinarie delle società controllate.

Art. 15. Il Consiglio di amministrazione può delegare le proprie attribuzioni ad un Comitato esecutivo composto di alcuni dei suoi membri o a uno o più dei propri membri determinando i limiti della delega, entro i limiti fissati dall'art. 2381 del Codice Civile, ed i compensi. Il Consiglio di amministrazione può nominare direttori e procuratori, fissandone i poteri, le attribuzioni e gli emolumenti, e revocarli.

Gli organi delegati, ove nominati, curano che l'assetto organizzativo, amministrativo e contabile sia adeguato alla natura e alle dimensioni dell'impresa e riferiscono al consiglio di amministrazione e al collegio sindacale, almeno ogni sei mesi, sul generale andamento della gestione e sulla sua prevedibile evoluzione, sulle operazioni di maggior rilievo, per le loro dimensioni o caratteristiche, effettuate dalla Società e dalle sue controllate ed in generale, sull'esercizio delle deleghe conferite.

Art. 16. La rappresentanza legale della Società di fronte ai terzi ed in giudizio spetta al Presidente del Consiglio di Amministrazione e, se nominati, al Vice Presidente e a ciascuno degli Amministratori delegati e ai procuratori, nei limiti delle rispettive deleghe.

Art. 17. Il Collegio Sindacale si compone di tre sindaci effettivi, soci o non soci. Devono inoltre, essere nominati due sindaci supplenti. I sindaci durano in carica per tre esercizi, scadono alla data dell'assemblea convocata per l'approvazione del bilancio relativo al terzo esercizio della carica e sono rieleggibili. Se la legge lo consente, e nei casi previsti dalla stessa, le funzioni del Collegio Sindacale possono essere esercitate da un Sindaco unico, scelto tra i Revisori legali iscritti nell'apposito Registro. Per il funzionamento del Collegio sindacale si fa riferimento alle disposizioni di legge in materia.

E' ammessa la possibilità che le adunanze del collegio sindacale si tengano con mezzi di telecomunicazione. In tale evenienza la riunione si considera tenuta nel luogo di convocazione, o in difetto presso la sede sociale, ove deve essere presente almeno un sindaco; inoltre tutti i partecipanti devono poter essere identificati e deve essere loro consentito di seguire la discussione, di intervenire in tempo reale alla trattazione degli argomenti affrontati e di ricevere, trasmettere o visionare documenti.

Al collegio sindacale compete la vigilanza sull'osservanza della legge e dello statuto, sul rispetto dei principi di corretta amministrazione ed in particolare sull'adeguatezza dell'assetto organizzativo, amministrativo e contabile adottato e sul suo concreto funzionamento.

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Nei casi consentiti dalla legge, la revisione legale dei conti può essere affidata al collegio sindacale con delibera dell'assemblea ordinaria; in tal caso il collegio deve essere costituito da revisori legali iscritti nell'apposito registro, salva diversa disposizione di legge.

Titolo V - Bilancio sociale - Riparto utili

Art. 18. L'esercizio sociale si chiuderà al 31 dicembre di ogni anno.

Il Consiglio di Amministrazione provvederà entro i termini e sotto l'osservanza delle disposizioni di legge alla redazione del bilancio d'esercizio, corredandolo di una relazione sulla situazione della Società, sull'andamento e sul risultato della gestione sociale.

Art. 19. Dagli utili netti risultanti dal bilancio d'esercizio deve essere dedotta una somma pari al cinque per cento, da assegnare alla riserva legale fino a che questa non abbia raggiunto il quinto del capitale sociale.

Gli utili residui verranno ripartiti fra gli azionisti in proporzione alle azioni da ciascuno possedute, salvo diversa deliberazione dell'assemblea.

L'assemblea che approva il Bilancio può anche deliberare di destinare al Consiglio di amministrazione una quota degli utili d'esercizio, che non potrà superare il 10% dell'utile che residua dopo lo stanziamento alla riserva legale.

Titolo VI - Diritto di recesso - Liquidazione - Norme finali e transitorie

Art. 20. Il diritto di recesso è disciplinato dalla legge, fermo restando che non hanno diritto di recedere gli azionisti che non hanno concorso all'approvazione delle deliberazioni riguardanti la proroga del termine di durata della Società.

Art. 21. Nel caso di scioglimento della Società per qualsiasi causa, l'Assemblea determina le modalità della liquidazione e nomina uno o più liquidatori fissandone i poteri.

Art. 22. Tutte le controversie insorgenti tra i soci ovvero tra i soci e la Società che abbiano ad oggetto diritti disponibili relativi al rapporto sociale, quelle aventi ad oggetto la validità di delibere assembleari e quelle promosse da amministratori, liquidatori e sindaci ovvero nei loro confronti, saranno devolute ad un Collegio Arbitrale composto di tre arbitri, tutti nominati dal Presidente del Tribunale competente per sede della Società, su istanza della parte interessata più diligente.

Il Collegio Arbitrale dovrà decidere in via rituale secondo diritto.

Non possono essere oggetto della presente clausola compromissoria le controversie nelle quali la legge preveda l'intervento obbligatorio del pubblico ministero.

Le modifiche ovvero la soppressione della presente clausola compromissoria devono essere approvate dai soci che rappresentino almeno i due terzi del capitale sociale; i soci assenti o dissenzienti possono, entro i successivi novanta giorni, esercitare il di-ritto di recesso.

Art. 23. Per tutto quanto non espressamente contemplato nel presente Statuto si fa riferimento alle disposizioni contenute nel Codice Civile e nelle leggi vigenti.».

Quatrième résolution

L'assemblée décide à l'unanimité, sous la condition suspensive de l'inscription de la société auprès du Registre des Entreprises italien compétent, d'accepter la démission de tous les administrateurs, déjà communiquée à la société, à savoir:

- Monsieur M. Paolo MARTINELLI, demeurant à Via Bolognese 271, I 50139 FIRENZE,
- Monsieur M. Gerolamo Paolo ORECCHIA, demeurant à Corso Galileo Ferraris 109, I 10128 TORINO,
- Monsieur Etienne GILLET, demeurant professionnellement à 3A, Boulevard du Prince Henri, L-1724 Luxembourg,
- Monsieur Laurent JACQUEMART, demeurant professionnellement à 3A, Boulevard du Prince Henri, L-1724 Luxembourg,
- Monsieur Joël MARECHAL, demeurant professionnellement à 3A, Boulevard du Prince Henri, L-1724 Luxembourg.

L'assemblée décide à l'unanimité, sous la condition suspensive de l'inscription de la société auprès du Registre des Entreprises italien compétent, d'accepter la démission de l'administrateur-délégué, déjà communiquée à la société, à savoir:

- Monsieur Joël MARECHAL, demeurant professionnellement à 3A, Boulevard du Prince Henri, L-1724 Luxembourg.

L'assemblée décide à l'unanimité d'accorder aux administrateurs et administrateur-délégué la décharge de l'exercice de leur mandat jusqu'à la date d'inscription de la société auprès du Registre des Entreprises italien compétent.

Cinquième résolution

L'assemblée décide à l'unanimité, sous la condition suspensive de l'inscription de la société auprès du Registre des Entreprises italien compétent, d'accepter la démission du commissaire aux comptes «AUDITEX S.à r.l.», déjà communiquée à la société.

L'assemblée décide à l'unanimité d'accorder au commissaire aux comptes la décharge de l'exercice de son mandat jusqu'à la date d'inscription de la société auprès du Registre des Entreprises italien compétent.

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L'assemblée décide à l'unanimité, sous la condition suspensive de l'inscription de la société auprès du Registre des Entreprises italien compétent, de nommer conformément à l'article 2397 du code civil italien et de l'article 17 des statuts, 5 membres qui composeront le collège des commissaires aux comptes dénommé «Collegio sindacale»:

Membres permanents:

- Monsieur Alessandro GALLONE, né à Turin (Italie), le 20 juillet 1961, demeurant à Turin (Italie), corso Matteotti 39, numéro fiscal GLL LSN 61L20 L219X, nommé comme Président;

- Monsieur Piera BRAJA, né à Turin (Italie), 15 juin 1964, demeurant à Turin (Italie) corso Matteotti, 39, numéro fiscal BRJ PRI 64H55 L219F;

- Monsieur Luca MASTROMATTETO, né à Turin (Italie) le 11 janvier 1967, demeurant à Turin (Italie), corso Vittorio Emanuele II, 83, numéro fiscal MSTLCU67A11L219S.

Membres temporaires:

- Monsieur Eugenio BRAJA, né à Turin (Italie), le 13 octobre 1972, demeurant à Turin (Italie), corso Matteotti 42, numéro fiscal BRJ GMR 72R13 L219W;

- Madame Gabriella PANTALEO, née à Turin (Italie), 13 décembre 1977, demeurant à Turin (Italie), via Giusti 5, numéro fiscal PNT GRL 77T53 L219N.

Les mandats des commissaires aux comptes ainsi nommés prendront fin à l'issue de l'assemblée générale ordinaire approuvant les comptes arrêtés au 31 décembre 2014.

Sixième résolution

L'assemblée décide à l'unanimité sous condition suspensive de l'inscription de la société dans le Registre des Entreprises italien compétent de nommer comme nouveaux administrateurs de la société «FEG Società per Azioni», à savoir:

- Monsieur Riccardo MARTINELLI, né à Turin (Italie), le 28 août 1965, demeurant à Milan (Italie), via Stoppani n, 10.

- Monsieur Paolo MARTINELLI, prénommé.

- Madame Claudia MAZZINI, née à Firenze (Italie), 16 juillet 1962, demeurant à Firenze (Italie), via del Rossellino, 17.

- Monsieur Sergio ROSSETTO, né à Udine (Italie), 22 novembre 1939, demeurant à Turin (Italie), corso Galileo Ferraris, 164.

- Monsieur Marco ORECCHIA, né à Turin (Italie), 21 octobre 1966, demeurant à Turin (Italie), via Balbo, 39.

- Monsieur Eugenio FOGLI, né à Gênes (Italie), 25 mars 1961, demeurant à Torni (Italie), corso Re Umberto, 118.

Monsieur Sergio ROSSETTO est nommé, sous condition suspensive de l'inscription de la société dans le Registre des Entreprises italien compétent, président du Conseil d'administration.

Les mandats des administrateurs et de président ainsi nommés prendront fin à l'issue de l'assemblée générale ordinaire approuvant les comptes arrêtés au 31 décembre 2014.

Messieurs Paolo MARTINELLI, Marco ORECCHIA et Sergio ROSSETTO sont autorisées à titre individuel à entreprendre toute procédure nécessaire, signer et présenter tout document utile au Ministère des Finances italien et au Registre des Entreprises italien compétent, ainsi qu'au Registre du Commerce et des Sociétés du Luxembourg et toute autre administration impliquée, dans le but d'assurer la continuation de la société de droit italien et la cessation de la société de droit luxembourgeois.

Septième résolution

L'assemblée à l'unanimité confère dès maintenant tous les pouvoirs nécessaires au porteur d'une copie de ce procès-verbal, dans le but de radier l'inscription de la société au Luxembourg sur la base de la preuve de l'inscription effectuée auprès du Registre des Entreprises italien compétent.

