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Luxembourg



MEMORIAL

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RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

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21 septembre 2012

SOMMAIRE

123 Intra.Com S.A.	112931	Imdeco S.A.	112919
Activity International S.A., société de gestion de patrimoine familial	112940	Impact Ventures S.A., SICAV-SIF	112898
A-DJ Corporate S.A.	112939	Infinito S.A.	112939
Administration and Finance Corporation	112941	Intelsat S.A.	112930
Administration and Finance Corporation	112942	Invista S.à r.l.	112921
Adria Invest Holding S.A.	112942	Julius Textile Investment S.à r.l.	112932
Adria Invest Holding S.A.	112942	KKR Columba One S.à r.l.	112943
Agrico	112943	Luxembourg (Overseas) Holdings S.à r.l.	112921
Aleph	112941	Lux Star International S.à r.l.	112939
Almy S.à r.l.	112943	Mabuhay Garden Sàrl	112926
Alsace Lorraine Transports Luxembourg	112943	MAXSUN Energy Sàrl	112932
Anaf Luxembourg Sàrl	112944	Médecins Sans Frontières	112919
Anillo S.à r.l.	112944	Mephisto Shipping S.A.	112939
Anolis-Lux S.A.	112924	MPI S.à r.l.	112917
Ardagh Group S.A.	112940	MPS S.à r.l.	112917
Artemis Hermes S.à r.l.	112940	Olympique Distribution S.à r.l.	112938
Artemis Hermes S.à r.l.	112940	Özaltin Luxembourg S.A.	112931
Athena Equity Trading S.à r.l.	112941	PFCE Holdco S.à r.l.	112924
AxoGlia Therapeutics S.A.	112941	REComm Sarl Berlin WS108 SCS	112926
Butzenascht S.à r.l.	112916	Restaurant-Pizzeria B.M.P. S.à r.l.	112921
Cadie Office S.à r.l.	112927	Société d'Etude et de Gestion d'Entreprises Minières et Industrielles Holding SPF	112929
Combourg S.A.	112944	SORANT Luxembourg S.A.	112926
Cosmic Holding S.A.	112931	Splendid Investment S.A.	112929
Danske Invest SICAV	112911	SU General Partner S.A.	112929
D&B Group Sàrl	112924	Suisscourtage Luxembourg S.A.	112929
EIE S.A.	112944	Woodford S.à r.l.	112923
Finalsa S.A.-SPF	112917	WP Roaming S.à r.l.	112920
Financière Privée Holding S.A.	112942	Zentric s.à r.l.	112930
		ZIT Consulting S.à r.l.	112931

Impact Ventures S.A., SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-1413 Luxembourg, 2, place Dargent.
R.C.S. Luxembourg B 171.194.

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STATUTES

In the year two thousand and twelve, on the twenty-second of August.

Before Maître Joëlle Baden, notary residing in Luxembourg, Grand-Duchy of Luxembourg.

There appeared:

LGT Venture Philanthropy Foundation FL, having its registered office at Herrengasse 12, 9790 Vaduz; Liechtenstein, duly represented by Mrs Anne Contreras, lawyer, residing in Luxembourg, by virtue of a proxy given in Zürich, Switzerland, on August 13, 2012.

The aforementioned proxy, after having been signed *ne varietur* by the proxyholder and the undersigned notary, shall remain attached to this document in order to be registered therewith.

Such appearing party, represented as stated hereabove, has drawn up the following Articles of Incorporation of a public limited company (*société anonyme*) qualifying as an investment company with variable share capital and specialised investment fund (*société d'investissement à capital variable – fonds d'investissement spécialisé*) which it declares organized by itself.

Title I - Name - Registered office - Duration - Purpose

Art. 1. Name. There is hereby established among the subscribers and all those who may become owners of shares hereafter issued, a public limited company ("*société anonyme*") qualifying as an investment company with variable share capital ("*société d'investissement à capital variable-fonds d'investissement spécialisé*") under the name of "Impact Ventures S.A., SICAV-SIF" (hereinafter the "Company").

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by a decision of the board of directors of the Company (the "Board of Directors").

Within the same municipality, the registered office may be transferred by simple resolution of the Board of Directors.

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

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

Art. 4. Purpose. The purpose of the Company is to invest the funds available to it in assets authorised by law, with the aim of spreading investment risks and affording its shareholders the benefit of the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under the law of 13 February 2007 on specialized investment funds (the "2007 Law").

Title II - Share capital - Shares - Net asset value

Art. 5. Share Capital - Classes of Shares - Sub-Funds. The capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to Article 11 hereof. The minimum capital shall be as provided by the 2007 Law i.e. the US dollar equivalent to one million two hundred and fifty thousand Euro (EUR 1,250,000). The initial capital is forty-two thousand US Dollar (USD 42,000) divided into four hundred twenty (420) Class B shares of no par value. The minimum capital of the Company must be achieved within twelve months after the date on which the Company has been authorized as an undertaking for collective investment under Luxembourg law.

The shares to be issued pursuant to Article 7 hereof may, as the Board of Directors shall determine, be of different classes, so as to correspond to (i) a specific sales and redemption charge structure and/or (ii) a specific management or advisory fee structure and/or (iii) different distribution, shareholders servicing or other fees and/or (iv) different types of targeted investors and/or (v) such other features as may be determined by the Board of Directors from time to time. For the avoidance of doubt, the Company shall in any event issue Class B shares. Class B shares shall be issued to entities of the LGT Group only. The proceeds of the issue of each class of shares shall be invested in securities of any kind and other assets permitted by law pursuant to the investment policy determined by the Board of Directors for the Sub-Fund

(as defined hereinafter) established in respect of the relevant class or classes of shares, subject to the investment restrictions provided by law or determined by the Board of Directors.

The Board of Directors shall establish a portfolio of assets constituting a sub-fund (each a “Sub-Fund” and together the “Sub-Funds”) within the meaning of Article 71 of the 2007 Law for one class of shares or for multiple classes of shares in the manner described in Article 11 hereof. The Company constitutes a single legal entity. However, as between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund. With regard to third parties, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

For the purpose of determining the capital of the Company, the net assets attributable to each class of shares shall, if not expressed in USD, be converted into USD and the capital shall be the total of the net assets of all the classes of shares.

Art. 6. Form of Shares.

(1) The Company shall issue shares in registered form only.

All issued registered shares of the Company shall be registered in the register of shareholders which shall be kept by the Company or by one or more persons designated therefore by the Company, and such register shall contain the name of each owner of registered shares, his residence or elected domicile as indicated to the Company, the number of registered shares held and the amount paid up.

The inscription of the shareholder’s name in the register of shares evidences the shareholder’s right of ownership on such registered shares. The Company shall issue a written confirmation of his shareholding to each shareholder.

(2) Transfer of registered shares shall be effected by a written declaration of transfer to be inscribed in the register of shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Any transfer of registered shares shall be entered into the register of shareholders; such inscription shall be signed by one or more directors or officers of the Company or by one or more other persons duly authorized thereto by the Board of Directors.

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

In the event that a shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of shareholders and the shareholder’s address will be deemed to be at the registered office of the Company, or at such other address as may be so entered into by the Company from time to time, until another address shall be provided to the Company by such shareholder. A shareholder may, at any time, change the address as entered into the register of shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

(4) The Company recognizes only one single owner per share. If one or more shares are jointly owned or if the ownership of shares is disputed, all persons claiming a right to such share(s) have to appoint one single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of the exercise of all rights attached to such shares. Moreover in the case of joint shareholders, the Company reserves the right to pay any redemption proceeds, distributions or other payments to the first registered holder only, whom the Company may consider to be the representative of all joint holders, or to all joint shareholders together, at its absolute discretion.

(5) The Company may decide to issue fractional shares up to three (3) decimals. Such fractional shares shall not be entitled to vote except to the extent their number held by a shareholder is such that they represent a whole share; they shall be entitled to participate in the net assets attributable to the relevant class of shares on a pro rata basis.

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

The Board of Directors may impose restrictions on the frequency at which shares shall be issued in any class of shares; the Board of Directors may, in particular, decide that shares of any class shall only be issued during one or more offering periods or at such other periodicity as provided for in the sales documents for the shares of the Company.

Unless otherwise determined in the sales documents, whenever the Company offers shares for subscription, the price per share at which such shares are offered shall be based on the net asset value per share of the relevant class as determined in compliance with Article 11 hereof as of such Valuation Day (as defined under Article 12 hereof) as is determined in accordance with such policy as the Board of Directors may from time to time determine. Such price may be increased by a percentage estimate of costs and expenses to be incurred by the Company when investing the proceeds of the issue and by applicable sales commissions, as approved from time to time by the Board of Directors. The price so determined shall be payable within a period as determined by the Board of Directors which shall not exceed ten (10) Luxembourg bank business days from the relevant Valuation Day.

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

The Company may agree to issue shares as consideration for a contribution in kind of securities or other assets, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report

from the auditor of the Company ("réviseur d'entreprises agréé") and provided that such securities comply with the investment objectives and policies of the relevant Sub-Fund. The Board of Directors may decide whether the transaction costs of any contribution in kind of securities will be borne by the relevant shareholder or the Company.

In case that the shares of a Sub-Fund are issued in several tranches following share subscription commitments, any investor that defaults (a "Defaulting Investor") with respect to any payment of its required share subscription commitment or other amounts shall be subject to certain consequences, which may, at the discretion of the Board of Directors, include any of the following:

- The Defaulting Investor will become liable to the Company for interest on such unfunded portion at a rate of the 3-Month LIBOR plus eight (8) percentage points per annum, calculated on a period lasting from the due date of the payment of the required subscribed amount until the effective payment of such amounts (including such accrued interest), and for additional indemnities (e.g. if as a result of the default by the Defaulting Investor the Company is in turn defaulting with respect to a payment in relation with its investments);

- The shares held by the Defaulting Investor will be redeemed compulsorily by the Company. The Defaulting Investor will be entitled to fifty per cent (50%) of his payment on his shares less effected distributions, if any, and additional indemnities (e.g. if as a result of the default by the Defaulting Investor the Company is in turn defaulting with respect to a payment in relation with its investments), if any, but not more than the net asset value of his shares. This compensation shall be paid in one or several instalments, due at the same time when distributions to the other shareholders are effected, but not before it is definitely confirmed that no such additional indemnities have to be paid. No interests will be paid on the compensation;

- The Defaulting Investor will forego any future income or gains realized after the default and such income and gains will be distributed on a pro rata basis to the other shareholders;

- The Defaulting Investor will lose its right to vote at the general meeting of shareholders. If subscribed shares are not paid for, the Company may cancel their issue whilst retaining the right to claim its issue fees and commissions.

Art. 8. Redemption of Shares. Unless otherwise determined in the sales documents, any shareholder may at any time require the redemption of all or part of his shares by the Company, under the terms and procedures set forth by the Board of Directors in the sales documents for the shares and within the limits provided by law and these Articles.

The Board of Directors may impose restrictions on the frequency at which shares may be redeemed in any class of shares; the Board of Directors may, in particular, decide that shares of any class shall only be redeemed on such Valuation Days (each a "Redemption Day" and together the "Redemption Days") as provided for in sales documents for the shares of the Company.

The redemption price per share shall be paid within a period as determined by the Board of Directors and /or the sales documents, provided that the transfer documents have been received by the Company, subject to the provision of Article 12 hereof. Shares in any Sub-Fund will not be redeemed if the calculation of the net asset value per share in such Sub-Fund is suspended in accordance with Article 12 hereof.

The redemption price shall be equal to the net asset value per share of the relevant class, as determined in accordance with the provisions of Article 11 hereof, less such charges and commissions (if any) at the rate provided by the sales documents for the shares. The relevant redemption price may be rounded up or down to the nearest unit of the relevant currency as the Board of Directors shall determine.

If as a result of any request for redemption, the number or the aggregate net asset value of the shares held by any shareholder in any class of shares would fall below such number or such value as determined by the Board of Directors, then the Company may decide that this request be treated as a request for redemption for the full balance of such shareholder's holding of shares in such class. At the Company's discretion, the Company reserves the right to transfer any existing shareholder who falls below the minimum shareholding requirement for one class of shares into another appropriate class of shares without charge.

Further, if on any given Redemption Day, redemption requests pursuant to this Article and conversion requests pursuant to the Article 9 hereof exceed a certain level determined by the Board of Directors in relation to the number or value of shares in issue in a specific class, the Board of Directors may decide that all or part, on a pro rata basis for each shareholder asking for the redemption of his shares, of such requests for redemption or conversion will be deferred for a period and in a manner that the Board of Directors considers to be in the best interest of the Company. On the next Redemption Day following that period, these redemption and conversion requests will be met in priority to later requests.

The Company shall have the right, if the Board of Directors so determines, to satisfy payment of the redemption price to any shareholder who agrees, in specie by allocating to the holder investments from the portfolio of assets set up in connection with such class or classes of shares equal in value (calculated in the manner described in Article 11) as of the Redemption Day, on which the redemption price is calculated, to the value of the shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of shares of the relevant class or classes of shares and the valuation used shall be confirmed by a special report of the Auditor (as defined under Article 21 hereof) of the Company. The costs of any such transfers shall be borne by the transferee.

All redeemed shares may be cancelled.

Art. 9. Conversion of Shares. Unless otherwise determined by the Board of Directors or set out in the sales document for certain Sub-Funds and/or classes of shares, any shareholder is entitled to require the conversion of whole or part of his shares of one class into shares of another class, subject to such restrictions as to the terms, conditions and payment of such charges and commissions as the Board of Directors shall determine.

The price for the conversion of shares from one class into another class shall be computed by reference to the respective net asset value of the two classes of shares, calculated on the same Redemption Day.

If as a result of any request for conversion the number or the aggregate net asset value of the shares held by any shareholder in any class of shares would fall below such number or such value as determined by the Board of Directors, then the Company may decide that this request be treated as a request for conversion for the full balance of such shareholder's holding of shares in such class. At the Company's discretion, the Company reserves the right to transfer any existing shareholder who falls below the minimum shareholding requirement for one class of shares into another appropriate class of shares without charge. Shares of any class will not be converted in circumstances where the calculation of the net asset value per share of such class is suspended by the Company pursuant to Article 12 hereof.

The shares which have been converted into shares of another class may be cancelled.

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

For such purposes the Company may:

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

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

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

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

(1) The Company shall serve a second notice (the "purchase notice") upon the shareholder holding such shares or appearing in the register of shareholders as the owner of the shares to be purchased, specifying the shares to be purchased as aforesaid, the manner in which the purchase price will be calculated and the name of the purchaser.

Any such notice may be served upon such shareholder by posting the same in a prepaid registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company.

Immediately after the close of business on the date specified in the purchase notice, such shareholder shall cease to be the owner of the shares specified in such notice; in the case of registered shares, his name shall be removed from the register of shareholders.

(2) The price at which each such share is to be purchased (the "purchase price") shall be an amount based on the net asset value per share of the relevant class as at the Valuation Day specified by the Board of Directors for the redemption of shares in the Company next preceding the date of the purchase notice, all as determined in accordance with Article 8 hereof, less any service charge provided therein.

(3) Payment of the purchase price will be made available to the former owner of such shares normally in the currency fixed by the Board of Directors for the payment of the redemption price of the shares of the relevant class in principle no later than thirty (30) business days after the Redemption Date depending on the available cash in the Company. If no cash is available within thirty (30) business days, such payment shall be made to such shareholder as a priority as soon as there is sufficient cash available. Upon service of the purchase notice as aforesaid such former owner shall have no further interest in such shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the purchase price (without interest) from such bank. Any redemption proceeds receivable by a shareholder under this paragraph, but not collected within a period of five years from the date specified in the purchase notice, may not thereafter be claimed and shall revert to the relevant class or classes of shares. The Board of Directors shall have power from time to time to take all steps necessary to perfect such reversion and to authorize such action on behalf of the Company.

(4) The exercise by the Company of the power conferred by this Article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of shares by any person or that the true ownership

of any shares was otherwise than appeared to the Company at the date of any purchase notice, provided in such case the said powers were exercised by the Company in good faith.

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

U.S. Persons as defined in Regulations S of the United States of America may constitute a specific category of Prohibited Persons, except in the case where the Company receives evidence satisfactory to it that the acquisition of shares by such a shareholder is exempt from registration under the securities laws of the United States, including but not limited to, the United States Securities Act of 1933, as amended and that, in all event there will be no adverse tax consequences to the Company or its shareholders, as a result of such acquisition.

Where it appears to the Company that any Prohibited Person is a U.S. Person, who either alone or in conjunction with any other person is a beneficial owner of shares, the Company may compulsorily redeem or cause to be redeemed from any shareholder all shares held by such shareholder without delay. In such event, Clause D (1) here above shall not apply.

Shares of the Company may only be issued to well-informed investors within the meaning of the 2007 Law. A well-informed investor within the meaning of the 2007 Law is an institutional investor, a professional investor or any other investor who has confirmed in writing that he adheres to the status of a well-informed investor and (i) invests a minimum of EUR 125.000 in the Company or (ii) has been the subject of an assessment made by a credit institution within the meaning of Directive 2004/48/EC, by an investment firm within the meaning of Directive 2001/107/EC certifying his expertise, his experience and his knowledge in adequately appraising an investment in the Company. Any person who is no well-informed investor is to be considered as a Prohibited Person.

