MEMORIAL

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MEMORIAL

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RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 2786 **16 novembre 2012**

SOMMAIRE

Franklin Templeton Strategic Allocation Funds, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 26, boulevard Royal.

R.C.S. Luxembourg B 113.696.

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In the year two thousand and twelve, on the first day of October.

Before Us Maître Martine SCHAEFFER, notary residing in Luxembourg, (Grand Duchy of Luxembourg).

There was held an extraordinary meeting of the shareholders (the "Meeting") of FRANKLIN TEMPLETON STRATEGIC ALLOCATION FUNDS ("the Company"), a "société anonyme" qualifying as "société d'investissement à capital variable" having its registered office in L-2449 Luxembourg, 26, boulevard Royal, incorporated pursuant to a deed of Maître Jean-Joseph WAGNER, notary residing in Sanem (Grand Duchy of Luxembourg), on January 26 th , 2006, published in the Mémorial C, Recueil des Sociétés et Associations of February 8, 2006 under number 287. The Company's articles of incorporation have not been amended since its incorporation.

The Meeting is opened under the chairmanship of Mr. William Lockwood, conducting officer, professionally residing in Luxembourg

who appointed as secretary Mrs. Valérie Le Tessier, private employee, professionally residing in Luxembourg.

The Meeting elected as scrutineer Mrs. Céline Grosjean, private employee, professionally residing in Luxembourg.

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

I.- That the present extraordinary general meeting was convened by notices containing the agenda sent to shareholders on 31 August 2012 and published in:

- the "Luxemburger Wort" on 1 September 2012 and 15 September 2012;
- the "Mémorial" on 1 September 2012 and 15 September 2012;
- the "Financial Times" on 4 September 2012 and 15 September 2012;
- "L'Echo" on 6 September 2012 and 15 September 2012;
- "Het Financieele Dagblad" on 1 September 2012 and 15 September 2012;
- the "Handelsblatt" on 3 September 2012 and 14 September 2012;
- "Hospodarske noviny" on 3 September 2012 and 14 September 2012; and
- "Magyar Tokepiac" on 4 September 2012 and 14 September 2012.

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

Agenda:

1. Replacement of all references to "the Luxembourg law of 20 th December, 2002" and "the 2002 Law" in the Articles of Incorporation of the Company (the "Articles") with references to either "the Luxembourg law dated 17 th December 2010" or "the 2010 Law";

2. Amendment of article 3 of the Articles so as to read as follows:

"The exclusive object of the Company is to place the funds available to it in transferable securities and other permitted assets under Part I of the law of 17 December 2010 on undertakings for collective investment, as may be amended from time to time (the "2010 Law"), with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the 2010 Law."

3. Amendment of article 4 of the Articles in order to, inter alia, allow the board of directors of the Company (the "Board of Directors") to transfer the registered office of the Company in any other place in the Grand Duchy of Luxembourg.

4. Amendment of article 5 of the Articles in order to, inter alia:

- clarify that references to "sub-fund" shall also mean references to "share class" unless the context requires otherwise; and
- provide that the net assets attributable to each sub-fund shall, if not expressed in USD, be converted into USD for the determination of the Company's capital.

5. Amendment of article 6 of the Articles in order to, inter alia:

- provide that the Company may issue dematerialised shares in accordance with Luxembourg law;
- provide the procedure for converting registered shares into dematerialised shares;
- clarify the procedure for transferring shares; and
- clarify the procedure in relation to joint holders of shares.

6. Amendment of article 8 in order to, inter alia:

- extend the power of the Board of Directors to restrict or prevent the ownership of shares by any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company or its shareholders, may result in a breach of any applicable law or regulation (whether Luxembourg or foreign) or may expose the Company or its shareholders to liabilities (including regulatory or tax liabilities) or any other disadvantages that it or they would not have otherwise incurred or been exposed to; and

- allow the Board of Directors to restrict the issue and/or transfer of share classes reserved to institutional investors until sufficient evidence is received that the investor duly qualifies as an institutional investor within the meaning of Article 174 of the 2010 Law.

7. Amendment of article 10 of the Articles in order to, inter alia, clarify the powers conferred to the Board of Directors in relation to the organization of annual general meetings.

8. Amendment of article 11 of the Articles in order to, inter alia:

- provide that, under the conditions set forth in Luxembourg laws and regulations, a record date may be used to determine (i) the quorum and majority requirements applicable to the general meetings of shareholders and (ii) the rights of shareholders to attend the general meetings and to exercise their voting rights attached to their shares; and

- define the rules regarding the calculation of the voting rights at general meetings.

9. Amendment of article 12 of the Articles in order to, inter alia, clarify that a general meeting of shareholders may be convened upon request of shareholders representing at least one tenth (1/10) of the share capital of the Company.

10. Amendment of article 14 of the Articles in order to, inter alia, organise the directors' vote in writing and the holding of board meetings by conference call.

11. Amendment of article 15 of the Articles in order to, inter alia, allow the Board of Directors to delegate the power to produce copies and extracts of the minutes of the board meetings.

12. Amendment of article 16 of the Articles in order to, inter alia:

- clarify the investment restrictions in accordance with the provisions of the 2010 Law;

- provide that, under the conditions set forth in Luxembourg laws and regulations, a sub-fund may invest in one or more other subfunds of the Company; and

- allow the Board of Directors, to the widest extent permitted by applicable Luxembourg laws and regulations, (i) to create any sub-fund qualifying either as a feeder UCITS or as a master UCITS, (ii) convert any existing sub-fund into a feeder UCITS sub-fund or (iii) change the master UCITS of any of its feeder UCITS sub-funds.

13. Amendment of article 17 of the Articles in order to, inter alia, align it with the rules of conflict of interest set forth in the Luxembourg law of 10 August 1915 on commercial companies, as amended.

14. Amendment of article 21 of the Articles in order to, inter alia:

- add provisions in relation to the dilution levy; and

- provide that, to the extent required by applicable laws and regulations, in case the Company processes, with the prior consent of the shareholder concerned, selling instructions in specie, such sale will be subject to a special auditor report.

15. Amendment of article 22 of the Articles in order to, inter alia, update the description of the circumstances under which the determination of the net asset value of the shares of the Company may be suspended.

16. Amendment of article 23 of the Articles in order to, inter alia, update the provisions regarding the valuation of the assets of the Company.

17. Amendment of article 24 of the Articles in order to, inter alia:

- provide that the Company may implement the dilution levy mechanism to protect shareholders of the fund; and

- provide that, the purchase price may be paid in kind upon approval of the Board of Directors and subject to all applicable laws and regulations, including the issue of a special auditor report.

18. Amendment of article 25 of the Articles in order to specify that the accounts of the Company shall be expressed in USD and that the accounts of sub-funds which are not denominated in USD will be converted in USD for the determination of the accounts of the Company.

19. Amendment of article 26 of the Articles in order to, inter alia, clarify that dividends will normally be paid in the currency in which the relevant sub-fund is denominated or in any other currencies as the Board of Directors may determine.

20. Amendment of article 27 of the Articles in order to, inter alia, remove references relating to investment managers belonging to Franklin Templeton Investments.

21. Amendment of article 28 of the Articles in order to, inter alia:

- introduce new provisions regarding national and cross-border mergers of sub-funds of the Company in compliance with the 2010 Law; and

- describe the procedure for consolidation and split of share classes.

22. General restatement of the Articles in order to reflect the preceding resolutions, to harmonize the terminology and definitions used throughout the Articles and to ensure consistency with those contained in the Company's prospectus.

III.- That the shareholders present or represented, the proxies of the represented shareholders and the number of their shares are shown on an attendance list, which, signed by the shareholders, the proxies of the represented shareholders, the members of the bureau of the Meeting and the undersigned notary, will remain attached to the present deed to be filed at the same time with the registration authorities.

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

IV.- A first meeting of shareholders duly convened was held on August 30, 2012, pursuant to a deed of Maître Marc Loesch, notary residing in Mondorf, acting in replacement of the undersigned notary in order to decide on the same agenda.

This meeting could not take any decision, because the legal quorum of presence was not met.

V.- That it appears from the attendance list that out of the eleven million seventy thousand and sixty-one (11,070,061) shares issued, four hundred seventy-nine thousand two-hundred and ninety-two point one five zero (479,292.150) shares are represented. The meeting is therefore regularly constituted and can validly deliberate and decide on the afore cited agenda of the meeting of which the shareholders have been informed before the meeting.

All these facts having been explained by the chairman and recognised correct by the members of the meeting, the meeting proceeds to its agenda.

First resolution

The Meeting with

- 474,455 Votes in favour
- 0 Votes against
- 4,837 Abstentions

decides to replace all references to "the Luxembourg law of 20 th December, 2002" and "the 2002 Law" in the Articles of Incorporation of the Company (the "Articles") with references to either "the Luxembourg law dated 17 th December 2010" or "the 2010 Law".

Second resolution

The Meeting

- 474,506 Votes in favour
- 0 Votes against
- 4,786 Abstentions

decides to amend article 3 of the Articles so as to read as follows:

"The exclusive object of the Company is to place the funds available to it in transferable securities and other permitted assets under Part I of the law of 17 December 2010 on undertakings for collective investment, as may be amended from time to time (the "2010 Law"), with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the 2010 Law."

Third resolution

The Meeting with

- 474,506 Votes in favour
- 0 Votes against
- 4,786 Abstentions

decides to amend article 4 of the Articles in order to, inter alia, allow the board of directors of the Company (the "Board of Directors") to transfer the registered office of the Company in any other place in the Grand Duchy of Luxembourg.

Fourth resolution

The Meeting with

- 474,506 Votes in favour
- 0 Votes against
- 4,786 Abstentions

decides to amend article 5 of the Articles in order to, inter alia:

- clarify that references to "sub-fund" shall also mean references to "share class" unless the context requires otherwise; and

- provide that the net assets attributable to each sub-fund shall, if not expressed in USD, be converted into USD for the determination of the Company's capital.

Fifth resolution

The Meeting with

- 474,506 Votes in favour
- 0 Votes against
- 4,786 Abstentions

decides to amend article 6 of the Articles in order to, inter alia:

- provide that the Company may issue dematerialised shares in accordance with Luxembourg law;
- provide the procedure for converting registered shares into dematerialised shares;
- clarify the procedure for transferring shares; and
- clarify the procedure in relation to joint holders of shares.

Sixth resolution

The Meeting with

- 474,506 Votes in favour
- 0 Votes against
- 4,786 Abstentions

decides to amend article 8 in order to, inter alia:

- extend the power of the Board of Directors to restrict or prevent the ownership of shares by any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company or its shareholders, may result in a breach of any applicable law or regulation (whether Luxembourg or foreign) or may expose the Company or its shareholders to liabilities (including regulatory or tax liabilities) or any other disadvantages that it or they would not have otherwise incurred or been exposed to; and

- allow the Board of Directors to restrict the issue and/or transfer of share classes reserved to institutional investors until sufficient evidence is received that the investor duly qualifies as an institutional investor within the meaning of Article 174 of the 2010 Law.

Seventh resolution

The Meeting with

- 474,506 Votes in favour
- 0 Votes against
- 4,786 Abstentions

decides to amend article 10 of the Articles in order to, inter alia, clarify the powers conferred to the Board of Directors in relation to the organization of annual general meetings.

Eighth resolution

The Meeting with

- 474,455 Votes in favour
- 0 Votes against
- 4,837 Abstentions

decides to amend article 11 of the Articles in order to, inter alia:

- provide that, under the conditions set forth in Luxembourg laws and regulations, a record date may be used to determine (i) the quorum and majority requirements applicable to the general meetings of shareholders and (ii) the rights of shareholders to attend the general meetings and to exercise their voting rights attached to their shares; and

- define the rules regarding the calculation of the voting rights at general meetings.

Ninth resolution

The Meeting with

- 474,506 Votes in favour
- 0 Votes against
- 4,786 Abstentions

decides to amend article 12 of the Articles in order to, inter alia, clarify that a general meeting of shareholders may be convened upon request of shareholders representing at least one tenth (1/10) of the share capital of the Company.

Tenth resolution

The Meeting with

- 474,506 Votes in favour
- 0 Votes against
- 4,786 Abstentions

decides to amend article 14 of the Articles in order to, inter alia, organise the directors' vote in writing and the holding of board meetings by conference call.

Eleventh resolution

The Meeting with

- 473,179 Votes in favour
- 0 Votes against
- 6,113 Abstentions

decides to amend article 15 of the Articles in order to, inter alia, allow the Board of Directors to delegate the power to produce copies and extracts of the minutes of the board meetings.

Twelfth resolution

The Meeting with

- 474,506 Votes in favour
- 0 Votes against
- 4,786 Abstentions

decides to amend article 16 of the Articles in order to, inter alia:

- clarify the investment restrictions in accordance with the provisions of the 2010 Law;
- provide that, under the conditions set forth in Luxembourg laws and regulations, a sub-fund may invest in one or more other sub-funds of the Company; and
- allow the Board of Directors, to the widest extent permitted by applicable Luxembourg laws and regulations, (i) to create any sub-fund qualifying either as a feeder UCITS or as a master UCITS, (ii) convert any existing sub-fund into a feeder UCITS sub-fund or (iii) change the master UCITS of any of its feeder UCITS sub-funds.

Thirteenth resolution

The Meeting with

- 473,179 Votes in favour
- 0 Votes against
- 6,113 Abstentions

decides to amend article 17 of the Articles in order to, inter alia, align it with the rules of conflict of interest set forth in the Luxembourg law of 10 August 1915 on commercial companies, as amended.

Fourteenth resolution

The Meeting with

- 474,455 Votes in favour
- 0 Votes against
- 4,837 Abstentions

decides to amend article 21 of the Articles in order to, inter alia:

- add provisions in relation to the dilution levy; and
- provide that, to the extent required by applicable laws and regulations, in case the Company processes, with the prior consent of the shareholder concerned, selling instructions in specie, such sale will be subject to a special auditor report.

Fifteenth resolution

The Meeting with

- 474,455 Votes in favour
- 0 Votes against
- 4,837 Abstentions

decides to amend article 22 of the Articles in order to, inter alia, update the description of the circumstances under which the determination of the net asset value of the shares of the Company may be suspended.

Sixteenth resolution

The Meeting with

- 474,506 Votes in favour
- 0 Votes against
- 4,786 Abstentions

decides to amend article 23 of the Articles in order to, inter alia, update the provisions regarding the valuation of the assets of the Company.

Seventeenth resolution

The Meeting with

- 474,506 Votes in favour
- 0 Votes against
- 4,786 Abstentions

decides to amend article 24 of the Articles in order to, inter alia:

- provide that the Company may implement the dilution levy mechanism to protect shareholders of the fund; and
- provide that, the purchase price may be paid in kind upon approval of the Board of Directors and subject to all applicable laws and regulations, including the issue of a special auditor report.

Eighteenth resolution

The Meeting with

- 474,506 Votes in favour
- 0 Votes against
- 4,786 Abstentions

decides to amend article 25 of the Articles in order to specify that the accounts of the Company shall be expressed in USD and that the accounts of sub-funds which are not denominated in USD will be converted in USD for the determination of the accounts of the Company.

Nineteenth resolution

The Meeting with

- 473,179 Votes in favour
- 0 Votes against
- 6,113 Abstentions

decides to amend article 26 of the Articles in order to, inter alia, clarify that dividends will normally be paid in the currency in which the relevant sub-fund is denominated or in any other currencies as the Board of Directors may determine.

Twentieth resolution

The Meeting with

- 473,128 Votes in favour
- 0 Votes against
- 6,164 Abstentions

decides to amend article 27 of the Articles in order to, inter alia, remove references relating to investment managers belonging to Franklin Templeton Investments.

Twenty-first resolution

The Meeting with

- 474,506 Votes in favour
- 0 Votes against
- 4,786 Abstentions

decides to amend article 28 of the Articles in order to, inter alia:

- introduce new provisions regarding national and cross-border mergers of sub-funds of the Company in compliance with the 2010 Law; and
- describe the procedure for consolidation and split of share classes.

Twenty-second resolution

The Meeting with

- 474,506 Votes in favour
- 0 Votes against
- 4,786 Abstentions

decides to proceed to the general restatement of the Articles in order to reflect the preceding resolutions, to harmonize the terminology and definitions used throughout the Articles and to ensure consistency with those contained in the Company's prospectus, so that the Articles shall now read as follows. In addition, the Meeting waives irrevocably and with immediate effect the French version of the Articles.

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

Art. 2. The Company is established for an unlimited duration. The Company may be dissolved at any time by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation (the "Articles of Incorporation") as prescribed in Article 29 hereof (unless otherwise provided for by Article 28 hereof).

Art. 3. The exclusive object of the Company is to place the funds available to it in transferable securities and other permitted assets under Part I of the law of 17 December 2010 on undertakings for collective investment, as may be amended from time to time (the "2010 Law"), with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by the 2010 Law.

Art. 4. The registered office of the Company is established in Luxembourg City, in the Grand Duchy of Luxembourg. If permitted by and under the conditions set forth in Luxembourg laws and regulations, the board of directors of the Company (the "Board of Directors") may decide to transfer the registered office of the Company to any other place in the Grand Duchy of Luxembourg. Wholly-owned subsidiaries, branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by resolution of the Board of Directors.

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

Art. 5. The capital of the Company shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Company determined in accordance with Article 23 hereof.

The minimum capital of the Company shall be the equivalent in United States Dollars ("USD") of the minimum provided by the 2010 Law.

The Board of Directors is authorized without limitation to issue further fully paid shares at any time at the respective net asset value per share determined in accordance with Article 23 hereof without reserving the existing shareholders a pre-emptive right to purchase the shares to be issued.

The Board of Directors may delegate to any duly authorized director or officer of the Company or to any other duly authorized person, the duty of accepting subscriptions and receiving payment for such new shares and to deliver the latter.

Such shares may, as the Board of Directors shall determine, be issued in different sub-funds within the meaning of Article 181 of the 2010 Law (individually a "Sub-Fund" and collectively "Sub-Funds") and the proceeds of the issue of the shares of each Sub-Fund shall be invested pursuant to Article 3 hereof in transferable securities or other permitted assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities, or with such specific distribution policy or specific fee and charge structure or with such other specific features as the Board of Directors shall from time to time determine in respect of each Sub-Fund. The Board of Directors may further decide to create within each Sub-Fund two or more share classes (individually a "Share Class" and collectively "Share Classes") whose assets will be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned but where a specific fee and charge structure, a specific distribution policy, hedging policy or other specific features are applied to each Share Class.

Any reference herein to "Sub-Fund" shall also mean a reference to "Share Class" unless the context requires otherwise. For the purpose of determining the capital of the Company, the net assets attributable to each Sub-Fund shall, if not expressed in USD, be converted into USD and the capital of the Company shall be the total net assets of all the Sub-Funds. The Company shall prepare consolidated accounts in USD.