Tout document concernant la société au Grand-Duché de Luxembourg pourra être obtenu pendant une période de cinq ans auprès du précédent siège légal de la société au Luxembourg.

L'assemblée soumet toutes les résolutions mentionnées prises à la condition suspensive de l'obtention de l'accord du transfert du siège social de la société par le Ministère des Finances Italien ou par toute autre autorité administrative compétente.

En n'ayant rien d'autre à délibérer et personne n'ayant demandé la parole, l'assemblée est clôturée.

Les frais de cet acte et de n'importe quel type, attribués à la suite de ces résolutions, sont à la charge de la société.

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

Et après lecture faite et interprétation donnée aux comparants, tous connus du notaire par noms, qualités et demeures, ceux-ci ont signé avec le notaire le présent acte.

Signé: N. HENOUMONT, S. LAHAYE, M. LECUIT.

Enregistré à Mersch, le 10 août 2012. Relation: MER/2012/1969. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): A. MULLER.

POUR COPIE CONFORME.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Mersch, le 10 août 2012.

Référence de publication: 2012106840/454.

(120145438) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 août 2012.

Purple Grafton S.à r.l., Société à responsabilité limitée.

Capital social: EUR 311.127.620,00.

Siège social: L-1660 Luxembourg, 22, Grand-rue.

R.C.S. Luxembourg B 153.247.

Il résulte d'un contrat de transfert de parts, signé en date du 1 er août 2012, que l'associé de la société, PWREF I Holding S.à r.l a transféré 158.675.086 parts sociales qu'il détenait dans la Société à:

- Rodamco Retail Deutschland B.V., une Besloten Vennootschap, constituée et régie selon les lois des Pays-Bas, ayant son siège social à l'adresse suivante: Schiphol Boulevard 371, Tower H - 1118BJ Schiphol (Pays-Bas), immatriculée auprès du «Commercial and Companies Register of the Netherlands» sous le numéro 24146802.

Les parts de la Société sont désormais réparties comme suit:

PWREF I Holding S.à r.l	152.452.534 parts sociales
Rodamco Retail Deutschland B.V	158.675.086 parts sociales

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

Luxembourg, le 23 août 2012.

Purple Grafton S.à r.l
Par procuration
Signature

Référence de publication: 2012109860/21.

(120148278) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

BBA Luxembourg Investments S.à r.l., Société à responsabilité limitée.

Capital social: USD 70.930.254,40.

Siège social: L-2310 Luxembourg, 6, avenue Pasteur.

R.C.S. Luxembourg B 84.440.

Par résolutions de l'associé unique de la Société prises en date du 16 avril 2012, il a été décide de:

- ratifier le renouvellement du mandat de gérant de M. Victor Elvinger, demeurant au 31, rue d'Eich, L-1461 Luxembourg pour la période ayant commencé le 17 octobre 2007 jusqu'à l'assemblée générale annuelle des associés de la Société qui aura lieu en 2013;

- renouveler le mandat de gérant de M. Serge Marx, demeurant au 31, rue d'Eich, L-1461 Luxembourg avec effet au 19 juin 2012 jusqu'à l'assemblée générale annuelle des associés de la Société qui aura lieu en 2013; et

- renouveler le mandat de gérant de M. Daniel Vincent Marcinik, demeurant au 7, Tallowood Lane, Amesbury, MA 01913, Etats-Unis d'Amérique avec effet au 19 juin 2012 jusqu'à l'assemblée générale annuelle des associés de la Société qui aura lieu en 2018.

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

Signature
Un mandataire

Référence de publication: 2012108954/20.

(120147163) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 août 2012.

J. Hirsch & Co International, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-8030 Strassen, 163, rue du Kiem.

R.C.S. Luxembourg B 102.323.

Extrait des décisions de l'associé unique prises en date du 23 juillet 2012

L'Associé Unique accepte la démission avec effet immédiat de Madame Brigitte DENIS de sa fonction de Gérant de la Société. L'Associé Unique décide de nommer en son remplacement Monsieur Jean-Pierre VERLAINE, demeurant professionnellement au 163, rue du Kiem, L-8030 Strassen et ce, jusqu'à la tenue de l'Assemblée Générale qui statuera sur les comptes annuels clôturés au 31 décembre 2012.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

L'Associé Unique décide de renouveler les mandats des gérants Monsieur Philippe RICHELLE et Monsieur Marc LIBOUTON, demeurant professionnellement au 163, rue du Kiem, L-8030 Strassen pour une nouvelle période d'une année de telle sorte que leur mandat viendra à échéance lors de la tenue de l'Assemblée Générale statuant sur les comptes annuels au 31 décembre 2012.

L'Associé Unique décide de renouveler le mandat de Commissaire de la Société H.R.T. Révision S.A., ayant son siège social au 163, rue du Kiem, L-8030 Strassen pour une nouvelle période d'une année de telle sorte que son mandat viendra à échéance lors de la tenue de l'Assemblée Générale statuant sur les comptes annuels clôturés au 31 décembre 2012.

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

Strassen, le 23 août 2012.

Pour J. Hirsch & Co International

Référence de publication: 2012109745/23.

(120148265) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

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

Siège social: L-2520 Luxembourg, 9, allée Scheffer.

R.C.S. Luxembourg B 170.849.

Rectification de l'acte déposé en date du 14 août 2012 (L120143397)

In the year two thousand and twelve, on the eighth of August;

Before Us M [e] Carlo WERSANDT, notary residing at Luxembourg, (Grand Duchy of Luxembourg), undersigned,

THERE APPEARED:

Bedivere Investments S.à r.l., a société à responsabilité limitée incorporated under the laws of Luxembourg, having its registered office at 9, allée Scheffer, L-2520 Luxembourg, and in process of being registered with the Luxembourg Trade and Companies Registry (the "Sole Shareholder"),

hereby represented by Mrs. Audrey MUCCIANTE, Avocate à la Cour, residing in Luxembourg, by virtue of proxy established on 8 August 2012.

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

Such appearing party, represented as stated here above, has requested the undersigned notary, to state as follows the articles of association of a private limited liability company (société à responsabilité limitée), which is hereby incorporated:

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

Art. 1. Legal form. There is hereby formed a société à responsabilité limitée (the "Company") governed by present laws, especially the law of August 10, 1915 on commercial companies as amended (the "Companies Law") and the present articles of association (the "Articles").

Art. 2. Denomination. The denomination of the Company is "Lamorak Investments S.à r.l.".

Art. 3. Registered office.

3.1 The registered office of the Company is established in Luxembourg City.

3.2 It may be transferred within the municipality of Luxembourg City upon a resolution of the board of managers of the Company.

Art. 4. Corporate object.

4.1 The Company shall have as its business purpose to hold directly or indirectly (including, without limitation, through a trust) participations, securities and bank deposits, in any form whatsoever, in Luxembourg and foreign companies, government bodies or trusts, to acquire by purchase, subscription, or in any other manner as well as to transfer by sale, sale and repurchase, exchange or otherwise stock, bonds, debentures, notes, profit participating instruments and other securities of any kind (including derivatives), to possess, to administer, to develop and to manage its portfolio.

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

4.3 The Company may more particularly lend money to, or invest in any form moneys in, (i) its shareholders, group or affiliated companies of its shareholders, (including any trust in which affiliated companies have a direct or indirect interest) and (ii) professional market parties and group or affiliated companies of professional market parties (including special purpose vehicles set up by, or jointly with professional market parties). Loans to, or investments in retail clients are excluded.

4.4 The Company may enter into derivative transactions with its shareholders, group or affiliated companies of its shareholders (including any trust in which affiliated companies have a direct or indirect interest) professional market parties and group or affiliated companies of professional market parties.

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4.5 The Company may provide collateral and enter into all types of security documents for the purpose of securing its own obligations and obligations and expenses of its shareholders, or obligations and exposure of any group or affiliated company.

4.6 The Company may also enter into forward sale agreements, including any prepaid forward agreement.

4.7 The Company may borrow in any form (excluding however the taking of loans from the public or the taking of deposits from the public).

4.8 In general, it may take any controlling and supervisory measures and carry out any financial, movable or immovable, commercial and industrial operation, which it may deem useful in the accomplishment and development of its purpose.

Art. 5. Duration. The Company is formed for an unlimited period.

Title II. - Capital - Shares - Share premium

Art. 6. Corporate Capital.

6.1 The share capital is represented by shares (the "Shares") having such rights and obligations as set out in the present Articles.

6.2 The issued share capital of the Company is fixed at two hundred and fifty thousand US Dollars (USD 250,000.-) divided into two hundred and fifty thousand (250,000) Shares, each Share with a nominal value of one US Dollars (USD 1.-).

6.3 The Company shall have an authorized non-issued share capital of two thousand US Dollars (USD 2,000.-), represented by two thousand (2,000) Shares with a nominal value of one US Dollar (USD 1.-) each.

6.4 The board of managers is hereby authorised to issue further Shares, with or without a share premium, in an amount up to the total authorised non-issued share capital as indicated above in Article 6.3, in whole or in part from time to time as it in its discretion may determine, and to accept subscriptions for such Shares at any time prior to the end of a five years time period from the date of publication of the respective authorisation given to the Company's management in this respect under the present Articles.

6.5 The board of managers is authorised to determine the conditions attached to any subscription for Shares from time to time.

6.6 When the board of managers effects a whole or partial increase in capital pursuant to the provisions referred to above, it shall be obliged to take steps to amend this Article 6 in order to record the change and the Company's management is authorised to take or authorise the steps required for the execution and publication of such amendment in accordance with the law.

6.7 The period of this authorisation may be extended from time to time by resolutions of the general meeting of shareholders, in the manner required for the amendment of the Articles.

6.8 All the Shares are entitled to distributions in accordance with Article 17. Upon the winding up of the Company, all the Shares are entitled to distributions in accordance with Article 19.

6.9 The funds received as share premium of the Shares upon issuance of the Shares (if applicable) are allocated to a special premium reserve, except for those allocated to the legal reserve. The special premium reserve is at the free disposal of the shareholders and the board of managers, as the case may be.

6.10 The Company shall maintain a shareholder register indicating in addition of the information required by Article 185 of the Companies Law the name of each shareholder, the number of Shares held by it and, in respect of each Share, its nominal value and share premium.

Art. 7. Shares Rights, Transfer and Redemption.

7.1 Shares are freely transferable among shareholders. Transfer of Shares inter vivos to non-shareholders may only be made with the prior approval of shareholders representing three quarters of the corporate capital and the consent of the board of managers, such a consent not to be unreasonably withheld. For all other questions relating to a transfer of shares, the provisions of articles 189 and 190 of the Companies Law shall apply.

7.2 Each Share is indivisible with regard to the Company, which admits only one (1) owner for each of them.

7.3 Each Share gives right to one vote.

7.4 The Shares are not redeemable.

Art. 8. Events on shareholders. The life of the Company does not come to an end by death, suspension of civil rights, bankruptcy or insolvency of any shareholder.

Art. 9. Rights of shareholders.

9.1 A shareholder as well as the heirs and representatives or entitled persons and creditors of a shareholder cannot, under any circumstances, request the affixing of seals on the assets and documents of the Company, nor become involved in any way in its administration.

9.2 In order to exercise their rights, shareholders have to refer to financial statements and to the decisions of the general meetings.