Art. 11. Calculation of Net Asset Value per Share. The net asset value per share of each class within the relevant Sub-Fund shall be calculated in the reference currency (as defined in the sales documents for the shares) of the relevant Sub-Fund and, to the extent applicable within a Sub-Fund, expressed in the reference currency for the relevant class of shares within such sub-Fund. It shall be determined as of any Valuation Day, by dividing the net assets of the Company attributable to each class of shares within such Sub-Fund, being the value of the portion of assets less the portion of liabilities attributable to such class, on any such Valuation Day, by the number of shares in the relevant class within the Sub-Fund then outstanding, in accordance with the valuation rules set forth below. The net asset value per share may be rounded up or down to the nearest unit of the relevant currency as the Board of Directors shall determine.

The calculation of the net asset value of the different classes of shares shall be made in the following manner:

I. The assets of the Company shall include:

- 1) all cash on hand or on deposit, including any interest accrued thereon;
- 2) all bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);
- 3) all bonds, time notes, certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company (provided that the Company may make adjustments in a manner not inconsistent with paragraph (a) below with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);
- 4) all stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;
- 5) all interest accrued on any interest-bearing assets owned by the Company except to the extent that the same is included or reflected in the principal amount of such assets;
- 6) the preliminary expenses of the Company, including the cost of issuing and distributing shares of the Company, insofar as the same have not been written off;
- 7) all other assets of any kind and nature including expenses paid in advance.

The value of such assets shall be determined as follows:

1. The valuation of private equity investments (such as equity, subordinated debt) will be based on the International Private Equity and Venture Capital Valuation Guidelines issued by the EVCA (European Venture Capital Association), the BVCA (British Venture Capital Association) and the AFIC (Association Française des Investisseurs en Capital) in March 2005, or any subsequent update of such guidelines, and is conducted with prudence and in good faith.

2. The valuation of other assets, liabilities, income and expenses attributed to the Company will be established using valuation and accounting principles in accordance with Lux Gaap including the determination of any loss due to any deterioration in credit quality or due to any defaults with respect to the investments.

3. In particular, the value of the other assets and liabilities 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 as aforesaid and not yet received is deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof.

b) The value of assets which are listed or dealt in on any stock exchange is based on the last available price on the stock exchange which is normally the principal market for such assets.

c) The value of assets dealt in on any other regulated market which is recognized, operating regularly and open to the public (a "Regulated Market") is based on the last available price.

d) In the event that any assets are not listed or dealt in on any stock exchange or on any other Regulated Market, or if, with respect to assets listed or dealt in on any stock exchange, or other Regulated Market as aforesaid, the price as determined pursuant to sub-paragraph (b) or (c) is not representative of the fair market value of the relevant assets, the value of such assets will be based on the reasonably foreseeable sales price determined prudently and in good faith.

e) The liquidating value of futures, spot, forward or options contracts not traded on exchanges or on other 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 liquidating value of futures, spot, forward or options contracts traded on exchanges or on other Regulated Markets shall be based upon the last available settlement prices of these contracts on exchanges and Regulated Markets on which the particular futures, spot, forward or options contracts are traded by the Company; provided that if a futures, forward or options contract could not be liquidated on the day with respect to which net 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.

Credit default swaps will be valued at their present value of future cash flows by reference to standard market conventions, where the cash flows are adjusted for default probability. Interest rate swaps will be valued at their market value established by reference to the applicable interest rates' curve. Other swaps will be valued at fair market value as determined in good faith pursuant to the procedures established by the Board of Directors and recognised by the Auditor of the Company.

f) Units or shares of other UCI 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 Board of Directors on a fair and equitable basis in good faith.

g) All other securities and other assets will be valued at fair market value as determined in good faith pursuant to the procedures established by the Board of Directors.

h) Money market instruments held by the Company with a remaining maturity of ninety (90) days or less will be valued by the amortized cost method which approximates market value.

The value of all assets and liabilities not expressed in the reference currency of a Sub-Fund or a class will be converted into the reference currency of such Sub-Fund or class at rates last quoted by any major bank. If such quotations are not available, the rate of exchange will be determined in good faith by or under procedures established by the Board of Directors.

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

II. The liabilities of the Company shall include:

- 1) all loans, bills and accounts payable;
- 2) all accrued interest on loans of the Company (including accrued fees for commitment for such loans);
- 3) all accrued or payable expenses (including but not limited to administrative expenses, management fees, including incentive fees -if any-, custodian fees, and corporate agents' fees);
- 4) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company;
- 5) an appropriate provision for future taxes based on capital and income to the Valuation Day as determined from time to time by the Company, and other reserves (if any) authorized and approved by the Board of Directors, as well as such amount (if any) as the Board of Directors may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;
- 6) all other liabilities of the Company of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company which shall comprise but not be limited to fees (investment advisory fees and performance fees, if any) payable to its investment advisers, fees and expenses payable to its Auditor and accountants, Custodian (as defined in Article 27 herein below) and its correspondents, administrative agent and paying agent, any listing agent, domiciliary agent, any distributor(s) and permanent representatives in places of registration, as well as any other agent employed by the Company, the remuneration of the directors and officers of the Company and their reasonable out-of-pocket expenses, insurance coverage, and reasonable travelling costs in connection with board meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses including the costs of preparing, printing, advertising and distributing prospectuses, explanatory memoranda, periodical reports or registration statements, and the costs of any reports to shareholders, all taxes, duties, governmental and similar charges, the costs for the publication of the issue, conversion, if any, and redemption prices and all other operating expenses, the costs for the publication of the issue and redemption prices,

including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount payable for yearly or other periods.

III. The assets shall be allocated as follows:

The Board of Directors shall establish a class of shares in respect of each Sub Fund and may establish multiple classes of shares in respect of each Sub Fund in the following manner:

(a) If multiple classes of shares relate to one Sub-Fund, the assets attributable to such classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned provided however, that within a Sub-Fund, the Board of Directors is empowered to define classes of shares so as to correspond to (i) a specific distribution policy, such as entitling to distributions or not entitling to distributions and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific assignment of distribution, shareholder services or other fees and/or (v) the currency or currency unit in which the class may be quoted and based on the rate of exchange between such currency or currency unit and the reference currency of the relevant Sub-Fund and/or (vi) the use of different hedging techniques in order to protect in the reference currency of the relevant Sub-Fund the assets and returns quoted in the currency of the relevant class of shares against long-term movements of their currency of quotation and/or (vii) such other features as may be determined by the Board of Directors from time to time in compliance with applicable law;

(b) The proceeds to be received from the issue of shares of a class shall be applied in the books of the Company to the relevant class of shares issued in respect of such Sub-Fund, and, as the case may be, the relevant amount shall increase the proportion of the net assets of such Sub-Fund attributable to the class of shares to be issued;

(c) The assets, liabilities, income and expenditure attributable to a Sub-Fund shall be applied to the class or classes of shares issued in respect of such Sub-Fund, subject to the provisions here above under (a);

(d) Where any asset is derived from another asset, such derivative asset shall be attributable in the books of the Company to the same class or classes of shares as the asset from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant class or classes of shares;

(e) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular class of shares, such asset or liability shall be allocated to all the classes of shares pro rata to their respective net asset values or in such other manner as determined by the Board of Directors acting in good faith, provided that (i) where assets, on behalf of several Sub-Funds are held in one account and/or are co-managed as a segregated pool of assets by an agent of the Board of Directors, the respective right of each class of shares shall correspond to the prorated portion resulting from the contribution of the relevant class of shares to the relevant account or pool, and (ii) the right shall vary in accordance with the contributions and withdrawals made for the account of the class of shares, as described in the sales documents for the shares of the Company;

(f) Upon the payment of distributions to the holders of any class of shares, the net asset value of such class of shares shall be reduced by the amount of such distributions.

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

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

IV. For the purpose of this Article:

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

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

3) all investments, cash balances and other assets expressed in currencies other than the reference currency of the relevant Sub-Fund 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 shares; and

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

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

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

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

Art. 12. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue Redemption and Conversion of Shares. With respect to each class of shares, the net asset value per share and the price for the issue, redemption and conversion of shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least quarterly at a frequency determined by the Board of Directors, such date being referred to herein as the "Valuation Day".

The Company may temporarily suspend the determination of the net asset value per share of any particular class and the issue, redemption and conversion of its shares from its shareholders from and to shares of each class:

a) during any period when any of the principal stock exchanges or other markets on which any substantial portion of the investments of the Company attributable to such Sub-Fund from time to time is quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, provided that such restriction or suspension affects the valuation on the investments of the Company attributable to a Sub-Fund quoted thereon; or

b) during the existence of any state of affairs which constitutes an emergency in the opinion of the Board of Directors as a result of which disposals or valuation of assets owned by the Company attributable to such Sub-Fund would be impracticable; or

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

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

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

f) upon the publication of a notice convening a general meeting of shareholders for the purpose of resolving the winding-up of the Company.

Any such suspension shall be published, if appropriate, by the Company and may be notified to shareholders having made an application for subscription, conversion or redemption of shares for which the calculation of the net asset value has been suspended.

Such suspension as to any class of shares shall have no effect on the calculation of the net asset value per share, the issue, conversion and redemption of shares of any other class of shares if the assets within such other class of shares are not affected to the same extent by the same circumstances.

Any request for subscription, conversion or redemption shall be revocable except in the event of a suspension of the calculation of the net asset value, in which case shareholders may give notice that they wish to withdraw their application. If no such notice is received by the Company, such application will be dealt with on the first Valuation Day, as determined for each class of shares, following the end of the period of suspension.

Title III - Administration and Supervision

Art. 13. Directors. The Company shall be managed by the Board of Directors which is composed of not less than three (3) members, who need not be shareholders of the Company. They shall be elected for a term not exceeding six years. The directors shall be elected by the shareholders at a general meeting of shareholders; the latter shall further determine the number of directors, their remuneration and the term of their office.

The shareholders of the Class B shares, as described in Article 5 hereof and in the sales document for the shares of the Company, are entitled to propose to the general meeting of shareholders a list containing the names of candidates for the position of director of the Company.

The Class B shareholders shall propose a list of candidates to the general meeting of shareholders out of which a majority of the directors must be chosen by the general meeting of shareholders as Class B directors (the "Class B Directors"). As a result, there shall be a majority of Class B Directors at the Board of Directors of the Company at all times. The list of candidates submitted by the Class B shareholders shall indicate a number of candidates equal to at least twice the number of directors to be appointed as Class B Directors. Shareholders may not express their votes for a number of candidates exceeding the number of directors to be appointed as Class B Directors. The candidates of the list having received the highest number of votes will be elected.

In addition, any shareholder who wants to propose a candidate for the position of directors of the Company to the general meeting of shareholders, must present such candidate to the Company in writing at least two weeks prior to the date of such general meeting. For the avoidance of doubt, the list of candidates of the Class B shareholders must also comply with such requirement.

Any director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting, provided however that if a Class B Director is removed, the remaining directors must call for an extraordinary general meeting without delay in order for a new Class B Director to be appointed in his place and the new Class B

Director appointed by the general meeting of shareholders must be chosen from the candidate(s) on the list presented by the Class B shareholders.

In the event of a vacancy in the office of director, the remaining directors may temporarily fill such vacancy; the shareholders shall take a final decision regarding such nomination at their next general meeting. For the avoidance of doubt, a vacancy in the office of a Class B Director must be filled with a new Class B Director.

By derogation to Article 30 hereof, the present Article may be amended by a general meeting of shareholders only by unanimous vote of all the shareholders.

Art. 14. Board Meetings. The Board of Directors will choose from among its members a chairman. It may choose a secretary, who needs not to be a director, who shall write and keep the minutes of the meetings of the Board of Directors and of the shareholders. The Board of Directors shall meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

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

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

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

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

Any director may participate in a meeting of the Board of Directors by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting.

The directors may only act at duly convened meetings of the Board of Directors.

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

Resolutions are taken by a majority vote of the directors present or represented at such meeting. In the event that at any meeting the number of votes for or against a resolution is equal, the chairman of the meeting shall have a casting vote.

Resolutions of the Board of Directors will be recorded in minutes signed by the chairman of the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two directors.

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

The directors may not bind the Company the Company by their individual signatures, except if specifically authorised thereto by resolution of the Board of Directors.

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

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

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

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

The Board of Directors may appoint special committees, such as an investment committee, in order to conduct certain tasks and functions expressly delegated to such committee, as more fully described in the sales document for the shares of the Company.

The Company may enter into an investment management or advisory agreement with one or several investment managers or advisors, as further described in the sales documents for the shares of the Company, who shall supply the Company with recommendations, advice and reports in connection with the management of the assets of the Company and shall advise the Board of Directors as to the selection of securities and other assets pursuant to Article 18 hereof and have as the case may be discretion, on a day-to-day basis and subject to the overall control of the Board of Directors of the Company to purchase and sell such investment funds and other assets and otherwise to manage the Sub-Fund's portfolios.

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

Art. 18. Investment Policies and Restrictions. The Board of Directors, based upon the principle of risk spreading, has the power to determine (i) the investment policies to be applied in respect of each Sub-Fund, (ii) the currency hedging strategy to be applied to specific classes of shares within particular Sub-Funds and (iii) the course of conduct of the management and business affairs of the Company, all within the restrictions as shall be set forth by the Board of Directors in compliance with applicable laws and regulations.

The Company is authorized (i) to employ techniques and instruments relating to transferable securities provided that such techniques and instruments are used for the purpose of efficient portfolio management and (ii) to employ techniques and instruments intended to provide protection against exchange risks in the context of the management of its assets and liabilities.

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

In the event that any director or officer of the Company may have in any transaction of the Company an interest opposite to the interests of the Company, such director or officer shall make known to the Board of Directors such opposite interest and shall not consider or vote on any such transaction, and such transaction and such director's or officer's interest therein shall be reported to the next succeeding general meeting of shareholders. This rule shall not apply to day-to-day operations entered into under normal conditions.

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

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

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

The Auditor shall fulfil all duties prescribed by the 2007 Law.

Title IV - General meetings - Accounting year - Distributions

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

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

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

The annual general meeting shall be held in accordance with Luxembourg law in Luxembourg, Grand Duchy of Luxembourg at a place specified in the notice of meeting, each year on the 25th of the month of September at 2.30 p.m.

If such day is not a business day in Luxembourg, the annual general meeting shall be held on the next following business day.

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

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

Given that all shares are in registered form and if no publications are made, notices to shareholders may be mailed by registered mail only.

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

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

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

Each share of whatever class is entitled to one vote, in compliance with Luxembourg law and these Articles. A shareholder may act at any meeting of shareholders by giving a written proxy to another person, who need not be a shareholder and who may be a director of the Company.

Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority vote of the shareholders present or represented.

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

In addition, the shareholders of any class of shares may hold, at any time, general meetings for any matters which are specific to such class.

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

Each share is entitled to one vote in compliance with Luxembourg law and these Articles. Shareholders may act either in person or by giving a written proxy to another person who needs not be a shareholder and may be a director of the Company.

Unless otherwise provided for by law or herein, the resolutions of the general meeting of shareholders of a Sub-Fund or of a class of shares are passed by a simple majority vote of the shareholders present or represented.

Art. 24. Termination and Amalgamation of Sub-Funds or Classes of Shares. In the event that for any reason the value of the total net assets in any Sub-Fund or the value of the net assets of any class of shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level for such Sub-Fund, or such class of shares, to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalization, the Board of Directors may decide to redeem all the shares of the relevant class or classes at the net asset value per share (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. The Company shall serve a written notice to the registered holders of the relevant class or classes of shares prior to the effective date for the compulsory redemption, which will indicate the reasons and the procedure for the redemption operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund or of the class of shares concerned may continue to request redemption of their shares free of charge (but taking into account actual realization prices of investments and realization expenses) prior to the date effective for the compulsory redemption.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Custodian for a period of six months thereafter; after such period, the assets will be deposited with the Caisse de Consignation on behalf of the persons entitled thereto.

All redeemed shares may be cancelled.

Under the same circumstances as provided by the first paragraph of this Article, the Board of Directors may decide to allocate the assets of any Sub-Fund to those of another existing Sub-Fund within the Company or to another undertaking for collective investment organized under the provisions of the 2007 Law or to another sub-fund within such other undertaking for collective investment (the "new Fund") and to redesignate the shares of the class or classes concerned as shares of another class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be notified in the same manner as described in the first paragraph of this Article one month before its effectiveness (and, in addition, the notification will contain information in

relation to the new Fund), in order to enable shareholders to request redemption of their shares, free of charge, during such period.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, a contribution of the assets and of the liabilities attributable to any Sub-Fund to another Sub-Fund within the Company may in any other circumstances be decided upon by a general meeting of the shareholders of the class or classes of shares issued in the Sub-Fund concerned for which there shall be no quorum requirements and which will decide upon such an amalgamation by resolution taken by simple majority of those present or represented and voting at such meeting.

Furthermore, in other circumstances than those described in the first paragraph of this Article, a contribution of the assets and of the liabilities attributable to any Sub-Fund to another undertaking for collective investment referred to in the fourth paragraph of this Article or to another sub-fund within such other undertaking for collective investment shall require a resolution of the shareholders of the class or classes of shares issued in the Sub-Fund concerned taken with a 50% quorum requirement of the shares in issue and adopted at a 2/3 majority of the votes validly cast, except when such an 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, in which case resolutions shall be binding only on such shareholders who have voted in favor of such amalgamation.

Art. 25. Accounting Year. The accounting year of the Company shall commence on the 1st of April of each year and shall terminate on the 31st of March of the following year.

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

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

In any event, no distribution may be made if, as a result, the net asset value of the Fund would fall below the equivalent of one million two hundred fifty thousand Euro (EUR 1,250,000.-).

Payments of distributions to holders of registered shares shall be made to such shareholders at their addresses in the register of shareholders.