Art. 6. The Company issues shares in registered form only. If and to the extent permitted, and under the conditions provided for, by law, the Board of Directors may at its discretion decide to issue, in addition to shares in registered form, shares in dematerialised form. Dematerialised shares are shares exclusively issued by book entry in an issue account

(compte d'émission, the "Issue Account") held by a central account holder (the "Central Account Holder") designated by the Company and disclosed in the prospectus of the Company (the "Prospectus"). Under the same conditions, holders of registered shares may also request the conversion of their shares into dematerialised shares. The registered shares will be converted into dematerialised shares by means of a book entry in a security account (compte-titres, the "Security Account") in the name of their holders. In order for the shares to be credited on the Security Account, the relevant shareholder will have to provide to the Company any necessary details of his/her/its account holder as well as the information regarding his/her/its Security Account. This information data will be transmitted by the Company to the Central Account Holder who will in turn adjust the Issue Account and transfer the shares to the relevant account holder. The Company will adapt, if need be, the register of shareholders. The costs resulting from the conversion of registered shares at the request of their holders will be borne by the latter unless the Board of Directors decides at its discretion that all or part of these costs must be borne by the Company. Ownership of registered shares is evidenced by the entry in the register of shareholders of the Company and shareholders shall receive a confirmation of their shareholding. The Board of Directors may however decide to issue share certificates, as disclosed in the Prospectus. Share certificates, if issued, shall be signed by two directors. Both such signatures may be manual, printed, by facsimile or electronic. However, one of such signatures may be by a person delegated to this effect by the Board of Directors. In such latter case, the signature shall be manual. The Company may issue temporary share certificates in such form as the Board of Directors may from time to time determine.

Shares shall be issued only upon acceptance of the purchase instruction and payment of the purchase price as set forth in Article 24 hereof. The purchaser will, without undue delay, upon acceptance of the subscription and receipt of the purchase price, obtain delivery of a confirmation of his shareholding or a definitive share certificate (if applicable).

All issued shares of the Company other than dematerialised shares (if issued) shall be inscribed in the register of shareholders, which shall be kept by the Company or by one or more persons designated by the Company for such purpose and such register of shareholders shall contain the name of each holder of registered shares, his residence or elected domicile so far as notified to the Company, the Sub-Fund, the number of shares held by him and the amount paid in on each such share.

Transfer of registered shares shall be effected by inscription in the register of shareholders of the transfer to be made by the Company upon delivery of a duly signed share transfer form or any other instruments of transfer satisfactory to the Company, together with, if issued, the relevant share certificate to be cancelled. The instruction must be dated and signed by the transferor(s), and if requested by the Company or its designated agent also signed by the transferee(s), or by persons holding suitable powers of attorney to act in that capacity. The transfer of dematerialised shares (if issued) shall be made in accordance with applicable laws.

In case of registered shares the Company shall consider the person in whose name the shares are registered in the register of shareholders, as full owner of the shares.

Every registered shareholder must provide the Company with an address to which all notices and announcements from the Company may be sent. Such address will be entered in the register of shareholders. In the case of joint holders of shares, only one address will be inserted in the register of shareholders and notices and announcements will be sent to that address only.

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

Holders of dematerialised shares must provide, or must ensure that registrar agents shall provide, the Company with information for identification purposes of the holders of such shares in accordance with applicable laws. If on a specific request of the Company, the holder of dematerialised shares does not furnish the requested information, or furnishes incomplete or erroneous information within a time period provided for by law or determined by the Board of Directors at its discretion, the Board of Directors may decide to suspend voting rights attached to all or part of the dematerialised shares held by the relevant person until satisfactory information is received.

The address of the shareholders as well as all other personal data of shareholders collected by the Company and/or any of its agents may be collected, recorded, stored, adapted, transferred or otherwise processed and used ("processed") by the Company, its agents and other companies of the Franklin Templeton Investments Group, any subsidiary or affiliate thereof, which may be established outside Luxembourg and/or the European Union, including the US and India, and the financial intermediary of shareholders. Such data may be processed for the purposes of account administration, anti-money laundering and counter-terrorist financing identification, tax identification (including, but not limited to, for the purpose of compliance with the Foreign Account Tax Compliance Act, as might be amended, completed or supplemented

("FATCA")) as well as the development of business relationships including sales and marketing of Franklin Templeton Investments products and services.

If payment made, or sale or switch requested, by an investor results in the issue of a share fraction, such fraction shall be entered into the register of shareholders, unless the shares are held through a clearing system allowing only entire shares to be handled. A share fraction shall not give entitlement to vote but shall, to the extent the Company shall determine, be entitled to a corresponding fraction of the dividend. Fractions of dematerialised shares, if any, may also be issued at the discretion of the Board of Directors.

In the case of joint shareholders, the Company reserves the right to pay any sale 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, in accordance with Luxembourg law.

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

Mutilated share certificates may be exchanged for new share certificates by order of the Company. The mutilated certificates shall be delivered to the Company and shall be annulled immediately.

The Company may, at its discretion, charge the shareholder for the costs of a duplicate or a new share certificate and all reasonable expenses incurred by the Company in connection with the issuance and registration thereof, or in connection with the annulment of an old share certificate.

Art. 8. The Company may restrict or prevent the ownership of shares by any US person (as defined hereafter) and/or any person, firm or corporate body, if in the opinion of the Company such holding may be detrimental to the Company or its shareholders, may result in a breach of any applicable law or regulation (whether Luxembourg or foreign) or may expose the Company or its shareholders to liabilities (to include, inter alia, regulatory or tax liabilities and any other tax liabilities that might derive, inter alia, from any breach of FATCA requirements) or any other disadvantages that it or they would not have otherwise incurred or been exposed to. Such persons, firms or corporate bodies (including US persons and/or persons in breach of FATCA requirements) are herein referred to as "Prohibited Persons".

For such purposes the Company may:

a) decline to issue any share and decline to register any transfer of a share, where it appears to it that such registration or transfer would or might result in beneficial ownership of such share by a Prohibited Person;

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 representations and warranties or any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not, to what extent and under which circumstances, beneficial ownership of such shareholder's shares rests or will rest in a Prohibited Person, or whether such registration will result in beneficial ownership of such shares by a Prohibited Person; and

c) 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 or is in breach of its representations and warranties or fails to make such representations and warranties in a timely manner as the Company may require, may compulsorily redeem from any such shareholder all or part of the shares held by such shareholder in the following manner:

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

2) The price at which the shares specified in any redemption notice shall be redeemed (herein called the "redemption price") shall be an amount equal to the net asset value per share of the Company, determined in accordance with Article 23 hereof less any fees and charges as defined in Article 21 hereof and disclosed in the Prospectus.

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

4) The exercise by the Company of the powers conferred by this Article shall not be questioned or invalidated in any case on the grounds 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 redemption notice, provided that in such case the said powers were exercised by the Company in good faith; and

d) decline to accept the vote of any Prohibited Person at any meeting of shareholders of the Company.

Whenever used in these Articles of Incorporation, the term "US person" shall have the same meaning as set forth in the Prospectus. The Board of Directors may, from time to time, amend or clarify the aforesaid meaning.

In addition to the foregoing, the Company may restrict the issue and transfer of shares of a Sub-Fund to institutional investors within the meaning of Article 174 of the 2010 Law ("Institutional Investor(s)"). The Company may, at its discretion, delay the acceptance of any subscription application for shares of a Sub-Fund reserved for Institutional Investors until such time as the Company has received sufficient evidence that the applicant qualifies as an Institutional Investor. If it appears at any time that a holder of shares of a Sub-Fund reserved to Institutional Investors is not an Institutional Investor, the Company will convert the relevant shares into shares of a Sub-Fund which is not restricted to Institutional Investors (provided that there exists such a Sub-Fund with similar characteristics) or compulsorily redeem the relevant shares in accordance with the provisions set forth above in this Article. The Company will refuse to give effect to any transfer of shares and consequently refuse for any transfer of shares to be entered into the register of shareholders in circumstances where such transfer would result in a situation where shares of a Sub-Fund restricted to Institutional Investors would, upon such transfer, be held by a person not qualifying as an Institutional Investor.

In addition to any liability under applicable law, each shareholder who (i) does not qualify as an Institutional Investor, and who holds shares in a Sub-Fund restricted to Institutional Investors, or (ii) is a Prohibited Person, shall hold harmless and indemnify the Company, the Board of Directors, the other shareholders and the Company's agents for any damages, losses expenses and liabilities (including, inter alia, tax liabilities deriving from FATCA requirements) resulting from or connected to such holding in circumstances where the relevant shareholder had furnished misleading or untrue documentation or had made misleading or untrue representations to wrongfully establish its status as an eligible investor or has failed to notify the Company of its loss of such status.

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

Art. 10. The annual general meeting of shareholders shall be held, each year, in accordance with the laws of the Grand Duchy of Luxembourg, at the registered office of the Company or at such other place in Luxembourg as may be specified in the notice of meeting, on the last Thursday of August at 2:30 p.m. If such day is not a bank business day in Luxembourg, the annual general meeting of shareholders shall be held on the immediately following bank business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board of Directors, exceptional circumstances so require.

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

Other general meetings of shareholders or Sub-Fund meetings may be held at such place and time as may be specified in the respective notices of meeting. Sub-Fund meetings may be held to decide on any matters which relate exclusively to such Sub-Fund.

Two or more Sub-Funds may be treated as a single Sub-Fund if such Sub-Funds would be affected in the same manner by the proposals requiring the approval of holders of shares relating to these Sub-Funds.

Art. 11. The quorum and time required by the laws of Grand Duchy of Luxembourg shall govern the notice for and conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

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 applicable for this general meeting will 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 attached to his shares will be determined by reference to the shares held by this shareholder as at the Record Date. In case of dematerialised shares (if issued) the right of a holder of such shares to attend a general meeting of shareholders and to exercise the voting rights attached to such shares will be determined by reference to the shares held by this holder as at the time and date provided for by Luxembourg laws and regulations.

Subject to the limitations imposed by these Articles, each entire share is entitled to one vote, irrespective of the Sub-Fund to which it belongs and regardless of the net asset value per share of the Sub-Fund.

A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by cable, telegram, telex, telefax message, facsimile or by any other electronic means capable of evidencing such proxy. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting.

Except as otherwise required by the laws of the Grand Duchy of Luxembourg or as otherwise provided herein, resolutions at a meeting of shareholders or at a Sub-Fund meeting duly convened will be passed by a simple majority of the votes cast. Votes cast shall not include votes attached to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote. A corporation may execute a proxy under the hand of a duly authorised officer.

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

Art. 12. Shareholders will meet upon call by the Board of Directors or upon the written request of shareholders representing at least one tenth (1/10) of the share capital of the Company, pursuant to a notice setting forth the agenda sent and/or published in accordance with applicable law.

Art. 13. The Company shall be managed by a Board of Directors composed of not less than three members. Members of the Board of Directors (individually a "Director" and collectively the "Directors") need not be shareholders of the Company.

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

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

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

The chairman shall preside at all meetings of shareholders and the Board of Directors, but in his absence the shareholders or the Board of Directors may appoint another Director (and, in respect of shareholders' meetings, any other person) as chairman pro tempore by vote of the majority of the Directors present or represented, or of the votes cast at any such meeting respectively.

The Board of Directors from time to time may appoint the officers of the Company, including a general manager, a secretary, and any assistant general managers, assistant secretaries or other officers considered necessary for the operation and management of the Company. Any such appointment may be revoked at any time by the Board of Directors. Officers need not be Directors or shareholders of the Company. The officers appointed, unless otherwise stipulated in these Articles of Incorporation, shall have the powers and duties given to 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 (24) hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by cable, telegram, telex, telefax message, facsimile or any other electronic means capable of evidencing such waiver of each Director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

Any Director may act at any meeting of the Board of Directors by appointing in writing or by cable, telegram, telex, telefax message, facsimile or any other electronic means capable of evidencing such appointment another Director as his proxy. Directors may also cast their vote in writing or by cable, telegram, telex, telefax message, facsimile or any other electronic means capable of evidencing such vote.

Any Director may attend a meeting of the Board of Directors using teleconference means, provided that (i) the Director attending the meeting can be identified, (ii) all persons participating in the meeting can hear and speak to each other, (iii) the transmission is performed on an ongoing basis and (iv) the Directors can properly deliberate. The participation in a meeting by such means shall constitute presence in person at the meeting and the meeting is deemed to be held at the registered office of the Company.

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

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

The Directors acting unanimously by circular resolution may express their consent on one or several separate instruments in writing or by cable, telegram, telex, telefax message, facsimile. The date of the decision contemplated by these resolutions shall be the latest signature date.

The Board of Directors may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to one or several physical persons or corporate entities which do not need to be Directors.

The Board of Directors may also delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board of Directors or not) as it deems fit.

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

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman, or by the secretary, or by two Directors, or by any person to whom such power has been delegated by the Board of Directors.

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

The Board of Directors shall also determine any restrictions which shall from time to time be applicable to the investments of the Company in accordance with Part I of the 2010 Law including, without limitation, restrictions in respect of:

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

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

The Board of Directors may decide that the Company will invest in (i) transferable securities and money market instruments admitted to or dealt in on a regulated market as defined by the 2010 Law, (ii) transferable securities and money market instruments dealt in on another market in a Member State (as defined by the 2010 Law) which is regulated, operates regularly and is recognized and open to the public, (iii) transferable securities and money market instruments admitted to official listing on a stock exchange in any other country in Europe, Asia, Oceania (including Australia), the American continents and Africa or dealt in on another market in the countries referred to herebefore, provided that such market is regulated, operates regularly and is recognized and open to the public (iv) in recently issued transferable securities and money market instruments provided the terms of the issue provide that application be made for admission to official listing in any of the stock exchanges or other regulated markets referred to above and provided that such admission is secured within one year of issue, and/or (v) any other transferable securities, instruments or other assets within the restrictions as shall be set forth by the Board of Directors in compliance with applicable laws and regulations and disclosed in the Prospectus.

The Board of Directors may decide to invest under the principle of risk-spreading up to 100% of the net assets of each Sub-Fund in different transferable securities and money market instruments issued or guaranteed by a Member State, its local authorities, a non-Member State of the European Union, as acceptable by the Luxembourg supervisory authority and disclosed in the Prospectus (such as, but not limited to any member state of the Organisation of Economic Cooperation and Development as well as Brazil, Singapore, Russia, Indonesia, India and South Africa) or public international bodies of which one or more member states of the European Union are members, provided that in the case where the Company decides to make use of this provision, it must hold, on behalf of the relevant Sub-Fund, securities from at least six different issues, and securities from any single issue must not account for more than thirty percent (30%) of such Sub-Fund's total net assets.

The Board of Directors may decide that investments of the Company be made in financial derivative instruments, including equivalent cash settled instruments, dealt in on a regulated market as referred to in the 2010 Law and/or financial derivative instruments dealt in over-the-counter provided that, among others, the underlying consists of instruments covered by Article 41 (1) of the 2010 Law, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives as disclosed in the Prospectus.

The Board of Directors may further decide to create one or more Sub-Funds the assets of which will be invested so as to replicate the composition of a certain stock or debt securities index which meets the requirements of the applicable provisions of the 2010 Law.

The Company will not invest more than ten percent (10%) of the net assets of any Sub-Fund in units or shares of UCITS or other UCIs as defined in Article 41 (1) e) of the 2010 Law, except if otherwise provided in the Prospectus in relation to a given Sub-Fund.

Any Sub-Fund may, to the widest extent permitted by and under the conditions set forth in applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the Prospectus, subscribe, acquire and/or hold shares to be issued or issued by one or more Sub-Funds. In such case and subject to conditions set forth in applicable Luxembourg laws and regulations, the voting rights, if any, attaching to these shares are suspended for as long as they are held by the Sub-Fund concerned. In addition and for as long as these shares are held by a Sub-Fund, their value will not be taken into consideration for the calculation of the net assets of the Company for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law.

Under the conditions set forth in Luxembourg laws and regulations, the Board of Directors may, at any time it deems appropriate and to the widest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the Prospectus, (i) create any Sub-Fund qualifying either as a feeder UCITS or as a master

UCITS, (ii) convert any existing Sub-Fund into a feeder UCITS Sub-Fund or (iii) change the master UCITS of any of its feeder UCITS Sub-Funds.

The Board of Directors may invest and manage all or any part of the pools of assets established for two or more Sub-Funds on a pooled basis, as described in Article 23 F.

The Company may, in accordance with the 2010 Law and the applicable Luxembourg laws and regulations, hold all the shares in the capital of subsidiary companies which, exclusively on the Company's behalf, carry on only the business of management, advice or marketing in the country where the subsidiary is located, with regard to the sale of shares at the request of shareholders.

Art. 17. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other company or firm. Any Director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business, shall not, by reason of such connection and/or relationship 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 any personal interest in any transaction submitted for approval to the Board of Directors conflicting with that of the Company, that Director or officer must make such a conflict known to the Board of Directors and shall not consider, or vote on, any such transaction, and any such transaction shall be reported to the next meeting of shareholders.

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

The term "personal interest", as used above, shall not include any relationship with or interest in any matter, position or transaction involving any entity promoting the Company or any subsidiary thereof, or any other company or entity as may from time to time be determined by the Board of Directors at its discretion, including, but not limited to, any company of, or related to, the Franklin Templeton Investments Group, any subsidiary or affiliate thereof, provided that this personal interest is not considered as conflicting interest according to applicable laws and regulations.

Art. 18. 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 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 wilful misconduct.

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

Art. 20. The Company shall appoint an approved statutory auditor (réviseur d'entreprises agréé) who shall carry out the duties prescribed by the 2010 Law. The approved statutory auditor shall be elected by the general meeting of shareholders for a period ending at the next annual general meeting and until its successor is elected.

Art. 21. As prescribed below, the Company has the power to redeem its own shares at any time within the sole limitations set forth by the laws of the Grand Duchy of Luxembourg.

Any shareholder may instruct the sale of all or part of his shares by the Company, under the terms and procedures set forth by the Board of Directors in the Prospectus. The instruction to sell may not be executed until any previous transaction involving the shares to be sold has been completed and settled by such shareholder.

The sale price shall normally be paid within a period of time, to be determined by the Board of Directors and disclosed in the Prospectus, after the date on which the applicable net asset value was determined, and shall be equal to the net asset value of the relevant Sub-Fund's shares as determined in accordance with the provisions of Article 23 hereof less such applicable fees and charges (including but not limited to the dilution levy as described hereafter) as the Board of Directors may by resolution decide and such sum as the Board of Directors may consider an appropriate provision for duties and charges (including stamp and other duties, taxes and governmental charges, brokerage commissions, bank charges, transfer fees, registration and certification fees and other similar duties and charges) ("dealing charges") which would be incurred if all the assets held by the Company and taken into account for the purpose of the relative valuation were to be realised at the values attributed to them in such valuation and taking into account any factors which it is in the opinion of the Board of Directors acting prudently and in good faith proper to take into account, such price being rounded down to two (2) decimal places and such rounding to accrue to the benefit of the Company.