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Title III. - Management

Art. 10. Composition of board of managers.

10.1 The company is administered by three (3) or more managers, with a majority of managers resident in Luxembourg, not necessarily shareholders, appointed by the general meeting of shareholders with or without limitation to their period of office. The number of managers, their powers and remuneration are fixed by the general meeting of shareholders.

10.2 The general meeting of shareholders has the power to remove managers at any time without giving reasons.

10.3 In the event of any vacancy on the board of managers, the remaining managers have the right to provisionally fill the vacancy, such decision to be ratified by the next general meeting.

Art. 11. Procedure of board of managers' meetings.

11.1 The managers may elect amongst themselves a person who will act as the chairman of the board. In the absence of the chairman, another manager may preside over the meeting. The chairman's duties consist in supervising the compliance of the board proceedings with the terms of this article 11 and in chairing meetings of the board of managers.

11.2 Unless stated otherwise in these articles of association, the managers may regulate their proceedings as they think fit. No business may be transacted at a board of managers' meeting unless the meeting is held in Luxembourg.

11.3 The chairman or any manager may call a meeting of the board of managers as often as the interest of the Company so requires with a notice of not less than one (1) clear day. The notice period may be waived provided all the managers are attending the managers' meeting in person or by proxyholder, or, if not attending, confirm their agreement for the managers' meeting to be held validly without notice. The notice, which may be sent by courier, registered or simple mail, electronic mail or fax, will provide in reasonable detail the matters to be discussed at the meeting.

11.4 Meetings of the board of managers are quorate, if at least two (2) board members are (i) present or represented at the meeting and (ii) are physically present in Luxembourg.

11.5 Any manager who is physically present in Luxembourg throughout the meeting may participate in any meeting of the board of managers by conference-call, video-conference or by other similar means of communication allowing all the persons taking part in the meeting to hear one another, it being understood that no manager who is physically present outside Luxembourg shall be permitted to participate in a meeting of the board whether by these means or otherwise. The participation in a meeting by these means is equivalent to a participation in person at such meeting.

11.6 If a manager is unable to attend a board of managers' meeting, he may give a written proxy to another manager who will be physically present at the meeting in order for such proxy holder to vote in his name at the board of managers' meeting. In case there is only one (1) manager, his resolutions are validly adopted if in writing.

11.7 Resolutions of the board of managers in a meeting are validly passed if a simple majority of the managers that are present or represented vote in favour of the resolution. Each manager is entitled to one (1) vote unless he also acts as a proxy holder in which case he has one (1) additional vote per proxy.

11.8 The resolutions of the board of managers will be recorded in minutes signed by the chairman and/or the secretary in Luxembourg, and held at the registered office of the Company. Copies or extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any manager.

11.9 Circular resolutions signed by all members of the board of managers will be as valid and effective as if passed at a meeting duly convened and held, provided that a circular resolution shall be valid and effective only if each member of the board of managers has signed such circular resolution at a time when he/she is physically present in Luxembourg. Such signatures may appear on a single document or multiple copies of an identical resolution. The date of such circular resolution shall be the date of the last signature.

Art. 12. Powers of the management.

12.1 The board of managers is vested with the broadest powers, which are not reserved as a matter of law or by the articles of association to the general shareholders' meeting, to perform all acts of administration and disposition in compliance with the corporate object.

12.2 The board of managers represents the company towards third parties and any litigation involving the company either as plaintiff or as defendant, will be handled in the name of the company by the board of managers.

Art. 13. Delegation of powers - Liability.

13.1 The board of managers may delegate its powers to conduct the daily management ("gestion journalière") of the Company to one (1) or more Luxembourg resident managers, who will be called "Director(s)".

13.2 The board of managers may also appoint attorneys of the Company, who are entitled to bind the Company by their sole signature, but only within the limits to be determined by the power of attorney. There may be no overall delegation of all or substantially all management powers to any third party.

13.3 Unless special decisions have been reached concerning the authorised signature in case of delegation of powers or proxies given by the board of managers pursuant to this article (in particular, for all matters of daily management for which the Company is committed by the signature of any one (1) Director), the Company is bound by the joint signature of any two (2) managers.

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13.4 No manager assumes, by reason of his position, a personal liability in relation to commitments regularly made by him in the name of the Company. A manager is a simple authorised agent and is responsible only for the execution of his mandate.

Title IV. - General meeting of the shareholders

Art. 14. Procedural rules for shareholders' meetings.

14.1 The sole shareholder shall exercise all powers vested with the general meeting of shareholders under section XII of the Companies Law.

14.2 All decisions exceeding the powers of the board of managers shall be taken by the sole shareholder or, as the case may be, by the general meeting of the shareholders. Any such decisions shall be in writing and shall be recorded on a special register.

14.3 In case there is more than one but less than twenty-five shareholders, decisions of shareholders shall be taken in a general meeting or by written consultation at the initiative of the board of managers. No decision is deemed validly taken until it has been adopted by the shareholders representing more than fifty per cent (50%) of the capital.

14.4 General meetings of shareholders shall be held in Luxembourg. Attendance by virtue of proxy is possible.

Title V. - Financial year - Profits - Reserves - Interim dividends - Liquidation

Art. 15. Financial year. The Company's financial year runs from the first day of January to the 31 st day of December of the same year.

The shareholder(s) may shorten the term of the financial year at any time.

Art. 16. Annual statutory accounts.

16.1 Each year, as of the date of the financial year end, the board of managers will draw up a balance sheet, which will (i) contain a record of all movable and immovable property of, and all the debts owed to and by, the Company and (ii) be accompanied by an annex summarising all the commitments of the Company and debts of the managers and/or auditors to the Company.

16.2 At the same time the board of managers will prepare a profit and loss account, which will be submitted to the general meeting of shareholders together with the above-mentioned balance sheet.

16.3 Each shareholder may inspect at the registered office the balance sheet, the inventory and the profit and loss account during the fortnight preceding the annual general meeting.

Art. 17. Distributions.

17.1 The credit balance of the profit and loss account, after deduction of expenses, costs, amortizations, charges and provisions represents the net profit of the Company.

17.2 Each year, five per cent of the net profit will be transferred to the legal reserve. This deduction ceases to be compulsory when the legal reserve amounts to one tenth of the nominal capital but must be resumed until the reserve fund is entirely reconstituted if, any time and for any reason whatever, it has been reduced below such proportion. The balance is at the disposal of the general meeting of shareholders and the board of managers, as the case may be.

17.3 Each Share entitles its holder to dividends calculated and payable subject to the availability of distributable reserves or profits and to be distributed upon proposal of the board of managers. Unless the general meeting of shareholders or, as the case may be, the board of managers, when declaring a dividend, otherwise determines in its absolute discretion, distributions shall be made to shareholders pro rata the Aggregate Value.

Art. 18. Interim Dividend.

18.1 The board of managers is authorised to declare, as often as it deems appropriate and at any moment in time during the financial year, the payment of interim dividends to the Shares subject only to three conditions: i) the board of managers may only take the decision to distribute interim dividends on the basis of interim accounts; ii) the date of the interim accounts may not be dated earlier than 3 weeks at the date of the relevant board meeting; and iii) the interim accounts, which may be unaudited, must show that sufficient other distributable amounts exist.

18.2 The distributable amounts are equal to the net profit realised since the end of the last financial year or the incorporation, as the case may be, plus any profits carried forward and sums drawn down from reserves available for distributions (including any share premium), less losses carried forward and any sums to be placed to mandatory reserves pursuant to the requirements of the Companies Law or of the Articles.

Art. 19. Liquidation.

19.1 In the event of a dissolution of the Company, the liquidation will be carried out by one or more liquidators who need not be shareholders, designated by the meeting of shareholders at by the majority defined by article 142 of the Companies Law.

19.2 The liquidator(s) shall be invested with the broadest powers for the realization of the assets and payment of the debts.

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19.3 After payment of all the debts and liabilities of the Company (including declared but unpaid dividends, if any) and the expenses of the liquidation, the net liquidation proceeds shall be distributed to the shareholders pro rata the Aggregate Value.

Art. 20. Applicable laws. All matters not specifically provided for in the Articles, shall be governed by existing applicable laws.

Art. 21. Definitions. "Aggregate Value" means with respect of each Share its nominal value increased by any share premium paid on such Share.

Transitional disposition

The first financial year shall begin on the date of the incorporation of the Company and shall terminate on 31 December 2012.

Subscription - Payment

The Articles having thus been established, Bedivere Investments S.à r.l., prenamed, declares to subscribe the entire share capital as follows:

Class of shares	Number of Shares	Aggregate Share Premium (USD)	Aggregate Subscribed amount (USD)	% of share capital
Shares	250,000	249,750,000.-	250,000,000.-	100%
TOTAL	250,000	249,750,000.-	250,000,000.-	100%

All the Shares have been paid-up to the extent of one hundred percent (100%) by a contribution in kind (the "Contribution") consisting in an uncontested claim held by the subscriber against Pelleas Investments S.à r.l., a Luxembourg société à responsabilité limitée, having its registered office at 9, allée Scheffer, L-2520 Luxembourg and registered with the Luxembourg Register for Commerce and Companies under number B 127.231, in the amount of USD 250,000,000.

The Contribution will be allocated as follows: (i) USD 250,000.- to the share capital of the Company and (ii) USD 249,750,000.- to the special premium reserve of the Company. Evidence of the value of the Contribution has been given to the Notary by a valuation report, in which the managers of the subscriber have confirmed, that the value of the Contribution to be made by the subscriber is at least equal to the par value plus premium of the Shares. The valuation report shall remain annexed to the present deed and shall be registered with it.

Valuation and Costs

For the purpose of the registration, the capital is valued at two hundred two thousand one hundred Euros (EUR 202,100.-) (exchange rate on 8 August 2012: USD 1.- = EUR 0.8084).

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of its formation are estimated at approximately EUR 6,500.- (six thousand five hundred Euros).

Resolutions of the shareholder

The aforementioned appearing party, representing the whole of the subscribed share capital, has adopted the following resolutions as sole shareholder:

1. The Company will be administered by the following managers for an undetermined period:

a. Mr. Jean-Guibert MAHY, born on 20 March 1977 in Anderlecht, Belgium, professionally residing at 9, allée Scheffer, L-2520 Luxembourg;

b. Mr. Gregor McMILLAN, born on 4 April 1970 in London, United Kingdom, professionally residing at 9, allée Scheffer, L-2520 Luxembourg;

c. Mr. Manfred ZISSELSBERGER, born on 11 July 1949 in Teisnach, Kreis Regen, Germany, professionally residing at 9, allée Scheffer, L-2520 Luxembourg; and

d. Mr. David WIDART, born on 12 June 1977 in Marche-en-Famenne, Belgium, professionally residing at 9, allée Scheffer, L-2520 Luxembourg.

2. The registered office of the Company shall be established at 9, allée Scheffer, L-2520 Luxembourg.

Statement

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

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

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

Suit la version française du texte qui précède:

L'an deux mille douze, le huit août;

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

A COMPARU:

Bedivere Investments S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 9, allée Scheffer, L-2520 Luxembourg, et en cours d'immatriculation au Registre de Commerce et des Sociétés de Luxembourg (l'"Associé Unique"),

ici représentée par Madame Audrey MUCCIANTE, Avocate à la Cour, demeurant à Luxembourg, en vertu d'une procuration signée en date du 7 août 2012.