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

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

Any distribution that has not been claimed within five (5) years of its declaration shall be forfeited and revert to the classes of shares issued in respect of the relevant Sub-Fund.

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

Title V - Final provisions

Art. 27. Custodian. To the extent required by law, the Company will enter into a custody agreement with a banking or saving institution as defined by the law of April 5, 1993 on the financial sector, as amended (herein referred to as the "Custodian").

The Custodian shall fulfil the duties and responsibilities as provided for by the 2007 Law.

If the Custodian desires to retire, the Board of Directors shall use its best endeavours to find a successor custodian within two months of the effectiveness of such retirement. The directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed to act in the place thereof.

Art. 28. Dissolution of the Company. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in Article 30 hereof.

Whenever the share capital falls below two-thirds of the minimum capital indicated in Article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting of shareholders by the Board of Directors. The general meeting, for which no quorum shall be required, shall decide by simple majority of the shares present and represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting of shareholders whenever the share capital falls below one-fourth of the minimum capital set by Article 5 hereof; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided at the majority of one fourth of the shares present and represented at the meeting.

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

Art. 29. Liquidation. Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and their compensation. Distribution in kind of liquidation proceeds shall in any case be permissible.

Art. 30. Amendments to the Articles of Incorporation. These Articles may be amended by a general meeting of shareholders subject to the quorum and majority requirements provided by the law of 10 August 1915 on commercial companies, as amended.

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

Art. 32. Applicable Law. All matters not governed by these Articles shall be determined in accordance with the law of 10 August 1915 on commercial companies and the 2007 Law as such laws have been or may be amended from time to time.

Transitional Dispositions

- 1) The first accounting year shall begin on the date of the formation of the Company and shall terminate on 31 March 2013.
- 2) The first annual general meeting of shareholders shall be held in 2013.

Subscription and Payment

The subscriber has subscribed and has paid in cash the amounts as mentioned hereafter:

LGT Venture Philanthropy Foundation FL, prequalified, 420 Class B shares

All the shares have been entirely paid-in so that the amount of forty-two thousand US Dollar (USD 42,000.-) is as of now available to the Company, as it has been justified to the undersigned notary.

Declaration

The undersigned notary herewith declares having verified the existence of the conditions enumerated in article 26 of the law of August 10, 1915, on commercial companies, as amended, and expressly states that they have been fulfilled.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the management company of the Company as a result of the formation of the Company are estimated at approximately two thousand five hundred Euro (EUR 2,500.-).

First Extraordinary General Meeting of Shareholders

The above named party, representing the entire subscribed capital and considering itself as duly convened, has immediately proceeded to hold an extraordinary general meeting of shareholders. Having first verified that it was regularly constituted, it has passed the following resolutions:

1. The address of the Company is set at 2, Place Dargent, L-1413 Luxembourg.
2. The number of directors is fixed at three (3).
3. The following persons are appointed as directors, their mandate expiring on occasion of the annual general meeting of shareholders to be held in 2015:
 - Mr. Axel Leeb, born on 16 May 1959 in Wien, residing in Frohnleiten, Austria.
 - H.S.H. Prince Max von und zu Liechtenstein, born on 16 May 1969 in St. Gallen, residing in Vaduz, Liechtenstein.
 - Dr. Erik Müller, born on 12 July 1967 in Detroit, residing in Vaduz, Liechtenstein.
4. The following is appointed as independent Auditor for the same period:
PricewaterhouseCoopers, 400 Route d'Esch, L-1014, Luxembourg

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

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

Signé: A. CONTRERAS et J. BADEN.

Enregistré à Luxembourg A.C., le 29 août 2012. LAC / 2012 / 40451. Reçu soixante quinze euros € 75,-

Le Receveur ff. (signé): FRISING.

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

Luxembourg, le 4 septembre 2012.

Référence de publication: 2012113251/739.

(120153121) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 septembre 2012.

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

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

R.C.S. Luxembourg B 161.867.

In the year two thousand and twelve,
on the eleventh day of the month of September.

Before Us, Maître Jean-Joseph WAGNER, notary residing in SANEM, Grand Duchy of Luxembourg,

was held an extraordinary general meeting of the shareholders (the «Meeting») of “Danske Invest SICAV” (hereafter referred to as the «Company»), a société d'investissement à capital variable having its registered office at 13, rue Edward Steichen, L-2540 Luxembourg, Grand Duchy of Luxembourg (R.C.S. Luxembourg B161867), incorporated by a deed of the notary Maître Jean-Joseph Wagner, prenamed, on 30 June 2011, published in the Mémorial C, Recueil des Sociétés et Associations (the «Mémorial») number 1509 of 8 July 2011.

The Meeting was opened at 11.00 a.m. under the chairmanship of Mrs Marie Lachicorée, employee, professionally residing in Esch-sur-Alzette (hereafter referred to as the “Chairman”),

who appointed as secretary Mrs Maria Mento, employee, professionally residing in Esch-sur-Alzette.

The Meeting elected as scrutineer Mrs Suzana Dos Santos Pires, employee, professionally residing in Esch-sur-Alzette.

After the constitution of the board of the Meeting, the Chairman declared and requested the notary to record that:

I. The present Meeting has been called pursuant to a convening notice.

II. The names of the shareholders present at the Meeting or duly represented by proxy, as well as the number of shares held by each shareholder, are set forth on the attendance list, signed by the shareholders present, the proxies of the shareholders represented, the members of the board of the Meeting and the notary. The aforesaid list shall be attached to the present deed and registered therewith.

III. The quorum of at least one half is required by article 67-1 (2) of the Luxembourg law of 10 August 1915 on commercial companies, as amended, and the resolution on each item of the agenda has to be passed by the affirmative vote of at least two thirds of the votes validly cast at the Meeting.

IV. All the shares being registered shares, convening notices have been sent by registered mail to each registered shareholder on 30 August 2012.

The agenda of the present Meeting is the following:

Agenda

1. Fixing the effective date for all the below changes in relation to the articles of incorporation of the Company as of 15 October 2012.

2. Insertion of the new following sentence at the end of the first paragraph of «Article 2. Registered Office»:

«If and to the extent permitted by law, the board of directors may decide to transfer the registered office of the Company to another place in the Grand Duchy of Luxembourg».

3. Replacement under «Article 4. Purpose» of the reference to «part I of the law of December 20, 2002 on undertakings for collective investment or any legislative replacements or amendments thereof» by the reference to «part I of the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time.»

4. Replacement under «Article 5. Share Capital – Classes of Shares» of the reference to «Article 133 of the law of December 20, 2002 on undertakings for collective investment» by the reference to «Article 181 of the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time.»

5. Amendment of the last sentence of the item D (4) under «Article 10. Restrictions on Ownership of Shares» as follows:

«United States Person or U.S. Person (as defined in the sales documents for the shares of the Company) may constitute a specific category of Prohibited Persons».

6. Regarding «Article 11. Calculation of Net Asset Value per Share»:

- amendment of the two first paragraphs of this article as follows:

«The net asset value is calculated in the denomination currency (as defined in the sales documents for the shares of the Company) of the relevant class.

The Company may decide to accept subscriptions in the denomination currency of the relevant class of shares or in other currencies. In such case, the net asset value per share shall also be available in such currency(ies).»

- replacement under point 1) of the item «III. The assets shall be allocated as follows» and under point 3) of the item «IV. For the purpose of this Article» of the references to «reference currency» by the references to «base currency».

7. Regarding «Article 12. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue, Conversion and Redemption of Shares»:

- addition under items b) and e) of the terms «of the Management Company» after the terms «board of directors»,
- addition at the end of the item e) of the term “or”,
- addition of the following item g):

«g) for a Feeder (as defined in the sales documents for the shares of the Company) when the net asset value, issue, conversion or redemption of units or shares of the Master (as defined in the sales documents for the shares of the Company) are suspended».

8. Regarding «Article 18. Investment Policies and Restrictions»:

- in the second paragraph, replacement of the reference to the «law of December 20, 2002 on undertakings for collective investment as amended» by the reference to the «law of December 17, 2010 on undertakings for collective investment as may be amended from time to time»,

- amendment of the first paragraph of item (4) as follows:

«units of undertakings for collective investment in transferable securities («UCITS») authorised according to Directive 2009/65/EC and/or other undertakings for collective investment («UCIs») within the meaning of Article 1, paragraph (2) points a) and b) of Directive 2009/65/EC, should they be situated in a Member State of the European Union or not, provided that:»;

- replacement under the second indent of item (4) of the reference to «UCITS Directive» by the reference to «Directive 2009/65/EC»;

- replacement under item (7) of the reference to «the law of December 20, 2002 on undertakings for collective investment as amended» by the reference to «the law of December 2010 on undertakings for collective investment as may be amended from time to time.»;

- replacement under item (7) of the references to “per cent.” by the references to “%”;

- addition of the following sentence at the end of the article 18:

«The Company may create Feeder under the conditions provided by the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time.».

9. Replacement under «Article 21. Auditors» of the reference to «the law of December 20, 2002 on undertakings for collective investment» by the reference to «the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time».

10. Addition of the following eighth paragraph under «Article 22. General Meetings of Shareholders of the Company»:

«Under 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.»

11. Amendment of the title of the «Article 24. Termination and Merger of Sub-Funds or Classes of Shares» into «Article 24. Termination of Sub-Funds or Classes of Shares» and of the content of this article as follows:

«In the event that for any reason the value of the total net assets in any Sub-Fund has decreased to, or has not reached, an amount determined by the board of directors to be the minimum level for such Sub-Fund to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalization or in the interests of the shareholders would justify it, the board of directors may decide to redeem all the shares of the relevant Sub-Fund at the net asset value per share (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. The decision to liquidate will be published (insofar as required by applicable regulations) or sent to the shareholders at their address indicated in the register of shareholders prior to the effective date of the liquidation and will indicate the reasons for, and the procedures of, the liquidation operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund concerned may continue to request redemption or conversion of their shares free of charge (but taking into account actual realization prices of investments and realization expenses) prior to the date effective for the compulsory redemption.

Where the board of directors does not have the authority to do so or where the board of directors determines that the decision should be put for shareholders' approval, the decision to redeem all the shares of the relevant Sub-Fund may be taken at a meeting of the relevant shareholders instead of being taken by the board of directors. The shareholders will be refunded at the net asset value of their shares (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day, at which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders which shall decide by resolution taken by simple majority of the votes cast at such meeting.

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

All redeemed shares shall be cancelled.

A Feeder shall be liquidated when the Master itself is liquidated or merged or split under the conditions provided for by the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time.”

12. Addition of the “Article 25. Merger of the Company and of Sub-Funds” as follows:

“(i) Mergers of the Company decided by the board of directors

The board of directors may decide to proceed with a merger of the Company (within the meaning of the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time), either as receiving or absorbed UCITS, with:

- another Luxembourg or foreign UCITS (the “New UCITS”); or
- a sub-fund thereof,

and, as appropriate, to redesignate the shares of the Company concerned as shares of this New UCITS, or of the relevant sub-fund thereof as applicable.

In case the Company involved in a merger is the receiving UCITS, solely the board of directors will decide on the merger and effective date thereof.

In case the Company involved in a merger is the absorbed UCITS, and hence ceases to exist, the general meeting of the shareholders, rather than the board of directors, has to approve, and decide on the effective date of, such merger by a resolution adopted with no quorum requirement and at a simple majority of the votes cast at such meeting.

Such a merger shall be subject to the conditions and procedures imposed by the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time, in particular concerning the merger project and the information to be provided to the shareholders.

(ii) Mergers of Sub-Fund decided by the board of directors

The board of directors may decide to proceed with a merger of any Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- another existing Sub-Fund within the Company or another sub-fund within a New UCITS (the “New Sub-Fund”); or
- a New UCITS,

and, as appropriate, to redesignate the shares of the Sub-Fund concerned as shares of the New UCITS, or of the New Sub-Fund as applicable.

Such a merger shall be subject to the conditions and procedures imposed by the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time in particular concerning the merger project and the information to be provided to the shareholders.”

13. Replacement under “Article 27. Custodian” to be renamed “Article 28. Custodian” of the reference to “the law of December 20, 2002 on undertakings for collective investment” by the reference to “the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time”.

14. Replacement under “Article 28. Dissolution of the Company” to be renamed “Article 29. Dissolution of the Company” of the references to “votes cast” by the references to “shares represented at the meeting”.

15. Replacement under “Article 32. Applicable law” to be renamed “Article 33. Applicable law” of the reference to “the law of December 20, 2002 on undertakings for collective investment as such laws have been or may be amended from time to time” by the reference to “the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time”.

16. Renouncement to the French translation of the Articles of Incorporation, so that the official version of the Articles of Incorporation shall only be available in English.

17. Miscellaneous

VI. Pursuant to the attendance list, one (1) shareholder, holding together seventeen million seven hundred and sixty-six thousand eight hundred and seventy-two (17.766.872) shares out of twenty-five million nine hundred and thirty-two thousand seven hundred point eight five one (25.932.700,851) shares outstanding are present or represented.

VII. That pursuant to article 67-1 (2) of the law of August 10, 1915 on commercial companies as amended, the present meeting may only validly deliberate on the items of the agenda if at least one half of the capital is represented.

VIII. Consequently, the present Meeting is regularly constituted and may validly deliberate on the items of the agenda.

IX. After deliberation, the Meeting took the following resolutions:

First resolution

The Meeting decides to fix the effective date for all the below changes in relation to articles of incorporation of the Company as of 15 October 2012.

Second resolution

The Meeting decides to insert the new following sentence at the end of the first paragraph of «Article 2. Registered Office» as follows:

«If and to the extent permitted by law, the board of directors may decide to transfer the registered office of the Company to another place in the Grand Duchy of Luxembourg».

Third resolution

The Meeting decides to replace under «Article 4. Purpose» the reference to «part I of the law of December 20, 2002 on undertakings for collective investment or any legislative replacements or amendments thereof» by the reference to «part I of the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time.»

Fourth resolution

The Meeting decides to replace under «Article 5. Share Capital – Classes of Shares» of the reference to «Article 133 of the law of December 20, 2002 on undertakings for collective investment» by the reference to «Article 181 of the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time».

Fifth resolution

The Meeting decides to amend the last sentence of the item D (4) under «Article 10. Restrictions on Ownership of Shares» as follows:

«United States Person or U.S. Person (as defined in the sales documents for the shares of the Company) may constitute a specific category of Prohibited Persons.»

Sixth resolution

The Meeting decides under «Article 11. Calculation of Net Asset Value per Share»:

- to amend the two first paragraphs as follows:

«The net asset value is calculated in the denomination currency (as defined in the sales documents for the shares of the Company) of the relevant class.

The Company may decide to accept subscriptions in the denomination currency of the relevant class of shares or in other currencies. In such case, the net asset value per share shall also be available in such currency(ies).

- to replace under point 1) of the item «III. The assets shall be allocated as follows» and under point 3) of the item «IV. For the purpose of this Article» the references to «reference currency» by the references to «base currency».

Seventh resolution

The Meeting decides under «Article 12. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue, Conversion and Redemption of Shares»:

- to add under items b) and e) the terms «of the Management Company» after the terms «board of directors»,

- addition at the end of the item e) of the term "or",

- addition of the following item g):

«g) for a Feeder (as defined in the sales documents for the shares of the Company) when the net asset value, issue, conversion or redemption of units or shares of the Master (as defined in the sales documents for the shares of the Company) are suspended».

Eighth resolution

The Meeting decides under «Article 18. Investment Policies and Restrictions»:

- to replace in the second paragraph the reference to the «law of December 20, 2002 on undertakings for collective investment as amended» by the reference to the «law of December 17, 2010 on undertakings for collective investment as may be amended from time to time»,

- to amend the first paragraph of item (4) as follows:

«units of undertakings for collective investment in transferable securities («UCITS») authorised according to Directive 2009/65/EC and/or other undertakings for collective investment («UCIs») within the meaning of Article 1, paragraph (2) points a) and b) of Directive 2009/65/EC, should they be situated in a Member State of the European Union or not, provided that:»;

- to replace under the second indent of item (4) the reference to «UCITS Directive» by the reference by the reference to «Directive 2009/65/EC»;

- to replace under item (7) the reference to «the law of December 20, 2002 on undertakings for collective investment as amended» by the reference to «the law of December 2010 on undertakings for collective investment as may be amended from time to time.»;

- to replace under the item (7) the references to "per cent." by the reference to "%";

- to add the following sentence at the end of the article 18:

«The Company may create Feeder under the conditions provided by the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time.»

Ninth resolution

The Meeting decides under «Article 21. Auditors» to replace the reference to «the law of December 20, 2002 on undertakings for collective investment» by the reference to «the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time»;

Tenth resolution

The Meeting decides to add the following eighth paragraph under «Article 22. General Meetings of Shareholders of the Company»:

«Under 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.»

Eleventh resolution

The Meeting decides to amend the title of the «Article 24. Termination and Merger of Sub-Funds or Classes of Shares» into «Article 24. Termination of Sub-Funds or Classes of Shares» and to amend the content of this article as follows:

«In the event that for any reason the value of the total net assets in any Sub-Fund has decreased to, or has not reached, an amount determined by the board of directors to be the minimum level for such Sub-Fund to be operated in an economically efficient manner or in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalization or in the interests of the shareholders would justify it, the board of directors may decide to redeem all the shares of the relevant Sub-Fund at the net asset value per share (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. The decision to liquidate will be published (insofar as required by applicable regulations) or sent to the shareholders at their address indicated in the register of shareholders prior to the effective date of the liquidation and will indicate the reasons for, and the procedures of, the liquidation operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund concerned may continue to request redemption or conversion of their shares free of charge (but taking into account actual realization prices of investments and realization expenses) prior to the date effective for the compulsory redemption.