In addition a dilution levy may be imposed on shareholder transactions as specified in the Prospectus. Such dilution levy should not exceed a certain percentage of the net asset value determined from time to time by the Board of Directors and disclosed in the Prospectus. This dilution levy will be calculated taking into account the estimated costs, expenses and potential impact on security prices that may be incurred to meet sale and switch instructions.

The Board of Directors may extend the period for payment of the sale price to such period, not exceeding thirty (30) Luxembourg business days, as may be required by settlement and other constraints prevailing in the financial markets of countries in which a substantial part of the assets attributable to any Sub-Fund shall be invested.

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

With the prior consent of the shareholder(s) concerned, and having due regard to the principle of equal treatment of shareholders, the Board of Directors may satisfy instructions to sell in whole or in part in specie by allocating to the selling shareholder(s) investments from the portfolio of the relevant Sub-Fund equal in value to the net asset value attributable to the shares to be sold, as more fully described in the Prospectus. To the extent required by applicable laws and regulations, such sale will be subject to a special report by the approved statutory auditor of the Company. The specific costs for such sale, in particular the costs of the special report will be borne by the selling shareholder or by a third party, unless the Board of Directors considers that such sale is in the interest of the Company or made to protect the interest of the Company, in which case the costs may be borne entirely or partially by the Company.

The Company may require an instruction to sell to be given by such notice prior to the date on which the sale shall be effective as the Board of Directors shall reasonably determine.

Any instruction to sell shall be irrevocable except in the event of suspension of the valuation of the assets pursuant to Article 22 hereof. If the instruction is not withdrawn, the sale of the shares will be made on the next Valuation Day following the end of the suspension.

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

Subject to any restriction as described in the Prospectus, any shareholder may instruct to switch all or part of his shares into shares of another Sub-Fund at the respective net asset values of the shares of the relevant Sub-Funds, adjusted by the relevant dealing charges, and rounded up or down as the Board of Directors may decide, provided that the Board of Directors may impose such restrictions as to, inter alia, frequency of switch, and may make such switch subject to payment of a charge, as specified in the Prospectus. The instruction to switch may not be executed until any previous transaction involving the shares to be switched has been completed and settled by such shareholder.

No switch by a single shareholder may, unless otherwise decided by the Board of Directors, be for less than an amount to be determined by the Board of Directors from time to time and disclosed in the Prospectus.

If a sale or switch of shares would reduce the value of the holdings of a single shareholder in one Sub-Fund below an amount to be determined by the Board of Directors from time to time and disclosed in the Prospectus, then such shareholder may be deemed to have instructed to sell or switch all his shares of such Sub-Fund.

If instructions to sell or switch of more than a percentage of the net asset value of the shares or the number of shares of any Sub-Fund to be determined by the Board of Directors from time to time and disclosed in the Prospectus are received on any Valuation Day, the Board of Directors may decide that, subject to applicable regulatory requirements, sales and/or switches shall be suspended. In these circumstances the sale or switch may be deferred as further described in the Prospectus. These instructions to sell or switch will be executed in accordance with the procedures described in the Prospectus.

In addition, if in exceptional circumstances the liquidity of a Sub-Fund does not permit payment of sale proceeds or a switch to be made within such period of time determined by the Board of Directors and disclosed in the Prospectus, such payment or switch will be made as soon as reasonably practicable but without interest.

The Board of Directors may delegate to any duly authorised director or officer of the Company or to any other duly authorised person, the duty of accepting instructions to sell and switch and if applicable effecting payments in relation thereto.

Art. 22. For the purpose of determination of the purchase, sale and switch prices, the net asset value of shares in the Company shall be determined as to the shares of each Sub-Fund by the Company from time to time, but in no instance less than twice monthly, as the Board of Directors by resolution may direct (every such day or time for determination of net asset value being referred to herein as a "Valuation Day" as further described in the Prospectus).

The Company may suspend the determination of the net asset value of shares of any particular Sub-Fund, as well as the purchase and sale of its shares as well as the switch of shares from and to shares of another Sub-Fund:

a) during any period when any of the principal stock exchanges or markets on which any substantial portion of the investments of the Company attributable to such Sub-Fund from time to time are quoted is closed, or during which dealings therein are restricted or suspended; or

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

c) during any breakdown or restriction in the means of communication normally employed in determining the price or value of any of the investments of any particular Sub-Fund or the current price or value on any stock exchange or market; or

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

e) during any period when the net asset value of shares of any Sub-Fund may not be determined accurately; or

f) during any period when in the opinion of the Directors there exists unusual circumstances where it would be impractical or unfair towards the shareholders to continue dealing in the shares of the Company or of any Sub-Fund or any other circumstances, or circumstances where a failure to do so might result in the shareholders of the Company or a Sub-Fund incurring any liability to taxation or suffering other pecuniary disadvantage or other detriment which the shareholders of the Company or a Sub-Fund might not otherwise have suffered; or

g) if the Company or a Sub-Fund is being or may be wound-up, on or following the date on which such decision is taken by the Board of Directors or notice is given to shareholders of a general meeting of shareholders at which a resolution to wind-up the Company or a Sub-Fund is to be proposed; or

h) in the case of a merger, if the Board of Directors deems this to be justified for the protection of the shareholders; or

i) in the case of a suspension of the calculation of the net asset value of one or several underlying investment funds in which a Sub-Fund has invested a substantial portion of assets.

Any such suspension shall be publicized, if appropriate, by the Company and shall be notified to shareholders instructing the sale or switch of their shares by the Company at the time of the filing of the written request for such sale or switch as specified in Article 21 hereof.

Such suspension as to any Sub-Fund shall have no effect on the calculation of the net asset value, the purchase, sale and switch of the shares of any other Sub-Fund.

Art. 23. The net asset value of shares of each Sub-Fund shall be expressed as a per share figure in the currency of the relevant Sub-Fund and shall be determined in respect of any Valuation Day in the currency of the relevant Sub-Fund by dividing the net assets of the Company corresponding to each Sub-Fund, being the value of the assets of the Company corresponding to such Sub-Fund, less its liabilities attributable to such Sub-Fund at the close of business on such date, by the number of shares of the relevant Sub-Fund then outstanding and by rounding the resulting sum up or down to the nearest unit of currency, in the following manner:

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

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

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

c) all bonds, time notes, shares, stocks, debenture stocks, money markets instruments, subscription rights, warrants, options and other derivative instruments, units or shares of undertakings for collective investment and other investments and securities owned or contracted for by the Company;

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

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

f) the formation expenses of the Company insofar as the same have not been written off, and

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

The value of such assets shall be determined as follows:

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

2) The value of transferable securities, money market instruments and financial derivative instruments are valued on the basis of the last available price at the closing of the relevant stock exchange or regulated market on which these securities or assets are traded or admitted for trading. Where such securities or other assets quoted or dealt in on one or more than one stock exchange or regulated market, the Board of Directors shall make rules as to the order of priority in which such stock exchanges or other regulated markets shall be used for the provisions of prices of securities or assets.

3) If a transferable security or money market instrument is not traded or admitted on any official stock exchange or an regulated market, or in the case of transferable securities or money market instruments so traded or admitted where the last available price is not representative of their fair market value, the Board of Directors shall proceed on the basis of their reasonably foreseeable sales price, which shall be valued with prudence and in good faith.

4) The financial derivative instruments which are not listed on any official stock exchange or traded on any other regulated market will be valued in accordance with market practice as may be further disclosed in the Prospectus.

5) Units or shares of undertakings for collective investment, including Sub-Fund(s) of the Company, shall be valued on the basis of their last available net asset value as reported by such undertakings.

6) Liquid assets and money market instruments may be valued at nominal value plus any accrued interest or, for those with an initial or residual maturity of no more than 397 days or regular yield adjustments in line with the maturities mentioned before, on an amortised cost basis.

7) All other assets, where practice allows, may be valued in the same manner.

8) If any of the aforementioned valuation principles do not reflect the valuation method commonly used in specific markets or if any such valuation principles do not seem accurate for the purpose of determining the value of the Company's assets, the Board of Directors may fix different valuation principles in good faith and in accordance with generally accepted valuation principles and procedures.

9) Any assets or liabilities in currencies other than the base currency of the respective Sub-Funds will be converted using the relevant spot rate quoted by a bank or other recognised financial institution.

The net asset value may be adjusted as the Board of Directors or its delegate may deem appropriate to reflect, among other considerations, any dealing charges including any dealing spreads, fiscal charges and potential market impact resulting from shareholders' transactions.

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

a) all loans, bills and accounts payable;

b) all accrued or payable administrative expenses (including management company fees (if any), investment management and/or advisory fees, custodian fees and corporate agents' fees);

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

d) 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 provisions if any authorized and approved by the Board of Directors covering, among others, liquidation expenses; and

e) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by shares in the Company. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company comprising formation expenses, fees payable to the management company, if appointed, the investment managers and/or advisers, fees and expenses of the accountants, the custodian, the registrar and transfer, corporate, domiciliary and administrative agent, the principal and local paying agents (if any) and permanent representatives in places of registration, any other agent employed by the Company, fees for legal and/or auditing services, insurance premiums, printing, reporting and publishing expenses, including the cost of advertising and/or preparing and printing of the prospectuses, explanatory memoranda, key investor information documents or registration statements, taxes or governmental charges, all other operating expenses, including the cost of buying and selling assets, interests, bank charges and brokerage commissions, postage, telephone, telegram, telex, telefax message and facsimile (or other similar means of communication). The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

C. The Board of Directors shall establish a pool of assets for the shares of each Sub-Fund in the following manner:

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

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

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

d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular pool, such asset or liability shall be equally divided between all the pools or, as insofar as justified by the amounts, shall be allocated to the pools pro rata to the et asset value of the relevant pool;

e) upon the record date for the determination of the person entitled to any dividend declared on any Sub-Fund, the net asset value of such Sub-Fund shall be reduced by the amount of such dividend declared.

If there have been created, as more fully described in Article 5 hereof, within any Sub-Fund two or several Share Classes, the allocation rules set out above shall apply, mutatis mutandis, to such Share Classes.

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

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

The proportion of the portfolio which shall be common to each of the Sub-Funds related to a same pool which shall be allocable to each Sub-Fund shall be determined by taking into account purchases, sales, distributions, as well as payments of Sub-Fund specific expenses or contributions of income or realisation proceeds derived from Sub-Fund specific assets, whereby the valuation rules set out below shall be applied mutatis mutandis.

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

1) initially the percentage of the net assets of the common portfolio to be allocated to each Sub-Fund shall be determined by reference to the allocations made on behalf of the relevant Sub-Fund;

2) the purchase price received upon the purchase of shares of a specific Sub-Fund shall be allocated to the common portfolio and result in an increase of the proportion of the common portfolio attributable to the relevant Sub-Fund;

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

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

E. For the purposes of this Article:

a) shares of the Company to be sold under Article 21 hereof shall be treated as existing and taken into account until immediately after the close of business on the Valuation Day referred to in this Article, and from such time and until paid the price therefore shall be deemed to be a liability of the Company;

b) all investments, cash balances and other assets of the Company expressed in currencies other than the currency of the relevant SubFund 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 asset value of shares; and

c) effect shall be given on any Valuation Day to any purchases or sales of securities contracted for by the Company on such Valuation Day, to the extent practicable.

F. Pooling

1) The Board of Directors may decide to invest and manage all or any part of the pool of assets established for two or more Sub-Funds (hereafter referred to as "Participating Funds") on a pooled basis where it is appropriate with regard to their respective investment sectors to do so. Any such asset pool ("Asset Pool") shall first be formed by transferring to it cash or (subject to the limitations mentioned below) other assets from each of the Participating Funds. Thereafter the Board of Directors may from time to time make further transfers to the Asset Pool. They may also transfer assets from the Asset Pool to a Participating Fund, up to the amount of the participation of the Participating Fund concerned. Assets other than cash may be contributed to an Asset Pool only where they are appropriate to the investment sector of the Asset Pool concerned. The provisions of sections C. and D. of this Article shall, where relevant, apply to each Asset Pool as they do to a Participating Fund.

2) All decisions to transfer assets to or from an Asset Pool (hereinafter referred to as "transfer decisions") shall be notified forthwith in writing, or by cable, telegram, telex, telefax message, facsimile or any other acceptable means to the Custodian (as defined hereafter) stating the date and time at which the transfer decision was made.

3) A Participating Fund's participation in an Asset Pool shall be measured by reference to notional units ("units") of equal value in the Asset Pool. On the formation of an Asset Pool the Board of Directors shall in its discretion determine the initial value of a unit which shall be expressed in such currency as the Directors consider appropriate, and shall allocate to each Participating Fund units having an aggregate value equal to the amount of cash (or value of other assets) contributed. Fractions of units, calculated to three (3) decimal places, may be allocated as required. Thereafter the value of a unit shall be determined by dividing the net asset value of the Asset Pool (calculated as provided below) by the number of units subsisting.

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

5) The value of assets contributed to, withdrawn from, or forming part of an Asset Pool at any time and the net asset value of the Asset Pool shall be determined in accordance with the provisions (mutatis mutandis) of Article 22 provided that the value of the assets referred to above shall be determined on the day of such contribution or withdrawal.

6) Dividends, interests and other distributions of an income nature received in respect of the assets in an Asset Pool will be immediately credited to the Participating Funds, in proportion to their respective participation in the Asset Pool at the time of receipt. On the dissolution of the Company the assets in an Asset Pool will (subject to the claims of creditors) be allocated to the Participating Funds in proportion to their respective participation in the Asset Pool.

Art. 24. Whenever the Company shall offer shares for purchase, the price per share at which such shares shall be offered and sold, shall be the net asset value as hereinabove defined for the relevant Sub-Fund together with such sum as the Board of Directors may consider represents an appropriate provision for duties and charges (including stamp and other duties, taxes, governmental charges, brokerage commissions, bank charges, transfer fees, registration and certification fees and other similar duties and charges) ("dealing charges") which would be incurred if all the assets held by the Company and taken into account for the purposes of the relative valuation were to be acquired at the values attributed to them in such valuation and taking into account any other factors which it is in the opinion of the Board of Directors proper to take into account, plus such commission as set out in the Prospectus, such price to be rounded up or down to two (2) decimal places as the Board of Directors may decide. Any remuneration to agents active in the placing of the shares shall be paid out of such commission. The price so determined shall be payable within a period to be determined by the Board of Directors and disclosed in the Prospectus and not exceeding seven (7) Luxembourg business days after the date on which the instruction was accepted.

In addition, a dilution levy may be imposed on shareholder transactions as specified in the Prospectus. Such dilution levy should not exceed a certain percentage of the net asset value determined from time to time by the Board of Directors and disclosed in the Prospectus. This dilution levy will be calculated taking into account the estimated costs, expenses and potential impact on security prices that may be incurred to meet instructions to purchase.

The purchase price (not including the sales commission, if any) may, upon approval of the Board of Directors and subject to all applicable laws and regulations, notably with respect to a special report from the approved statutory auditor of the Company (which may also be specifically requested by the Board of Directors), be paid by contributing to the Company securities acceptable to the Board of Directors consistent with the investment policy and investment restrictions of the Company.

The specific costs for such purchase in kind, in particular the costs of the special report will be borne by the purchaser, or a third party, unless the Board of Directors considers that the contribution in kind is in the interest of the Company or made to protect the interest of the Company, in which case these costs may be borne entirely or partially by the Company.

Art. 25. The accounting year of the Company shall begin on the 1 st of April and shall terminate on the 31 st of March of the following year.

The accounts of the Company shall be expressed in USD. When there shall be different Sub-Funds as provided for in Article 5 hereof, and if the accounts within such Sub-Funds are expressed in different currencies, such accounts shall be converted into USD and added together for the purpose of the determination of the accounts of the Company.

Art. 26. The appropriation of the annual results and any other distributions shall be determined by the annual general meeting of shareholders upon proposal by the Board of Directors.

Any resolution of a general meeting of shareholders deciding on whether or not dividends are declared to the shares of any Sub-Fund or whether any other distributions are made in respect of each Sub-Fund shall, in addition, be subject to a prior vote, at the majority set forth above, of the shareholders of such Sub-Fund.

Interim dividends may, subject to the conditions set forth by the laws of the Grand Duchy of Luxembourg, be paid out on the shares of any Sub-Fund upon decision of the Board of Directors.

No distribution may be made if as a result thereof the capital of the Company became less than the minimum prescribed by the laws of the Grand Duchy of Luxembourg.

The dividends declared will normally be paid in the currency in which the relevant Sub-Fund is denominated or, in such other currencies as may be determined by the Board of Directors and may be paid at such places and times as shall be determined by the Board of Directors. The Board of Directors may make a final determination of the rate of exchange applicable to convert dividend funds to the currency of payment.

Dividends may further, in respect of any Sub-Fund, include an allocation from an equalization account which may be maintained in respect of any such Sub-Fund and which, in such event, will, in respect of such Sub-Fund be credited upon purchase of shares and debited upon sale of shares, in an amount calculated by reference to the accrued income attributable to such shares.

The Board of Directors may decide that dividends be automatically reinvested unless a shareholder elects for receiving payment of dividends. However, no dividends will be distributed if their amount is below an amount to be determined by the Board of Directors from time to time and disclosed in the Prospectus. Such amount will automatically be reinvested.

A dividend declared but unclaimed on a share after a period of five (5) years from the date of declaration of such dividend shall be forfeited and revert to the relevant Sub-Fund.

Art. 27. The Company may designate a management company in accordance with the 2010 Law.

The Company may also delegate to third parties for the purpose of a more efficient conduct of its business the power to carry out on its behalf one or more of its own functions.

The Company shall enter into a custodian agreement with a credit institution which shall satisfy the requirements of the 2010 Law (the "Custodian"). All securities and cash of the Company are to be held by or to the order of the Custodian who shall assume towards the Company and its shareholders the responsibilities provided by law.

In the event of the Custodian desiring to resign the Board of Directors shall use their best endeavours to find a company to act as custodian and upon doing so the Board of Directors shall appoint such company to be custodian in place of the resigning Custodian. The Board of Directors may terminate the appointment of the Custodian, but shall not remove the Custodian unless and until a successor custodian shall have been appointed in accordance with this provision to act in the place thereof.

Art. 28. In the event of a liquidation of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of shareholders resolving to liquidate the Company and which shall determine their powers and their compensation. The net proceeds of liquidation corresponding to each Sub-Fund shall be distributed by the liquidator(s) to the holders of shares of each Sub-Fund in proportion of their holding of shares in such Sub-Fund.