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

La partie comparante, représentée comme indiqué ci-dessus, a invité le notaire en charge, à énoncer les statuts d'une société à responsabilité limitée, qui est par la présente incorporée comme suit:

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

Art. 1 er . Forme légale. Il est formé par le présent acte une société à responsabilité limitée (la "Société") qui sera régie par les lois actuellement en vigueur, notamment par celle du 10 août 1915 sur les sociétés commerciales, telle que modifiée (la "Loi sur les Sociétés"), ainsi que par les présents statuts (les "Statuts").

Art. 2. Dénomination. La dénomination de la société est "Lamorak Investments S.à r.l.".

Art. 3. Siège social

3.1 Le siège social de la Société est établi dans la ville de Luxembourg.

3.2 Il peut être transféré au sein de la municipalité de Luxembourg sur une résolution du conseil de gérance de la Société.

Art. 4. Objet social.

4.1 La Société aura pour objet social de détenir directement ou indirectement (y compris, notamment par le biais d'un "trust") des participations, des actions et obligations et des dépôts à la banque, sous quelque forme que ce soit, dans des sociétés luxembourgeoises et étrangères, corps gouvernementaux ou "trusts" d'acquérir par achat, souscription ou de toute autre manière, de même que l'aliénation par vente, mise en pension, échange ou autres, de titres, obligations, debentures, billets, instruments financiers et autres droits et obligations en tous genres (y compris des produits dérivés), de posséder, d'administrer, de développer et de gérer son portefeuille.

4.2 La Société peut participer à l'établissement et au développement de toute entreprise financière, industrielle ou commerciale et prêter assistance, que ce soit par voie de prêt, garanties ou de toute autre manière que ce soit à des sociétés filiales ou affiliées.

4.3 La Société peut plus particulièrement, prêter ou investir de l'argent sous quelque forme que ce soit dans, (i) ses associés et sociétés du groupe ou filiales de ses associés, (incluant tout "trust" dans lequel ses associés ou sociétés du groupe ou filiales de ses associés ont un intérêt direct ou indirect) et (ii) des professionnels du secteur financier ou des sociétés du groupe ou filiales de ces professionnels du marché financier (y compris des véhicules ayant un objet spécial établi conjointement ou non avec des professionnels du secteur financier). Les prêts consentis à des particuliers ou les investissements opérés à destination de particuliers sont exclus.

4.4 La Société peut prendre part à des transactions portant sur des produits dérivés avec ses associés, des sociétés du groupe ou des sociétés filiales de ses associés (incluant tout "trust" dans lequel ses associés ou sociétés du groupe ou filiales de ses associés ont un intérêt direct ou indirect), professionnels du marché financier et sociétés du groupe ou sociétés affiliées de professionnels du marché financier.

4.5 La Société peut constituer toute sûreté réelle et s'engager dans tous types de documents dans le but de garantir ses propres obligations ainsi que les obligations de ses associés, ou des sociétés du groupe ou de toute entité affiliée de ses associés.

4.6 La Société peut également intervenir dans des contrats de vente à terme, y compris tout contrat de vente à terme prépayé.

4.7. La Société peut emprunter sous quelque forme que ce soit (à l'exception toutefois de demandes de prêts auprès de particuliers ou la prise de dépôts de particuliers).

4.8 D'une façon générale, la Société peut prendre toutes mesures de contrôle et de surveillance et faire toutes opérations financières, industrielles ou commerciales, mobilières ou immobilières, qu'elle jugera utiles à l'accomplissement ou au développement de son objet social.

Art. 5. Durée. La société est constituée pour une durée indéterminée.

Titre II. - Capital - Parts sociales - Prime d'émission

Art. 6. Capital social, Capital autorisé non émis.

6.1 Le capital social de la Société est composé de parts sociales (les "Parts Sociales") ayant les droits et obligations tels que déterminés dans les Statuts.

6.2 Le capital social émis de la Société est fixé à deux cents cinquante mille US Dollars (USD 250.000,-), divisé en deux cents cinquante mille (250.000) Parts Sociales, chaque Part Sociale ayant une valeur nominale de un US Dollar (USD 1,-).

6.3 La Société aura un capital social autorisé non-souscrit de deux mille US Dollars (USD 2.000,-), composé de deux mille (2.000) Parts Sociales, ayant chacune une valeur nominale de un US Dollar (USD 1,-).

6.4 Le conseil de gérance est par le présent acte autorisé à émettre de nouvelles Parts Sociales avec ou sans prime d'émission, d'un montant total du capital social total autorisé non émis de la Société, tel qu'indiqué à l'Article 6.3 ci-dessus, de manière intégrale ou partielle, de temps à autre, à la discrétion de la Société, ainsi qu'à accepter des souscriptions pour lesdites Parts Sociales à tout moment avant l'expiration d'une période de cinq ans à compter de la date de publication de l'autorisation respective donnée à la gérance de la Société sur ce point dans les présents Statuts.

6.5 Le conseil de gérance est autorisé à déterminer les conditions relatives à toute souscription de Parts Sociales.

6.6 Si le conseil de gérance procède à une augmentation de capital totale ou partielle, conformément aux dispositions ci-dessus, il sera tenu d'effectuer toutes démarches utiles pour modifier le présent Article 6 afin de faire enregistrer la modification subséquente des Statues, et le conseil de gérance est autorisé à prendre ou à autoriser les mesures requises pour faire procéder à la publication desdites modifications conformément à la loi.

6.7 La durée de validité de cette autorisation pourra être prolongée par résolution de l'assemblée générale des associés de temps à autre, de la même manière que celle requise pour la modification des présents Statuts.

6.8 Toutes les Parts donnent droit à distribution conformément à l'Article 17. En cas de liquidation de la Société toutes les Parts donnent droit à distribution conformément à l'Article 19.

6.9 Les fonds reçus au titre de la prime d'émission des Parts Sociales lors de l'émission de ces Parts Sociales (le cas échéant) sont affectés à une réserve spéciale dédiée aux primes, sauf pour ceux qui sont affectés au fonds de réserve légale. La réserve spéciale pour les primes est à la libre disposition des associés et du conseil de gérance, selon les cas.

6.10 La Société doit maintenir un registre des actions indiquant en plus des informations requises par l'article 185 de la Loi sur les Sociétés le nom de chaque associé, le nombre des Parts Sociales détenu et, à l'égard de chaque Part Sociale, sa valeur nominale et sa prime d'émission.

Art. 7. Parts sociales, Cession et Rachat.

7.1 Les Parts Sociales sont librement cessibles entre associés. Une cession de parts sociales entre vifs à des tiers non associés ne peut être effectuée que moyennant l'agrément préalable des associés représentant au moins les trois quarts du capital social, et avec le consentement du conseil de gérance, un tel consentement ne pouvant être déraisonnablement refusé. Pour toute autre question relative à un transfert de Parts Sociales, il est fait référence aux dispositions des articles 189 et 190 de la Loi sur les Sociétés.

7.2 Chaque Part Sociale est indivisible à l'égard de la Société qui n'admet qu'un (1) seul titulaire à son égard pour chaque Part Sociale.

7.3 Chaque Part Sociale donne droit à une voix.

7.4 Les Parts Sociales ne sont pas rachetables.

Art. 8. Événements concernant les associés. Le décès, l'incapacité, la faillite ou l'insolvabilité d'un associé n'entrainent pas la dissolution de la Société.

Art. 9. Droits des associés.

9.1 Un associé, mais également ses héritiers, représentants, ayant-droits ou créanciers d'un associé ne peuvent, en aucune circonstance, requérir l'apposition de scellés sur les avoirs ou les documents de la Société, ni s'immiscer de quelque façon que ce soit dans la gestion de la Société.

9.2 Afin d'exercer leurs droits, les associés doivent se référer aux états financiers de la Société, ainsi qu'aux décisions de l'assemblée générale des associés.

Titre III. Gérance

Art. 10. Composition du conseil de gérance..

10.1 La Société est gérée par trois (3) ou plusieurs gérants, la majorité d'entre eux demeurant au Luxembourg, n'ayant pas nécessairement le statut d'associé, et nommés par l'assemblée générale des associés pour une durée déterminée ou indéterminée. Le nombre de gérants, leurs pouvoirs ainsi que leur rémunération sont déterminés par l'assemblée générale des associés.

10.2 L'assemblée générale des associés jouit du pouvoir de révoquer les gérants à tout moment sans avoir à motiver une telle révocation.

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10.3 En cas de vacance au sein du conseil de gérance, les gérants restant en fonction peuvent pourvoir provisoirement la vacance, auquel cas l'assemblée générale des associés procède à la ratification de la nomination lors de sa plus prochaine réunion.

Art. 11. Déroulement des assemblées du conseil de gérance.

11.1 Les gérants peuvent désigner l'un d'entre eux pour présider le conseil de gérance. En cas d'absence du Président, la présidence peut être conférée à un autre gérant présent lors de la réunion en cause. Les obligations du Président consistent à veiller à ce que le déroulement de la réunion s'effectue en conformité avec les dispositions du présent Article 11 et à présider les assemblées du conseil de gérance.

11.2 Sauf disposition contraire des Statuts, les gérants sont libres d'organiser le déroulement de leurs réunions à leur convenance. Aucune affaire ne peut être traitée par le conseil de gérance à moins que la réunion ne se tienne au Luxembourg.

11.3 Le Président ou tout gérant pourra convoquer une assemblée du conseil de gérance, aussi souvent que les intérêts de la société le requièrent, sur convocation préalable d'au moins un (1) jour franc. Il peut être renoncé à la nécessité de convocation préalable dès lors que tous les gérants sont présents ou représentés à ladite réunion du conseil de gérance ou, en cas d'absence, confirment leur accord à ce que la réunion du conseil de gérance soit valablement tenue. La convocation, qui pourra être envoyé par courrier, recommandé ou simple, mail électronique ou fax, contiendra de façon suffisamment détaillée les points à discuter lors de la réunion.

11.4 Les décisions prises lors d'une réunion du conseil de gérance sont valablement passées si au moins deux (2) des membres du conseil de gérance (i) sont présents ou représentés à la réunion et (ii) sont physiquement présents au Luxembourg.

11.5 Tout gérant, qui est physiquement présent au Luxembourg durant une réunion du conseil de gérance, pourra participer à ladite réunion par conférence téléphonique, vidéo-conférence ou par tout autre moyen de communication semblable permettant à chacune des personnes qui prennent part à la réunion de s'entendre mutuellement, étant précisé qu'un gérant se trouvant physiquement hors du Luxembourg lors de la réunion ne saurait participer à la réunion par l'un quelconque de ces moyens. La participation à une réunion par l'un quelconque de ces moyens équivaut à une participation en personne à ladite réunion.

11.6 Si un gérant est dans l'impossibilité d'assister à une réunion du conseil de gérance, il pourra donner procuration écrite à un autre gérant qui sera lui physiquement présent à la réunion afin, pour ce dernier, de voter en son nom à la réunion du conseil de gérance. Dans l'hypothèse d'un gérant unique, ses résolutions sont valablement passées par écrit.