Where the board of directors does not have the authority to do so or where the board of directors determines that the decision should be put for shareholders' approval, the decision to redeem all the shares of the relevant Sub-Fund may be taken at a meeting of the relevant shareholders instead of being taken by the board of directors. The shareholders will be refunded at the net asset value of their shares (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day, at which such decision shall take effect. There shall be no quorum requirements for such general meeting of shareholders which shall decide by resolution taken by simple majority of the votes cast at such meeting.

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

All redeemed shares shall be cancelled.

A Feeder shall be liquidated when the Master itself is liquidated or merged or split under the conditions provided for by the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time."

Twelfth resolution

The Meeting decides to add the "Article 25. Merger of the Company and of Sub-Funds" as follows:

"(i) Mergers of the Company decided by the board of directors

The board of directors may decide to proceed with a merger of the Company (within the meaning of the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time), either as receiving or absorbed UCITS, with:

- another Luxembourg or foreign UCITS (the "New UCITS"); or
- a sub-fund thereof,

and, as appropriate, to redesignate the shares of the Company concerned as shares of this New UCITS, or of the relevant sub-fund thereof as applicable.

In case the Company involved in a merger is the receiving UCITS, solely the board of directors will decide on the merger and effective date thereof.

In case the Company involved in a merger is the absorbed UCITS, and hence ceases to exist, the general meeting of the shareholders, rather than the board of directors, has to approve, and decide on the effective date of, such merger by a resolution adopted with no quorum requirement and at a simple majority of the votes cast at such meeting.

Such a merger shall be subject to the conditions and procedures imposed by the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time, in particular concerning the merger project and the information to be provided to the shareholders.

(ii) Mergers of Sub-Fund decided by the board of directors

The board of directors may decide to proceed with a merger of any Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- another existing Sub-Fund within the Company or another sub-fund within a New UCITS (the "New Sub-Fund"); or
- a New UCITS,

and, as appropriate, to redesignate the shares of the Sub-Fund concerned as shares of the New UCITS, or of the New Sub-Fund as applicable.

Such a merger shall be subject to the conditions and procedures imposed by the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time in particular concerning the merger project and the information to be provided to the shareholders."

Thirteenth resolution

The Meeting decides to replace under "Article 27. Custodian" to be renamed "Article 28. Custodian" the reference to "the law of December 20, 2002 on undertakings for collective investment" by the reference to "the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time".

Fourteenth resolution

The Meeting decides to replace under "Article 28. Dissolution of the Company" to be renamed "Article 29. Dissolution of the Company" the references to "votes cast" by the references to "shares represented at the meeting".

Fifteenth resolution

The Meeting decides to replace under "Article 32. Applicable law" to be renamed "Article 33. Applicable law" the reference to "the law of December 20, 2002 on undertakings for collective investment as such laws have been or may be amended from time to time" by the reference to "the law of December 17, 2010 on undertakings for collective investment as may be amended from time to time".

Sixteenth resolution

The Meeting decides to renounce to the French translation of the Articles of Incorporation, so that the official version of the Articles of Incorporation shall only be available in English.

There being no further business before the Meeting, the same was closed at 11.20 a.m..

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 Esch-sur-Alzette, Grand Duchy of Luxembourg, on the day named at the beginning of this document.

This document having been read at the Meeting, the members of the board of the Meeting, all of whom known to the notary by their names, surnames, civil status and residences, signed together with us, the notary, the present original deed, no shareholders expressing to wish to sign.

Signé: M. LACHICOREE, M. MENTO, S. DOS SANTOS PIRES, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 12 septembre 2012. Relation: EAC/2012/11869. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur ff. (signé): Monique HALSDORF.

Référence de publication: 2012116882/315.

(120158356) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 septembre 2012.

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

Capital social: EUR 12.500,00.

Siège social: L-1149 Luxembourg, 82, rue des Sept Arpents.

R.C.S. Luxembourg B 164.670.

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

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

Luxembourg, le 2 août 2012.

Référence de publication: 2012099064/11.

(120136641) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 août 2012.

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

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

R.C.S. Luxembourg B 15.466.

Extrait des résolutions prises lors de la réunion du conseil d'administration tenue en date du 24 août 2012

Il résulte d'une lettre adressée à la société en date du 22 février 2012 que Monsieur Alexander BAKKES, employé privé, demeurant 28, rue Jean Beck à L-7308 Heisdorf a démissionné de ses fonctions d'administrateur avec effet au 22 février 2012.

Le Conseil d'Administration coopte en Lux Business Management S.à.r.l., avec adresse professionnelle au 40, avenue Monterey à L-2163 Luxembourg, dont le représentant permanent dûment nommé en date du 15 janvier 2009 est Monsieur Gerard VAN HUNEN, résidant professionnellement au 40, avenue Monterey à L-2163 Luxembourg, et ce avec effet au 22 février 2012.

Le Conseil d'Administration soumettra cette cooptation à l'assemblée générale, lors de sa première réunion pour qu'elle procède à l'élection définitive.

Le Conseil d'Administration se compose dès lors comme suit:

- Monsieur Peter Jan MULDER, employé privé, avec adresse privé, 51 Merelweg, NL-8075 Elspeet;
- Madam Sylwia BARBASIEWICZ, employée privée, avec adresse privé 10, Streniowski Wv Jezynowa, PL-05830 Nadarzyn;
- Lux Business Management S.à.r.l., ayant son siège social au 40, avenue Monterey L-2163 Luxembourg.

Luxembourg, le 24 août 2012.

Pour extrait conforme

Pour la société

Un mandataire

Référence de publication: 2012110196/26.

(120149341) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 août 2012.

**MPI S.à r.l., Société à responsabilité limitée de titrisation,
(anc. MPS S.à r.l.).**

Capital social: EUR 12.500,00.

Siège social: L-1840 Luxembourg, 31, boulevard Joseph II.

R.C.S. Luxembourg B 170.405.

In the year two thousand and twelve on the thirteenth of July.

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

There appeared:

Mangrove Capital Partners S.A., a joint stock company (société anonyme), established and existing under the laws of Luxembourg, having its registered seat at 31, boulevard Joseph II, L-1840 Luxembourg, Grand-Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register under number B 74666,

here represented by Ms. Sofia Afonso-Da Chao Conde, employee, having her professional address at 5, rue Zénon Bernard, Esch-sur-Alzette, Grand Duchy of Luxembourg, by virtue of a proxy given on July 13, 2012.

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

Such appearing person, represented as stated here above, has requested the undersigned notary to state that:

I. The appearing person is the sole shareholder of the private limited liability company (société à responsabilité limitée) with securitization purpose, established and existing under Luxembourg law under the name of MPS S.à r.l. (the Company), with registered office at 31, Boulevard Joseph II, L-1840 Luxembourg, Grand-Duchy of Luxembourg, and under process of registration with the Luxembourg Trade and Companies Register, established pursuant to a deed of the undersigned notary dated of June 29, 2012, not yet published in the Mémorial C, Recueil des Sociétés et Associations, and whose bylaws have not been amended yet.

II. The sole shareholder resolves to change the Company's name from "MPS S.à r.l." into "MPI S.à r.l.".

III. The sole shareholder resolves to amend article 4 of the Company's articles of association to give it henceforth the following wording:

Art. 4. The Company shall bear the name "MPI S.à r.l.".

112918

Costs

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 one thousand Euro (EUR 1.000,00).

Declaration

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

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

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

Suit la traduction française du texte qui précède:

L'an deux mille douze, le treize juillet.

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

A comparu:

Mangrove Capital Partners S.A., une société anonyme établie et existant selon les lois du Luxembourg, ayant son siège social au 31, boulevard Joseph II, L-1840 Luxembourg, Grand-Duché de Luxembourg et enregistrée auprès du registre du Commerce et de Sociétés de Luxembourg sous le numéro B 74666.

ici représenté par Madame Sofia Afonso-Da Chao Conde, employée, ayant son adresse professionnelle au 5, rue Zénon Bernard, Esch-sur-Alzette, Grand-Duché de Luxembourg, en vertu d'une procuration donnée le 13 juillet 2012.

Ladite procuration, après avoir été signée ne varietur par le mandataire du comparant et le notaire instrumentaire, demeurera annexée aux présentes pour être enregistrée avec elles.

Le comparant, représenté par son mandataire, a requis le notaire instrumentaire d'acter que:

I. Le comparant est l'associé unique de la société à responsabilité limitée de titrisation établie et existante en vertu des lois du Grand-Duché de Luxembourg sous la dénomination «MPS S.à r.l.» (la Société), ayant son siège social au 31, Boulevard Joseph II, L-1840 Luxembourg, Grand-Duché de Luxembourg, et en cours d'enregistrement auprès du Registre de Commerce et des Sociétés de Luxembourg, constituée par acte du notaire soussigné en date du 29 juin 2012, en cours de publication au Mémorial C, Recueil des Sociétés et Associations, et dont les statuts n'ont pas encore été modifiés.

II. L'associé unique décide de changer la dénomination sociale de la Société de «MPS S.à r.l.» en «MPI S.à r.l.».

III. L'associé unique décide de modifier l'article 4 des statuts de la Société pour lui conférer la teneur suivante:

Art. 4. La Société porte le nom «MPI S.à r.l.».

Frais

Les frais, dépenses, rémunérations et charges sous quelque forme que ce soit, incombant à la Société et mis à sa charge à raison des présentes, sont évalués sans nul préjudice à la somme de mille Euro (EUR 1.000,00).

Déclaration

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

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

Et après lecture faite et interprétation donnée au mandataire du comparant elle a signé le présent acte avec le notaire.

Signé: Conde, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 17 juillet 2012. Relation: EAC/2012/9469. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): M. Halsdorf.

POUR EXPEDITION CONFORME.

Référence de publication: 2012096036/74.

(120132574) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juillet 2012.

Imdeco S.A., Société Anonyme.

Siège social: L-9638 Pommerloch, 7, Berlerstroos.

R.C.S. Luxembourg B 94.592.

Assemblée générale ordinaire

Il résulte de l'assemblée générale ordinaire tenue en date du 27 juin 2012 que les actionnaires ont, à l'unanimité des voix, pris les résolutions suivantes:

Le mandat des administrateurs:

- Monsieur DELVENNE Joseph, demeurant à L-9638 Pommerloch, Berlerstroos 7
- Monsieur HEINEN Helmut, demeurant à B-4770 Amel, Schoppen 48
- Monsieur DELVENNE Dimitri, demeurant à B-1180 Bruxelles, Avenue Winston Churchill 190

le mandat du commissaire aux comptes:

- LA FIDUCIAIRE HUPPERETZ & CIE SPRL, à B-4960 Malmédy, 1, rue des Anciennes Granges

et le mandat de l'administrateur-délégué:

- Monsieur DELVENNE Joseph, demeurant à L-9638 Pommerloch, Berlerstroos 7

ont été reconduits pour une durée de six ans, se terminant à l'issue de l'assemblée générale statuant sur les comptes annuels de 2017 au courant de l'année 2018.

Pour extrait conforme

Les actionnaires

M. DELVENNE Joseph / M. DELVENNE Dimitri

Référence de publication: 2012097327/23.

(120133996) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 juillet 2012.

Médecins Sans Frontières, Fondation.

R.C.S. Luxembourg G 109.

Bilan 2008

Comptes de bilan au 31.12

	2008	2007
	€	€
ACTIF		
ACTIF IMMOBILISE		
Immobilisations corporelles	0.00 €	8'176.86 €
ACTIF CIRCULANT		
Financement à recevoir	0.00 €	0.00 €
Autres créances	0.00 €	3'194.64 €
Avoir en banques, CCP et caisse	656.34 €	238'574.51 €
Compte de régularisation	656.34 €	241'769.15 €
Total de l'actif	656.34 €	249'946.01 €
PASSIF		
Résultats reportés	0.00 €	0.00 €
Réserve création fondation	0.00 €	150'000.00 €
Subventions d'équipement	0.00 €	1'920.74 €
Provision fonction. Service Thérapeutique S.J.	0.00 €	56'245.35 €
Compte de régularisation	0.00 €	23'586.89 €
Dettes		
Dettes fournisseurs	0.00 €	4'439.29 €
Autres dettes	656.34 €	13'753.74 €
	656.34 €	18'193.03 €
Résultat de l'exercice	0.00 €	0.00 €
Total du passif	656.34 €	249'946.01 €

Compte de profits et de pertes au 31.12

	2008	2007
COMPTE DE PRODUITS		
Subventions d'exploitations	0.00 €	489'697.84 €
Dons	5'013.00 €	8'217.75 €
Autres revenus	0.00 €	3'727.27 €
Corrections de valeur sur subventions d'investissement	0.00 €	1'543.04 €
Reprise subventions d'investissements	0.00 €	1'092.29 €
Corrections de valeur sur subvention du Fonds de lutte	0.00 €	38.09 €
Autres intérêts et produits assimilés	19.48 €	997.20 €
Correction de l'actif immobilisé	73'716.73 €	0.00 €
Total des produits	78'749.21 €	505'313.48 €
COMPTE DE CHARGES		
Frais de personnel	0.00 €	432'689.56 €
Autres charges d'exploitation	5'032.48 €	67'094.59 €
Correction de valeurs sur immobilisations corporelles	0.00 €	3'289.09 €
Régularisation immobilisations corporelles	0.00 €	2'240.24 €
Dévolution des actifs	73'716.73 €	
Résultat de l'exercice	0.00 €	0.00 €
Total des charges	78'749.21 €	505'313.48 €

Signatures.

Référence de publication: 2012097486/52.

(120133369) Déposé au registre de commerce et des sociétés de Luxembourg, le 31 juillet 2012.

WP Roaming S.à r.l., Société à responsabilité limitée.**Capital social: EUR 3.803.950,00.**

Siège social: L-5326 Contern, 15, rue Edmond Reuter.

R.C.S. Luxembourg B 110.016.

EXTRAIT

Il résulte des résolutions de WP Roaming II S.A., l'associé unique de la Société, datées du 19 juillet 2012 que les gérants actuels de la société à savoir M. Morten Brogger, M. Artur Michalczyk et M. Guy Sochovsky sont désormais gérants de classe A de la société.

Il résulte de ces mêmes résolutions que les personnes suivantes ont été nommées gérants de classe B de la société le 19 juillet 2012 et ce jusqu'à l'assemblée générale annuelle devant se tenir en 2012:

- Mme Ute Bräuer, née le 1^{er} décembre 1956 à Oberhausen en Allemagne et demeurant professionnellement au 46A, avenue J.F. Kennedy, L-1855 Luxembourg; et

- M. Max Fowinkel, né le 18 mars 1980 à Berlin en Allemagne et demeurant professionnellement à Almack House, 28 King Street, Londres SW1Y 6QW, Royaume-Uni.

Par conséquent le conseil de gérance de la Société est composé comme suit:

- M. Morten Brogger, gérant de classe A
- M. Artur Michalczyk, gérant de classe A
- M. Guy Sochovsky, gérant de classe A
- Mme Ute Bräuer, gérant de classe B
- M. Max Fowinkel, gérant de classe B

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

Luxembourg, le 23 juillet 2012.

Pour la Société

Signature

Référence de publication: 2012097369/28.

(120132660) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juillet 2012.

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

Capital social: USD 152.000.500,00.

Siège social: L-2453 Luxembourg, 20, rue Eugène Ruppert.
R.C.S. Luxembourg B 67.097.

—
EXTRAIT

Il résulte des résolutions prises par l'associé unique en date du 27 juillet 2012 que le mandat de la société suivante a été renouvelé jusqu'à l'assemblée générale annuelle qui approuvera les comptes au 31 décembre 2012:

- Ernst & Young, une société anonyme de droit luxembourgeois, ayant son siège social au 7, rue Gabriel Lippmann, Parc d'Activité Syrdall 2, L-5365 Munsbach, Grand-Duché de Luxembourg, enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 47771.

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

Senningerberg, le 31 juillet 2012.

Pour extrait conforme

ATOZ SA

Aerogolf Center - Bloc B

1, Heienhaff

L-1736 Sennigerberg

Signature

Référence de publication: 2012098363/22.

(120135128) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} août 2012.

Restaurant-Pizzeria B.M.P. S.à r.l., Société à responsabilité limitée.

Enseigne commerciale: L'Incanto.

Capital social: EUR 12.400,00.

Siège social: L-4830 Rodange, 27, route de Longwy.
R.C.S. Luxembourg B 97.220.

—
Il résulte de la lettre de démission du 4 juillet 2012 que Monsieur Fernando DA SILVA, né à Torre de Vale de Todos Ansiao (Portugal), le 19 octobre 1964, demeurant à L-4910 HAUTCHARAGE, 51, rue de Bascharage, a démissionné de son poste de gérant unique.

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

Référence de publication: 2012099631/13.

(120136746) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 août 2012.

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

Capital social: USD 37.951.000,00.

Siège social: L-2453 Luxembourg, 20, rue Eugène Ruppert.
R.C.S. Luxembourg B 120.821.

—
In the year two thousand and twelve, on the nineteenth day of the month of July,

Before the undersigned Maître Francis Kessler, notary, residing in Esch-sur-Alzette, Grand Duchy of Luxembourg,

There appeared:

Limited (Overseas) Holdings LP, a limited partnership governed by the laws of Alberta (Canada) having its principal office at Windward 1, Regatta Office Park, George Town, KY-KY1-1103 Grand Cayman, Cayman Islands and registered with the Province of Alberta under number LP12878237,

Here duly represented by Mrs Sofia Afonso-Da Chao Conde, notary clerk, with professional address at 5, rue Zénon Bernard, L-4030 Esch-sur-Alzette, Grand Duchy of Luxembourg, by virtue of a power of attorney given under private seal.