The Board of Directors of the Company may decide to liquidate a Sub-Fund if the net assets of such Sub-Fund fall below an amount to be determined by the Board of Directors and disclosed in the Prospectus, or if a change in the economic or political situation relating to the Sub-Fund concerned would justify such liquidation, or if required by the interests of the shareholders of the Sub-Fund concerned. The decision of the liquidation will be published or notified, if appropriate, by the Company in accordance with applicable laws and regulations. Unless the Board of Directors otherwise decides in the interests of, or to keep equal treatment between, the shareholders, the shareholders of the Sub-Fund concerned may continue to instruct the sale or switch of their shares. Assets which could not be distributed to their beneficiaries upon the close of the liquidation of the Sub-Fund concerned will be deposited with the Caisse de Consignation in Luxembourg on behalf of their beneficiaries. If not claimed, they shall be forfeited in accordance with Luxembourg law.

In all other circumstances or where the Board of Directors determines that the decision should be submitted for shareholders' approval, the decision to liquidate a Sub-Fund may be taken at a meeting of shareholders of the Sub-Fund to be liquidated. At such Sub-Fund meeting, no quorum shall be required and the decision to liquidate will be taken by simple majority of the votes cast.

Any merger of a Sub-Fund shall be decided by the Board of Directors unless the Board of Directors decides to submit the decision for a merger to a meeting of shareholders of the Sub-Fund concerned. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast.

In case of a merger of one or more Sub-Funds where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of shareholders for which no quorum is required and that may decide with a simple majority of the votes cast. In addition, the provisions on mergers of UCITS set forth in the 2010 Law and any implementing regulation (relating in particular to the notification of the shareholders) shall apply.

The Board of Directors may also, under the circumstances provided in the second paragraph of this Article, decide the reorganisation of any Sub-Fund by means of a division into two or more separate Sub-Funds. To the extent required by Luxembourg law, such decision will be published or notified, if appropriate, in the same manner as described above and, in addition, the publication or notification will contain information in relation to the Sub-Funds resulting from the reorganisation.

The preceding paragraph also applies to a division of shares of any Share Class.

In the circumstances provided in the second paragraph of this Article, the Board of Directors may also, subject to regulatory approval (if required), decide to consolidate or split any Share Classes within a Sub-Fund. To the extent required by Luxembourg law, such decision will be published or notified in the same manner as described above and the publication and/or notification will contain information in relation to the proposed split or consolidation. The Board of Directors may also decide to submit the question of the consolidation or split of Share Class to a meeting of holders of such Share Class. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast.

Art. 29. These Articles of Incorporation may be amended from time to time by a meeting of shareholders, subject to the quorum and voting requirements provided by the laws of the Grand Duchy of Luxembourg. Any amendment affecting the rights of the holders of shares of any Sub-Fund vis-à-vis those of any other Sub-Fund shall be subject, further, to the said quorum and majority requirements in respect of each such relevant Sub-Fund.

Art. 30. All matters not governed by these Articles of Incorporation shall be determined in accordance with the provisions of the 2010 Law and the law dated 10 th August 1915 on commercial companies as this law may be amended from time to time."

The undersigned notary who speaks and understands English, on request of the above appearing person, the present deed is worded in English in accordance with Article 26(2) of the 2010 Law.

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

The document having been read to the persons appearing, the members of the board signed together with the notary the present deed.

Signé: W. Lockwood, V. Le Tessier, C. Grosjean et M. Schaeffer.

Enregistré à Luxembourg Actes Civils, le 9 octobre 2012. Relation: LAC/2012/47268. Reçu soixante-quinze euros (EUR 75,-).

Le Receveur ff. (signé): Carole FRISING.

POUR EXPEDITION CONFORME, délivrée à la demande de la prédite société, aux fins d'inscription au Registre de Commerce.

Luxembourg, le 15 octobre 2012.

Référence de publication: 2012137221/1075.

(120181302) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Châteaux Management France S.A., Société Anonyme.

Siège social: L-1510 Luxembourg, 57, avenue de la Faïencerie.

R.C.S. Luxembourg B 94.304.

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L'an deux mille douze, le quinze octobre.

Par-devant Maître Henri HELLINCKX, notaire de résidence à Luxembourg.

S'est réunie l'Assemblée Générale Extraordinaire des actionnaires de la société anonyme CHATEAUX MANAGEMENT FRANCE S.A., avec siège social à Luxembourg, constituée suivant acte reçu par le notaire soussigné, alors de résidence à Mersch, en date du 13 juin 2003, publié au Mémorial, Recueil des Sociétés et Associations C numéro 784 du 25 juillet 2003. Les statuts en ont été modifiés en dernier lieu suivant acte reçu par le notaire soussigné, en date du 19 mai 2011, publié au Mémorial, Recueil des Sociétés et Associations C, numéro 1758 du 3 août 2011.

La séance est ouverte sous la présidence de Monsieur Robin Budowski, Gynisberg 3, CH-2565 Jens.

Le Président désigne comme secrétaire Madame Corinne Busciglio, demeurant professionnellement à Luxembourg.

L'assemblée élit comme scrutateur Monsieur Joseph Treis, demeurant professionnellement à Luxembourg.

Le Président déclare et prie le notaire d'acter:

I.- Que les actionnaires présents ou représentés ainsi que le nombre d'actions qu'ils détiennent sont renseignés sur une liste de présence, signée par le Président, le secrétaire, le scrutateur et le notaire instrumentaire.

Ladite liste de présence ainsi que, le cas échéant, les procurations des actionnaires représentés resteront annexées au présent acte pour être soumises avec lui aux formalités de l'enregistrement.

II.- Qu'il appert de cette liste de présence que toutes les 3.540 (trois mille cinq cent quarante) actions représentant l'intégralité du capital souscrit sont présentes ou représentées à la présente assemblée générale extraordinaire, de sorte que l'assemblée peut décider valablement sur tous les points portés à l'ordre du jour, les actionnaires présents ou représentés se reconnaissant dûment convoqués et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui leur a été communiqué au préalable.

III.- Que l'ordre du jour de la présente assemblée est le suivant:

Ordre du jour:

1. Modification de l'article 4 des statuts:

«Les actions sont et resteront sous forme nominative.

Un registre des actions est tenu au siège social et peut être consulté à la demande de chaque actionnaire.

Une cession d'action(s) s'opère par la mention sur le registre des actions, d'une déclaration de transfert, valablement datée et signée par le cédant et le cessionnaire ou par leurs mandataires et suivant une notification à, ou une acceptation par, la Société, conformément à l'article 1690 du Code Civil. La Société peut également accepter comme preuve du transfert d'actions, d'autres documents établissant l'accord du cédant et du cessionnaire. Les cessions d'actions ne peuvent se faire que par lot de dix (10) au moins (cette restriction ne s'appliquant pas aux transferts pour cause de décès).

Les actions sont indivisibles et la Société ne reconnaît qu'un (1) seul propriétaire par action.»

2. Divers.

Ces faits exposés et reconnus exacts par l'assemblée, cette dernière a pris à l'unanimité des voix, la résolution suivante:

Résolution unique

L'assemblée décide de modifier l'article 4 des statuts qui aura désormais la teneur suivante:

«Les actions sont et resteront sous forme nominative.

Un registre des actions est tenu au siège social et peut être consulté à la demande de chaque actionnaire.

Une cession d'action(s) s'opère par la mention sur le registre des actions, d'une déclaration de transfert, valablement datée et signée par le cédant et le cessionnaire ou par leurs mandataires et suivant une notification à, ou une acceptation par, la Société, conformément à l'article 1690 du Code Civil. La Société peut également accepter comme preuve du transfert d'actions, d'autres documents établissant l'accord du cédant et du cessionnaire. Les cessions d'actions ne peuvent se faire que par lot de dix (10) au moins (cette restriction ne s'appliquant pas aux transferts pour cause de décès).

Les actions sont indivisibles et la Société ne reconnaît qu'un (1) seul propriétaire par action.»

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

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

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

Signé: R. BUDOWSKI, C. BUSCIGLIO, J. TREIS et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 16 octobre 2012. Relation: LAC/2012/48507. Reçu soixante-quinze euros (75,- EUR).

Le Receveur (signé): I. THILL.

POUR EXPEDITION CONFORME, délivrée à la société sur demande.

Luxembourg, le 22 octobre 2012.

Référence de publication: 2012137120/59.

(120181328) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Le Palais Holding S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 157.802.

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Im Jahre zweitausendzwölf, am siebenundzwanzigsten Tag des Monats September.

Vor Uns, Notar Maître Jean-Joseph Wagner mit Amtssitz in SASSENHEIM, Großherzogtum Luxemburg,

ist erschienen:

die Gesellschaft „Raiffeisen-Leasing GmbH", mit Sitz in Hollandstraße 11-13, A-1020 Wien, eingetragen im österreichischen Handelsregister unter der Nummer FN 55858 w,

hier vertreten durch Herrn Raphaël PONCELET, mit beruflicher Anschrift in Luxemburg,

gemäß privatschriftlicher Vollmacht, ausgestellt in Vienna, am 24. September 2012.

Die Vollmacht bleibt nach Unterzeichnung ne varietur durch den Bevollmächtigten und den unterzeichneten Notar der gegenwärtigen Urkunde als Anlage beigefügt, um mit derselben registriert zu werden.

Die Erschienene ist die alleinige Gesellschafterin der Gesellschaft „Le Palais Holding S.à r.l." (die "Gesellschaft"), eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée) bestehend nach Recht des Großherzogtums Luxemburg, mit Sitz in 68-70, boulevard de la Pétrusse, L-2320 Luxemburg, eingetragen im Handelsregister von Luxemburg (Registre de Commerce et des Sociétés) unter der Nummer B 157.802, gegründet gemäß notarieller Urkunde aufgenommen am 24. Dezember 2010, veröffentlicht im Mémorial C am 16. März 2011, Nummer 494.

Die Erschienene, die das gesamte Gesellschaftskapital repräsentiert, fasst die folgenden Beschlüsse:

Erster Beschluss

Die alleinige Gesellschafterin beschließt das Geschäftsjahr der Gesellschaft, wie dieses in Artikel 18 der Satzung steht, abzuändern, sodass dieses nun wie folgt lautet:

" **18.** Das Gesellschaftsjahr beginnt am ersten Oktober und endet am letzten Tag des Monats September des folgenden Jahres."

Zweiter Beschluss

Unter Bezugnahme auf den ersten Beschluss, beschließt die alleinige Gesellschafterin, dass das laufende Geschäftsjahr der Gesellschaft am 30. September 2012 enden soll.

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

Nach Verlesung der Urkunde gegenüber dem erschienenen Bevollmächtigten, der dem Notar bei Namen, Vornamen, Personenstand und Wohnsitz bekannt ist, hat letzterer gemeinsam mit dem amtierenden Notar die gegenwärtige Urkunde unterschrieben.

Es folgt die englische Fassung:

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

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

there appeared:

The private limited company "Raiffeisen-Leasing GmbH", having its registered office at Hollandstraße 11-13, A-1020 Wien, registered with the Austrian company register under number FN 55858 w,

duly represented by Mr Raphaël PONCELET, residing professionally in Luxembourg,

by virtue of a proxy given in Vienna, on 24 September 2012,

which proxy, after having been signed ne varietur by the proxy-holder and the undersigned notary, shall remain attached to the present deed in order to be registered therewith.

Such appearing party is the sole shareholder of the company "Le Palais Holding S.à r.l." (the "Company"), a private limited liability company (société à responsabilité limitée) organised under the laws of the Grand Duchy of Luxembourg with its registered office at 68-70, boulevard de la Pétrusse, L-2320 Luxembourg, registered with the Registre de Commerce et des Sociétés of Luxembourg under number B 157.802, incorporated pursuant to a notarial deed on 24 December 2010, published in the Mémorial C on 16 March 2011, number 494.

The appearing party, representing the whole corporate capital, takes the following resolutions:

First resolution

The sole shareholder decides to change the business year of the Company stated in article 18 of the Articles in order to read as follows:

" **18.** The Company's financial year starts on the first day of October and ends on the last day of September of the following year."

Second resolution

In light of the first resolution, the sole shareholder decides that the current financial year of the Company shall end on 30 September 2012.

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

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

Gezeichnet: R. PONCELET, J.J. WAGNER.

Einregistriert zu Esch/Alzette A.C., am 28. September 2012. Relation: EAC/2012/12694. Erhalten fünfundsiebzig Euro (75.- EUR).

Der Einnehmer (gezeichnet): SANTIONI.

Référence de publication: 2012137309/65.

(120181026) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Adelphi Mezzco S.à r.l., Société à responsabilité limitée.

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.

R.C.S. Luxembourg B 172.146.

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STATUTES

In the year two thousand and twelve, on the fifteenth day of the month of October.

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

There appeared:

BRE/Europe 6NQ S.à r.l., a société à responsabilité limitée (private limited company), governed by the laws of the Grand Duchy of Luxembourg and having its registered office at 19, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg, having a share capital of EUR 12,500 and registered with the Registre de Commerce et des Sociétés (Trade and Companies Register) of Luxembourg under number B 166.230,

represented by Mr Joe Zeaiter, juriste, residing in Luxembourg pursuant to a proxy dated 15 th October 2012, which shall be registered together with the present deed.

The appearing party, acting in the above stated capacity, has requested the undersigned notary to draw up the articles of incorporation of a limited liability company Adelphi Mezzco S.à r.l. (société à responsabilité limitée) which is hereby established as follows:

Art. 1. Denomination. A limited liability company (société à responsabilité limitée) with the name "Adelphi Mezzco S.à r.l." (the "Company") is hereby formed by the appearing party and all persons who will become shareholders thereafter. The Company will be governed by these articles of association and the relevant legislation.

Art. 2. Object. The object of the Company shall be the holding of participations, in any form whatsoever, in Luxembourg and foreign companies and any other form of investment, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, control and development of its portfolio.

The Company may further guarantee, grant loans or otherwise assist the companies in which it holds a direct or indirect participation or which form part of the same group of companies as the Company.

The Company can perform all commercial, technical and financial or other operations, connected directly or indirectly in all areas in order to facilitate the accomplishment of its purposes.

In particular, the Company will provide the companies within its portfolio with the services necessary to their administration, control and development. For that purpose, the Company may require and retain the assistance of other advisors.

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

Art. 4. Registered Office. The Company has its registered office in the City of Luxembourg, Grand Duchy of Luxembourg. It may be transferred to any other place in the Grand Duchy of Luxembourg by means of a resolution of an extraordinary general meeting of its shareholders deliberating in the manner provided for amendments to the articles of association.

The address of the registered office may be transferred within the municipality by decision of the manager or as the case may be the board of managers.

The Company may have offices and branches, both in Luxembourg and abroad.

In the event that the manager, or as the case may be the board of managers, should determine that extraordinary political, economic or social developments have occurred or are imminent that would interfere with the normal activities of the Company at its registered office, or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such temporary measures shall have no effect on the nationality of the Company which, notwithstanding the temporary transfer of its registered office, will remain a Luxembourg company. Such temporary measures will be taken and notified to any interested parties by the manager or as the case may be the board of managers.

Art. 5. Share capital. The issued share capital of the Company is set at fifteen thousand Pounds Sterling (GBP15,000.-) represented seven hundred fifty (750) shares with a nominal value of twenty Pounds Sterling (GBP20.-) each. The capital of the Company may be increased or reduced by a resolution of the shareholders adopted in the manner required for amendment of these articles of association and the Company may proceed to the repurchase of its other shares upon resolution of its shareholders.

Any available share premium shall be distributable.

Art. 6. Transfer of Shares. Shares are freely transferable among shareholders. Except if otherwise provided by law, the share transfer to non-shareholders is subject to the consent of shareholders representing at least seventy five percent of the Company's capital.

Art. 7. Management of the Company. The Company is managed by one or several managers who do not need to be shareholders.

The sole manager or as the case may be the board of managers is vested with the broadest powers to manage the business of the Company and to authorise and/or perform all acts of disposal and administration falling within the purposes of the Company. All powers not expressly reserved by the law or by the articles of association to the general meeting shall be within the competence of the sole manager or as the case may be the board of managers. Vis-à-vis third parties the sole manager or as the case may be the board of managers has the most extensive powers to act on behalf of the Company in all circumstances and to do, authorise and approve all acts and operations relative to the Company not reserved by law or the articles of association to the general meeting or as may be provided herein.

The managers are appointed and removed from office by a simple majority decision of the general meeting of shareholders, which determines their powers and the term of their mandates. If no term is indicated the managers are appointed for an undetermined period. The managers may be re-elected but also their appointment may be revoked with or without cause (ad nutum) at any time.

In the case of more than one manager, the managers constitute a board of managers. Any manager may participate in any meeting of the board of managers by conference call or by other similar means of communication allowing all the persons taking part in the meeting to hear one another and to communicate with one another. A meeting may also at any time be held by conference call or similar means only. The participation in, or the holding of, a meeting by these means is equivalent to a participation in person at such meeting or the holding of a meeting in person. Managers may be

represented at meetings of the board by another manager without limitation as to the number of proxies which a manager may accept and vote.

Written notice of any meeting of the board of managers must be given to the managers twenty-four hours (24) at least in advance of the date scheduled for the meeting, except in case of emergency, in which case the nature and the motives of the emergency shall be mentioned in the notice. This notice may be omitted in case of assent of each manager in writing, by cable, telegram, telex, email or facsimile, or any other similar means of communication. A special convening notice will not be required for a board meeting to be held at a time and location determined in a prior resolution adopted by the board of managers.

Decisions of the board of managers are validly taken by the approval of the majority of the managers of the Company.

The board of managers may also, unanimously, pass resolutions on one or several similar documents by circular means when expressing its approval in writing, by cable or facsimile or any other similar means of communication. The entirety will form the circular documents duly executed giving evidence of the resolution. Managers' resolutions, including circular resolutions, may be conclusively certified or an extract thereof may be issued under the individual signature of any manager.

The Company will be bound by the sole signature in the case of a sole manager, and in the case of a board of managers by the sole signature of anyone of the managers. In any event the Company will be validly bound by the sole signature of any person or persons to whom such signatory powers shall have been delegated by the sole manager (if there is only one) or as the case may be the board of managers or anyone of the managers.

Art. 8. Liability of the Managers. The manager(s) are not held personally liable for the indebtedness of the Company. As agents of the Company, they are responsible for the performance of their duties.

Subject to the exceptions and limitations listed below, every person who is, or has been, a manager or officer of the Company shall be indemnified by the Company to the fullest extent permitted by law against liability and against all expenses reasonably incurred or paid by him in connection with any claim, action, suit or proceeding which he becomes involved as a party or otherwise by virtue of his being or having been such manager or officer and against amounts paid or incurred by him in the settlement thereof. The words "claim", "action", "suit" or "proceeding" shall apply to all claims, actions, suits or proceedings (civil, criminal or otherwise including appeals) actual or threatened and the words "liability" and "expenses" shall include without limitation attorneys' fees, costs, judgements, amounts paid in settlement and other liabilities.

No indemnification shall be provided to any manager or officer:

(i) Against any liability to the Company or its shareholders by reason of wilful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office;

(ii) With respect to any matter as to which he shall have been finally adjudicated to have acted in bad faith and not in the interest of the Company; or

(iii) In the event of a settlement, unless the settlement has been approved by a court of competent jurisdiction or by the board of managers.