11.7 Les résolutions du conseil de gérance sont valablement passées si une majorité simple des gérants présents ou représentés ont voté en faveur de la décision. Chaque gérant a droit à un (1) vote, à moins qu'il n'agisse également pour le compte d'un 'autre gérant en vertu d'une procuration, auquel cas, il aura un (1) vote supplémentaire par procuration.

11.8 Les résolutions du conseil de gérance seront enregistrées dans des procès-verbaux signés par le Président et/ou le secrétaire au Luxembourg, et conservés au siège social de la société à condition que chaque gérant, afin de signer, est présent au Luxembourg au moment de la signature. Des copies ou extraits de tels procès-verbaux à produire dans des procès ou autre seront valablement signés par le Président de la réunion ou par tout gérant.

11.9 Les résolutions circulaires signées par tous les membres du conseil de gérance sont valables au même titre que si elles avaient été prises lors d'une réunion d'un conseil de gérance dûment convoquée et tenue, à condition que chaque gérant ait signé ladite résolution à un moment où il se trouve physiquement présent au Luxembourg. Les signatures de tous les gérants pourront être documentées dans un document unique ou bien dans plusieurs documents ayant un contenu identique. La date d'une telle résolution circulaire sera la date de la dernière signature.

Art. 12. Pouvoirs du conseil de gérance.

12.1 Le conseil de gérance est investi des pouvoirs les plus étendus, sous réserve des pouvoirs qui sont expressément attribués par la loi à l'assemblée générale des associés, pour exécuter tous les actes d'administration et de disposition en conformité avec l'objet social.

12.2 Le conseil de gérance représente la société à l'égard des tiers et tout contentieux dans lequel la société est impliquée à quelque titre que ce soit, en demande ou en défense, sera géré par le conseil de gérance au nom et pour le compte la Société.

Art. 13. Délégation de pouvoirs, Responsabilité.

13.1 Le conseil de gérance peut déléguer la gestion journalière (daily management) de la Société à un ou plusieurs gérants résidant au Luxembourg, qui prendra/ont la dénomination de "délégué(s) à la gestion journalière".

13.2 Le conseil de gérance peut également nommer des mandataires de la Société, investis du pouvoir d'engager la Société par leur seule signature, mais uniquement dans les limites telles que déterminées par leur mandat. Il ne peut être procédé à une délégation de tous les pouvoirs de gérance, ou à une délégation substantielle des pouvoirs de gérance à un tiers.

13.3 Hormis décision spéciale du conseil de gérance s'agissant de la signature autorisée en cas de délégation de pouvoirs ou de procurations conférés par le conseil de gérance conformément au présent Article (en particulier pour toutes les

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affaires liées à la gestion journalière pour lesquelles la Société est liée par la signature d'un (1) seul délégué à la gestion journalière), la Société est engagée par la signature conjointe de deux (2) gérants.

13.4 Un gérant ne contracte, à l'égard de sa fonction, aucune obligation personnelle du fait des engagements régulièrement pris par lui au nom de la Société; simple mandataire de la société, il ne peut être tenu responsable que de l'exécution de son mandat.

Titre IV. - Assemblée générale des associés

Art. 14. Règles procédurales pour les réunions d'associés.

14.1 L'associé unique exercera tous les droits incombant à l'assemblée générale des associés en vertu de la section XII de la Loi sur les Sociétés.

14.2 Toutes les décisions outrepassant les pouvoirs du conseil de gérance seront prises par l'associé unique ou, dans le cas où il y a plus d'un seul associé, par l'assemblée générale des associés. De telles décisions seront écrites et doivent êtres consignées sur un registre spécifique.

14.3 S'il y a plus d'un, mais moins de vingt-cinq associés, les décisions des associés seront prises par l'assemblée générale ou par consultation écrite à l'initiative du conseil de gérance. Une résolution des associés n'est valablement adoptée qu'après vote des associés représentant plus de cinquante pour-cent (50%) du capital social, en faveur d'une telle résolution.

14.4 Les assemblées générales des associés se tiendront au Luxembourg. La représentation au moyen de procuration est admise.

Titre V. - Exercice social - Profits - Réserves - Dividendes intérimaires - Liquidation

Art. 15. Exercice Social. L'exercice social de la Société commence le 1 er jour de janvier d'une année et se termine au 31 décembre de la même année.

Le(s) associé(s) peuvent abréger la durée de l'exercice social à tout moment.

Art. 16. Comptes sociaux annuels.

16.1 Chaque année, à la date de la fin de l'exercice social, le conseil de gérance établit un bilan comprenant (i) un bilan des actifs mobiliers et immobiliers et de toutes les dettes actives et passives de la Société et accompagné (ii) d'une annexe synthétisant tous les engagements de la société, ainsi que les dettes des gérants et/ou commissaires aux comptes envers la Société.

16.2 Au même moment, la gérance établit un compte des pertes et profit, qui sera soumis à l'assemblée générale des associés en même temps que le bilan susmentionné.

16.3 Chaque associé aura le droit de consulter auprès du siège social le bilan, l'annexe et le compte des pertes et profits, pendant la quinzaine de jours précédent l'assemblée générale annuelle.

Art. 17. Distributions.

17.1 Le solde créditeur du compte de pertes et profits, déduction faite des frais généraux, charges, amortissements et provisions, constitue le bénéfice net de la Société.

17.2 Sur ce bénéfice net, il est annuellement prélevé cinq pour-cent (5%) qui seront alloués à un fonds de réserve légale. Ce prélèvement cesse d'être obligatoire dès lors que le fonds de réserve légale atteint le dixième du capital social nominal, mais devra toutefois reprendre jusqu'à son intégrale reconstitution, si à quelconque instant, et pour quelque raison que ce soit, le fonds de réserve était entamé au delà de ces proportions. L'excédent est à la libre disposition de l'assemblée générale des associés ou du conseil de gérance, le cas échéant.

17.3 Chaque Part Sociale procure à son détenteur le droit au paiement de dividendes calculés et payables sous réserve de la disponibilité de réserves ou de profits distribuables et distribués sur proposition du conseil de gérance. Sauf décision contraire de l'assemblée générale ordinaire des associées ou, selon le cas, du conseil de gérance en son absolue discrétion, déclarant l'attribution d'un dividende, les distributions devront être faites aux associés au pro rata de la Valeur Totale.

Art. 18. Dividende intérimaire.

18.1 Aussi souvent qu'il l'estime opportun et à tout moment durant l'exercice social, le conseil de gérance est autorisé à déclarer le paiement de dividendes intérimaires aux Parts Sociales, sous réserve que les trois conditions suivantes soient satisfaites: i) le conseil de gérance ne peut décider une telle distribution que sur la base de comptes intérimaires; ii) les comptes intérimaires ne peuvent dater de plus de trois (3) semaines précédant la date de la réunion du conseil de gérance portant sur ladite distribution; et iii) les comptes intérimaires, qui n'ont pas à être certifiés, doivent démontrer l'existence de profits distribuables en montants suffisants.

18.2 Les montants distribuables équivalent au bénéfice net réalisés depuis la fin du dernier exercice social ou, selon le cas, la date de la constitution, auxquels s'ajoutent tout profit reporté ainsi que tout montant des réserves disponibles pour une distribution (incluant toute prime d'émission), et auxquels doivent être déduits les pertes reportées ainsi que tout montant devant être alloué aux réserves obligatoires en application des dispositions de la Loi sur les Sociétés ou des Statuts.

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Art. 19. Liquidation.

19.1 En cas de liquidation de la Société, la liquidation est mise en oeuvre par un ou plusieurs liquidateurs, n'ayant pas nécessairement le statut d'associé, et qui seront désignés par l'assemblée des associés à la majorité requise à l'article 142 de la Loi sur les Sociétés.

19.2 Le ou les liquidateurs sont investis des pouvoirs les plus larges pour la réalisation des biens ainsi que le paiement des dettes.

19.3 Après paiement de toutes les dettes et de tout le passif de la Société (y compris de touts dividendes éventuels déclarés mais non payés) ainsi que de tous les coûts et dépenses de la liquidation, le produit net de la liquidation sera distribué aux associés au pro rata de la Valeur Totale.

Art. 20. Lois applicables. Tout ce qui n'est pas prévu spécifiquement dans les Statuts est régi par les lois applicables.

Art. 21. Définitions. "Valeur Totale" correspond à l'égard de chaque Part Sociale à sa valeur nominale augmentée de la prime d'émission payée pour cette Part Sociale.

Disposition transitoire

Le premier exercice social de la Société commencera à le la date de constitution de la Société et se terminera au 31 décembre 2012.

Souscription - Libération

Les Statuts ayant ainsi été établis, Bedivere Investments S.à r.l., prédésignée, déclare souscrire l'ensemble du capital social comme suit:

Catégorie de parts sociales	Nombre de parts Sociales	Prime d'émission totale (EUR)	Montant total souscrit (EUR)	% de capital social
Parts Sociales	250.000	249.750.000,-	250,000,000.-	100%
TOTAL	250.000	249.750.000,-	250.000.000,-	100%

Toutes les parts sociales ont été entièrement souscrites et libérées à hauteur de cent pour cent (100%) par une contribution en nature (la "Contribution") composée d'une créance incontestée détenue par le souscripteur contre Pelleas Investments S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 9, allée Scheffer, L-2520 Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 127.231, à hauteur de USD 250.000.000,-.

La Contribution sera allouée de manière suivante: (i) USD 250.000,- au capital social de la Société et (ii) USD 249.750.000,- à la réserve spéciale de la Société. Preuve de la valeur de la Contribution a été fournie au notaire soussigné par un rapport d'évaluation, par lequel les gérants du souscripteur ont confirmé que la valeur de la Contribution à effectuer par le souscripteur est au moins égal à la valeur nominale plus prime des Parts Sociales. Le rapport d'évaluation restera attaché au présent acte pour les besoins de l'enregistrement.

Estimation des coûts

Pour les besoins de l'enregistrement, le capital est évalué à deux cent deux mille cent euros (EUR 202.100,-) (taux d'échange du 8 août 2012: USD 1.- = EUR 0,8084).

Le montant des frais, honoraires, rémunérations et charges de toute nature qui devront être supportés par la Société en raison de sa constitution sont estimés à environ EUR6.500,- (six mille cinq cents Euros).

Résolutions des détenteurs de parts

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

1. Sont nommés gérants pour une durée indéterminée les gérants suivants:

a. Monsieur Jean-Guibert MAHY, né le 20 mars 1977 à Anderlecht, Belgique, résidant à 9, allée Scheffer, L-2520 Luxembourg;

b. Monsieur Gregor McMILLAN, né le 4 avril 1970 à Londres, Royaume-Uni, résidant à 9, allée Scheffer, L-2520 Luxembourg;

c. Monsieur Manfred ZISSELSBERGER, né le 11 juillet 1949 à Teisnach, Kreis Regen, Allemagne, résidant à 9, allée Scheffer, L-2520 Luxembourg; et

d. Monsieur David WIDART, né le 12 juin 1977 à Marche-en-Famenne, Belgique, résidant à 9, allée Scheffer, L-2520 Luxembourg.