The said proxy, initialled "ne varietur" by the appearing party and the undersigned notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

Such appearing party is the sole shareholder of "Luxembourg (Overseas) Holding S.à r.l.", a private limited liability company, with registered office at 20, rue Eugène Ruppert, L-2453 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade Register under number B 120.821 (the "Company"), incorporated following a deed of Maître Joseph Elvinger, notary residing in Luxembourg, Grand Duchy of Luxembourg, on October 9, 2006, published in the

Mémorial C of December 7, 2006 number 2291 and whose bylaws have been last amended by a notarial deed of February 2, 2010, published in the Mémorial C of April 1, 2010 number 695.

Such appearing party representing the whole corporate capital requests the notary to act that:

First resolution

The nominal value of the shares is removed.

Second resolution

The currency of the share capital is changed with effect as of February 1, 2012, from Canadian Dollars (CAD) into United States Dollars (USD) at the exchange rate as of February 1, 2012 (i.e. CAD 1/USD 0,99911156) so that the share capital amounts to thirty-seven million nine hundred fifty-one thousand United States Dollars (USD 37,951,000) represented by one million forty thousand six hundred and seventy-eight (1,040,678) shares with no nominal value.

Third resolution

The share capital of thirty-seven million nine hundred fifty-one thousand United States Dollars (USD 37,951,000) represented by one million forty thousand six hundred and seventy-eight (1,040,678) shares with no nominal value is converted into a share capital of thirty-seven million nine hundred fifty-one thousand United States Dollars (USD 37,951,000) represented by thirty-seven million nine hundred fifty-one thousand (37,951,000) shares with a nominal value of one United States Dollar (USD 1) each.

Fourth resolution

The article 6 of the articles of association of the Company is modified and shall now read as follows:

“The share capital is set at thirty-seven million nine hundred fifty-one thousand United States Dollars (USD 37,951,000) represented by thirty-seven million nine hundred fifty-one thousand (37,951,000) shares with a nominal value of one United States Dollars (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 par 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.”

Expenses

The expenses, costs, fees and charges to be borne by the present deed are estimated at one thousand two hundred Euros (EUR 1,200).

Declaration

The undersigned notary who knows English and French, states herewith that on request of the above appearing persons, the present deed is worded in English followed by an French version; on request of the same appearing persons and in case of divergences between the English and the French text, the English text will prevail.

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

The document having been read to the persons appearing, who are known to the notary by their surname, first name, civil status and residence, the said persons signed together with the notary this original deed.

Suit la traduction en français du texte qui précède:

L'an deux mille douze, le dix-neuvième jour du mois de juillet,

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

Comparaît:

Limited (Overseas) Holdings LP, un “limited partnership” régi par les lois d’Alberta (Canada), ayant son siège social à Windward 1, Regatta Office Park, George Town, KY-KY1-1103 Grand Cayman, Cayman Islands et enregistré avec le registre de la Province d’Alberta sous le numéro LP12878237,

Ici dûment représenté par Madame Sofia Afonso-Da Chao Conde, clerc de notaire, résidant professionnellement au 5, rue Zénon Bernard, L-4030 Esch-sur-Alzette, L-1319 Luxembourg, Grand-Duché de Luxembourg, en vertu d’une procuration donnée sous seing privé.

Ladite procuration signée "ne varietur" par le comparant et par le notaire soussigné restera annexée au présent acte pour être soumise avec lui aux formalités de l’enregistrement.

Lequel comparant est l’associé unique de la société Luxembourg (Overseas) Holdings S.à r.l., une société à responsabilité limitée ayant son siège social au 20, rue Eugène Ruppert, L-2453 Luxembourg, Grand-Duché de Luxembourg enregistrée au Registre de Commerce et des Sociétés de Luxembourg, sous le numéro B 120.821 (la “Société”), constituée suivant un acte notarial par devant Maître Joseph Elvinger, notaire résident à Luxembourg, Grand-Duché de Luxembourg,

le 9 octobre 2006, publié au Mémorial C du 7 décembre 2006 numéro 2291 et dont les statuts ont été modifiés pour la dernière fois par un acte notarial du 2 février 2010 publié au Mémorial C du 1^{er} avril 2010 numéro 695.

Le comparant, représentant l'intégralité du capital social, a pris les résolutions suivantes:

Première résolution

La valeur nominale des parts est supprimée.

Deuxième résolution

La devise du capital social est modifiée avec effet au 1^{er} février 2012 des Dollars canadiens (CAD) aux Dollars américains (USD) au taux de change en date du 1^{er} février 2012 (soit 1 CAD/0,99911156 USD) de sorte que le capital social de la Société s'élève à trente-sept millions neuf cent cinquante et un mille Dollars américains (USD 37.951.000) représenté par un million quarante mille six cent soixante-dix-huit (1.040.678) parts sociales sans valeur nominale.

Troisième résolution

Le capital social d'un montant de trente-sept millions neuf cent cinquante et un mille Dollars américains (USD 37.951.000) représenté par un million quarante mille six cent soixante-dix-huit (1.040.678) parts sociales sans valeur nominale est converti en un capital social de trente-sept millions neuf cent cinquante et un mille Dollars américains (USD 37.951.000) représenté par trente-sept millions neuf cent cinquante et un mille (37.951.000) parts sociales d'une valeur nominale de un Dollar américain (USD 1).

Quatrième résolution

L'article 6 des statuts de la Société est modifié et doit désormais être lu comme suit:

"Le capital social est fixé à trente-sept millions neuf cent cinquante et un mille Dollars américains (USD 37.951.000) représenté par trente-sept millions neuf cent cinquante et un mille (37.951.000) parts sociales d'une valeur nominale de un Dollar américain (USD 1) chacune.

En plus du capital social, un compte prime d'émission peut être établi auquel toutes les primes payées sur une part sociale en plus de sa valeur au pair 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."

Frais

Les dépenses, coûts, honoraires et charges relatifs au présent acte s'élèvent approximativement à mille deux cents Euros (EUR 1.200).

Déclaration

Le notaire soussigné, qui comprend et parle l'anglais et le français, déclare que, à la requête des parties comparantes, le présent acte est rédigé en anglais, suivi d'une traduction française et que, à la demande des mêmes parties comparantes et en cas de divergences entre le texte anglais et le texte français, la version anglaise fait foi.

FAIT ET PASSÉ à Esch-sur-Alzette, à la date qu'en tête des présentes.

Lecture du présent acte ayant été faite aux parties comparantes, connues du notaire par leur nom, prénom, état civil et lieu de résidence, lesdites parties signent ensemble avec le notaire, le présent acte.

Signé: Conde, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 26 juillet 2012. Relation: EAC/2012/10018. Reçu soixante-quinze euros 75,00 €.

Le Receveur ff. (signé): M. Halsdorf.

POUR EXPÉDITION CONFORME.

Référence de publication: 2012098438/115.

(120135096) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} août 2012.

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

Capital social: EUR 12.525,00.

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

R.C.S. Luxembourg B 122.775.

Suite à une contribution de une part sociale dans le capital de K200 Finance S.à r.l. par Dart Holdings (Cayman) Limited en date du 18 décembre 2009, la totalité des parts sociales de la Société sont détenues par K200 Finance S.à r.l.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 27 juillet 2012.

Référence de publication: 2012099804/12.

(120136136) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 août 2012.

D&B Group Sàrl, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-3340 Huncherange, 65, route d'Esch.

R.C.S. Luxembourg B 158.752.

1) Monsieur DEMONTE Kevin, né le 12 Février 1990 à Charleroi (Belgique), demeurant 110, rue Lambillotte Joseph à B-6040 Jumet (Belgique), possède 76 parts sociales.

2) Monsieur BELKAID Ibrahim, né le 1^{er} Février 1969 à Verviers (Belgique), demeurant 78, rue Belle Epine à B-4610 Beyne Heusay (Belgique), possède 24 parts sociales.

Pour extrait sincère et conforme

Référence de publication: 2012100019/13.

(120137196) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 août 2012.

Anolis-Lux S.A., Société Anonyme.

Siège social: L-1114 Luxembourg, 3, rue Nicolas Adames.

R.C.S. Luxembourg B 132.920.

La Société a été constituée suivant acte reçu par Maître Joëlle Baden, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg, en date du 26 septembre 2007, publié au Mémorial C, Recueil des Sociétés et Associations n° 2688 du 22 novembre 2007.

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

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

ANOLIS-LUX S.A.

Signature

Référence de publication: 2012109553/15.

(120148637) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

PFCE Holdco S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.865.000,00.

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

R.C.S. Luxembourg B 95.702.

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

Before US Maître Martine SCHAEFFER, notary residing in Luxembourg, Grand Duchy of Luxembourg.

There appeared:

PFCE Middle Holdco S.à r.l., a company governed by the laws of Luxembourg, having its registered office at 40, avenue Monterey, L-2163 Luxembourg, registered with the Luxembourg Trade and Company Register section B under number 96.469, hereby represented by Mrs Corinne PETIT, employee, with professional address in at 74, avenue Victor Hugo, L-1750 Luxembourg, by virtue of a proxy given in Luxembourg on August 17th, 2012.

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

The appearing party, acting in its capacity as the sole shareholder, has requested the undersigned notary to enact the following:

The appearing party is the sole shareholder of PFCE Holdco S.à r.l., a société à responsabilité limitée, with registered office at 40, avenue Monterey, L-2163 Luxembourg, incorporated by deed of Maître Jean-Joseph WAGNER, notary residing in Sanem on September 12th, 2003, published in the Mémorial C, Recueil des Sociétés et Associations, number 1061 of October 13th, 2003, and modified last time by deed of the undersigned notary, on July 25th, 2012 and not yet published in the Mémorial C, Recueil des Sociétés et Associations.

The capital of the company is fixed at one million eight hundred twenty-five thousand euro (EUR 1,825,000) represented by one thousand eight hundred twenty-five (1,825) shares, with a nominal value of one thousand euro (EUR 1,000) each, entirely paid in.

The appearing party takes the following resolutions:

First resolution

The appearing sole shareholder resolves to increase the corporate share capital by an amount of forty thousand euro (EUR 40,000), so as to raise it from its present amount of one million eight hundred twenty-five thousand euro (EUR 1,825,000) to one million eight hundred sixty-five thousand euro (EUR 1,865,000), by issuing forty (40) new shares with a par value of one thousand euro (EUR 1,000) each, having the same rights and obligations as the existing shares.

Subscription and Liberation

The appearing sole shareholder declares to subscribe to the forty (40) new shares and to pay them up, fully in cash, at its par value of one thousand euro (EUR 1,000), so that the amount of forty thousand euro (EUR 40,000) is at the free disposal of the Company, proof of which has been given to the undersigned notary.

Second resolution

The appearing shareholder resolves to amend article 6 of the articles of incorporation, so as to reflect the increase of capital, which shall henceforth have the following wording:

" **Art. 6.** The capital is set at one million eight hundred sixty-five thousand euro (EUR 1,865,000) represented by one thousand eight hundred sixty-five (1,865) shares of a par value of one thousand euro (EUR 1,000) each."

The undersigned notary who understands and speaks English, states that upon request of the above appearing party, this deed is worded in English followed by a French translation and that in case of any divergence between the English and the French text, the English text shall be prevailing.

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

The document having been read and translated to the appearing persons, the appearing persons signed together with the notary the present original deed.

Suit la version française:

L'an deux mille douze, le vingt août.

Par-devant Nous Maître Martine SCHAEFFER, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

Ont comparu:

PFCE Middle Holdco S.à r.l., une société de droit luxembourgeois, ayant son siège social au 40, avenue Monterey, L-2163 Luxembourg inscrite au registre de Commerce et des Sociétés de Luxembourg section B, sous le numéro 95.469, ici représentée par Madame Corinne PETIT, employée privée, avec adresse professionnelle au 74, avenue Victor Hugo, L-1750 Luxembourg, en vertu d'une procuration délivrée à Luxembourg, le 17 août 2012.

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

Laquelle comparante, agissant en sa qualité d'associée unique, a requis le notaire instrumentaire de documenter ce qui suit:

La société comparante est la seule associée de la société à responsabilité limitée unipersonnelle PFCE Holdco S.à r.l., avec siège social au 40, avenue Monterey, L-2163 Luxembourg, constituée suivant acte reçu par Maître Jean-Joseph WAGNER, notaire de résidence à Sanem, en date du 12 septembre 2003, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1061 du 13 octobre 2003, dont les statuts ont été modifiés en dernier lieu suivant acte reçu par le notaire instrumentaire en date du 25 juillet 2012, non encore publié au Mémorial C, Recueil des Sociétés et Associations.

Le capital social de la société est fixé à un million huit cent vingt-vingt-cinq mille euros (1.825.000,- EUR) représenté par mille huit cent vingt-cinq (1.825) parts sociales d'une valeur nominale de mille euros (1.000,- EUR) chacune.

L'associée unique prend les résolutions suivantes:

Première résolution

L'associée unique décide d'augmenter le capital social de la société d'un montant de quarante mille euros (40.000,- EUR) afin de le porter de son montant actuel de un million huit cent vingt-cinq mille euros (1.825.000,- EUR) à un million huit cent soixante-cinq mille euros (1.865.000,- EUR), par l'émission de quarante (40) parts sociales nouvelles d'une valeur nominale de mille euros (1.000,- EUR) chacune, ayant les mêmes droits et obligations que les parts sociales existantes.

Souscription et Libération

Et à l'instant, les quarante (40) parts sociales nouvelles d'une valeur nominale de mille euros (1.000,- EUR) ont été souscrites par l'associé unique et entièrement libérée en espèces, de sorte que le montant de quarante mille euros (40.000,- EUR) se trouve dès maintenant à la disposition de la société, ainsi qu'il a été justifié au notaire instrumentant.

Deuxième résolution

L'associée décide, suite à la résolution précédemment prise, de modifier l'article 6 des statuts qui aura désormais la teneur suivante:

« **Art. 6.** Le capital social est fixé à un million huit cent soixante-cinq mille euros (1.865.000,- EUR) représenté par mille huit cent soixante-cinq (1.865) parts sociales d'une valeur nominale de mille euros (1.000,- EUR) chacune.»

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 traduction française et qu'en cas de divergences entre le texte anglais et la traduction française, le texte anglais fera foi.

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

Et après lecture faite et interprétation donnée aux mandataires de la partie comparante, connus du notaire par noms, prénoms usuels, état et demeure, ils ont signé avec le notaire la présente minute.

Signé: C. Petit et M. Schaeffer.

Enregistré à Luxembourg A.C., le 23 août 2012. LAC/2012/39749. Reçu soixante-quinze euros (75.- €).

Le Receveur ff. (signé): Carole Frising.

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

Luxembourg, le 27 août 2012.

Référence de publication: 2012110901/94.

(120149512) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 août 2012.

Mabuhay Garden Sarl, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2269 Luxembourg, 16, rue Jean Origer.

R.C.S. Luxembourg B 106.621.

—
Extrait de la résolution circulaire des associés du 2 août 2012

Les associés décident de fixer le siège social de la Société à 16, Rue Jean Origer, L-2269 Luxembourg.

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

Luxembourg, le 2 août 2012.

Référence de publication: 2012100253/12.

(120137126) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 août 2012.

REComm Sarl Berlin WS108 SCS, Société en Commandite simple.

Capital social: EUR 20.000,00.

Siège social: L-1445 Strassen, 1A, rue Thomas Edison.

R.C.S. Luxembourg B 159.358.

—
Lors de l'assemblée générale ordinaire tenue en date du 14 mai 2012 les associés ont pris la décision suivante:

- Renouvellement du mandat de réviseur d'entreprises agréé de KPMG Luxembourg avec siège social au 9, Allée Scheffer, L-2520 Luxembourg pour une période venant à échéance lors de l'assemblée générale annuelle qui statuera sur les comptes de l'exercice social se clôturant au 31 décembre 2012 et qui se tiendra en 2013.

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

Luxembourg, le 26 juillet 2012.

Référence de publication: 2012100384/14.

(120137365) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 août 2012.

SORANT Luxembourg S.A., Société Anonyme.

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

R.C.S. Luxembourg B 145.106.

—
Le bilan au 31/12/2011 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.

Luxembourg, le 23 août 2012.

Référence de publication: 2012109434/10.

(120147741) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 août 2012.

Cadie Office S.à r.l., Société à responsabilité limitée.

Siège social: L-5333 Moutfort, 13, rue de Pleitrangé.

R.C.S. Luxembourg B 171.092.

STATUTS

L'an deux mille douze.

Le vingt-deux août.

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

ONT COMPARU:

1.- Monsieur Steve DIEDERICH, demeurant à L-5335 Moutfort, 5, um Witeschbiérg, et

2.- Monsieur Roland CADE, demeurant à L-4361 Esch-Alzette, 9D avenue du Rock'n Roll.

Lesquels comparants ont déclaré former par les présentes une société à responsabilité limitée, régie par la loi afférente et par les présents statuts.

Art. 1^{er}. Il est formé par les présentes entre les propriétaires actuels des parts ci-après créées et les propriétaires de parts qui pourront l'être dans la suite, une société à responsabilité limitée régie par la loi du 10 août 1915, la loi du 18 septembre 1933 et par les présents statuts.

Art. 2. La société prend la dénomination de «CADIE OFFICE S.à r.l.».

Art. 3. Le siège social est établi dans la commune de Contern.