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

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

Art. 9. Shareholder voting rights. Each shareholder may take part in collective decisions. He has a number of votes equal to the number of shares he owns and may validly act at any meeting of shareholders through a special proxy.

Art. 10. Shareholder meetings. Decisions by shareholders are passed in such form and at such majority(ies) as prescribed by Luxembourg Company law in writing (to the extent permitted by law) or at meetings. Any regularly constituted meeting of shareholders of the Company or any valid written resolution (as the case may be) shall represent the entire body of shareholders of the Company.

Meetings shall be called by convening notice addressed by registered mail to shareholders to their address appearing in the register of shareholders held by the Company at least eight (8) days prior to the date of the meeting. If the entire share capital of the Company is represented at a meeting the meeting may be held without prior notice.

In the case of written resolutions, the text of such resolutions shall be sent to the shareholders at their addresses inscribed in the register of shareholders held by the Company at least eight (8) days before the proposed effective date of the resolutions. The resolutions shall become effective upon the approval of the majority as provided for by law for collective decisions (or subject to the satisfaction of the majority requirements, on the date set out therein). Unanimous written resolution may be passed at any time without prior notice.

Except as otherwise provided for by law, (i) decisions of the general meeting shall be validly adopted if approved by shareholders representing more than half of the corporate capital. If such majority is not reached at the first meeting or first written resolution, the shareholders shall be convened or consulted a second time, by registered letter, and decisions shall be adopted by a majority of the votes cast, regardless of the portion of capital represented. (ii) However, decisions concerning the amendment of the articles of association are taken by (x) a majority of the shareholders (y) representing at least three quarters of the issued share capital and (iii) decisions to change of nationality of the Company are to be taken by Shareholders representing one hundred percent (100%) of the issued share capital.

At no time shall the Company have more than thirty (30) shareholders. At no time shall an individual be allowed to become a shareholder of the Company.

Art. 11. Accounting Year. The accounting year begins on 1 st January of each year and ends on 31 st December of the same year save for the first accounting year which shall commence on the day of incorporation and end on 31 st December 2012.

Art. 12. Financial Statements. Every year as of the accounting year's end, the annual accounts are drawn up by the manager or, as the case may be, the board of managers.

The financial statements are at the disposal of the shareholders at the registered office of the Company.

Art. 13. Distributions. Out of the net profit five percent (5%) shall be placed into a legal reserve account. This deduction ceases to be compulsory when such reserve amounts to ten percent (10%) of the issued share capital of the Company.

The shareholders may decide to pay interim dividends on the basis of statements of accounts prepared by the manager, or as the case may be the board of managers, showing that sufficient funds are available for distribution, it being understood that the amount to be distributed may not exceed profits realised since the end of the last accounting year increased by profits carried forward and distributable reserves and premium but decreased by losses carried forward and sums to be allocated to a reserve to be established by law.

The balance may be distributed to the shareholders upon decision of a general meeting of shareholders.

The share premium account may be distributed to the shareholders upon decision of a general meeting of shareholders. The general meeting of shareholders may decide to allocate any amount out of the share premium account to the legal reserve account.

Art. 14. Dissolution. In case the Company is dissolved, the liquidation will be carried out by one or several liquidators who may be but do not need to be shareholders and who are appointed by the general meeting of shareholders who will specify their powers and remunerations.

Art. 15. Sole Shareholder. If, and as long as one shareholder holds all the shares of the Company, the Company shall exist as a single shareholder company, pursuant to article 179 (2) of the law of 10 th August 1915 on commercial companies; in this case, articles 200-1 and 200-2, among others, of the same law are applicable.

Art. 16. Applicable law. For anything not dealt with in the present articles of association, the shareholders refer to the relevant legislation.

Subscription and Payment

The articles of association of the Company having thus been drawn up by the appearing party, the appearing party has subscribed and entirely paid-up the following shares:

Subscriber	Number of shares	Subscription price (€)
BRE/Europe 6NQ S.àr.l.	750	£15.000
Total	750	£15.000

Evidence of the payment of the total subscription price has been shown to the undersigned notary.

Expenses, Valuation

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of its formation are estimated at approximately EUR 1,200.-.

Extraordinary general meeting

The sole shareholder has forthwith taken immediately the following resolutions:

1. The registered office of the Company is fixed at: 19, rue de Bitbourg, L-1273 Luxembourg

2. The following person is appointed manager of the Company for an undetermined period of time subject to the articles of association of the Company with such signature powers as set forth in the articles of association of the Company:

- BRE/Management 6 S.A., a société anonyme incorporated under the laws of Luxembourg, with registered office at 19, rue de Bitbourg, L-1273 Luxembourg and being registered with the Registre de Commerce et des Sociétés in Luxembourg under number B 164.777,

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

The document having been read to the appearing party, who requested that the deed should be documented in the English language, the said appearing party signed the present original deed together with the notary, having personal knowledge of the English language.

The present deed, worded in English, is followed by a translation into German. In case of divergences between the English and the German text, the English version will prevail.

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

Folgt die Deutsche Übersetzung des Vorstehenden Textes:

Im Jahre zweitausendundzwölf, am fünfzehnten Tag des Monats Oktober,

Vor dem unterzeichnenden Notar Maître Henri Hellinckx, mit Amtssitz in Luxemburg, Großherzogtum Luxemburg,

ist erschienen,

BRE/Europe 6NQ S.à r.l., eine société à responsabilité limitée (Gesellschaft mit beschränkter Haftung) luxemburgischen Rechts mit Sitz in 19, rue de Bitbourg, L-1273 Luxemburg, Großherzogtum Luxemburg, und eingetragen im luxemburgischem registre de commerce et des société (Handelsregister) unter der Nummer B 166.230.

hier vertreten durch Herr Joe Zeaiter, juriste, mit Wohnsitz in Luxemburg, aufgrund einer privatschriftlichen Vollmacht vom 15. Oktober 2012, welche vorliegender Urkunde beigefügt um mit dieser bei der Registrierungsbehörde eingereicht zu werden.

Die erschienene Partei hat in ihrer vorgenannten Eigenschaft den unterzeichnenden Notar ersucht, die Gründungssatzung einer Gesellschaft mit beschränkter Haftung "Adelphi Mezzco S.à r.l." (société à responsabilité limitée) wie folgt zu beurkunden.

Art. 1. Gesellschaftsname. Eine Gesellschaft mit beschränkter Haftung (société à responsabilité limitée) mit dem Namen "Adelphi Mezzco S.à r.l." wird hiermit von der erschienenen Partei und allen Personen, die gegebenenfalls zukünftig als Gesellschafter eintreten, gegründet. Die Gesellschaft wird durch vorliegende Satzung und durch die entsprechende luxemburgische Gesetzgebung geregelt.

Art. 2. Gesellschaftszweck. Zweck der Gesellschaft ist das Halten von Beteiligungen in jeder beliebigen Form an in- und ausländischen Gesellschaften sowie jede andere Form von Investitionen, sowie den Erwerb durch Kauf, Zeichnung oder andere Art und Weise wie Übertragung durch Verkauf oder Tausch von Finanzinstrumenten jeder Art und die Verwaltung, Aufsicht und Entwicklung des Gesellschaftsportfolios.

Die Gesellschaft kann Sicherheiten leisten, Darlehen ausgeben oder die Gesellschaften an denen die Gesellschaft direkte oder indirekte Beteiligungen besitzt oder die zur Gruppe von Gesellschaften gehört, der die Gesellschaft angehört, in jeder anderen Form unterstützen.

Die Gesellschaft kann alle geschäftlichen, technischen, finanziellen ebenso wie alle andere direkt oder indirekt verbundenen Tätigkeiten welche die Erfüllung des Geschäftszwecks in den oben genannten Bereichen erleichtern, vornehmen.

Unter anderem wird die Gesellschaft allen Gesellschaften ihres Portfolios die für die Verwaltung, Entwicklung und Aufsicht dieser Gesellschaften notwendigen Leistungen zur Verfügung stellen. Für diesen Zweck kann die Gesellschaft die Unterstützung anderer Berater beanspruchen und auf solche zurückgreifen.

Art. 3. Geschäftsdauer. Die Gesellschaft ist auf unbegrenzte Dauer gegründet

Art. 4. Gesellschaftssitz. Die Gesellschaft hat ihren Sitz in Luxemburg-Stadt, Großherzogtum Luxemburg. Dieser kann, durch Beschluss einer außerordentlichen Generalversammlung der Gesellschafter die sich, in der für die Veränderung der Satzung vorgesehenen Art und Weise beraten, an jeden Ort im Großherzogtum Luxembourg verlegt werden.

Der eingetragene Sitz der Gesellschaft kann durch Beschluss des Geschäftsführers, beziehungsweise durch die Geschäftsführung innerhalb der Stadtgemeinde verlegt werden.

Die Gesellschaft kann Geschäfts- und Zweigstellen in Luxemburg und im Ausland errichten.

Sollte der Geschäftsführer, oder im Falle einer Geschäftsführung die Geschäftsführung, feststellen, dass außerordentliche politische, wirtschaftliche oder soziale Ereignisse eingetreten sind oder unmittelbar bevorstehen welche die normalen Tätigkeiten der Gesellschaft an ihrem eingetragenen Sitz oder die problemlose Kommunikation zwischen diesem Sitz und Personen im Ausland beeinträchtigen könnten, so kann der Gesellschaftssitz vorübergehend bis zum vollständigen Ende solcher ungewöhnlichen Umstände ins Ausland verlegt werden; derartige vorläufige Maßnahmen haben keine Auswirkung auf die staatliche Zugehörigkeit der Gesellschaft, die unbeschadet einer solchen vorübergehenden Sitzverlegung eine luxemburgische Gesellschaft bleibt. Solche vorübergehenden Maßnahmen werden vom Geschäftsführer oder, im Falle einer Geschäftsführung, von der Geschäftsführung vorgenommen und jeglichen betroffenen Personen mitgeteilt.

Art. 5. Gesellschaftskapital. Das herausgegebene Aktienkapital der Gesellschaft beläuft sich auf fünfzehntausend Pfund Sterling (£ 15.000,-), eingeteilt in siebenhundertfünfzig (750) Gesellschaftsanteile mit einem Nennwert von je zwanzig Pfund Sterling (£ 20,-).

Das Gesellschaftskapital der Gesellschaft kann durch Beschluss des/der Gesellschafter(s) in der für die Veränderung der Satzung vorgesehenen Art und Weise erhöht oder verringert werden und die Gesellschaft kann seine anderen Gesellschaftsanteile durch Beschluss des/der Gesellschafter(s) zurückkaufen.

Verfügbare Anteilsprämien können verteilt werden.

Art. 6. Übertragung der Anteile. Die Anteile sind unter den Gesellschaftern frei übertragbar. Soweit es das Gesetz nicht anders bestimmt, bedarf die Übertragung von Anteilen auf Dritte der Einwilligung von Gesellschaftern, welche zusammen mindestens fünfundsiebzig Prozent des Gesellschaftskapitals halten.

Art. 7. Geschäftsführung. Die Geschäftsführung der Gesellschaft erfolgt durch einen oder mehrere Geschäftsführer die keine Gesellschafter sein müssen.

Der alleinige Geschäftsführer beziehungsweise die Geschäftsführung ist mit der weitestreichenden Macht ausgestattet, das Geschäft der Gesellschaft zu verwalten und ist dazu befugt, jede Handlungen und Tätigkeiten, die mit dem Gegenstand der Gesellschaft im Einklang stehen, zu genehmigen und/oder auszuführen. Sämtliche Befugnisse, die nicht ausdrücklich per Gesetz oder durch die vorliegende Satzung den Gesellschaftern vorbehalten sind, fallen in den Zuständigkeitsbereich der Geschäftsführung beziehungsweise der Gesellschaftsführung.

Gegenüber Dritten hat der Geschäftsführer oder die Geschäftsführung (im Falle einer Geschäftsführung) die weitestreichende Macht um in allen Lagen, im Namen und Auftrag der Gesellschaft zu handeln und in jeden Lagen, jeden Akt und jede Handlung, welche nicht durch die vorliegende Satzung und durch die entsprechende luxemburgische Gesetzgebung im Kompetenzbereich der Gesellschafter liegt, im Auftrag der Gesellschaft vorzunehmen, zu erlauben und gutzuheißen.

Die Geschäftsführer werden durch mehrheitlichen Beschluss der Generalversammlung der Gesellschafter gewählt und abberufen, welche ihre Befugnisse und die Amtsdauer beschließt. Wenn keine Frist gesetzt wird, dann sind die Geschäftsführer auf unbestimmte Zeit ernannt. Die Geschäftsführer können wiedergewählt werden, jedoch kann ihre Ernennung zu jeder Zeit mit oder ohne Grund (ad nutum) widerrufen werden.

Jeder Geschäftsführer kann an jeder Sitzung der Geschäftsführung teilnehmen mittels Telefonkonferenz oder anderen zur Verfügung stehenden Kommunikationsmitteln insofern gewährleistet ist, dass alle an der Sitzung teilnehmenden Personen sich hören und miteinander kommunizieren können. Eine Sitzung kann jederzeit mittels einer Telefonkonferenz oder ähnlichen Kommunikationsmitteln abgehalten werden. Die Teilnahme oder das Abhalten einer Sitzung mit Hilfe dieser Mittel entspricht einer persönlichen Teilnahme an der betroffenen Sitzung. Die Geschäftsführer können sich in den Sitzungen ohne Einschränkung der Anzahl der Vollmachten durch einen anderen Geschäftsführer, der hierzu bevollmächtigt ist, vertreten lassen.

Die Geschäftsführer sind mindestens vierundzwanzig (24) Stunden vor Beginn einer Sitzung der Geschäftsführung mittels schriftlicher Einberufung, zu benachrichtigen, außer in Notfällen, in welchem Fall die Art und die Gründe dieser Umstände in der Einberufung erläutert werden müssen. Auf das Recht auf die oben beschriebene Weise einberufen zu werden kann jeder Geschäftsführer durch schriftliche Zustimmung per Telegramm, Telekopie, Email, Telefax oder per ähnlichem Kommunikationsmittel verzichten. Spezifische Einberufungen sind nicht notwendig für Sitzungen, welche vorher zu einem durch Geschäftsführungsbeschluss genehmigten Zeitplan und zu vorgesehenen Zeiten und an vorbestimmten Orten abgehalten werden.

Entscheidungen der Geschäftsführung werden durch die Mehrheit der Geschäftsführer der Gesellschaft gefasst.

Schriftliche Beschlüsse der Geschäftsführung können, aus einem einzigen oder mehreren einzelnen Dokumenten, gültig abgeschlossen werden, wenn sie von allen Mitgliedern der Geschäftsführung schriftlich, per Telegramm, Telefax oder per ähnlichem Kommunikationsmittel genehmigt wurden. Die verschiedenen Dokumente gleichen Inhalts bilden zusammen einen gültigen schriftlichen Beschluss. Beschlüsse der Geschäftsführung, einschließlich schriftliche Beschlüsse, können von einem einzelnen Geschäftsführer beweiskräftig beglaubigt und ein Auszug davon beweiskräftig unterschrieben werden.

Die Gesellschaft wird durch die Unterschrift des alleinigen Geschäftsführers oder durch die Unterschrift eines einzelnen Geschäftsführers im Falle einer Geschäftsführung gebunden. Die Gesellschaft ist in jedem Fall wirksam durch die Unterschrift einer oder mehrerer hierzu durch den alleinigen Geschäftsführer, oder im Falle einer Geschäftsführung, einer der Geschäftsführer, bevollmächtigten Personen, gebunden.

Art. 8. Haftung der Geschäftsführung. Die Geschäftsführer sind für Verschuldung der Gesellschaft nicht persönlich haftbar. Als Vertreter der Gesellschaft sind sie jedoch für die Ausführung ihrer Aufgaben und Pflichten verantwortlich.

Den unten aufgeführten Ausnahmen und Beschränkungen sind unterworfen jede Person, die ein Verwaltungsratsmitglied oder leitender Angestellter der Gesellschaft ist oder war, soll von der Gesellschaft in vollem, gesetzlich erlaubten, Umfang gegen Verbindlichkeiten und gegen alle Ausgaben, welche üblicherweise entstanden sind oder von ihm gezahlt wurden in Verbindung mit Klagen, Prozessen oder Verfahren in die er als Partei oder anderweitig eintritt aufgrund dessen, dass er ein Verwaltungsratsmitglied oder leitender Angestellter ist oder gewesen ist und die diesbezüglich gezahlten Beträge oder von durch deren Beilegung entstandenen Beträge, schadlos gehalten werden.

Die Begriffe „Klage", „Streitsache", „Prozess" oder „Verfahren" finden auf alle anhängigen oder bevorstehenden Klagen, Streitsachen, Prozesse oder Verfahren Anwendung (zivilrechtlich, strafrechtlich oder sonstige, einschließlich Rechtsmittel) Anwendung und die Begriffe „Verbindlichkeit" und „Ausgaben" beinhalten ohne Beschränkung Anwaltskosten, Prozesskosten, Sicherheitsleistungen, gezahlte Beträge bei Streitbeilegung und andere Verbindlichkeiten.

Einem Verwaltungsratsmitglied oder leitendem Angestellten wird keine Schadloshaltung gewährt

(i) gegen Verbindlichkeiten gegenüber der Gesellschaft oder ihrer Gesellschafter, aufgrund von vorsätzlich begangenen Delikten, Bösgläubigkeit, grober Vernachlässigung oder rücksichtsloser Missachtung der Aufgaben, die in seiner Amtsführung enthalten sind;

(ii) in (Straf-)Verfahren in denen das Verwaltungsratsmitglied oder der leitende Angestellte aufgrund eines Verstoßes, Bösgläubigkeit oder nicht im Interesse der Gesellschaft gehandelt zu haben, verurteilt wurde.

(iii) im Falle einer Beilegung, es sei denn die Beilegung ist von einem Gericht unter zuständiger Gerichtsbarkeit oder vom Verwaltungsrat genehmigt worden.

Das Recht der Schadloshaltung, das hier vorgesehen ist, ist abtrennbar und berührt keine anderen Rechte auf die das Verwaltungsratsmitglied oder der leitende Angestellte jetzt oder später ein Anrecht hat, und soll fortgeführt werden in der Person, die aufgehört hat, ein Verwaltungsratsmitglied oder leitender Angestellter zu sein und soll dem Vorteil der Erben, Testamentsvollstreckern und Verwaltern einer solchen Person dienen. Nichts hierin Enthaltenes berührt die Rechte zur Schadloshaltung, auf die Gesellschaftspersonal, eingeschlossen Verwaltungsratsmitglieder und leitende Angestellte Anspruch haben könnten aufgrund von Vertrag oder anderweitig durch Gesetz.