2. La Société aura son siège social au 9, allée Scheffer, L-2520 Luxembourg.

Déclaration

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

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

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

Signé: A. MUCCIANTE, C. WERSANDT.

Enregistré à Luxembourg A.C., le 9 août 2012. LAC/2012/38179. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 13 août 2012. 2

Référence de publication: 2012106931/546.

(120145393) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 août 2012.

Mercati S.A., Société Anonyme.

Siège social: L-1116 Luxembourg, 6, rue Adolphe.

R.C.S. Luxembourg B 98.015.

Les comptes annuels 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.

Signature.

Référence de publication: 2012107552/10.

(120146197) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Metatek S.A., Société Anonyme.

Siège social: L-2146 Luxembourg, 63-65, rue de Merl.

R.C.S. Luxembourg B 53.916.

Les comptes annuels au 31/12/2011 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.

Luxembourg.

Référence de publication: 2012107553/10.

(120146368) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

MGP Europe (Lux) S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 114.151.

Les comptes annuels 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.

Référence de publication: 2012107555/9.

(120146085) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

MGP Europe Parallel (Lux) S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 114.150.

Les comptes annuels 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.

Référence de publication: 2012107556/9.

(120146086) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

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N & B International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 54.843.

Extrait des résolutions prises lors de la réunion du conseil d'administration tenue en date du 17 août 2012

- Monsieur Peter van Opstal, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg, est nommé représentant permanent de Lux Konzern Sàrl.

- Monsieur Gerard van Hunen, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg, est nommé représentant permanent de Lux Business Management Sàrl.

Luxembourg, le 17 août 2012.

Pour extrait conforme

Pour la société

Un mandataire

Référence de publication: 2012107570/16.

(120146484) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Sinequanon Health Care SA, Société Anonyme.

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

R.C.S. Luxembourg B 136.999.

Extrait des résolutions prises lors de l'assemblée générale ordinaire tenue extraordinairement à Luxembourg le 31 juillet 2012

L'Assemblée Générale a pris les résolutions suivantes:

- L'Assemblée Générale décide de renouveler les mandats de:

* M. Daniel Caille, né le 6 Avril 1951, à Lyon (France), résidant au 36 rue de la Ronce, F-92410 Ville d'Arvay, en tant qu'administrateur A et Président.

* M. Arnaud Dartois, né le 5 Juillet 1978, à Angoulême (France), résidant au 11, Rue de Sèvres, F75006 Paris, en tant qu'administrateur B.

* M. Guillaume Raoux, né le 14 Février 1970, à Bagnols/Ceze (France), résidant au 41, Rue Ernest Renan, F-92310 Sèvres, en tant qu'administrateur B.

aux fonctions d'administrateurs,

* Kohnen & Associés S à.r.l., ayant son siège social 62, Avenue de la Liberté, L-1930 Luxembourg, enregistrée au registre du Commerce et des Sociétés de Luxembourg, sous le numéro B 114.190,

à la fonction de Commissaire aux Comptes.

Leurs mandats prendront fin lors de l'Assemblée Générale Ordinaire qui statuera sur les comptes de l'exercice se clôturant le 31 Décembre 2012.

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

Luxembourg, le 2 août 2012.

Pour Sinequanon Health Care S.A.

Signature

Un mandataire

Référence de publication: 2012109918/27.

(120148425) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

MH Participations S.A., Société Anonyme.

Siège social: L-5280 Sandweiler, Zone Industrielle Rolach.

R.C.S. Luxembourg B 133.323.

Le bilan au 31 décembre 2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Mandataire

Référence de publication: 2012107557/10.

(120146708) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

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MICHEL Beteiligung S.à r.l., Société à responsabilité limitée.

Siège social: L-1736 Senningerberg, 5, Heienhaff.

R.C.S. Luxembourg B 160.008.

Les comptes annuels au 31 DECEMBRE 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.

FIDUCIAIRE CONTINENTALE S.A.
Signature

Référence de publication: 2012107558/11.

(120146722) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Ro Agriculture Investment SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 162.520.

Auszug aus dem Protokoll der Ordentlichen Generalversammlung vom 13. Juni 2012

Fünfter Beschluss

Die Gesellschafterversammlung beschließt die Beibehaltung der derzeitigen Mitglieder des Verwaltungsrates.

Dieser setzt sich somit wie folgt zusammen:

Herr Dr. Dirk Rüttgers (Vorsitzender), Berufsadresse: Prinzregentenplatz 11, D-81675 München

Herr Henrik Michael Lingenhölin, Berufsadresse: Klosterstraße, D-88045 Friedrichshafen

Herr Heinrich Johannes Gantenbrink, Berufsadresse: D-58689 Menden (Sauerland)

Die Dauer der Mandate der Verwaltungsratsmitglieder endet mit der ordentlichen Gesellschafterversammlung, die im Juni 2013 stattfinden wird.

Sechster Beschluss

Die Gesellschafterversammlung bestellt KPMG Audit S.à r.l., mit Sitz in 9, Allée Scheffer L-2520 Luxemburg, zum Abschlussprüfer der Gesellschaft für das Geschäftsjahr, welches am 31. Dezember 2012 endet.

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

Luxemburg, im Juni 2012
Ro Agriculture Investment SICAV-SIF

Référence de publication: 2012109882/23.

(120148466) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Halliburton Luxembourg Minority S.à r.l., Société à responsabilité limitée.

Capital social: USD 2.507.841,00.

Siège social: L-5244 Sandweiler, 2B, Ennert dem Bierg.

R.C.S. Luxembourg B 167.159.

In the year two thousand and twelve, on the seventeenth day of August.

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

There appeared:

Halliburton Luxembourg Intermediate S.à r.l., a private limited liability company having its registered office at Navas Business Center, 2B Ennert dem Bierg, L-5244 Sandweiler, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 167.154,

here represented by Ms. Peggy Simon, private employee, with professional address at 9 Rabatt, L-6402 Echternach, Grand Duchy of Luxembourg, by virtue of a proxy established on August 17, 2012.

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

Such appearing entity, through its proxyholder, has requested the undersigned notary to state that:

I. The appearing entity is the sole shareholder of the private limited liability company ("société à responsabilité limitée") established in Luxembourg under the name of "Halliburton Luxembourg Minority S.à r.l.", registered with the Luxembourg Trade and Companies Register under number B 167.159, having its registered office at Navas Business Center, 2B Ennert

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dem Bierg, L-5244 Sandweiler, Grand Duchy of Luxembourg, incorporated pursuant to a deed of Maître Henri Beck, notary public residing in Echternach, dated February 27 th , 2012, published in the Mémorial C - Recueil des Sociétés et Associations number 976, on April 16 th , 2012 (the "Company").

II. The Company's share capital is set at two million, five hundred and seven thousand, eight hundred and forty U.S. Dollars (USD 2,507,840.-) represented by two million, five hundred and seven thousand, eight hundred and forty (2,507,840) shares, with a nominal value of one U.S. Dollar (USD 1.-) each.

III. The appearing entity, through its proxyholder, has requested the undersigned notary to document the following resolutions:

First resolution

The sole shareholder resolved to increase the share capital of the Company by one U.S. Dollar (USD 1.-) in order to raise it from its present amount of two million, five hundred and seven thousand, eight hundred and forty U.S. Dollars (USD 2,507,840.-) to two million, five hundred and seven thousand, eight hundred and forty-one U.S. Dollars (USD 2,507,841.-) by the creation and issue of one (1) new share.

Subscription - Payment

Thereupon, Halliburton Luxembourg Intermediate S.a r.l., prenamed, through its proxyholder, declared to subscribe to the new share and to have it fully paid up in the amount of one U.S. Dollar (USD 1.-), along with the payment of a share premium in the amount of fifteen million, sixty-four thousand, seven hundred and ninety-nine U.S. Dollars (USD 15,064,799.-), by a contribution in kind consisting of one hundred and eighty (180) shares of one Euro (EUR 1.-) each, representing 1% of the share capital of Halliburton Global Affiliates Holdings B.V., a company incorporated under the laws of The Netherlands, having its registered office at Verrijn Stuartlaan 1 c, 2288 EK Rijswijk, Zuid-Holland, The Netherlands, which are hereby transferred to and accepted by the Company at the fair market value of fifteen million, sixty-four thousand, eight hundred U.S. Dollars (USD 15,064,800.-) (the "Contribution in Kind").

Proof of the Contribution in Kind's existence and value has been given to the undersigned notary by an ad hoc declaration signed by Halliburton Luxembourg Intermediate S.a r.l., dated August 17, 2012, and an ad hoc declaration signed by Halliburton Global Affiliates Holdings B.V., dated August 17, 2012.

Halliburton Luxembourg Intermediate S.a r.l., prenamed, declared that:

- it is the sole full owner of the Contribution in Kind and possesses the power to dispose of it, it being legally and conventionally freely transferable; and

- all further formalities are in course in the country of residence of the entity whose shares are contributed, in order to duly carry out and formalize the transfer and to render it effective anywhere and toward any third party.

Second resolution

As a consequence of the capital increase, the sole shareholder resolved to amend and fully restate article 6 of the Company's articles of association as follows:

" **Art. 6. Subscribed Capital.** The share capital is set at two million, five hundred and seven thousand, eight hundred and forty-one U.S. Dollars (USD 2,507,841.-) represented by two million, five hundred and seven thousand, eight hundred and forty-one (2,507,841) shares with a nominal value of one U.S. Dollar (USD 1.-) each.

In addition to the corporate capital, there may be set up a premium account into which any premium paid on any share in addition to its nominal value is transferred. The amount of the premium account may be used to provide for the payment of any shares which the Company may redeem from its shareholders, to offset any net realised losses, to make distributions to the shareholders or to allocate funds to the legal reserve ".

Third resolution

The sole shareholder resolved to amend the share register of the Company in order to reflect the above changes and hereby empowered and authorized any Manager of the Company to proceed on behalf of the Company to the registration of the newly issued shares in the share register of the Company.

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

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

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

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

The document having been read to the proxyholder of the entity appearing, who is known to the notary by his Surname, Christian name, civil status and residence, she signed together with Us, the notary, the present original deed.

Suit la traduction en langue française du texte qui précède.

L'an deux mille douze, le dix-sept août.

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

A comparu:

Halliburton Luxembourg Intermediate S.à r.l., une société à responsabilité limitée ayant son siège social au Navas Business Center, 2B Ennert dem Bierg, L-5244 Sandweiler, Grand-Duché de Luxembourg, enregistrée auprès du Registre du Commerce et des Sociétés de Luxembourg sous le numéro B 167.154,

ici représentée par Mme Peggy Simon, employée privée, avec adresse professionnelle au 9 Rabatt, L-6402, Echternach, Grand-Duché de Luxembourg, en vertu d'une procuration donnée le 17 août 2012.

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

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

I. La comparante est l'associée unique de la société à responsabilité limitée établie à Luxembourg sous la dénomination de Halliburton Luxembourg Minority S.à r.l., enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 167.159, ayant son siège social au Navas Business Center, 2B Ennert dem Bierg, L-5244 Sandweiler, Grand-Duché de Luxembourg, constituée suivant acte reçu par Maître Henri Beck, notaire de résidence à Echternach en date du 27 février 2012, publié au Mémorial C - Recueil des Sociétés et Associations numéro 976, le 16 avril 2012 (la «Société»).