Il peut être transféré en toute autre localité du Grand-Duché de Luxembourg ou à l'étranger en vertu d'un consentement des associés.

Art. 4. La société est constituée pour une durée illimitée sauf le cas de dissolution.

Art. 5. La société a pour objet l'exploitation d'un bureau comptable et d'un centre de calcul des salaires et traitements.

Elle pourra faire toutes les opérations commerciales ou industrielles, financières, mobilières et immobilières se rattachant directement ou indirectement à cet objet ou pouvant en faciliter l'extension ou le développement.

Art. 6. Le capital social est fixé à la somme de DOUZE MILLE CINQ CENTS Euros (€ 12.500,-), représenté par CENT (100) parts sociales de CENT VINGT-CINQ Euros (€ 125,-) chacune, entièrement libérées.

Art. 7. Le capital social pourra, à tout moment, être modifié dans les conditions prévues par l'article cent quatre-vingt-dix-neuf de la loi concernant les sociétés commerciales.

Art. 8. Chaque part sociale donne droit à une fraction proportionnelle au nombre des parts existantes de l'actif social ainsi que des bénéfices.

Art. 9. Les parts sociales sont librement cessibles entre associés.

Elles ne peuvent être cédées entre vifs à des non-associés que moyennant l'agrément donné en assemblée générale par les associés représentant au moins les trois quarts du capital social.

Les parts sociales ne peuvent être transmises pour cause de mort à des non-associés que moyennant l'agrément des propriétaires des parts sociales représentant les trois quarts des droits appartenant aux survivants.

En toute hypothèse, les associés restants ont un droit de préemption. Ils doivent l'exercer endéans les trente jours à partir de la date du refus de cession à un non-associé.

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

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

Art. 12. La société est administrée par un ou plusieurs gérants, associés ou non, nommés et révoqués par l'assemblée des associés.

Le ou les gérants ont les pouvoirs les plus étendus pour faire tous les actes d'administration, de gestion et de disposition intéressant la société, à condition qu'ils rentrent dans l'objet social.

En cas de pluralité de gérants, l'assemblée générale fixe les attributions et pouvoirs des différents gérants.

La société sera valablement engagée en toutes circonstances par la signature du ou des gérants agissant dans la limite de l'étendue de sa fonction telle qu'elle résulte de l'acte de nomination.

Art. 13. Le ou les gérants ne contractent en raison de leurs fonctions, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la société. Simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

Art. 14. Chaque associé peut participer aux décisions collectives, quel que soit le nombre de parts qui lui appartiennent, dans les formes prévues par l'article 193 de la loi sur les sociétés commerciales.

Chaque associé a un nombre de voix égal au nombre de parts sociales qu'il possède. Chaque associé peut se faire valablement représenter aux assemblées par un porteur de procuration spéciale.

Art. 15. L'année sociale commence le premier janvier et finit le trente et un décembre.

Art. 16. Chaque année, le trente et un décembre, les comptes sont arrêtés et le ou les gérants dressent un inventaire comprenant l'indication des valeurs actives et passives de la société, le bilan et le compte de profits et pertes, le tout conformément à l'article 197 de la loi du 18 septembre 1933.

Art. 17. Tout associé peut prendre au siège social de la société communication de l'inventaire et du bilan.

Art. 18. Les produits de la société constatés dans l'inventaire annuel, déduction faite des frais généraux et des amortissements constituent le bénéfice net.

Sur le bénéfice net il est prélevé cinq pour cent pour la constitution d'un fonds de réserve légale jusqu'à ce que celui-ci atteigne dix pour cent du capital social. Le solde est à la libre disposition des associés.

Art. 19. Lors de la dissolution de la société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés par les associés qui en fixeront les pouvoirs et émoluments.

Art. 20. Pour tout ce qui n'est pas prévu dans les présents statuts, les associés s'en réfèrent aux dispositions légales.

Le notaire instrumentant a constaté que les conditions prévues par l'article cent quatre-vingt-trois des lois sur les sociétés (loi du dix-huit septembre mil neuf cent trente-trois) se trouvent remplies.

Disposition transitoire

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

Souscription et Libération

Les parts sociales ont été souscrites comme suit:

1.- Monsieur Steve DIEDERICH, préqualifié, CINQUANTE parts sociales	50
2.- Monsieur Roland CADE, préqualifié, CINQUANTE parts sociales	50
TOTAL: CENT parts sociales	100

Toutes ces parts ont été immédiatement libérées par des versements en espèces de sorte que la somme de DOUZE MILLE CINQ CENTS Euros (€ 12.500,-) se trouve dès à présent à la libre disposition de la société, ainsi qu'il en a été justifié au notaire qui le constate expressément.

Evaluation

Les parties ont évalué les frais incombant à la société du chef de sa constitution à environ mille Euro (€ 1.000,-).

Assemblée générale extraordinaire

Et aussitôt les associés, représentant l'intégralité du capital social, se sont réunis en assemblée générale et à l'unanimité des voix, ils ont pris les résolutions suivantes.

1.- Est nommé gérant de la société pour une durée indéterminée:

Monsieur Roland CADE, préqualifié.

2.- La société est engagée en toutes circonstances par la signature individuelle du gérant.

3.- Le siège social de la société est établi à L-5333 Moutfort, 13, rue de Pleitrangle.

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

Et après lecture faite et interprétation donnée aux comparants, connus du notaire instrumentant par noms, prénoms usuels, états et demeures, ils ont signé avec le notaire le présent acte.

Signé: S. DIEDERICH, R. CADE, Henri BECK.

Enregistré à Echternach, le 23 août 2012. Relation: ECH/2012/1462. 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 28 août 2012.

Référence de publication: 2012110626/98.

(120149890) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 août 2012.

Splendid Investment S.A., Société Anonyme.

Siège social: L-2763 Luxembourg, 10, rue Sainte Zithe.

R.C.S. Luxembourg B 109.599.

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.

L'agent domiciliataire

Référence de publication: 2012109435/10.

(120147943) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 août 2012.

SU General Partner S.A., Société Anonyme.

Siège social: L-2168 Luxembourg, 127, rue de Mühlenbach.

R.C.S. Luxembourg B 114.450.

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: 2012109437/10.

(120148025) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 août 2012.

Suisscourtage Luxembourg S.A., Société Anonyme.

Siège social: L-1651 Luxembourg, 11, avenue Guillaume.

R.C.S. Luxembourg B 136.536.

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: 2012109438/9.

(120147927) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 août 2012.

SOGEMINDUS Holding SPF, Société d'Etude et de Gestion d'Entreprises Minières et Industrielles Holding SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 5.362.

Extrait des résolutions prises lors de l'Assemblée Générale Statutaire du 20 avril 2012

- La cooptation de Monsieur Aloyse SCHOLTES, Administrateur de sociétés, demeurant au 44, rue de Wiltz, L- 2734 Luxembourg, en tant qu'Administrateur en remplacement de Madame Jacqueline ENGSTLER-PFEIFFER, décédée, est ratifiée. Son mandat viendra à échéance lors de l'Assemblée Générale Statutaire de 2012.

- Les mandats d'Administrateur de Monsieur André DE BARSY, Ingénieur Commercial, Bruxelles, de Monsieur Jacques MASCRE, Administrateur de sociétés, Montigny-les-Metz, et de Monsieur Aloyse SCHOLTES, Administrateur de sociétés, demeurant au 44, rue de Wiltz, L- 2734 Luxembourg, sont reconduits pour une nouvelle période statutaire de 6 ans jusqu'à l'Assemblée Générale Statutaire de 2018. Le mandat de Commissaire aux Comptes de Madame Sybille DE BARSY, avocat, demeurant au 35, rue Ducale, B-1000 Bruxelles, est reconduit pour une nouvelle période statutaire de 6 ans, jusqu'à l'Assemblée Générale Statutaire de 2018.

- Le mandat d'Administrateur-Délégué et de Président du Conseil d'Administration de Monsieur André DE BARSY, Ingénieur Commercial, Bruxelles, est reconduit pour une nouvelle période statutaire de 6 ans, jusqu'à l'Assemblée Générale Statutaire de 2018.

Fait à Luxembourg, le 20 avril 2012.

Certifié sincère et conforme

SOCIETE D'ETUDE ET DE GESTION D'ENTREPRISES MINIERES ET INDUSTRIELLES HOLDING SPF «Sogemindus Holding SPF»

Référence de publication: 2012110977/25.

(120149707) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 août 2012.

Zentric s.à r.l., Société à responsabilité limitée.

Siège social: L-2449 Luxembourg, 17, boulevard Royal.

R.C.S. Luxembourg B 94.346.

Le Bilan au 31/12/2011 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.

Référence de publication: 2012109489/9.

(120147752) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 août 2012.

Intelsat S.A., Société Anonyme.

Siège social: L-1246 Luxembourg, 4, rue Albert Borschette.

R.C.S. Luxembourg B 149.970.

EXTRAIT

1) Il résulte de la résolution annuelle de l'actionnaire unique de la Société datée du 24 mai 2012:

- Qu'ont été renouvelés les mandats d'administrateur de M. Raymond Svider, M. Egon Durban, M. David McGlade, M. Justin Bateman, M. Denis Villafranca et M. Simon Patterson avec effet au 24 mai 2012 pour un terme prenant fin à l'assemblée générale des actionnaire(s) statuant sur les comptes de la Société pour l'exercice social se terminant au 31 décembre 2012; et

- Qu'a été nommé M. Edward Kangas, né le 22 mai 1944 à Kansas (Etats-Unis d'Amérique), demeurant professionnellement au 4 rue Albert Borschette, L-1246 Luxembourg (Grand-Duché de Luxembourg), en tant qu'administrateur de la Société avec effet au 26 juillet 2012 pour un terme prenant fin à l'assemblée générale des actionnaire(s) statuant sur les comptes de la Société pour l'exercice social se terminant au 31 décembre 2012.

Il en résulte que le conseil d'administration de la Société est désormais composé comme suit:

- Raymond Svider, président,
- Egon Durban,
- David McGlade,
- Justin Bateman,
- Denis Villafranca,
- Simon Patterson,
- Edward Kangas.

- A été également renouvelé le mandat de KPMG Luxembourg S.à r.l., ayant son siège social au 9, allée Scheffer, L-2520 Luxembourg, et inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 149.133, en tant que réviseur d'entreprise agréé de la Société avec effet au 24 mai 2012 pour un terme prenant fin à l'assemblée générale des actionnaire(s) statuant sur les comptes de la Société pour l'exercice social se terminant au 31 décembre 2012.

2) Le conseil d'administration de la Société a décidé avec effet au 24 mai 2012, de renouveler les mandats de M. Raymond Svider, M. David McGlade, M. Phillip Spector, M. Michael McDonnell et M. Simon Van De Weg comme délégués à la gestion journalière (chacun avec la qualité ci-dessous) de la Société pour un terme prenant fin à l'assemblée générale des actionnaire(s) statuant sur les comptes de la Société pour l'exercice social se terminant au 31 décembre 2012, chacun avec pouvoir de signature individuelle pour les matières relatives à la gestion journalière, de sorte que les délégués à la gestion journalière sont les suivants:

- Raymond Svider, Président;
- David McGlade, Président Directeur Général et Vice Président;
- Phillip Spector, Directeur Général, Responsable juridique et Secrétaire adjoint;
- Michael McDonnell, Directeur Financier et Directeur Général;
- Simon Van De Weg, Secrétaire.

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

Luxembourg, le 27 août 2012.

Pour la Société

Signature

Référence de publication: 2012111067/45.

(120149618) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 août 2012.

ZIT Consulting S.à r.l., Société à responsabilité limitée.

Siège social: L-1741 Luxembourg, 149, rue de Hollerich.

R.C.S. Luxembourg B 80.244.

Le Bilan au 1^{er} janvier au 31 décembre 2010 a été déposé au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2012109490/10.

(120147970) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 août 2012.

Özaltin Luxembourg S.A., Société Anonyme.

Siège social: L-8041 Strassen, 80, rue des Romains.

R.C.S. Luxembourg B 125.789.

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.

Alex WEBER

Notaire

Référence de publication: 2012109491/11.

(120147592) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 août 2012.

123 Intra.Com S.A., Société Anonyme.

Siège social: L-4025 Esch-sur-Alzette, 30, rue de Belvaux.

R.C.S. Luxembourg B 72.221.

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: 2012109492/10.

(120147977) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 août 2012.

Cosmic Holding S.A., Société Anonyme.

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

R.C.S. Luxembourg B 39.134.

Extrait des résolutions prises lors de l'assemblée générale ordinaire du 13 août 2012

- L'Assemblée renouvelle les mandats d'administrateur de:

- * Monsieur Gilles JACQUET, employé privé, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg;
- * Lux Konzern S.à.r.l., ayant son siège social au 40, avenue Monterey à L-2163 Luxembourg, dont le représentant permanent est Monsieur Peter VAN OPSTAL, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg;
- * Lux Business Management S.à.r.l., ayant son siège social au 40, avenue Monterey à L-2163 Luxembourg, dont le représentant permanent est Monsieur Gerard VAN HUNEN, avec adresse professionnelle 40, avenue Monterey à L-2163 Luxembourg.

Ces mandats prendront fin lors de l'assemblée qui statuera sur les comptes de l'exercice 2012.

L'Assemblée renouvelle le mandat de commissaire aux comptes de CO-VENTURES S.A., ayant son siège social 40, avenue Monterey à L-2163 Luxembourg. Ce mandat se terminera lors de l'assemblée qui statuera sur les comptes de l'exercice 2012.

Luxembourg, le 13 août 2012.

Pour extrait conforme

Pour la société

Un mandataire

Référence de publication: 2012110645/23.

(120149676) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 août 2012.

Julius Textile Investment S.à r.l., Société à responsabilité limitée.

Capital social: EUR 25.000,00.

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

R.C.S. Luxembourg B 118.860.

Extrait des résolutions prises par l'associé unique en date du 13 août 2012

L'associé unique a accepté la démission avec effet au 14 août 2012 de Mme Esther Raudszus et a nommé en remplacement, avec effet au 14 août 2012 et pour une durée indéterminée, M. Jens Hoellermann, résidant professionnellement au 47, avenue John F. Kennedy, L-1855 Luxembourg, né le 26 juillet 1971 à Oberhausen, Allemagne.

Le conseil de gérance de la société se compose dorénavant comme suit:

- M. Mathias Hink, M. Mirko Dietz et M. Jens Hoellermann.

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

Pour Julius Textile Investment S.à r.l.

Signature

Un Mandataire

Référence de publication: 2012109507/18.

(120147719) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 août 2012.

MAXSUN Energy Sàrl, Société à responsabilité limitée.

Siège social: L-2121 Luxembourg, 208, Val des Bons-Malades.

R.C.S. Luxembourg B 170.415.

STATUTES

This twenty-fifth day of June two thousand twelve before me, Blanche Moutrier, notary residing in Esch-sur-Alzette, Grand Duchy of Luxembourg, acting in replacement of Francis Kessler, notary residing in Esch-sur-Alzette, Grand Duchy of Luxembourg, who will keep the original of this deed,

appeared:

Sofia Afonso-Da Chao Conde, employee, with professional address at the office of Francis Kessler, aforementioned, 5, rue Zénon Bernard, L-4030 Esch-sur-Alzette, acting in her capacity as duly authorised representative of:

Jereh Energy Services Corporation, a public company under the laws of the People's Republic of China, having its registered office at 7 Aucma Street, Laishan District, Yantai, Shandong, China, registered in the People's Republic of China with the State Administration of Industry and Commerce under number 370613228021082 (the "Incorporator").

The person appearing is personally known to me, undersigned notary.

The power of attorney to the person appearing is initialled *ne varietur* by the person appearing and by me, notary, and is annexed hereto.

The person appearing declared and requested me, notary, to record the following:

The Incorporator hereby incorporates a company with limited liability governed by the following articles of association:

Art. 1. Interpretation and defined terms.

1.1 In these articles, unless the context requires otherwise:

"Commercial Companies Act 1915" means the Act concerning commercial companies of 10 August 1915, as amended;

"final dividend" means a dividend determined by reference to profit set forth in the company's annual accounts as approved by the general meeting;

"general meeting" means the body of the company consisting of its members;

"management board" means the management board of the company or, where the context so requires, if the company only has one manager, the sole manager;

"manager" means a manager of the company;

"manager A" means a manager appointed as such by the general meeting;

"manager B" means a manager appointed as such by the general meeting;

"member" means a holder of one or more shares and as such a member of the company; and

"share" means a share in the capital of the company.

1.2 Unless the context otherwise requires, words or expressions contained in the articles bear the same meaning as in the Commercial Companies Act 1915 as in force on the date when the articles become binding.

1.3 The invalidity or unenforceability of any provision of the articles shall not affect the validity or enforceability of the remaining provisions of the articles.

Art. 2. Name, legal form, etc.

2.1 The name of the company is:

MAXSUN Energy Sàrl

2.2 The company is a company with limited liability under the Commercial Companies Act 1915 and is incorporated for an indefinite term.

2.3 The registered office of the company is situated in the City of Luxembourg.

2.4 The objects of the company are to acquire participations in companies and undertakings of whatever form, in Luxembourg and abroad, as well as the management thereof and to do all that is connected therewith or may be conducive thereto, all to be interpreted in the broadest sense.

In particular, the objects of the company include participating in the creation, development, management and control of any company or undertaking.

The objects of the company include acquiring, by subscription, purchase, exchange or in any other manner, stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and, more generally, any securities and financial instruments issued by any public or private entity.

The objects of the company include financing and providing security for the debts of third parties.

Art. 3. Share capital.