Ausgaben in Verbindung mit Vorbereitung und Vertretung der Verteidigung einer Klage, Streitsache, Prozess oder Verfahren beschrieben in diesem Artikel, soll von der Gesellschaft vor der endgültigen Verfügung darüber bei Zugang jeglicher Unternehmung seitens oder im Namen eines leitenden Angestellten oder Verwaltungsratsmitglieds vorgestreckt werden, um den benannten Betrag zurückzuzahlen wenn es letztlich bestimmt ist, dass er keinen Anspruch auf Schadloshaltung unter diesem Artikel hat.

Art. 9. Stimmrechte der Gesellschafter. Jeder Gesellschafter kann an kollektiven Entscheidungen teilnehmen. Die Zahl seiner Stimmen entspricht der Zahl seiner Gesellschaftsanteile und der Gesellschafter kann bei jeder Versammlung durch eine spezielle Vollmacht vertreten werden.

Art. 10. Gesellschafterversammlungen. Die Beschlüsse der Gesellschafter werden in der im luxemburgischen Gesellschaftsrecht vorgeschriebenen Form und mit der darin vorgesehenen Mehrheit, in Gesellschafterversammlungen oder durch Zirkularbeschlüsse (soweit dies gesetzlich möglich ist), gefasst. Jede ordnungsgemäß konstituierte Gesellschafterversammlung der Gesellschaft beziehungsweise jeder ordnungsgemäß schriftlicher Beschluss vertritt die Gesamtheit der Gesellschafter der Gesellschaft.

Die Einberufung der Sitzung durch den Geschäftsführer/die Geschäftsführung hat mindestens acht (8) Tage vor der Sitzung mittels eingeschriebenen Briefes an die Gesellschafter an ihre im Anteilsregister der Gesellschaft eingetragene Adresse, zu erfolgen. Wenn das gesamte Gesellschaftskapital der Gesellschaft vertreten ist, kann die Sitzung ohne vorherige Einberufung abgehalten werden.

Werden Beschlüsse im Wege eines Zirkularbeschlusses der Gesellschafter gefasst, so wird der Inhalt des Beschlusses mindestens acht (8) Tage bevor der Beschluss wirksam werden soll, an alle Gesellschafter an ihre im Anteilsregister eingeschriebene Adresse mittels eingeschriebenen Brief übersandt. Der Beschluss wird wirksam bei Zustimmung der vom Gesetz vorgesehenen Mehrheiten für gemeinsame Entscheidungen (oder, unter der Voraussetzung der Befriedigung der Mehrheitsvoraussetzungen, an Tag dieser Urkunde). Einstimmige Zirkularbeschlüsse können jederzeit ohne vorherige Ankündigung getroffen werden.

Soweit gesetzlich nicht anders vorgesehen ist, (i) werden die in den Gesellschafterversammlungen zu fassenden Beschlüsse von den Gesellschaftern getroffen, welche mehr als die Hälfte der Geschäftsanteile vertreten. Wird eine solche Mehrheit bei der ersten Gesellschafterversammlung nicht erreicht, werden die Gesellschafter per Einschreiben zu einer zweiten Gesellschafterversammlung geladen und die Beschlüsse werden sodann aufgrund der Mehrheit der abgegebenen Stimmen gefasst, unbeschadet der Quote der vertretenen Geschäftsanteile. (ii) Die Satzung kann jedoch nur mit Zustimmung (x) der Mehrheit der Gesellschafter, welche (y) zwei Drittel des Gesellschaftskapitals vertreten, abgeändert werden und (iii) Entscheidungen, die Nationalität der Gesellschaft zu ändern, bedürfen der Zustimmung von Gesellschaftern, die einhundert Prozent (100%) des Gesellschaftskapitals vertreten.

Zu keiner Zeit soll die Gesellschaft mehr als dreißig (30) Gesellschafter haben. Zu keiner Zeit soll es einer natürlichen Person gestattet sein, ein Gesellschafter der Gesellschaft zu werden.

Art. 11. Geschäftsjahr. Das Geschäftsjahr beginnt am ersten (1.) Januar und endet am einunddreißigsten (31.) Dezember eines jeden Jahres. Das erste Geschäftsjahr, welches am Tage der Gründung der Gesellschaft beginnt, wird am 31. Dezember 2012 enden.

Art. 12. Jahresabschluss. Der alleinige Geschäftsführer beziehungsweise die Geschäftsführung erstellt jedes Jahr die Jahresabrechnung der Gesellschaft.

Jeder Gesellschafter kann die Jahresabrechnung am Sitz der Gesellschaft einsehen.

Art. 13. Gewinnverwendung. Fünf Prozent (5%) des jährlichen Nettogewinns der Gesellschaft werden der gesetzlich vorgeschriebenen Rücklage zugeführt. Diese Rücklageeinzahlungspflicht besteht nicht mehr, sobald die gesetzliche Rücklage zehn Prozent (10%) des Gesellschaftskapitals beträgt.

Die Gesellschafter können auf der Grundlage eines von dem alleinigen Geschäftsführer, beziehungsweise der Geschäftsführung angefertigten Zwischenabschlusses die Ausschüttung von Abschlagsdividenden beschließen, sofern dieser Zwischenabschluss zeigt, dass ausreichend Gewinne und andere Reserven zur Ausschüttung zur Verfügung stehen, wobei der auszuschüttende Betrag die seit dem Ende des vorhergehenden Geschäftsjahres erzielten Gewinne, für welches die Jahresabschlüsse bereits bewilligt wurden, erhöht um die vorgetragenen Gewinne und ausschüttbaren Rücklagen, vermindert um die vorgetragenen Verluste und die der gesetzlichen Rücklage zuzuführenden Beträge, nicht übersteigen darf.

Der Saldo kann nach Entscheidung der Gesellschafterversammlung an die Gesellschafter ausgeschüttet werden.

Das Anteilsprämienkonto kann durch Beschluss der Gesellschafterversammlung an die Gesellschafter ausgeschüttet werden. Die Gesellschafterversammlung kann beschließen, jeden Betrag vom Anteilsprämienkonto auf die gesetzliche Rücklage zu übertragen.

Art. 14. Auflösung. Im Falle einer Auflösung der Gesellschaft ernennen die Gesellschafter einen oder mehrere Liquidatoren, bei welchen es sich nicht um Gesellschafter handeln muss, zwecks der Durchführung der Auflösung und bestimmen ihre Befugnisse und Vergütung.

Art. 15. Alleingesellschafter. Sofern die Gesellschaft nur aus einem (1) Gesellschafter besteht, gilt Artikel 179(2) des Gesetzes und u.a. die Artikel 200-1 und 200-2 finden Anwendung. In einem solchen Fall übt der alleinige Gesellschafter alle Befugnisse aus, welche auch der Gesellschafterversammlung durch das Gesetz verliehen wurden.

Art. 16. Anwendbares Recht. Sämtliche nicht ausdrücklich durch diese Satzung geregelten Angelegenheiten richten sich nach den entsprechenden Regelungen des Gesetzes.

Zeichnung und Zahlung

Nach dem die erschienene Partei die Gründungssatzung erstellt hat, hat sie das gesamte Gesellschaftskapital wie folgt eingezahlt und gezeichnet:

Einzahler	Zahl der Geschäftsanteile	Einzahlungspreis
BRE/Europe 6NQ S.àr.l.	750	£ 15.000
Total	750	£ 15.000

Ein Beleg für die vollständige Einzahlung der Geschäftsanteile wurde dem unterzeichneten Notar vorgelegt.

Kosten

Die Ausgaben, Kosten, Vergütungen und Aufwendungen jeglicher Art, welche der Gesellschaft aufgrund der vorliegenden Gesellschaftsgründung entstehen, werden ungefähr EUR 1.200,- betragen.

Ausserordentliche Beschlüsse des Gesellschafters

Unverzüglich nach der Gründung der Gesellschaft hat der alleinige Gesellschafter folgende Beschlüsse gefasst:

1. Sitz der Gesellschaft ist in 19, rue de Bitbourg, L-1273 Luxemburg.

2. Die folgende Person wird für einen unbeschränkten Zeitraum zum Geschäftsführer der Gesellschaft mit der in der Satzung der Gesellschaft beschriebenen Unterschriftsbefugnis ernannt:

- BRE/Management 6 S.A., eine Aktiengesellschaft (société anonyme) luxemburgischen Rechts mit Sitz in 19, rue de Bitbourg, L-1273 Luxemburg und eingetragen im luxemburgischen Handelsregister unter der Nummer B 164.777.

Worüber Urkunde, aufgenommen in Luxemburg, Großherzogtum Luxemburg, am Datum wie eingangs erwähnt.

Der unterzeichnende Notar, der Englisch versteht und spricht, erklärt hiermit, dass auf Ersuchen der oben erschienenen Partei, die vorliegende Urkunde in English abgefasst wird, gefolgt von einer deutschen Übersetzung.

Auf Ersuchen derselben erschienenen Partei und im Falle von Abweichungen zwischen dem englischen und dem deutschen Text, ist die englische Fassung maßgebend.

Und nach Vorlesung und Erklärung alles Vorstehenden an die erschienene Partei die dem amtierenden Notar nach Namen, Vornamen, Zivilstand und Wohnort bekannt, hat dieselbe zusammen mit dem Notar die gegenwärtige Urkunde unterschrieben.

Gezeichnet: J. ZEAITER und H. HELLINCKX.

Enregistré à Luxembourg A.C., le 16 octobre 2012. Relation: LAC/2012/48515. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

- FÜR GLEICHLAUTENDE AUSFERTIGUNG - Der Gesellschaft auf Begehr erteilt.

Luxemburg, den 22. Oktober 2012.

Référence de publication: 2012136955/408.

(120181379) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Avenir 2012, Société Anonyme.

Siège social: L-1931 Luxembourg, 11, avenue de la Liberté.

R.C.S. Luxembourg B 169.974.

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

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

Esch-sur-Alzette, le 22 octobre 2012.

Référence de publication: 2012137031/10.

(120181397) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

HTI, Société Anonyme.

Siège social: L-8308 Capellen, 75, Parc d'Activités.

R.C.S. Luxembourg B 129.654.

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Extrait des résolutions de l'assemblée générale ordinaire tenue le 17 octobre 2012

L'Assemblée prend note de la démission de Madame Brigitte Juliette BLUM de sa fonction d'administratrice de classe A de la Société avec effet au 17 octobre 2012.

L'Assemblée prend note de la démission de Monsieur Jean-Louis VORBURGER de ses fonctions d'administrateur de classe A de la Société avec effet au 17 octobre 2012.

Pour extrait

La société

Référence de publication: 2012137252/14.

(120180909) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Gesco SA, Société Anonyme.

Siège social: L-9410 Vianden, 3, Grand-rue.

R.C.S. Luxembourg B 100.483.

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Extrait du procès-verbal de la réunion de l'administrateur unique tenue le 11 octobre 2012 à 11.00 heures au siège social

L'administrateur unique décide, en se prévalant de l'autorisation préalable de l'Assemblée Générale Extraordinaire de ce jour et conformément à l'article 60 de la loi du 10 août 1915 et de l'article 10 des statuts, de déléguer tous ses pouvoirs en ce qui concerne la gestion des affaires ainsi que la représentation de la société à Madame Elia-Clara SOANIRINA, née à Ambodilazana (Madagascar) le 3/07/1971 et demeurant à L-9410 Vianden, 3, Grand-rue qui portera le titre d'administrateur délégué et qui pourra engager valablement la société par sa signature individuelle.

La durée du mandat du nouvel administrateur délégué est fixée pour une durée de 6 ans et prendra fin à l'issue de l'assemblée générale ordinaire qui statuera sur les comptes annuels de l'année 2017.

Pour extrait sincère et conforme

Signature

L'administrateur unique

Référence de publication: 2012137233/18.

(120181390) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Hairwitch Coiffure s.à r.l., Société à responsabilité limitée.

Siège social: L-5415 Canach, 13, rue Hardt.

R.C.S. Luxembourg B 132.209.

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Le bilan au 31/12/2010 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.

Référence de publication: 2012137243/9.

(120181696) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Holding & Investments S.A., Société Anonyme.

Siège social: L-1511 Luxembourg, 151, avenue de la Faïencerie.

R.C.S. Luxembourg B 133.787.

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Extrait des résolutions prises lors de la réunion du Conseil d'administration tenue au siège social le 25 septembre 2012:

Le Conseil d'administration décide de transférer le siège social de la Société au 151, Avenue de la Faïencerie, L-1511 Luxembourg.

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

HOLDING & INVESTMENTS S.A.

Référence de publication: 2012137246/12.

(120181244) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Home Plante Deco S.à r.l., Société à responsabilité limitée.

Siège social: L-2155 Luxembourg, 162, Muehlenweg.

R.C.S. Luxembourg B 113.301.

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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.

Esch-sur-Alzette, le 22/10/2012. Signature.

Référence de publication: 2012137248/10.

(120181476) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

HOTEL DU GRAND CHEF Emile BOSSELER et Cie, Société en Commandite simple.

Siège social: L-5610 Mondorf-les-Bains, 36, avenue des Bains.

R.C.S. Luxembourg B 47.833.

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

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

Luxembourg.

Référence de publication: 2012137249/10.

(120180902) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

HSH Global Aircraft I S.à r.l., Société à responsabilité limitée.

Capital social: USD 100.000,00.

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

R.C.S. Luxembourg B 127.642.

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Les comptes annuels pour l'année 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 11 octobre 2012. James Bermingham.

Référence de publication: 2012137251/10.

(120180834) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Indian Ridge Investments S.A., Société Anonyme.

Siège social: L-1219 Luxembourg, 23, rue Beaumont.

R.C.S. Luxembourg B 131.422.

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

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

Luxembourg, le 12 octobre 2012.

POUR LE CONSEIL D'ADMINISTRATION

Signature

Référence de publication: 2012137256/12.

(120181384) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

HPN Rohstoffhandel S.e.c.s., Société en Commandite simple.

Capital social: EUR 1.001,00.

Siège social: L-2330 Luxembourg, 140, boulevard de la Pétrusse.

R.C.S. Luxembourg B 172.134.

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STATUTEN

Erschienen:

1) Der Komplementär, CoInvest Beteiligungsmanagement Luxembourg S.à r.l., mit Geschäftsadresse 140, boulevard de la Petrusse, L-2330 Luxemburg,

2) Die Kommanditistin HPN Rohstoffhandel GbR mit der Geschäftsadresse in Kiefernweg 8, 70597 Stuttgart, Deutschland, vertreten durch den geschäftsführenden Gesellschafter Dr.Torsten Maurer.

A. Form - Zweck - Bezeichnung - Sitz - Dauer

Art. 1. Es wird hiermit zwischen den Zeichnern sowie allen zukünftigen Inhabern der in dieser Satzung ausgestellten Anteile eine Kommanditgesellschaft begründet, die die Bezeichnung „HPN Rohstoffhandel S.e.c.s." (kurz: HPN S.e.c.s.) führt.

Art. 2. Die Gesellschaft ist auf unbestimmte Zeit errichtet.

Art. 3. Zweck der Gesellschaft ist der Ankauf und Verkauf von Gold und Edelmetallen, Spot und Termingeschäften sowie von Derivaten.

Des Weiteren kann sich die Gesellschaft an Geschäften sowohl im In- als auch im Ausland beteiligen, die einen ähnlichen Zweck verfolgen; sie kann weiterhin sämtliche handelsübliche, industrielle und finanzielle Operationen vornehmen, welche direkt oder indirekt auf dem Hauptzweck Bezug haben. Die Gesellschaft kann Niederlassungen sowohl im In- als auch im Ausland eröffnen.

Art. 4. Der Gesellschaftssitz befindet sich in Luxembourg - Stadt.

Innerhalb der Gemeinde kann der Sitz der Gesellschaft durch Beschluss des Komplementärs verlegt werden.

B. Gesellschaftskapital - Anteil

Art. 5. Das Stammkapital der Gesellschaft beträgt 1.001 Euro eingeteilt in 1.001 Anteile zu je 1 Euro.

C. Geschäftsführung

Art. 12. Die Gesellschaft wird ausschließlich durch die CoInvest Beteiligungsmanagement Luxembourg S.ä r.l. als Komplementär und Geschäftsführer verwaltet. Gegenüber Dritten ist der Komplementär befugt, im Namen der Gesellschaft im weitesten Sinn zu handeln und Verwaltungs- sowie Verfügungsgeschäfte vorzunehmen, welche dem Zweck der Gesellschaft dienen.

Die Gesellschaft wird rechtsgültig durch die Einzelunterschrift eines bevollmächtigten Vertreters des Komplementärs verpflichtet. Kommanditisten dürfen in keiner Hinsicht an der Verwaltung der Gesellschaft teilnehmen. Jedoch gilt dieses Verbot nicht für Äußerungen, Ratschläge, Aufsichtshandlungen und Ermächtigungen des Komplementärs für Tätigkeiten, welche seinen Entscheidungsbereich überschreiten.

D. Gemeinschaftliche Entscheidungen

Art. 15. Das Geschäftsjahr beginnt am ersten Januar und endet am einunddreißigsten Dezember eines jeden Jahres. Das erste Geschäftsjahr ist ein Rumpfgeschäftsjahr.

Übergangsregelung

Das erste Geschäftsjahr beginnt am Gründungstag und endet am 31.12.2012.

Zeichnung und Einzahlung der Anteile

Die Erschienenen haben die Anteile wie folgt gezeichnet:

Kommanditistin:

1. HPN Rohstoffhandel GbR, vorgenannt,

hält und zahlt 1.000 Anteile für 1.000 Euro von insgesamt 1.001 Anteilen.

Komplementär:

2. CoInvest Beteiligungsmanagement Luxembourg S.ä r.l. vorgenannt,

hält 1 Anteil, zahlt 1 Euro am Kapital, haftet jedoch unbeschränkt. Das liquide und handelsrechtliche Ergebnis aus der Gesellschaft steht ausschließlich der Kommanditistin zu.

Alle Anteile wurden voll einbezahlt; demgemäß verfügt die Gesellschaft ab sofort uneingeschränkt über einen Betrag in Höhe von eintausendundeins Euro (EUR 1.001).

Ausserordentliche Generalversammlung der HPN S.e.c.s.

Sodann haben die Erschienenen, die das gesamte Kapital vertreten, sich zu einer außerordentlichen Generalversammlung der Gesellschafter, zu der sie sich als ordentlich einberufen erklären, zusammengefunden. Nachdem die Gültigkeit der Zusammensetzung nachgeprüft wurde, hat die Generalversammlung einstimmig folgenden Beschluss gefasst:

Die Gesellschafter beschließen den Sitz der Gesellschaft in L-2330 Luxembourg, 140, boulevard de la Petrusse, festzulegen.

Für beglaubigten Auszug.

Référence de publication: 2012137250/61.

(120181056) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Private Equity Capital Germany SeCS SICAR, Société en Commandite simple sous la forme d'une Société d'Investissement en Capital à Risque.

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

R.C.S. Luxembourg B 117.305.