II. Le capital social de la Société est fixé à deux millions, cinq cent sept mille, huit cent quarante dollars U.S. (USD 2.507.840,-) divisé en deux millions, cinq cent sept mille, huit cent quarante (2.507.840) parts sociales d'un montant d'un dollar U.S. (USD 1,-) chacune.

III. La comparante, par son mandataire, a requis le notaire instrumentaire de documenter les résolutions suivantes:

Première résolution

L'associée unique a décidé d'augmenter le capital social à concurrence d'un dollar U.S. (USD 1,-) pour le porter de son montant actuel de deux millions, cinq cent sept mille, huit cent quarante dollars U.S. (USD 2.507.840,-) à deux millions, cinq cent sept mille, huit cent quarante-et-un dollars U.S. (USD 2.507.841,-) par la création et l'émission d'une (1) nouvelle part sociale.

Souscription - Paiement

Sur ce, Halliburton Luxembourg Intermediate S.à r.l., prénommée, par son mandataire, a déclaré souscrire à la nouvelle part sociale et la libérer intégralement pour un montant d'un dollar U.S. (USD 1,-), avec le paiement d'une prime d'émission d'un montant de quinze millions, soixante-quatre mille, sept cent quatre-vingt-dix-neuf dollars U.S. (USD 15.064.799,-), par un apport en nature consistant en cent quatre-vingt parts sociales (180) d'une valeur d'un euro (EUR 1,-) chacune, représentant 1% du capital d'Halliburton Global Affiliates Holdings B.V., une société constitué selon les lois des Pays-Bas, ayant son siège social à Verrijn Stuartlaan 1 c, 2288 EK Rijswijk, Zuid-Holland, Pays-Bas, qui est transféré et accepté par la Société à une valeur de marché de quinze millions, soixante-quatre mille, huit cent dollars U.S. (USD 15.064.800,-) (l' «Apport en Nature»).

Preuve de l'existence et de la valeur de l'Apport en Nature a été donnée au notaire soussigné par la production d'une déclaration ad hoc signée par Halliburton Luxembourg Intermediate S.à r.l., en date du 17 août 2012, et par une déclaration ad hoc signée par Halliburton Global Affiliates Holdings B.V., en date du 17 août 2012.

Halliburton Luxembourg Intermediate S.à r.l., prénommée, a déclaré que:

- elle est l'unique propriétaire de l'Apport en Nature contribué et possède les pouvoirs d'en disposer, celui-ci étant légalement et conventionnellement librement transmissibles; et

- toutes autres formalités sont en cours de réalisation dans le pays de résidence de l'Apport en Nature, aux fins d'effectuer la cession et de la rendre effective partout et vis-à-vis de toutes tierces parties.

Deuxième résolution

En conséquence de l'augmentation de capital de la Société, l'associée unique a décidé de modifier et reformuler l'article 6 des statuts de la Société comme suit:

Art. 6. Capital souscrit. «Le capital social est fixé à deux millions, cinq cent sept mille, huit cent quarante-et-un dollars U.S. (USD 2.507.841,-) représenté par deux millions, cinq cent sept mille, huit cent quarante-et-une (2.507.841) parts sociales d'une valeur nominale d'un dollar U.S. (USD 1,-) chacune.

En plus du capital social, un compte de prime d'émission peut être établi auquel toutes les primes payées sur une part sociale en plus de la valeur nominale seront transférées. L'avoir de ce compte de primes peut être utilisé pour effectuer le remboursement en cas de rachat des parts sociales des associés par la Société, pour compenser des pertes nettes réalisées, pour effectuer des distributions aux associés, ou pour être affecté à la réserve légale».

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Troisième résolution

L'associée unique a décidé de modifier le registre des parts sociales de la Société afin d'y refléter les modifications qui précèdent, et donne pouvoir et autorité à tout gérant de la Société afin de procéder pour le compte de la Société à l'inscription des parts sociales nouvellement émises dans le registre des parts sociales de la Société.

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

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

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

Dont Procès-verbal, fait et passé à Echternach, les jour, mois et an qu'en tête des présentes.

Lecture faite et interprétation donnée au mandataire de la comparante, connue du notaire par son nom et prénom, état et demeure, elle a signé ensemble avec nous notaire, le présent acte.

Signé: P. SIMON, Henri BECK.

Enregistré à Echternach, le 20 août 2012 Relation: ECH/2012/1441. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): D. SPELLER.

POUR EXPEDITION CONFORME, délivrée à demande, aux fins de dépôt au registre de commerce et des sociétés.

Echternach, le 23 août 2012.

Référence de publication: 2012109700/145.

(120148249) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Milinvest-Lease S.A., Société Anonyme.

Siège social: L-1940 Luxembourg, 370, route de Longwy.

R.C.S. Luxembourg B 59.371.

Les statuts coordonnés suivant l'acte n° 64794 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012107559/10.

(120146327) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Kohlenberg & Ruppert Premium Properties S.A., Société Anonyme.

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

R.C.S. Luxembourg B 130.314.

En date du 17 août 2012, l'associé unique a pris les décisions suivantes:

- Confirmation de la nouvelle adresse de Madame Florence Marie Anne Lahaye Rao, administrateur de classe B, au 13, rue du Kiem, L-8328 Capellen, Luxembourg.

- Renouvellement du mandat de Madame Pamela Valasuo, avec effet immédiat, en qualité d'administrateur de classe B de la Société jusqu'à l'assemblée générale qui approuvera les comptes au 31 décembre 2012.

- Renouvellement du mandat de Madame Florence Marie Anne Lahaye Rao, avec effet immédiat, en qualité d'administrateur de classe B de la Société jusqu'à l'assemblée générale qui approuvera les comptes au 31 décembre 2012.

- Renouvellement du mandat de Monsieur John Horgan, avec effet immédiat, en qualité d'administrateur de classe A de la Société jusqu'à l'assemblée générale qui approuvera les comptes au 31 décembre 2012.

- Renouvellement du mandat de la société CLERC, enregistrée au R.C.S. Luxembourg sous numéro B 111.831, ayant son siège social à 1, rue Pletzer, L-8080 Bertrange, en qualité du réviseur d'entreprises agréé, avec effet immédiat, de la Société jusqu'à l'assemblée générale qui approuvera les comptes au 31 décembre 2012.

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

Luxembourg, le 22 août 2012.

Pour la Société
Pamela Valasuo
Administrateur B

Référence de publication: 2012109754/24.

(120148457) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Mission S.A., Société Anonyme.

Siège social: L-1940 Luxembourg, 370, route de Longwy.

R.C.S. Luxembourg B 86.089.

RECTIFICATIF

Le bilan rectificatif au 31/12/2010 (rectificatif du dépôt du bilan 2010 déposée le 23/05/2012 sous le N° L120084219) a été déposé au registre de commerce et des sociétés de Luxembourg.

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

C. ROBERTI
Administrateur

Référence de publication: 2012107560/13.

(120146585) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Mivne Ta'Asiya (Luxembourg) Holding S.A., Société Anonyme.

Capital social: EUR 31.000,00.

Siège social: L-5365 Munsbach, 9, rue Gabriel Lippmann.

R.C.S. Luxembourg B 79.955.

Les comptes annuels au 30 June 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.

Luxembourg, le 20 August 2012.

MIVNE TA'ASIYA (LUXEMBOURG) HOLDING S.A.
Mr. Shamuel Lechner / Mr. Romain Georges Thillens / Mr. Dominique H.J.G. Ransquin
Director A / Director B / Director B

Référence de publication: 2012107561/13.

(120146243) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Namira Capital Fund, Société d'Investissement à Capital Variable - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 163.476.

Das Mandat als Verwaltungsratsmitglied von Herrn Andreas Jockel, Berufsanschrift: 4, rue Jean Monnet, 2180-Luxembourg, Herrn Alfons Klein, Berufsanschrift: 4, rue Jean Monnet, 2180 Luxemburg und Herrn Max von Frantzius, Berufsanschrift: 4, rue Jean Monnet, 2180 Luxemburg wurde jeweils mit Wirkung zum 16. Mai 2012 bis zum Ablauf der ordentlichen Generalversammlung im Jahre 2013 verlängert.

Mit Wirkung zum 16. Mai 2012 wurde KPMG Luxembourg S.à.r.l. als Wirtschaftsprüfer für die Dauer eines Jahres bis zum Ablauf der ordentlichen Generalversammlung im Jahre 2013 gewählt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.
Luxemburg, im Februar 2012.

Référence de publication: 2012107577/15.

(120146753) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

MSM Luxembourg Services S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 128.459.

Les comptes annuels 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.
Luxembourg, le 21 Août 2012.

Référence de publication: 2012107566/10.

(120146788) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Murex International Luxembourg S.A., Société Anonyme.

Siège social: L-2320 Luxembourg, 68-70, boulevard de la Pétrusse.

R.C.S. Luxembourg B 75.043.

Extrait des résolutions prises à l'assemblée générale du 31 juillet 2012

1) Le mandat des trois administrateurs Monsieur Maroun EDDE, Monsieur Salim EDDE et Monsieur Nabil NAHAS est renouvelé jusqu'à la prochaine assemblée générale ordinaire.

2) Le mandat du réviseur d'entreprises KPMG Audit, 31, Allée Scheffer, L-2520 Luxembourg est renouvelé jusqu'à la prochaine assemblée générale ordinaire.

Extrait des résolutions prises à la réunion du conseil d'administration du 31 juillet 2012

M. Maroun EDDE, homme d'affaires, demeurant à L-8086 Bertrange, 78b, Cité am Wenkel, est nommé comme président du conseil d'administration jusqu'à la prochaine assemblée générale ordinaire approuvant les comptes annuels au 31 décembre 2012.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 21 août 2012.

Référence de publication: 2012107567/18.

(120146163) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Expert Resource Exchange and Consulting S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 59, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 65.951.

Extrait d'une assemblée générale extraordinaire du 13 juillet 2012

Il résulte d'une assemblée générale extraordinaire, reçue par le notaire Maître Roger ARRENSDORFF, notaire de résidence à Luxembourg du 13 juillet 2012 concernant la société anonyme dénommée "Expert Ressource Exchange and Consulting S.A.", établie et ayant son siège à L-1331 Luxembourg, 59, boulevard Grand-Duchesse Charlotte, inscrite au Registre du Commerce et des Sociétés sous le numéro B 65.951, que:

L'Assemblée a pris les résolutions suivantes:

Première résolution

L'assemblée a décidé de révoquer le mandat d'un des administrateurs, la société Community Link S.A., ayant son siège social à L-1331 Luxembourg, 59, boulevard Grande-Duchesse Charlotte, inscrite au registre du commerce et des sociétés sous le numéro B 138.621

Deuxième résolution

L'assemblée constate que toutes les actions sont réunis entre les mêmes mains, de sorte que Monsieur Kris DEROO, consultant, demeurant à B-2970 Schilde, Torfhoeken 22, est désormais administrateur unique.

Signé: CIMOLINO, DA SILVA, HENRY, ARRENSDORFF.

Enregistré à Luxembourg, le 16 juillet 2012. Relation: LAC/2012/33440. Reçu douze euros (12,- €).

Le Receveur (signé): Irène THILL.