3.1 The share capital of the company is ten million United States dollars (USD 10,000,000.00) divided into ten million (10,000,000) shares with a nominal value of one United States dollar each (USD 1.00) each.

3.2 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.

3.3 The shares may be repurchased and are liable to be redeemed, respectively, subject to and in accordance with the Commercial Companies Act 1915 and the terms, conditions and manner of repurchase or redemption as determined from time to time by the management board.

Art. 4. Transfer and transmission of shares.

4.1 Shares are transferred by means of a written instrument. Shares are freely transferable among members. Shares may not be transferred to non-members unless the members agree thereto in advance by a resolution that is passed by members representing at least three-quarters of the share capital.

4.2 Shares may not be transmitted by reason of death to non-members, except with the approval of members representing three-quarters of the shares held by the surviving members. No approval shall be required where shares are transmitted to any legal heirs, including a surviving spouse.

4.3 If shares are otherwise transmitted by operation of law, including by reason of a merger or division of a member, the rights attached to such shares, including the right to attend and vote at a general meeting and the right to receive distributions, shall be suspended until the transmission has been approved by members representing three-quarters of the other shares in the company.

4.4 The company shall maintain a register within the meaning of article 185 of the Commercial Companies Act 1915. No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share. The company may retain any instrument of transfer which is registered.

4.5 For the avoidance of doubt, an entry in the register in respect of a transfer of shares shall be initialled *ne varietur* by a manager of the company and neither the transferor nor the transferee shall be required to sign the relevant entry.

Art. 5. Managers.

5.1 If two or more managers are appointed they shall together constitute a management board, which board shall consist of one or more managers A and one or more managers B. Managers B must be resident in the Grand Duchy of Luxembourg. Both individuals and legal entities can be managers.

5.2 Managers are appointed by the general meeting. A manager may be suspended or dismissed by the general meeting at any time, with or without cause.

5.3 If a seat is vacant on the management board, the management of the company shall be vested in the remaining managers or manager.

5.4 The general meeting shall determine the remuneration and other emoluments of managers.

5.5 The quorum for meetings of the management board may be fixed from time to time by a decision of the board but it must never be less than one manager A and one manager B and unless otherwise fixed it is one manager A and one manager B. However, if the company only has one manager, this Article 5.5 does not apply and the sole manager may take decisions without regard to any of the provisions of the articles relating to management board decision-making.

5.6 Management board resolutions are adopted by both a majority of managers A in attendance and a majority of managers B in attendance.

5.7 Management board resolutions may at all times be adopted without holding a meeting, in writing or otherwise, provided the resolution concerned is submitted to and is adopted by the unanimous vote of all managers then in office, provided further the managers A decide before the managers B.

Art. 6. Representation.

6.1 The management board (or, for the avoidance of doubt, if the company only has one manager, the sole manager) represents and binds the company towards third parties.

6.2 If appointed, a manager A acting jointly with a manager B can also represent and bind the company.

Art. 7. General meetings.

7.1 A general meeting (other than an adjourned meeting) must be called by notice of at least fourteen (14) days (that is, excluding the day of the meeting and the day on which the notice is given).

7.2 A general meeting may be called by shorter notice than that otherwise required if shorter notice is agreed by the members.

7.3 Notice of a general meeting of a company must be sent to:

- (a) every member of the company; and
- (b) every manager.

7.4 Notice of a general meeting of a company must state:

- (a) the time, date and place of the meeting; and
- (b) the agenda of the meeting and specifically the text of the resolutions proposed.

7.5 The members can adopt resolutions in writing, rather than at a general meeting, if and so long as the number of members does not exceed twenty-five. In such instance, each member shall receive the text of the resolution, in hard copy form or otherwise, and shall cast his vote in writing.

Art. 8. Members' reserve power. The general meeting may direct the management board to take, or refrain from taking, specified action. No such resolution relieves the managers from their duty or exonerates them from their responsibility and no such resolution invalidates anything which the managers have done before the passing of the resolution, nor does it affect the power to represent and bind the company towards third parties subject to and in accordance with 5.1.

Art. 9. Financial year and statutory reserve.

9.1 The financial year of the company coincides with the calendar year.

9.2 Each financial year, the company must transfer an amount equal to five percent (5%) of its net profits to the statutory reserve. This requirement, however, does not apply if and so long as the statutory reserve amounts to ten percent (10%) of the share capital.

Art. 10. Procedure for declaring dividends and Making distributions.

10.1 The general meeting may declare a final dividend.

10.2 The general meeting may decide to pay an interim dividend (or to make a distribution other than a dividend) out of the distributable equity by reference to interim accounts prepared for the purpose and having regard to the rights of creditors; provided the decision is taken within two months after the date of the interim accounts.

For the purposes of this paragraph, "distributable equity" means, at the given time, the sum of the current year profit or loss plus profits carried forward and distributable reserves, minus losses carried forward and the amount to be transferred to the statutory reserve subject to and in accordance with Article 9.2.

10.3 Unless the members' resolution to declare a final dividend or to pay an interim dividend (or to make a distribution other than a dividend) specifies a later date, it must be paid by reference to each member's holding of shares on the date of the resolution to declare or pay it.

Finally, the person appearing, acting as stated above, declared:

A. Ten million (10,000,000) shares with a nominal value of one United States dollar (USD 1.00) each, numbered 1 through 10,000,000, are hereby issued at par and subscribed for by the Incorporator and have been paid up in cash, which payment the company hereby accepts.

Payment was permitted in any currency and an amount of ten million United States dollars (USD 10,000,000) is at the company's disposal, evidence of which is given to the undersigned notary.

B. The first financial year of the company commences on the date hereof and ends on the thirty-first of December two thousand twelve.

C. The Incorporator, acting as sole shareholder of the company, hereby adopts the following resolutions:

1. The registered office of the company is located at 208, Val des Bons-Malades, L-2121 Luxembourg.
2. The first managers of the company are:

- Kunxiao Wang, born in Shandong (China) on the twenty-third day of June nineteen hundred sixty-nine, with professional address at 7 Aucma Street, Laishan District, Yantai, Shandong, China, as manager A of the company for an indefinite term;
- Kuy Ly Ang, born in Phnom Penh (Cambodia) on the sixteenth of February nineteen hundred sixty-seven, with professional address at 208, Val des Bons-Malades, L-2121 Luxembourg, as manager B of the company for an indefinite term; and
- Sébastien Jérôme Pauchot, born in Paris (France) on the first of March nineteen hundred seventy-six, with professional address at 208, Val des Bons-Malades, L-2121 Luxembourg, as manager B of the company for an indefinite term.

Costs

The costs, expenses and fees and charges of whatever kind, incurred by the company or charged to it by reason of this deed, amount to approximately four thousand five hundred euro (€ 4,500.-).

This deed is drawn up in English followed by a version in French. The person appearing, acting as stated above, declared that in case of any discrepancy between the English version and the French version, the English version will prevail.

In witness whereof, this deed was drawn up and passed in Esch-sur-Alzette on the date first above stated.

After the deed was read to the person appearing, the person appearing declared to understand the scope and the consequences and subsequently signed the original together with me, notary.

Suit la traduction française du texte qui précède:

L'an deux mille douze, le vingt-cinq juin, par-devant moi, Maître Blanche Moutrier, notaire de résidence à Esch-sur-Alzette, Grand-Duché de Luxembourg, agissant en remplacement de Maître Francis Kessler, notaire de résidence à Esch-sur-Alzette, Grand-Duché de Luxembourg, lequel dernier restera dépositaire de la présente minute,

a comparu:

Sofia Afonso-Da Chao Conde, employée avec adresse professionnelle à l'étude de Maître Francis Kessler, susmentionné, 5, rue Zénon Bernard, L-4030 Esch-sur-Alzette, agissant en sa qualité de représentant dûment autorisé de:

Jereh Energy Services Corporation, une société anonyme de droit de la République populaire de Chine, ayant son siège social au 7 Aucma Street, Laishan District, Yantai, Shandong, Chine, immatriculée à la République populaire de Chine auprès de l'Administration d'Etat de l'Industrie et du Commerce sous le numéro 370613228021082 (le «Fondateur»).

La comparante est connue personnellement de moi, notaire soussigné.

La procuration à la comparante est paraphée ne varietur par la comparante et par moi, notaire, et est annexée aux présentes.

La comparante a déclaré et m'a requis, notaire, d'acter ce qui suit:

Il est constitué par les présentes par le Fondateur une société à responsabilité limitée de droit luxembourgeois, régie par les statuts comme suit:

Art. 1^{er}. Interprétation et définition des termes.

1.1 Dans les présents statuts, sauf si le contexte en exige autrement:

«assemblée générale» signifie l'organe de la société composé des associés;

«associé» signifie l'associé-détenteur d'une ou plusieurs parts sociales;

«conseil de gérance» signifie le conseil de gérance de la société ou, lorsque le contexte le requiert, si la société n'a qu'un seul gérant, le gérant unique;

«dividende final» signifie un dividende déterminé par référence au bénéfice fixé dans les comptes annuels de la société que l'assemblée générale a approuvés;

«gérant» signifie un gérant de la société;

«gérant A» signifie un gérant nommées en cette qualité par l'assemblée générale;

«gérant B» signifie un gérant nommées en cette qualité par l'assemblée générale;

«Loi de 1915 sur les sociétés commerciales» signifie la loi du 10 août 1915, concernant les sociétés commerciales, telle que modifiée; et

«part sociale» signifie une part dans le capital social la société.

1.2 Sauf si le contexte en exige autrement, les mots et expressions contenues dans les statuts ont la même signification que dans la Loi de 1915 sur les sociétés commerciales en vigueur à la date à laquelle les statuts deviennent contraignants.

1.3 L'invalidité ou le caractère inapplicable d'une disposition des statuts n'aura pas d'effet sur la validité ou l'applicabilité de ses dispositions restantes.

Art. 2. Dénomination sociale, forme juridique, etc.

2.1 Le nom de la société est:

MAXSUN Energy Sàrl

2.2 La société est une société à responsabilité limitée selon la Loi de 1915 sur les sociétés commerciales et est constituée pour une durée illimitée.

2.3 Le siège social de la société est situé dans la Ville de Luxembourg.

2.4 La société a pour objet de la prise de participations dans toutes sociétés et entreprises sous quelque forme que ce soit, tant au Luxembourg qu'à l'étranger, et la gestion y relatifs et de faire tout ce qui se rapporte à cet objet ou peut y être favorable, le tout au sens le plus large.

L'objet de la société comprend notamment la participation à la création, au développement, à la gestion et au contrôle de toute société ou entreprise.

L'objet de la société comprend l'acquisition par souscription, achat, échange ou de toute autre manière tous titres, actions et autres valeurs de participation, obligations, créances, certificats de dépôt et autres instruments de dette et plus généralement toutes valeurs mobilières et instruments financiers émis par toute entité publique ou privée.

L'objet de la société comprend le financement et la constitution des sûretés pour les dettes de tiers.

Art. 3. Capital social.

3.1 Le capital social de la société est fixé à dix millions dollars des Etats-Unis (10.000.000,00 USD), représenté par dix millions (10.000.000) parts sociales d'une valeur nominale d'un dollar des Etats-Unis (1,00 USD) chacune.

3.2 Aucune part sociale ne sera émise pour moins du montant total de sa valeur nominale et de toute prime payable à la société en contrepartie de son émission.

3.3 Les parts sociales peuvent être rachetées et sont passibles d'être amorties sous réserve et en conformité avec la Loi de 1915 sur les sociétés commerciales et les termes, conditions et modalités de rachat ou amortissement tels que décidés de temps à autre par le conseil de gérance.

Art. 4. Transfert et transmission de parts sociales.

4.1 Les parts sociales sont transférables au moyen d'un acte notarié ou sous seings privés. Les parts sociales sont librement transférables entre les associés. Les parts sociales ne peuvent être transférées à des non-associés sauf accord préalable des associés donné par une résolution qui est adoptée par les associés représentant au moins les trois quarts du capital social.

4.2 Les parts sociales ne peuvent être transmises pour cause de mort à des non-associés, qu'avec l'approbation des associés représentant les trois quarts des parts sociales détenues par les associés survivants. Aucun consentement ne sera requis pour la transmission des parts sociales aux héritiers légaux ou au conjoint survivant.

4.3 Si les parts sont autrement transmises par application de la loi, en ce compris en raison d'une fusion ou scission d'un associé, les droits attachés à ces parts sociales, en ce compris le droit d'assister ou de voter à une assemblée générale, et le droit aux distributions, seront suspendus jusqu'à ce que la transmission ait été approuvée par les associés représentant les trois-quarts des autres parts sociales de la société.

4.4 La société doit tenir un registre dans le sens de l'article 185 de la Loi de 1915 sur les sociétés commerciales. Aucun frais ne pourra être facturé pour l'enregistrement d'un instrument de transfert ou tout autre document concernant ou affectant le titre de propriété d'une part sociale. La société peut retenir tout instrument de transfert qui est enregistré.

4.5 Pour éviter toute confusion, l'inscription d'une cession de parts sociales dans le registre est paraphée ne varietur par un gérant de la société et ni le cédant ni le cessionnaire sont tenus de signer cette inscription.

Art. 5. Gérants.

5.1 Dans la mesure où deux ou plusieurs gérants sont en fonction, ils constitueront un conseil de gérance, lequel est composé d'un ou plusieurs gérants A et un ou plusieurs gérants B. Les gérants B doivent être résidents du Grand-Duché de Luxembourg. Tant des personnes physiques que des personnes morales peuvent être gérant de la société.

5.2 Les gérants sont nommés par l'assemblée générale. Tout gérant peut être suspendu ou révoqué de ses fonctions à tout moment, avec ou sans cause légitime.

5.3 En cas d'absence d'un gérant, les autres gérants ou l'autre gérant seront/sera chargé(s) de l'administration de la société.

5.4 L'assemblée générale détermine la rémunération et les autres émoluments des gérants.

5.5 Le quorum pour une réunion du conseil de gérance peut être fixé au cas par cas par une décision du conseil, mais il ne peut pas être inférieur à un gérant A et un gérant B et sauf disposition contraire il est d'un gérant A et un gérant B. Cependant, si la société n'a qu'un seul gérant, le présent Article 5.5 ne s'applique pas, et le gérant unique peut prendre des décisions sans tenir compte des dispositions des statuts relatives à la prise de décision par le conseil de gérance.

5.6 Les décisions du conseil de gérance aient été prises à la fois par une majorité de gérants A présents et une majorité de gérants B présents.

5.7 Les décisions du conseil de gérance peuvent être prises sans qu'une réunion ne soit tenue, par consultation écrite ou autrement, à condition que la décision en question ait été soumise à et prise par un vote unanime de tous les gérants en fonction et à condition, en outre, que les gérants A ont décidé avant les gérants B.

Art. 6. Représentation.

6.1 Le conseil de gérance (ou, pour éviter toute confusion, si la société n'a qu'un seul gérant, le gérant unique) représente et engage la société à l'égard des tiers.

6.2 Dans la mesure où ils sont en fonction, un gérant A agissant conjointement avec un gérant B représentent et engagent également la société.

Art. 7. Assemblées générales.

7.1 Une assemblée générale (autre qu'une assemblée ajournée) doit être convoquée par notification d'au moins quatorze (14) jours (en excluant le jour de l'assemblée et le jour de l'envoi de la notification).

7.2 Une assemblée générale peut être convoquée à plus brève échéance que celle requise autrement si tous les associés y consentent.

7.3 Une notification à une assemblée générale de la société doit être envoyée à:

- (a) tous les associés de la société; et
- (b) tous les gérants.

7.4 Une notification à une assemblée générale de la société doit contenir:

- (a) l'heure, la date et l'endroit où se tiendra l'assemblée; et
- (b) l'ordre du jour de l'assemblée et le texte des résolutions proposées.

7.5 Les associés peuvent adopter des résolutions par écrit, au lieu de les prendre en assemblée générale, si et tant que le nombre d'associés ne dépasse pas vingt-cinq. Dans ce cas, chaque associé devra recevoir le texte de la résolution, par écrit ou autrement, et exprimera son vote par écrit.

Art. 8. Pouvoir de réserve des associés. L'assemblée générale peut enjoindre au conseil de gérance d'entreprendre, ou de s'abstenir d'entreprendre, une action déterminée. Aucune résolution ne dispense les gérants de leurs fonctions ni n'exonère les gérants de leur responsabilité et aucune résolution n'annule les actes accomplis par les gérants avant l'adoption de la résolution ni n'affecte le pouvoir de représenter et engager la société à l'égard des tiers sous réserve et en conformité avec l'5.1.

Art. 9. Exercice social et réserve légale.

9.1 L'exercice social de la société coïncide avec l'année civile.

9.2 Chaque exercice social, la société doit affecter un montant égal à cinq pour cent (5%) de ses bénéfices nets à la réserve légale. Cette exigence, toutefois, ne s'applique pas si et tant que la réserve l'égale s'élève à un dixième du capital social.

Art. 10. Procédure de déclaration de dividendes et de faire de distributions.

10.1 L'assemblée générale peut déclarer un dividende final et le conseil de gérance peut décider de payer un dividende intérimaire.

10.2 L'assemblée générale peut décider de payer un dividende intérimaire (ou de faire une distribution autre qu'un dividende) à partir des capitaux propres distribuables selon les comptes intermédiaires préparés à cette occasion et au vu des droits des créanciers, à condition que cette décision soit prise dans les deux mois suivant la date des comptes intermédiaires.

Pour ce paragraphe, «capitaux propres distribuables» signifie, à le moment donné, la somme des bénéfices ou pertes de l'exercice concerné plus les bénéfices reportés et les réserves distribuables, moins les pertes reportées et le montant à transférer à la réserve légale sous réserve et en conformité avec l'Article 9.2.

10.3 Sauf si la décision des associés de déclarer un dividende final ou de payer un dividende intérimaire (ou de faire une distribution autre qu'un dividende) ne spécifie une date ultérieure, le dividende doit être versé par référence aux parts sociales détenues par chaque associé à la date de la décision de le déclarer ou de le verser.

Enfin, la comparante, agissant comme indiqué ci-avant, a déclaré:

A. Dix millions (10.000.000) parts sociales ayant une valeur nominale d'un dollar des Etats-Unis (1,00 USD) chacune, numérotées de 1 à 10.000.000, sont émises au pair et souscrites par le Fondateur et ont été libérées par un paiement en numéraire accepté par la société.

Le paiement a été autorisé en n'importe quelle devise et le montant de dix millions dollars des Etats-Unis (10.000.000,00 USD) est à la disposition de la société, comme il a été prouvé au notaire soussigné.

B. Le premier exercice social de la société commence à la date du présent acte et s'achève le trente et un décembre deux mille douze.

C. Le Fondateur, agissant en tant qu'associé unique de la société, prend par les présentes les résolutions suivantes:

1. Le siège social de la société est établi au 208, Val des Bons Malades, L-2121 Luxembourg.
2. Les personnes suivantes sont les premiers gérants de la société:

– Kunxiao Wang, né à Shandong (Chine) le vingt-trois juin mille neuf cent soixante-neuf, avec adresse professionnelle au 7 Aucma Street, Laishan District, Yantai, Shandong, Chine, comme gérant A de la société pour un temps sans limitation de durée;

– Kuy Ly Ang, né à Phnom Penh (Cambodge) le seize février mille neuf cent soixante-sept, avec adresse professionnelle au 208, Val des Bons Malades, L-2121 Luxembourg, comme gérant B de la société pour un temps sans limitation de durée; et

– Sébastien Jérôme Pauchot, né à Paris (France) le premier mars mille neuf cent soixante-seize, avec adresse professionnelle au 208, Val des Bons-Malades, L-2121 Luxembourg, comme gérant B de la société pour un temps sans limitation de durée.

Frais

Les frais, dépenses et rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge à raison du présent acte, s'élèvent à environ quatre mille cinq cents euros (€ 4.500,-).

Le présent acte est rédigé en anglais suivi d'une version française. La comparante, agissant comme indiqué ci-avant, a déclaré qu'en cas de divergence entre la version anglaise et la version française, la version anglaise fera seule foi.

Dont acte, fait et passé à Esch-sur-Alzette à la date qu'en tête des présentes.

Et après lecture de l'acte faite à la comparante, celle-ci a déclaré qu'elle comprend la portée et les conséquences et a ensuite signé les présentes minutes avec moi, notaire.

Signé: Conde, Moutrier Blanche.

Enregistré à Esch/Alzette Actes Civils, le 28 juin 2012. Relation: EAC/2012/8429. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): A. SANTIONI.

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

Référence de publication: 2012096003/328.

(120132825) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 juillet 2012.

Olympique Distribution S.à r.l., Société à responsabilité limitée.

Siège social: L-1660 Luxembourg, 70, Grand-rue.

R.C.S. Luxembourg B 161.113.

L'an deux mille douze, le seize juillet.

Pardevant Maître Roger ARRENSDORFF, notaire de résidence à Luxembourg, soussigné.

A comparu:

- Merouane HAMIDI, cadre financier, demeurant à F-57185 Clouange, 1, rue St Nicolas, associé unique de la société "OLYMPIQUE DISTRIBUTION S.à r.l.", établie et ayant son siège social à L-5434 Niederdonven, 24, rue de la Moselle, constituée suivant acte du notaire Henri HELLINCKX de Luxembourg en date du 18 mai 2011, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, Numéro 1738 du 1^{er} août 2011, inscrite au registre du Commerce et des Sociétés de Luxembourg sous le numéro B 161.113.

Le comparant prend les résolutions suivantes:

Première résolution

Il décide de transférer le siège social de Niederdonven à Luxembourg et par conséquent de modifier le premier alinéa de l'article 4 des statuts comme suit:

" **Art. 4. 1^{er} alinéa.** Le siège social est établi dans la commune de Luxembourg."

Deuxième résolution

Il fixe l'adresse à L-1660 Luxembourg, 70, Grand-Rue.

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

Dont Acte, fait et passé à Luxembourg, en l'étude.

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

Signé: HAMIDI, ARRENSDORFF.

Enregistré à Luxembourg, le 23 juillet 2012. Relation: LAC/2012/34799. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signe): Irène THILL.

POUR EXPÉDITION CONFORME, délivré aux fins de la publication au Mémorial C, Recueil Spécial des Sociétés et Associations.

Luxembourg, le 20 août 2012.

Référence de publication: 2012110885/32.

(120149631) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 août 2012.

Lux Star International S.à r.l., Société à responsabilité limitée.

Capital social: EUR 75.600.000,00.

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

R.C.S. Luxembourg B 132.494.

L'adresse professionnelle de Monsieur Simon Barnes, gérant de catégorie B de la Société, est désormais le 47, avenue John F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg.

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

Pour la société

Signature

Un mandataire

Référence de publication: 2012109509/14.

(120147728) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 août 2012.

Mephisto Shipping S.A., Société Anonyme.

Siège social: L-2213 Luxembourg, 16, rue de Nassau.

R.C.S. Luxembourg B 112.381.

Par la présente, je vous informe de ma démission en tant qu'Administrateur de la société de droit luxembourgeois Mephisto Shipping S.A., enregistrée au registre de commerce du Grand Duché de Luxembourg, sous le numéro B 112381 et sise 16 rue de Nassau L-2213, Grand Duché de Luxembourg avec effet au 20 Aout 2012.

Luxembourg, le 20 Aout 2012.

Philippe Janssens.

Référence de publication: 2012109512/11.

(120147848) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 août 2012.

A-DJ Corporate S.A., Société Anonyme.

Siège social: L-8812 Bigonville, 5, rue des Romains.

R.C.S. Luxembourg B 110.065.

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.

Signature.

Référence de publication: 2012109519/10.

(120148286) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Infinito S.A., Société Anonyme.

Siège social: L-1538 Luxembourg, 2, place de France.

R.C.S. Luxembourg B 133.701.

Extrait des résolutions prises lors de l'assemblée générale ordinaire du 21 décembre 2011

a) L'Assemblée à l'unanimité des voix, décide de renouveler le mandat des Administrateurs, à savoir:

Monsieur Mauro GIALLOMBARDO, demeurant professionnellement au 2, place de France, L-1538 Luxembourg

Monsieur Luca VALENTINI, demeurant professionnellement au 2, place de France, L-1538 Luxembourg

Madame Valeria GIALLOMBARDO, demeurant professionnellement au 56, avenue du X Septembre, L2550 Luxembourg.

Leurs mandats prenant fin lors de l'assemblée générale ordinaire qui se tiendra en 2016.

b) Le mandat d'administrateur-délégué de Monsieur Mauro GIALLOMBARDO, demeurant professionnellement au 2, place de France, L-1538 Luxembourg, est prolongé jusqu'à l'assemblée générale ordinaire qui se tiendra en 2016.

Luxembourg, le 24 août 2012.

Pour extrait conforme

Signature

Référence de publication: 2012109734/19.

(120148760) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Ardagh Group S.A., Société Anonyme Soparfi.

Siège social: L-2134 Luxembourg, 56, rue Charles Martel.
R.C.S. Luxembourg B 53.248.

Les comptes annuels consolidés de la société au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Pour la société

Un mandataire

Référence de publication: 2012109524/12.

(120148331) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Artemis Hermes S.à r.l., Société à responsabilité limitée.

Capital social: EUR 100.000,00.

Siège social: L-1653 Luxembourg, 2-8, avenue Charles de Gaulle.
R.C.S. Luxembourg B 134.655.

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 31 juillet 2012.

Delloula Aouinti

Gérante de classe A

Référence de publication: 2012109525/12.

(120148408) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Artemis Hermes S.à r.l., Société à responsabilité limitée.

Capital social: EUR 100.000,00.

Siège social: L-1653 Luxembourg, 2-8, avenue Charles de Gaulle.
R.C.S. Luxembourg B 134.655.

Lors de l'assemblée générale annuelle tenue en date du 27 juillet 2012, les associés ont décidé de renouveler le mandat de réviseur d'entreprises agréé de PricewaterhouseCoopers S.à r.l., avec siège social au 400, Route d'Esch, L-1471 Luxembourg pour une période venant à échéance lors de l'assemblée générale annuelle qui statuera sur les comptes de l'exercice social se clôturant au 31 décembre 2012 et qui se tiendra en 2013.

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

Luxembourg, le 31 juillet 2012.

Référence de publication: 2012109526/14.

(120148549) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Activity International S.A., société de gestion de patrimoine familial, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.
R.C.S. Luxembourg B 156.371.

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, le 22 août 2012.

Pour: ACTIVITY INTERNATIONAL S.A., société de gestion de patrimoine familial

Société anonyme

Experta Luxembourg

Société anonyme

Mireille Wagner / Isabelle Marechal-Gerlaxhe

Référence de publication: 2012109532/16.

(120148312) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Athena Equity Trading S.à r.l., Société à responsabilité limitée.

Siège social: L-1445 Strassen, 1A, rue Thomas Edison.
R.C.S. Luxembourg B 164.265.

Statuts coordonnés, suite à l'assemblée générale extraordinaire reçue par Maître Blanche MOUTRIER notaire de résidence à Esch/Alzette agissant en remplacement de Maître Francis KESSELER, notaire de résidence à Esch/Alzette en date du 26 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 26 juillet 2012.

Francis KESSELER
NOTAIRE

Référence de publication: 2012109527/14.

(120148366) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

AxoGlia Therapeutics S.A., Société Anonyme.

Siège social: L-1316 Luxembourg, 2A, rue des Carrières.
R.C.S. Luxembourg B 114.310.

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.

Signature.

Référence de publication: 2012109529/10.

(120148272) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

AFICO, Administration and Finance Corporation, Société Anonyme.

Siège social: L-1650 Luxembourg, 4, avenue Guillaume.
R.C.S. Luxembourg B 5.920.

Extrait du procès-verbal de l'Assemblée Générale Ordinaire du 2 mai 2012

«Septième Résolution

Suite au décès de M. Robert de Theux, Administrateur, l'Assemblée décide de ne pas pourvoir à son remplacement.»

LISTE DES ADMINISTRATEURS ET COMMISSAIRE EN FONCTION:

Administrateurs:

M. Hubert FABRI, Administrateur de sociétés, 21 Quai du Mont Blanc, CH-1201 Genève.

M. Philippe de TRAUX, Administrateur de sociétés, Route du Bélier 29, CH-1663 Moléson-Village.

M. Daniel HAAS, Directeur comptable, Val Ste Croix 84, L-1370 Luxembourg-Belair.

Commissaire aux comptes:

Mme Carine RAVERT, 19 rue Nouvelle, B-6700 Arlon.

LE CONSEIL D'ADMINISTRATION

Référence de publication: 2012109533/18.

(120148240) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Aleph, Société d'Investissement à Capital Variable.

Siège social: L-1930 Luxembourg, 26, avenue de la Liberté.
R.C.S. Luxembourg B 82.857.

Avec effet au 27 juillet 2012, le siège social de la société d'investissement à capital variable "Aleph" est situé au 26, avenue de la Liberté, L-1930 Luxembourg.

Luxembourg, le 24 août 2012.

VPB FINANCE S.A.

Signatures

Référence de publication: 2012109543/12.

(120148715) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Administration and Finance Corporation, Société Anonyme.

Siège social: L-1650 Luxembourg, 4, avenue Guillaume.
R.C.S. Luxembourg B 5.920.

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Extrait du procès-verbal de la réunion du Conseil d'Administration du 21 mars 2012

8° Divers

Le Conseil d'Administration prend acte du changement d'adresse des administrateurs suivants:

Monsieur Philippe de Traux: Route du Bélier 29, CH-1663 Moléson-Village

Monsieur Daniel Haas: Val Ste Croix 84, L-1370 Luxembourg-Belair

Signatures

LE CONSEIL D'ADMINISTRATION

Référence de publication: 2012109534/14.

(120148240) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Adria Invest Holding S.A., Société Anonyme.

Siège social: L-2121 Luxembourg, 231, Val des Bons-Malades.
R.C.S. Luxembourg B 49.824.

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Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 24 juillet 2012.

SG AUDIT SARL

Référence de publication: 2012109535/11.

(120148302) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Financière Privée Holding S.A., Société Anonyme Soparfi.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.
R.C.S. Luxembourg B 84.839.

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Extrait du procès-verbal de l'Assemblée Générale Ordinaire du 2 mai 2012

«Septième Résolution

L'Assemblée renouvelle pour un terme de six ans, venant à expiration au cours de l'Assemblée Générale Ordinaire de l'an 2018, le mandat de Madame Carine Ravert, Commissaire aux comptes sortant.

L'Assemblée renouvelle pour un terme de six ans, venant à expiration au cours de l'Assemblée Générale Ordinaire de l'an 2018, le mandat des Administrateurs sortants suivants:

- Monsieur Hubert FABRI, Quai du Mont-Blanc 21, CH-1201 Genève
- Monsieur Philippe de Traux: Route du Bélier 29, CH-1663 Moléson-Village
- Monsieur Daniel Haas: Val Ste Croix 84, L-1370 Luxembourg-Belair»

LE CONSEIL D'ADMINISTRATION

Référence de publication: 2012109674/17.

(120148237) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Adria Invest Holding S.A., Société Anonyme.

Siège social: L-2121 Luxembourg, 231, Val des Bons-Malades.
R.C.S. Luxembourg B 49.824.

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Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 24 juillet 2012.

SG AUDIT SARL

Référence de publication: 2012109536/11.

(120148303) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Agrico, Société Anonyme.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 53.030.

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.

Pour AGRICO

Intertrust (Luxembourg) S.A.

Référence de publication: 2012109538/11.

(120148490) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

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

Siège social: L-1420 Luxembourg, 263, avenue Gaston Diderich.
R.C.S. Luxembourg B 143.601.

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.

ALMY S.à r.l.

A. WAJSBROT / M. WAJSBROT

Gérant / Gérant

Référence de publication: 2012109544/12.

(120148534) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

KKR Columba One S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.000.000,00.

Siège social: L-2440 Luxembourg, 63, rue de Rollingergrund.
R.C.S. Luxembourg B 151.436.

Les Membres du Conseil de Gérance de la Société ont changé leurs adresses professionnelles respectives comme suite:

Dr. Wolfgang Zettel	63, rue de Rollingergrund L-2440 Luxembourg
Gérant	Grand-Duché de Luxembourg
Stefan Lambert	63, rue de Rollingergrund L-2440 Luxembourg
Gérant	Grand-Duché de Luxembourg

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

Pour KKR Columba One S.à r.l.

Stefan Lambert

Gérant

Référence de publication: 2012110282/20.

(120149436) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 août 2012.

Alsace Lorraine Transports Luxembourg, Société Anonyme.

Siège social: L-3378 Livange, route de Bettembourg, Zone Industrielle.
R.C.S. Luxembourg B 74.155.

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: 2012109546/10.

(120148610) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

Anaf Luxembourg Sàrl, Société à responsabilité limitée.

Siège social: L-4562 Differdange, Zone Industrielle Hahneboesch.

R.C.S. Luxembourg B 45.701.

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: 2012109549/10.

(120148720) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

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

Siège social: L-4751 Pétange, 165A, route de Longwy.

R.C.S. Luxembourg B 89.205.

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.

Signature.

Référence de publication: 2012109550/10.

(120148285) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.

EIE S.A., Société Anonyme.

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

R.C.S. Luxembourg B 55.344.

Par décision de l'assemblée générale ordinaire tenue extraordinairement le 24 août 2012, la cooptation en date du 06 mai 2011 de Madame Marie BOURLOND au Conseil d'Administration et la démission à cette même date de Monsieur Jean BODONI du Conseil d'Administration ont été ratifiées.

Lors de cette même assemblée générale tenue extraordinairement, Madame Roselyne CANDIDO-MICHEL, 42, rue de la Vallée, L-2661 Luxembourg, a été nommée administrateur en remplacement de Monsieur Guy KETTMANN démissionnaire, et, Monsieur Giacomo DI BARI, 42, rue de la Vallée, L-2661 Luxembourg, a été nommé administrateur avec effet rétroactif au 30 avril 2012, en remplacement de Madame Marie BOURLOND démissionnaire. Leur mandat s'achèvera à l'issue de l'assemblée générale annuelle de 2018.

Lors de cette même assemblée, le mandat du Commissaire aux comptes AUDIT TRUST S.A., société anonyme, ainsi que le mandat de l'administrateur Monsieur Guy BAUMANN, ont été renouvelés pour une durée de six ans prenant fin lors de l'assemblée générale annuelle de 2018.

Luxembourg, le 27.08.2012.

Pour: EIE S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Isabelle Marechal-Gerlaxhe / Ana-Paula Duarte

Référence de publication: 2012110173/24.

(120149366) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 août 2012.

Combourg S.A., Société Anonyme.

Siège social: L-2419 Luxembourg, 3, rue du Fort Rheinsheim.

R.C.S. Luxembourg B 133.132.

Le bilan et annexes 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.

Signature.

Référence de publication: 2012109603/10.

(120148709) Déposé au registre de commerce et des sociétés de Luxembourg, le 24 août 2012.