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L'assemblée générale des porteurs de parts tenue le 25 mai 2012 a adopté les résolutions suivantes:

1. L'associé unique a élu PricewaterhouseCoopers S.à.r.l. à la fonction de Réviseur d'Entreprises pour une période d'un an se terminant à l'assemblée générale annuelle se tenant en 2013.

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

Luxembourg.

Pour PRIVATE EQUITY CAPITAL GERMANY SecCS SICAR

Northern Trust Luxembourg Management Company S.A.

Référence de publication: 2012137421/15.

(120180832) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Institut BROCHARD S.à r.l., Société à responsabilité limitée.

Siège social: L-1931 Luxembourg, 7, avenue de la Liberté.

R.C.S. Luxembourg B 104.225.

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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.

Référence de publication: 2012137257/9.

(120181626) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Intermeca SA, Société Anonyme.

Siège social: L-1882 Luxembourg, 3A, rue Guillaume Kroll.

R.C.S. Luxembourg B 84.508.

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

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

Luxembourg, le 19/10/2012. Signature.

Référence de publication: 2012137258/10.

(120181406) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Intralot Luxembourg S.A., Société Anonyme.

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

R.C.S. Luxembourg B 120.234.

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En date du 19 octobre 2012 les administrateurs ont pris la décision suivante:

- Réélection de CLERC, Compagnie Luxembourgeoise d'Expertise et de Révision Comptable, société anonyme ayant pour adresse le 1, rue Pletzer, 8080 Bertrange, immatriculé au registre du commerce et des sociétés de Luxembourg sous le numéro B 92376, à la fonction de Réviseur d'Entreprise agréé pour la prochaine année fiscale se terminant le 31 décembre 2012, avec effet immédiat.

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

Intralot Luxembourg S.A.
Manacor (Luxembourg) S.A.
Mandataire

Référence de publication: 2012137260/16.
(120180825) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Online Venture Capital S.A. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1611 Luxembourg, 13, avenue de la Gare.

R.C.S. Luxembourg B 172.135.

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STATUTES

In the year two thousand and twelve, on the eighth day of October

Before Us, Maître Paul BETTINGEN, notary, residing in Niederanven,

THERE APPEARED:

Olivier Jarny, born on 22 nd December 1975 in Nantes, France, resident professionally at 13 avenue de la Gare, L-1611 Luxembourg Such appearing person, has drawn up the following articles of a joint stock (société anonyme) company which he intends to organize.

Name - Registered offices - Duration - Object - Capital

Art. 1. There is hereby established by the current owner of the shares created hereafter and among all those who may become partners in the future, a Private Wealth management Company under the form of a joint stock company (société anonyme) which shall be governed by the law of 10 August 1915 concerning commercial companies, as amended, the law of 11 May 2007 on Private Wealth management Companies as amended ("SPF Law") as well as by the present articles of incorporation.

The company may have one shareholder or several shareholders. For so long as the Company has a Sole Shareholder, the Company may be managed by a Sole Director only who does not need to be a shareholder of the Company.

The death, suspension of civil rights, bankruptcy or insolvency of the sole shareholder will not cause the dissolution of the Company.

The company shall assume the name of Online Venture Capital S.A. SPF.

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

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

Without prejudice of the general rules of law governing the termination of contracts in case the registered office of the company has been determined by contract with third parties, the registered offices may be transferred to any other place within the Municipality of the registered offices by a simple decision of the board of directors.

If extraordinary events either political, economical or social that might create an obstacle to the normal activities at the registered offices or to easy communications of these offices with foreign countries should arise or be imminent, the registered offices may be transferred to another country till the complete cessation of these abnormal circumstances. This measure, however, shall not affect the nationality of the company, which will keep its Luxembourg nationality, notwithstanding the provisional transfer of its registered offices.

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

Art. 4. The sole object of the Company is the acquisition, the holding, the management and the realization of financial assets, within the meaning of the Law of 5 August 2005 on Financial Guarantee Contracts, as well as of cash monies and assets of any nature held in a bank account, excluding any commercial activity. Financial assets according to the Law of 5 August 2005 on Financial Guarantee Contracts consist in (a) any transferable securities including, in particular, shares and other titles equivalent to shares, shares of undertakings for collective investment, bonds and debentures and any other form of proof of debt, certificates of deposit, notes, and bills of exchange; (b) securities conferring the right to acquire shares, bonds and debentures and other stocks by way of subscription, purchase or exchange; (c) forward financial instruments and securities conferring the right to a settlement in cash (except payment instruments); including money market instrument; (d) any other title representing property rights, claims or transferable securities; (e) any underlying instrument (be they related to indexes, raw materials, precious metals, foodstuff, metals, commodities or other goods or risks); (f) any claim related to the items listed under (a) to (e) and any right concerning these items or related to them, whether these instruments are materialized or dematerialized, transferable by way of crediting on an account or by negotiation, bearer instruments or registered securities, endorsable or not, and irrespective of the applicable law. The Company may take any supervision measures, may carry out any transactions, which the Company may deem useful to the accomplishment of its purposes but only under the condition that the Company does not involve itself in the management of its shareholdings companies, within the meaning of the SPF Law.

Art. 5. The subscribed share capital is set at USD 42,000 (forty-two thousand U.S. Dollars) consisting of 420 (four hundred and twenty) shares with a par value of USD 100 (one hundred U.S. Dollars) each.

The shares may only be held by Eligible Investors as defined by article 3 of the SPF Law. The shares may be freely transferred, but only if the shares are held by Eligible Investors as defined by article 3 of the SPF Law.

The company's shares may be created, at the owner's option, in certificates representing single shares or two or more shares. The company may, to the extent and under the terms permitted by law, redeem its own shares.

Management - Supervision

Art. 6. For so long as the Company has a Sole Shareholder, the Company may be managed by a Sole Director only.

Where the Company has more than one shareholder, the Company shall be managed by a Board composed of at least three (3) directors who need not be shareholders of the Company. In that case, the General Meeting must appoint at least two new directors in addition to the then existing Sole Director. The director(s) shall be elected for a term not exceeding six years and shall be reeligible.

If the post of a director elected by the General Meeting becomes vacant, the remaining directors thus elected, may provisionally appoint a replacement. In this case, the next General Meeting will proceed to the final election.

When a legal person is appointed as a director of the Company, the legal entity must designate a permanent representative (représentant permanent) who will represent the legal entity in accordance with article 51bis of the Luxembourg act dated 10 August 1915 on commercial companies, as amended.

Art. 7. The board of directors chooses among its members a chairman. In the case the chairman is unable to carry out his duties, he is replaced by the director designated to this effect by the board. Exceptionally, the first chairman shall be appointed by the constitutive general meeting.

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

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

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

Any director may participate in a meeting of the board by conference call, visio conference, or similar means of communications equipment whereby (i) the directors attending the meeting can be identified, (ii) all persons participating in the meeting can hear and speak to each other, (iii) the transmission of the meeting is performed on an on-going basis and (iv) the directors can properly deliberate, and participating in a meeting by such means shall constitute presence in person at such meeting.

Resolutions in writing approved and signed by all directors shall have the same effect as resolutions voted at the director's meetings.

Art. 8. All decisions by the board shall require an absolute majority. In case of an equality of votes, the chairman of the meeting does not carry the decision.

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

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

Art. 10. Full and exclusive powers for the administration and management of the company are vested in the board of directors, which alone is competent to determine all matters not reserved for the General Meeting by law or by the present articles.

Art. 11. The board of directors may delegate the daily management to directors or to third persons who need not be shareholders of the company.

Art. 12. The company shall be bound towards third parties in all matters (i) by the joint signature of any two members of the board of directors, or (ii) by the sole signature of the managing director within the limits of the daily management or (iv) by the joint signatures of any persons or sole signature of the person to whom such signatory power has been granted by the Board or the sole director, but only within the limits of such power.

Where the company has a sole director, the company shall be bound towards third parties in all matters by the sole signature of the sole director.

Art. 13. The company is supervised by one or several statutory auditors, who are appointed by the General Meeting which fixes their number and their remuneration.

The duration of the term of office of an auditor is fixed by the General Meeting. It may not, however, exceed six years.

General meeting

Art. 14. The General Meeting represents the whole body of the shareholders. It has the most extensive powers to decide on the affairs of the company. The convening notices are made in the form and delay prescribed by law.

Any shareholder may participate in a General Meeting by conference call, visio conference, or similar means of communications equipment whereby (i) the shareholders attending the meeting can be identified, (ii) all persons participating in the meeting can hear and speak to each other, (iii) the transmission of the meeting is performed on an on-going basis and (iv) the shareholders can properly deliberate, and participating in a meeting by such means shall constitute presence in person at such meeting.

Art. 15. The annual General Meeting is held in the commune of the registered office at the place specified in the notice convening the meeting on the last Friday of March at 2 o'clock pm and for the first time in 2014.

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

Art. 16. The directors or the auditors may convene an extraordinary General Meeting. It must be convened at the request of shareholders representing one fifth of the company's capital.

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

Business year - Distribution of profits

Art. 18. The business year begins on January 1 st and ends on December 31 st . The first business year begins today and ends on December 31 st , 2013.

The board of directors draws up the annual accounts according to the legal prescriptions.

It submits these documents with a report of the company's operations one month at least before the Statutory General Meeting to the statutory auditors.

Art. 19. After deduction of general expenses and all charges, the balance represents the net profit of the company. Five percent of this net profit shall be allocated to the legal reserve fund. Such deduction will cease to be compulsory when the reserve fund reaches ten percent of the share capital of the company.

The balance is at the disposal of the General Meeting.

Advances and dividends may be paid by the board of directors in compliance with the legal requirements.

The General Meeting can decide to assign profits and distributable reserves to the reimbursement of the capital, without reducing the corporate capital.

Dissolution - Liquidation

Art. 20. The company may be dissolved by a decision of the General Meeting voting with the same quorum as for the amendment of the articles of incorporation.

Should the company be dissolved, the liquidation will be carried out by one or several liquidators, legal or physical bodies, appointed by the General Meeting which will specify their powers and remunerations.

General dispositions

Art. 21. As regards the matters which are not specified in the present articles, the parties refer and submit to the provisions of the Luxembourg law of 10 August 1915 on commercial companies, as amended and the SPF Law.

Verification

The notary executing this deed declares that the conditions enumerated in article 26 of the law on commercial companies of August 10 th , 1915, have been fulfilled and expressly bears witness to their fulfillment.

Expenses

For the sake of the present deed, the share capital is estimated at EUR 32,209.1 (exchange rate (median price) available on 8 October 2012: USD 1.-= EUR 0.76688).

The amount of the expenses for which the company is liable as a result of its formation is approximately one thousand two hundred Euros (EUR 1,200).

Subscription

The shares have been subscribed to as follows:

Olivier Jarny, prenamed, ...	420 shares
TOTAL:	420 shares

The subscribed capital has been partly paid up in cash. The result is that as of now the company has at its disposal the sum of 10,500 USD (ten thousand five hundred U.S. Dollars) as was certified to the notary executing this deed.

Extraordinary general meeting

The above-named sole shareholder, representing the whole of the subscribed capital, considering himself to be duly convened, then held an extraordinary general meeting and passed the following resolutions.

1.- The company's address is fixed at 13 avenue de la Gare, L-1611 Luxembourg.

2.- The following has been elected as sole director, his term of office expiring at the General Meeting of the year 2014: Olivier Jarny, born on 22 nd December 1975, resident professionally at 13 avenue de la Gare, L-1611 Luxembourg.

3.- The following has been appointed as statutory auditor, its term of office expiring at the General Meeting of the year 2014: ATS Consulting S.àr.l., with its registered office at 39 route d'Arlon, L-8410 Steinfort, RCS Luxembourg B number 117219.

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing parties, the present deed is worded in English followed by a French translation; on the request of the same appearing parties and in case of divergence between the English and the

WHEREOF the present notarial deed was drawn up in Senningerberg, on the day indicated at the beginning of this deed.

The document having been read to the person appearing, he signed with the notary the present original deed.

Suit la version française du texte qui précède:

L'an deux mil douze, le huitième jour d'octobre

Pardevant Maître Paul BETTINGEN, notaire de résidence à Niederanven.

A COMPARU:

Olivier Jarny, né le 22 décembre 1975 à Nantes, France, résidant professionnellement au 13 avenue de la Gare, L-1611 Luxembourg.

Laquelle personne comparante, a arrêté ainsi qu'il suit les statuts d'une société anonyme qu'elle va constituer:

Dénomination - Siège - Durée - Objet - Capital

Art. 1 er . Il est formé par les présentes par le propriétaire actuel des actions ci-après créées et tous ceux qui pourront le devenir par la suite, une Société de gestion de Patrimoine Familial sous la forme d'une société anonyme qui sera régie par la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée, la loi du 11 mai 2007 sur la Société de gestion de Patrimoine Familial, telle que modifiée («Loi sur les SPF») ainsi que par les présents statuts.

La société peut avoir un associé unique ou plusieurs actionnaires. Tant que la société n'a qu'un actionnaire unique, elle peut être administrée par un administrateur unique seulement qui n'a pas besoin d'être l'associé unique de la société.

La société ne pourra pas être dissoute par la mort, la suspension des droits civiques, la faillite, la liquidation ou la banqueroute de l'associé unique.

La société prend la dénomination de Online Venture Capital S.A. SPF.

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

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

Sans préjudice des règles de droit commun en matière de résiliation contractuelle, au cas où le siège de la société est établi par contrat avec des tiers, le siège de la société pourra être transféré sur simple décision du conseil d'administration à tout autre endroit de la commune du siège.

Lorsque des événements extraordinaires d'ordre politique, économique ou social, de nature à compromettre l'activité normale au siège social ou la communication aisée de ce siège avec l'étranger se produiront ou seront imminents, le siège social pourra être transféré à l'étranger jusqu'à cessation complète de ces circonstances anormales, sans que toutefois cette mesure puisse avoir d'effet sur la nationalité de la société, laquelle, nonobstant ce transfert provisoire du siège, restera luxembourgeoise.

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

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

Art. 4. La Société a pour objet exclusif, à l'exclusion de toute activité commerciale, l'acquisition, la détention, la gestion et la réalisation d'une part d'instruments financiers au sens de la loi du 5 août 2005 sur les contrats de garantie financière et d'autre part d'espèces et d'avoirs de quelque nature que ce soit détenus en compte. Par instrument financier au sens de la loi du 5 août 2005 sur les contrats de garantie financière il convient d'entendre (a) toutes les valeurs mobilières et autres titres, y compris notamment les actions et les autres titres assimilables à des actions, les parts de sociétés et d'organismes de placement collectif, les obligations et les autres titres de créance, les certificats de dépôt, bons de caisse et les effets de commerce, (b) les titres conférant le droit d'acquérir des actions, obligations ou autres titres par voie de souscription, d'achat ou d'échange, (c) les instruments financiers à terme et les titres donnant lieu à un règlement en espèces (à l'exclusion des instruments de paiement), y compris les instruments du marché monétaire, (d) tous autres titres représentatifs de droits de propriété, de créances ou de valeurs mobilières, (e) tous les instruments relatifs à des sous-jacents financiers, à des indices, à des matières premières, à des matières précieuses, à des denrées, métaux ou marchandises, à d'autres biens ou risques, (f)les créances relatives aux différents éléments énumérés sub a) à e) ou les droits sur ou relatifs à ces différents éléments, que ces instruments financiers soient matérialisés ou dématérialisés,

transmissibles par inscription en compte ou tradition, au porteur ou nominatifs, endossables ou non endossables et quel que soit le droit qui leur est applicable. D'une façon générale, la Société peut prendre toutes mesures de surveillance et de contrôle et effectuer toute opération ou transaction qu'elle considère nécessaire ou utile pour l'accomplissement et le développement de son objet social de la manière la plus large, à condition que la Société ne s'immisce pas dans la gestion des participations qu'elle détient, tout en restant dans les limites de la Loi sur les SPF.

Art. 5. Le capital souscrit est fixé à quarante-deux mille US Dollars (USD 42.000) représenté par quatre cent vingt (420) actions d'une valeur nominale de cent US Dollars (USD 100) chacune.

Les actions ne peuvent être détenues que par des investisseurs éligibles comme définis par l'article 3 de la Loi sur les SPF.

Les actions sont librement cessibles sous réserve d'être détenues par des investisseurs éligibles tels que définis par l'article 3 de la Loi sur les SPF

Les actions de la société peuvent être créées, en titres unitaires ou en certificats représentatifs de plusieurs actions.

La société peut, dans la mesure et aux conditions prescrites par la loi, racheter ses propres actions.

Administration - Surveillance

Art. 6. Tant que la société a un actionnaire unique, la société peut être administrée par un administrateur unique seulement.

Si la société a plus d'un actionnaire, elle sera administrée par un conseil d'administration comprenant au moins trois membres, lesquels ne seront pas nécessairement actionnaires de la Société. Dans ce cas, l'assemblée générale doit nommer au moins deux nouveaux administrateurs en plus de l'administrateur unique en place. L'administrateur unique ou, le cas échéant, les administrateurs seront élus pour un terme ne pouvant excéder six ans et ils seront rééligibles.

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

Lorsqu'une personne morale est nommée administrateur de la société, la personne morale doit désigner un représentant permanent qui représentera la personne morale conformément à l'article 51bis de la loi luxembourgeoise en date du 10 août 1915 sur les sociétés commerciales, telle qu'amendée.

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

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

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

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

Tout administrateur peut participer à la réunion du conseil d'administration par conférence téléphonique, visioconférence ou tout autre moyen de communication similaire grâce auquel (i) les administrateurs participant à la réunion du conseil d'administration peuvent être identifiés, (ii) toute personne participant à la réunion du conseil d'administration peut entendre et parler avec les autres participants, (iii) la réunion du conseil d'administration est retransmise en direct et (iv) les membres du conseil d'administration peuvent valablement délibérer; la participation à une réunion du conseil d'administration par un tel moyen de communication équivaudra à une participation en personne à une telle réunion.

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

Art. 8. Toute décision du conseil est prise à la majorité absolue des votants. En cas de partage, la voix de celui qui préside la réunion n'est pas prépondérante.

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

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

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

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

Art. 12. La société sera engagée, en toutes circonstances vis-à-vis des tiers par (i) la signature conjointe de deux administrateurs de la société, ou (ii) par la signature unique de l'administrateur-délégué dans les limites de la gestion journalière ou (iii) par les signatures conjointes de toutes personnes ou l'unique signature de toute personne à qui de

tels pouvoirs de signature auront été délégués par le conseil d'administration ou l'administrateur unique selon le cas, et ce dans les limites des pouvoirs qui leur auront été conférés.

Lorsque la société a un administrateur unique, elle est engagée en toutes circonstances par la signature individuelle de l'administrateur unique.

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

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

Assemblée générale

Art. 14. L'assemblée générale réunit tous les actionnaires. Elle a les pouvoirs les plus étendus pour décider des affaires sociales. Les convocations se font dans les formes et délais prévus par la loi.