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

Luxembourg, le 20 août 2012.

Référence de publication: 2012110164/26.

(120149343) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 août 2012.

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

Siège social: L-2520 Luxembourg, 35, allée Scheffer.

R.C.S. Luxembourg B 116.384.

Les comptes annuels 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.

SERVICE CENTRAL DE LÉGISLATION
LUXEMBOURG

Pour la société
Un mandataire

Référence de publication: 2012107568/11.

(120146501) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Orlando Italy Special Situations SICAR (SCA), Société en Commandite par Actions sous la forme d'une Société d'Investissement en Capital à Risque.

Siège social: L-1331 Luxembourg, 31, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 116.814.

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 20 août 2012.

Pour copie conforme
Pour la société
Maître Carlo WERSANDT
Notaire

Référence de publication: 2012107594/15.

(120146710) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

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

Siège social: L-2520 Luxembourg, 35, allée Scheffer.

R.C.S. Luxembourg B 116.384.

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

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

Pour la société
Un mandataire

Référence de publication: 2012107569/12.

(120146502) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Nanzenji, Société Anonyme.

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

R.C.S. Luxembourg B 164.862.

Statuts coordonnés, suite à l'assemblée générale extraordinaire reçue par Maître Francis KESSELER, notaire de résidence à Esch/Alzette, en date du 19 juin 2012 déposés au registre de commerce et des sociétés de Luxembourg.

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

Esch/Alzette, le 19 juillet 2012.

Francis KESSELER
NOTAIRE

Référence de publication: 2012107571/13.

(120146435) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

NasyaJet S.A., Société Anonyme.

Siège social: L-2613 Luxembourg, 1, place du Théâtre.

R.C.S. Luxembourg B 128.104.

Les comptes annuels 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.

Luxembourg. Signature.

Référence de publication: 2012107573/10.

(120146238) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Savox Investments S.A., Société Anonyme.

Siège social: L-1273 Luxembourg, 2, rue de Bitbourg.

R.C.S. Luxembourg B 142.904.

Changement d'adresse de Monsieur Jos HEMMER, Administrateur:

30 Berreggaass

L - 5483 WORMELDANGE

Changement d'adresse de Monsieur Cari H. AMON III, Administrateur:

124 E79 th Street, #12D

New York, NY 10075

USA

Changement d'adresse de HRT, commissaire aux comptes et réviseur d'entreprise agréé:

163, rue du Kiem

L-8030 Strassen

Pour la société
Un administrateur

Référence de publication: 2012107676/19.

(120146277) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Nice Finance 2, Société Anonyme.

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

R.C.S. Luxembourg B 164.478.

Extrait des décisions prises par l'assemblée générale ordinaire tenue extraordinairement et par le conseil d'administration en date du 20 août 2012

1. M. Adalberto MIANI a démissionné de ses mandats d'administrateur de catégorie A et de président du conseil d'administration avec effet au 23 mai 2012.

2. M. Xavier SOULARD a été nommé comme président du conseil d'administration avec effet au 23 mai 2012, jusqu'à l'issue de l'assemblée générale statutaire de 2017.

3. Le nombre des administrateurs a été réduit de 4 (quatre) à 3 (trois) avec effet au 23 mai 2012.

Luxembourg, le 21 août 2012.
Pour extrait sincère et conforme
Pour NICE FINANCE 2 S.A.
Intertrust (Luxembourg) S.A.

Référence de publication: 2012107578/18.

(120146771) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

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

Siège social: L-2440 Luxembourg, 59, rue de Rollingergrund.

R.C.S. Luxembourg B 135.147.

Les statuts coordonnés suivant l'acte n° 64788 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012107579/10.

(120146675) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

SERVICE CENTRAL DE LÉGISLATION LUXEMBOURG

Ocean Pacific Hospitality S.à r.l., Société à responsabilité limitée.

Capital social: CAD 17.500,00.

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

R.C.S. Luxembourg B 165.963.

RECTIFICATIF

Extrait

Suite au dépôt daté du 10 mai 2012 sous la référence L120076431, 700 parts sociales d'une valeur de 25 CAD chacune ont été transférés de Maple Leaf Investments S.à r.l. à Oceanfront Hospitality S.à r.l., 46a, Avenue J. F. Kennedy, L-1855 Luxembourg en 23 mars 2012 au lieu du 18 novembre 2009.

Luxembourg, le 21 août 2012.

Eric Lechat

Gérant

Référence de publication: 2012107580/16.

(120146357) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Orion Asset France S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 72.751.

Les comptes annuels 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.

Signature.

Référence de publication: 2012107583/10.

(120146445) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

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

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

R.C.S. Luxembourg B 132.941.

Les comptes annuels 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.

Référence de publication: 2012107581/9.

(120146264) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Orion Asset Italy S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 72.753.

Les comptes annuels 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.

Signature.

Référence de publication: 2012107584/10.

(120146446) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Orion European Alnilam S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 116.216.

Les comptes annuels 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.

Signature.

Référence de publication: 2012107585/10.

(120146450) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

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Orion European 2 Investments S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 107.717.

Les comptes annuels 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.

Signature.

Référence de publication: 2012107586/10.

(120146447) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

OCM Luxembourg OPPS VIIIb Blocker S.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 26A, boulevard Royal.

R.C.S. Luxembourg B 164.685.

Extrait des résolutions de l'Associé unique de la Société prises le 20 août 2012

L'Associé unique de la Société a décidé de nommer M. Jabir Chakib, né le 5 novembre 1967 à Casablanca (Maroc) ayant sa résidence professionnelle au 26A, boulevard Royal, L-2449 Luxembourg comme Gérant de la société avec effet au 20 août 2012.

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

OCM Luxembourg OPPS VIIIB Blocker Sàrl
Jabir Chakib
Gérant

Référence de publication: 2012107595/15.

(120146677) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Orion Immobilien Christine S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 111.592.

Les comptes annuels 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.

Signature.

Référence de publication: 2012107587/10.

(120146448) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Orion Immobilien Saiph S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 114.986.

Les comptes annuels 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.

Signature.

Référence de publication: 2012107588/10.

(120146449) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

The Kif Company S.A., Société Anonyme.

Siège social: L-4751 Pétange, 165A, route de Longwy.

R.C.S. Luxembourg B 130.624.

Extrait du procès verbal de l'assemblée générale extraordinaire de la société The Kif Company S.A. tenue au siège de la société en date du 15 mars 2012

Tous les actionnaires sont présents.

Les administrateurs décident:

- de prendre note de la démission de Monsieur Murat ESEN du poste d'administrateur de la société, avec effet immédiat.

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- de prendre note de la démission de Madame Viktoria PIETROWSKI du poste d'administrateur de la société, avec effet immédiat.

La société est représentée par la signature individuelle de l'administrateur unique étant donné que toutes les actions sont entre les mains d'un seul actionnaire.

Les décisions ont été prises à l'unanimité.

Après cela, l'assemblée générale extraordinaire est déclarée comme terminée.

En nom de THE KIF COMPANY S.A.
Patrick NASSOGNE
Administrateur

Référence de publication: 2012109959/21.

(120148364) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Orion Income Finance Luxembourg S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 118.882.

Les comptes annuels 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.

Signature.

Référence de publication: 2012107589/10.

(120146453) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Orion Income Partners Luxembourg S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 129.618.

Les comptes annuels 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.

Signature.

Référence de publication: 2012107590/10.

(120146458) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

SDS Invest SA, Société Anonyme.

Siège social: L-5612 Mondorf-les-Bains, 56, avenue François Clement.

R.C.S. Luxembourg B 134.535.

Extrait de l'Assemblée Générale Extraordinaire du 16/08/2012 à 15 H

La Société SDS INVEST SA a pris la résolution suivante:

Première résolution

L'Assemblée accepte la démission la société INFORMA Sarl, représentée par Mr Jean GREFF, avec siège social au 59 rue de Zurich F-67 000 STRASBOURG, inscrite au registre de commerce et des sociétés de Strasbourg sous le numéro 351 228 994 de son poste d'administrateur Unique.

Deuxième résolution

L'Assemblée nomme la société L'immobilière Siebenaler Sarl, représentée par Mr Pascal SIEBENALER, avec siège social à 56 Av François Clément L-5612 MONDORF- LES-BAINS, inscrite au registre de commerce et des sociétés sous le numéro B116 579, au poste d'administrateur Unique pour un mandat de six années. La date de l'expiration de son mandat prendra effet à l'assemblée générale qui se tiendra en 2018.

Et après lecture faite et interprétation donnée aux comparants, tous connus par leur nom, prénom usuel, état et demeure, les comparants ont tous signé la présente minute

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

Dudelange, Le 16/08/2012.

Mr Pascal SIEBENALER / Mme C. SIMON / Mme A.VERDE
Président / Secrétaire / Scrutateur

Référence de publication: 2012109910/24.

(120148290) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

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Orion III European 2 S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 122.515.

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Les comptes annuels 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.

Signature.

Référence de publication: 2012107591/10.

(120146442) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 août 2012.

Firstwood Investments Lux S.à r.l., Société à responsabilité limitée.

Capital social: GBP 13.000,00.

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

R.C.S. Luxembourg B 170.543.

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Il résulte d'un contrat de transfert de parts sociales prenant effet en date du 22 août 2012 que la société Firstwood Holdings Lux S.à r.l. dont le siège social se situe 5 rue Guillaume Kroll, L-1882 Luxembourg, a cédé 50 parts sociales (représentant 10% du capital social) qu'elle détenait dans la Société, soit:

- 50 (cinquante) parts sociales ordinaires ayant une valeur nominale de GBP 26 (vingt-six livres sterling) chacune à la société First Base Limited, dont le siège social se situe c/o Lewis Golden & Co, 40 Queen Anne Street, London W1G 9EL, enregistrée en Angleterre et au Pays de Galle sous le numéro 04541136

Les détenteurs de parts sociales sont désormais les suivants:

- Firstwood Holdings Lux S.à r.l. pour 450 parts
- First Base Limited pour 50 parts

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

Thierry Drinka
Gérant

Référence de publication: 2012109663/20.

(120148436) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

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

Capital social: EUR 8.976.275,00.

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

R.C.S. Luxembourg B 118.283.

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Extrait des résolutions prises par l'associé unique de la Société en date du 30 juillet 2012

En date du 30 juillet 2012, l'associé unique de la Société a pris la résolution suivante:

- d'accepter la démission de Monsieur Simon GRAY de son mandat de gérant de la Société avec effet immédiat;
- de nommer Monsieur Timothy HAMPTON, né le 9 mai 1957 à Londres, Royaume-Uni, résidant à l'adresse suivante: Torluish, Effingham Common Road, Effingham, Leatherhead, KT24 5JG Surrey, England, Royaume-Uni en tant que nouveau gérant de la Société avec effet immédiat et ce pour une durée indéterminée.

Le conseil de gérance de la Société est dès lors composé comme suit:

- Monsieur John SUTHERLAND
- Madame Rochelle BOAS
- Monsieur Tony WHITEMAN
- Monsieur Timothy HAMPTON

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

Luxembourg, le 24 août 2012.

Travelport (Luxembourg) S.à r.l.
Signature

Référence de publication: 2012109947/23.

(120148533) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

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