Tout actionnaire de la société peut participer à l'assemblée générale par conférence téléphonique, visioconférence ou tout autre moyen de communication similaire grâce auquel (i) les actionnaires participant à la réunion de l'assemblée générale peuvent être identifiés, (ii) toute personne participant à la réunion de l'assemblée générale peut entendre et parler avec les autres participants, (iii) la réunion de l'assemblée générale est retransmise en direct et (iv) les actionnaires peuvent valablement délibérer; la participation à une réunion de l'assemblée générale par un tel moyen de communication équivaudra à une participation en personne à une telle réunion.

Art. 15. L'assemblée générale annuelle se réunit dans la commune du siège social, à l'endroit indiqué dans la convocation, le dernier vendredi du mois de mars à quatorze heures et pour la première fois en 2014.

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

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

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

Année sociale - Répartition des bénéfices

Art. 18. L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année. Le premier exercice social commence aujourd'hui et se termine le 31 décembre 2013.

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

Il remet ces pièces avec un rapport sur les opérations de la société un mois au moins avant l'assemblée générale ordinaire aux commissaires.

Art. 19. L'excédent favorable du bilan, déduction faite des charges et amortissements, forme le bénéfice net de la société. Sur ce bénéfice, il est prélevé cinq pour cent pour la formation du fonds de réserve légale; ce prélèvement cesse d'être obligatoire lorsque la réserve aura atteint dix pour cent du capital social.

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

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

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

Dissolution - Liquidation

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

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

Disposition générale

Art. 21. La loi du 10 août 1915 et ses modifications ultérieures le cas échéant ainsi que la Loi sur les SPF trouveront leur application partout où il n'y a pas été dérogé par les présents statuts.

Constatation

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

Frais

Pour les besoins du présent acte, le capital social est évalué à EUR 32.209,1 (taux de change (median price) disponible le 8 octobre 2012: USD 1,-= EUR 0,76688).

Les parties ont évalué les frais incombant à la Société du chef de sa constitution à environ mille deux cents Euros (EUR 1.200).

Souscription

Les actions ont été souscrites comme suit:

Olivier Jarny, précité	420 actions
TOTAL:	420 actions

Ces actions ont été libérées partiellement par des versements en espèces, de sorte que la somme de dix mille cinq cents US Dollars (USD 10.500) se trouve dès à présent à la libre disposition de la Société, ainsi qu'il en a été justifié au notaire instrumentant qui le constate expressément.

Assemblée générale extraordinaire

Et immédiatement après la constitution de la Société, l'associé unique représentant l'intégralité du capital social et se considérant comme dûment convoqué, s'est constitué en assemblée générale extraordinaire et a pris les résolutions suivantes:

1.- L'adresse de la société est fixée à 13 avenue de la Gare, L-1611 Luxembourg.

2.- Est appelé aux fonctions d'administrateur unique, son mandat expirant lors de l'assemblée générale de l'année 2014: Olivier Jarny, né le 22 décembre 1975, à Nantes, France, résidant professionnellement au 13 avenue de la Gare, L-1611 Luxembourg.

3.- Est appelée aux fonctions de commissaire son mandat expirant lors de l'assemblée générale de l'année 2014: ATC Consulting S.à r.l., avec siège social au 39 route d'Arlon, L-8410 Steinfort, RCS Luxembourg B numéro 117219.

Le notaire soussigné, qui a personnellement la connaissance de la langue anglaise, déclare que les comparants l'ont 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 Senningerberg, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au comparant, celui-ci a signé le présent acte avec le notaire.

Signé: Olivier Jarny, Paul Bettingen.

Enregistré à Luxembourg, A.C., le 09 octobre 2012. LAC / 2012 / 47200. Reçu 75.

Le Receveur ff. (signé): Carole Frising.

- Pour copie conforme délivrée à la société aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Senningerberg, le 18 octobre 2012.

Référence de publication: 2012137402/343.

(120181072) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

ICE Global Credit Funds, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 47-49, avenue J.F. Kennedy.

R.C.S. Luxembourg B 155.039.

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Les comptes annuels au 30 juin 2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 18 octobre 2012. Signature.

Référence de publication: 2012137262/10.

(120181446) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

ICT Luxembourg G.m.b.H., Société à responsabilité limitée.

Siège social: L-6868 Wecker, 6, Am Scheerleck.

R.C.S. Luxembourg B 106.339.

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

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

Luxembourg, le 18 octobre 2012.

Pour ICT Luxembourg, G.m.b.H.

Un mandataire

Référence de publication: 2012137263/12.

(120181294) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

ICT Luxembourg G.m.b.H., Société à responsabilité limitée.

Siège social: L-6868 Wecker, 6, Am Scheerleck.

R.C.S. Luxembourg B 106.339.

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Le bilan 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.

Luxembourg, le 18 octobre 2012.

Pour ICT Luxembourg, G.m.b.H.

Un mandataire

Référence de publication: 2012137264/12.

(120181295) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

ICT Luxembourg G.m.b.H., Société à responsabilité limitée.

Siège social: L-6868 Wecker, 6, Am Scheerleck.

R.C.S. Luxembourg B 106.339.

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Le bilan au 31 décembre 2009 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 18 octobre 2012.

Pour ICT Luxembourg, G.m.b.H.

Un mandataire

Référence de publication: 2012137265/12.

(120181296) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Integrale Immo Lux S.A., Société Anonyme.

Siège social: L-1513 Luxembourg, 63, boulevard Prince Félix.

R.C.S. Luxembourg B 171.835.

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Extrait du Procès-verbal de l'Assemblée générale extraordinaire du 11 octobre 2012

1. Nomination du commissaire aux comptes et fixation de ses émoluments

Le mandat de commissaire aux comptes est confié à Monsieur Julien Dessart, employé, né à Liège, le 14 juin 1981, demeurant à B-4000 LIEGE, rue de l'Académie 18/021 A.

Son mandat prendra fin à l'issue de l'assemblée générale annuelle qui approuvera les comptes annuels de l'exercice social qui prendra fin le 31 décembre 2013.

Signatures.

Référence de publication: 2012137284/14.

(120181287) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

ICT Luxembourg G.m.b.H., Société à responsabilité limitée.

Siège social: L-6868 Wecker, 6, Am Scheerleck.

R.C.S. Luxembourg B 106.339.

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Le bilan au 31 décembre 2008 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 18 octobre 2012.

Pour ICT Luxembourg, G.m.b.H.

Un mandataire

Référence de publication: 2012137266/12.

(120181297) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

ICT Luxembourg G.m.b.H., Société à responsabilité limitée.

Siège social: L-6868 Wecker, 6, Am Scheerleck.

R.C.S. Luxembourg B 106.339.

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Le bilan au 31 décembre 2007 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 18 octobre 2012.
Pour ICT Luxembourg, G.m.b.H.
Un mandataire

Référence de publication: 2012137267/12.
(120181298) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

ICT Luxembourg G.m.b.H., Société à responsabilité limitée.

Siège social: L-6868 Wecker, 6, Am Scheerleck.

R.C.S. Luxembourg B 106.339.

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Le bilan au 31 décembre 2006 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 18 octobre 2012.
Pour ICT Luxembourg, G.m.b.H.
Un mandataire

Référence de publication: 2012137268/12.
(120181299) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

ICT Luxembourg G.m.b.H., Société à responsabilité limitée.

Siège social: L-6868 Wecker, 6, Am Scheerleck.

R.C.S. Luxembourg B 106.339.

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Le bilan au 31 décembre 2005 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 18 octobre 2012.
Pour ICT Luxembourg, G.m.b.H.
Un mandataire

Référence de publication: 2012137269/12.
(120181300) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

IK Investment Partners Nordic S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 157.344.

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

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

Signatures.

Référence de publication: 2012137271/10.
(120181370) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Ikanos S.A., Société Anonyme.

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

R.C.S. Luxembourg B 18.199.

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Les comptes annuels au 31-03-2012 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012137274/9.
(120181170) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Immo Contact Nord S.à r.l., Société à responsabilité limitée.

Siège social: L-9016 Ettelbruck, 3, rue de l'Ecole Agricole.

R.C.S. Luxembourg B 139.675.

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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: 2012137275/10.

(120181203) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

St Leonard Finance S.à r.l., Société à responsabilité limitée.

Capital social: EUR 22.854.000,00.

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

R.C.S. Luxembourg B 109.415.

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EXTRAIT

En date du 19 octobre 2012, l'associé unique de la Société, a pris les résolutions suivantes:

- la démission de Wim Rits en tant que gérant de classe A de la Société, est acceptée avec effet au 22 octobre 2012;

- la démission d'Ivo Hemelraad en tant que gérant de classe A de la Société, est acceptée avec effet au 22 octobre 2012;

- Virginia Strelen, née à Bergisch Gladbach, Allemagne, le 30 mai 1977, avec adresse professionnelle au 15, rue Edward Steichen, L-2540 Luxembourg, est nommée nouveau gérant de classe A de la Société avec effet au 22 octobre 2012 et pour une durée indéterminée.

- Jacques de Patoul, né à Luxembourg, le 10 janvier 1980, avec adresse professionnelle au 15, rue Edward Steichen, L-2540 Luxembourg, est nommé nouveau gérant de classe A de la Société avec effet au 22 octobre 2012 et pour une durée indéterminée.

A compter du 22 octobre 2012, le conseil de gérance se compose comme suit:

- Virginia Strelen, gérant A;

- Jacques de Patoul, gérant A;

- Peter Kearns, gérant B.

Pour extrait conforme.
Luxembourg, le 22 octobre 2012.

Référence de publication: 2012137495/25.

(120181081) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Immo-Contact, s.à r.l., Société à responsabilité limitée.

Siège social: L-5884 Hesperange, 421A, route de Thionville.

R.C.S. Luxembourg B 108.643.

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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: 2012137276/10.

(120181205) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

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

Siège social: L-1855 Luxembourg, 15, avenue J.F. Kennedy.

R.C.S. Luxembourg B 147.871.

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Le Rapport financier au 25 mai 2012 (date de mise en liquidation), 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: 2012137279/11.

(120181064) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Indigems Finance S.A., Société Anonyme.

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

R.C.S. Luxembourg B 52.909.

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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.

Référence de publication: 2012137280/9.

(120181172) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Infinity Liberty S.A., Société Anonyme.

Siège social: L-4751 Pétange, 165A, route de Longwy.

R.C.S. Luxembourg B 104.202.

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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: 2012137281/10.

(120181204) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Lagon, Société Anonyme.

Siège social: L-8308 Capellen, 75, Parc d'Activités.

R.C.S. Luxembourg B 130.363.

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Extrait des résolutions de l'assemblée générale ordinaire tenue le 16 octobre 2012

L'Assemblée prend note de la démission de Madame Brigitte Juliette BLUM de sa fonction d'administratrice de classe A de la Société avec effet au 16 octobre 2012.

L'Assemblée prend note de la démission de Monsieur Jean-Louis VORBURGER de ses fonctions d'administrateur de classe A de la Société avec effet au 16 octobre 2012.

Pour extrait

La société

Référence de publication: 2012137321/14.

(120180908) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Intellectual Property Management Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-5421 Erpeldange, 21A, rue de Mondorf.

R.C.S. Luxembourg B 162.117.

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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.

Référence de publication: 2012137287/9.

(120181493) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

International Wave Holding S.A. S.P.F., Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 35.511.

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

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

Signature.

Référence de publication: 2012137288/10.

(120181561) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

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

Siège social: L-5254 Sandweiler, 19, rue Batty Weber.

R.C.S. Luxembourg B 154.337.

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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.

MORBIN Nathalie.

Référence de publication: 2012137289/10.

(120180849) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

ISO 200 S.A., Société Anonyme.

Siège social: L-1882 Luxembourg, 3A, rue Guillaume Kroll.

R.C.S. Luxembourg B 42.655.

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

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

Luxembourg, le 19/10/2012. Signature.

Référence de publication: 2012137293/10.

(120181409) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

SLS INOVATION SàRL (H-K), succursale de Luxembourg, Succursale d'une société de droit étranger.

Adresse de la succursale: L-3871 Schifflange, 13, rue de la Paix.

R.C.S. Luxembourg B 169.979.

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Extrait du Procès-Verbal de la résolution extraordinaire du gérant administratif de SLS INOVATION SARL (H-K), SUCCURSALE DE LUXEMBOURG tenue au siège social le 18 octobre 2012

Résolutions

1. L'Assemblée approuve le transfert du siège de la société de L-3835 Schifflange 39, route d'Esch à L-3871 Schifflange 13, rue de la Paix.

Tous les points de l'ordre du jour ayant été traités, la séance est levée à 11 heures après signature du présent procès-verbal par les membres du bureau.

Secrétaire / Scrutateur / Président

Référence de publication: 2012137437/15.

(120180944) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Jafra Worldwide Holdings (Lux) S.à r.l., Société à responsabilité limitée.

Siège social: L-2212 Luxembourg, 6, place de Nancy.

R.C.S. Luxembourg B 93.799.

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

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

Pour la société

Signature

Référence de publication: 2012137294/11.

(120181142) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

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

Siège social: L-3590 Dudelange, 31, place de l'Hôtel de Ville.

R.C.S. Luxembourg B 59.409.

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Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 19/10/2012.

Référence de publication: 2012137297/10.

(120180880) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Jumalux S.A., Société Anonyme.

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

R.C.S. Luxembourg B 111.254.

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RECTIFICATIF

Ce bilan rectificatif remplace le bilan au 31 décembre 2010 déposé au registre de commerce et des sociétés de Luxembourg le 28 avril 2011 n° L110065498.04).

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

Signature.

Référence de publication: 2012137298/12.

(120181273) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Stora Enso S.à r.l., Société à responsabilité limitée.

Capital social: EUR 1.090.767.984,00.

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

R.C.S. Luxembourg B 67.934.

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EXTRAIT

Il résulte des résolutions prises par l'associé unique de la Société que le mandat de la société suivante à été renouvelé avec effet au 8 juin 2012 et ce jusqu'à l'assemblée générale annuelle de l'année 2013:

- Stora Enso Langerbrugge, gérant B;

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

Pour extrait conforme.

Luxembourg, le 18 octobre 2012.

Référence de publication: 2012137527/15.

(120180793) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Kani Lux Holdings S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-2346 Luxembourg, 20, rue de la Poste.

R.C.S. Luxembourg B 151.969.

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

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

Signature.

Référence de publication: 2012137299/10.

(120181616) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Kasex S.A., Société Anonyme.

Siège social: L-1118 Luxembourg, 23, rue Aldringen.

R.C.S. Luxembourg B 41.940.

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

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

Signature.

Référence de publication: 2012137302/10.

(120181637) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Aon Re Canada Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-2220 Luxembourg, 534, rue de Neudorf.

R.C.S. Luxembourg B 139.782.

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Extrait de procès-verbal de l'assemblée générale des actionnaires
tenue à Luxembourg en date du 27 septembre 2012

5. L'Assemblée nomme la société ERNST & YOUNG, 7, parc d'Activité Syrdall, L-5365 Münsbach, réviseur d'entreprises jusqu'à l'issue de l'Assemblée Générale statuant sur les comptes clos au 31 décembre 2012.

L'Assemblée renouvelle le mandat des gérants Monsieur Maurice John Henri Marie BUIJZEN, Monsieur Lambert SCHROEDER, et Monsieur Denis REGRAIN, jusqu'à l'issue de l'Assemblée Générale statuant sur les comptes clos au 31 décembre 2012.

Pour la société Aon Re Canada Holdings S.à r.l.

Référence de publication: 2012136969/15.

(120181716) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Allianz Global Investors Islamic Fund, Société d'Investissement à Capital Variable.

Siège social: L-2633 Senningerberg, 6A, route de Trèves.

R.C.S. Luxembourg B 138.591.

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Auszug aus der Niederschrift über die Jahreshauptversammlung der Anteilinhaber der Allianz Global Investors Islamic Fund

In der ordentlichen Jahreshauptversammlung der Gesellschaft vom 19. Oktober 2012 haben die Anteilinhaber einstimmig folgende Beschlüsse gefasst:

- Wiederwahl von Herrn Nicholas Smith sowie Herrn Daniel Lehmann als Verwaltungsratsmitglieder bis zur nächsten Jahreshauptversammlung der Gesellschaft am 18. Oktober 2013.

- Ko-Optierung von Herrn Arthur Reiss mit Berufsanschrift 6A, route de Trèves, 2633 Senningerberg, Luxemburg, als Verwaltungsratsmitglied bis zur nächsten Jahreshauptversammlung der Gesellschaft am 18. Oktober 2013.

- Wiederwahl von KPMG Luxemburg S.à r.l., mit Berufsanschrift 9, Allée Scheffer, 2520 Luxemburg als Abschlussprüfer bis zur nächsten Jahreshauptversammlung der Gesellschaft am 18. Oktober 2013.

Senningerberg, den 19. Oktober 2012.
Für die Richtigkeit des Auszuges
Allianz Global Investors Luxembourg S.A.
Markus Biehl / Oliver Eis

Référence de publication: 2012136962/20.

(120181454) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Ashmore SICAV 2, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 131.957.

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L'Assemblée Générale Annuelle des actionnaires tenue le 25 avril 2012 a adopté les résolutions suivantes:

1. L'Assemblée a pris acte de la démission de Monsieur Martin Tully (demeurant au Royaume-Uni) avec effet au 28 novembre 2011. Il a également été noté que le Conseil d'Administration a nommé Monsieur Michael Moody (demeurant au Cheveney Place, The Nightingales, Biddenden, Kent, TN27 8HB au Royaume-Uni) comme administrateur de la Société en remplacement de Monsieur Martin Tully. Monsieur Michael Moody a terminé le mandat de Monsieur Martin Tully;

2. L'Assemblée a élu Monsieur Michael Moody (demeurant au Cheveney Place, The Nightingales, Biddenden, Kent, TN27 8HB au Royaume-Uni) dans sa qualité d'administrateur de la Société pour une période d'un an se terminant à la prochaine assemblée générale annuelle des actionnaires qui se tiendra en 2013;

3. L'Assemblée a réélu Messieurs Claude Kremer (demeurant au Grand-Duché de Luxembourg) ainsi que Monsieur Ian Baillie (demeurant au Grand-Duché de Luxembourg) à la fonction d'administrateurs pour une période d'un an se terminant à l'assemblée générale annuelle des actionnaires qui aura lieu en 2013;

4. L'Assemblée a réélu KPMG Audit à la fonction de réviseur d'entreprises pour une période d'un an se terminant à l'assemblée générale annuelle se tenant en 2013.

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

Luxembourg.
Pour ASHMORE SICAV 2
Northern Trust Luxembourg Management Company S.A.

Référence de publication: 2012136974/24.

(120181619) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Alpro European Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-2520 Luxembourg, 1, allée Scheffer.

R.C.S. Luxembourg B 153.727.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Diekirch, le 22 octobre 2012.

Référence de publication: 2012136967/10.

(120181518) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 octobre 2012.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg
Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck