MEMORIAL

Journal Officiel
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Luxembourg

MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 3086 **27 décembre 2012**

SOMMAIRE

Eucharis S.A., Société Anonyme.

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

R.C.S. Luxembourg B 16.892.

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Mesdames et Messieurs les Actionnaires de la société anonyme EUCHARIS SA, prédésignée, sont convoqués à

l'ASSEMBLEE GENERALE ORDINAIRE ANNUELLE

de ladite société anonyme qui se tiendra exceptionnellement le lundi *14 janvier 2013* à 11.00 heures au siège social sis à L-1724 Luxembourg, 3A, boulevard du Prince Henri, à l'effet de délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. rapport de gestion et rapport du commissaire aux comptes sur les comptes annuels au 31 décembre 2011
2. approbation des comptes annuels au 31 décembre 2011
3. allocation du résultat pour la période s'achevant le 31 décembre 2011
4. quitus aux administrateurs
5. quitus au commissaire aux comptes
6. pouvoirs à donner
7. questions diverses

Le Conseil d'Administration.

Référence de publication: 2012165538/7430/19.

Finman International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 127.080.

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Messieurs les actionnaires sont priés d'assister à

l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra le *16 janvier 2013* à 8.00 heures à Luxembourg, 18, rue de l'Eau (2 ème étage) avec l'ordre du jour suivant:

Ordre du jour:

1. Démission des administrateurs et du commissaire aux comptes;
2. Nomination de nouveaux administrateurs et d'un commissaire aux comptes;
3. Transfert de siège;
4. Divers.

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

le Conseil d'Administration.

Référence de publication: 2012168532/693/17.

Aperta Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1470 Luxembourg, 69, route d'Esch.

R.C.S. Luxembourg B 87.257.

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the Shareholders of Aperta SICAV are invited to participate in the

ANNUAL GENERAL MEETING

of Shareholders, which will be held on *17th January 2013* at 11.00 a.m. (Luxembourg time) at the registered office of the SICAV, with the following Agenda:

Agenda:

1. Approval of the Activities' Report for the fiscal year ended on 30th September 2012
2. Approval of the auditor's report for the fiscal year ended on 30th September 2012
3. Approval of the financial statements for the fiscal year ended on 30th September 2012
4. Allocation of the net results for the fiscal year ended on 30th September 2012
5. Discharge of the outgoing Directors from their duties for the fiscal year ended on 30th September 2012
6. Appointment of the Directors
7. Remuneration of the Directors
8. Appointment of the auditor
9. Any other business.

In case you should not be able to participate personally in the above Meeting, you have the possibility to have yourself represented. For this purpose, we kindly ask you to send a proxy via fax completed and duly signed to Aperta SICAV, c/o RBC Investor Services Bank S.A., 14, Porte de France, L-4360 Esch-sur-Alzette, Luxembourg, to the attention of Fund Corporate Services - Domiciliation, fax. +352 2460-3331, for organizational reasons by 16th January 2013, 9.00 a.m. (Luxembourg time) at the latest.

If you wish to participate in person at the Meeting, we would be grateful if you could inform the SICAV, in writing, at the address mentioned above not later than 14th January 2013.

Shareholders are advised that no quorum is required for the adoption of resolutions by the Meeting and that resolutions will be passed by a majority of the votes cast by the Shareholders present or represented at the Meeting. Each share has one voting right.

Shareholders are also informed that copies of the annual report are available at the registered office of the SICAV and are remitted free of charge upon their request.

The Board of Directors.

Référence de publication: 2012169221/755/33.

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

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

R.C.S. Luxembourg B 29.306.

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Mesdames et Messieurs les Actionnaires de la société anonyme ARRAS SPF SA, prédésignée, sont convoqués à

l'ASSEMBLEE GENERALE ORDINAIRE ANNUELLE

de ladite société anonyme qui se tiendra exceptionnellement le lundi *14 janvier 2013* à 10.00 heures au siège social sis à L-1724 Luxembourg, 3A, boulevard du Prince Henri, à l'effet de délibérer sur l'ordre du jour suivant:

Ordre du jour:

1. rapport de gestion et rapport du commissaire aux comptes sur les comptes annuels au 31 décembre 2011
2. approbation des comptes annuels au 31 décembre 2011
3. allocation du résultat pour la période s'achevant le 31 décembre 2011
4. quitus aux administrateurs
5. quitus au commissaire aux comptes
6. décision à prendre dans le cadre des dispositions de l'article 100 de la loi du 10 août 1915 sur les sociétés commerciales
7. pouvoirs à donner
8. questions diverses

Le Conseil d'Administration.

Référence de publication: 2012165537/7430/21.

Jefferies Umbrella Fund, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 34.758.

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Notice is hereby given that the

ANNUAL GENERAL MEETING

of Shareholders will be held at the registered office of the Company on *January 14, 2013* at 10.30 a.m. with the following agenda:

Agenda:

1. Approval of the report of the Board of Directors
2. Approval of the report of the Independent Auditor
3. Approval of the Annual Accounts as at September 30, 2012
4. Approval of the distribution of dividend
5. Granting Discharge to the Board of Directors
6. Granting Discharge to the Delegates
7. Approval of the Directors fees
8. Re-election / election of the Directors for the financial year 2012/2013
9. Re-election of the Authorised Independent Auditor for the financial year 2012/2013
10. Miscellaneous

The shareholders are advised that no quorum is required for the items of the agenda. Decisions will be taken by simple majority of the shares present or represented by proxy at the Meeting. Each share is entitled to one vote. A shareholder may act at any Meeting by proxy. Proxies may be obtained at the registered office of the Company.

By order of the Board of Directors.

Référence de publication: 2012169222/755/25.

Leudelange Fund, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

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

R.C.S. Luxembourg B 150.537.

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We hereby invite you to attend the

ANNUAL GENERAL MEETING

of shareholders of the Company to be held in the offices of HSBC Trinkaus & Burkhardt (International) SA at 8, rue Lou Hemmer, L-1748 Findel-Golf, on ***11 January 2013*** at 9:30 a.m. to deliberate and vote on the following agenda:

Agenda:

1. Report of the board of directors and report of the auditor.
2. Approval of the balance sheet and profit and loss account as at 30 September 2012 submitted by the board.
3. Allocation of the year end result.
4. Discharge of the directors and auditor in respect of the financial year ended.
5. Composition of the board and duration of terms of office.
6. Appointment of the auditor for the new financial year.
7. Ratification of fund documents.
8. Miscellaneous.

Each shareholder - individually or by proxy - will be able to participate in the annual general meeting if his shares have been deposited up to Monday, 7 January 2013 at the latest at the registered office of the Company or at HSBC Trinkaus & Burkhardt (International) SA, Luxembourg and left there until the end of the annual general meeting. Each shareholder, who complies with the requirements, will be admitted to the annual general meeting.

Luxembourg, December 2012. *Board of Directors .*

Référence de publication: 2012169223/755/24.

Robeco Alternative Investment Strategies, Société d'Investissement à Capital Variable (en liquidation).

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 87.117.

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EXTRAORDINARY GENERAL MEETING

of Shareholders to be held on *8 January 2013* at 2 p.m. (Luxembourg time) at the registered office of the Company, 5, allée Scheffer, L-2520 Luxembourg (the "Meeting") with the following agenda.

Agenda:

1. To grant discharge to the former members of the board of directors of the Company for the performance of their duties for the period from 1 January 2011 to 30 September 2011;
2. To hear the Company's auditor report on the liquidator's report;
3. To hear and acknowledge the report of Robeco Luxembourg S.A: acting as liquidator of the Company (the "Liquidator") on the liquidation and to approve this report and to grant discharge to the Liquidator for its performance of its duties concerning the liquidation;
4. To decide on the closure of the liquidation of the Company; and
5. To resolve to keep the records and books of the Company for a period of five years at the registered office of CACEIS Bank Luxembourg, 5, allée Scheffer, L- 2520 Luxembourg.

There is no quorum required for the Meeting and resolutions shall be passed by a simple majority of the votes cast at the Meeting. Votes cast shall not include votes in relation to shares represented at the meeting but in respect of which the shareholders have not taken part in the votes or have abstained or have returned a blank or invalid vote.

Shareholders may vote in person or by proxy. Shareholders wishing to attend and vote at the Meeting should inform the bank or institution through which the shares are held in writing no later than 2 January 2013. Shareholders who hold their shares in another way should inform the Company through Mrs. Marie BERNOT, CACEIS Bank Luxembourg, 5, allée Scheffer, L- 2520 Luxembourg, fax no. (+352) 47 67 45 44, in writing not later than 2 January 2013.

If you are not able to attend the Meeting, you may complete the proxy form and return it no later than 9.00 a.m. (Luxembourg time) on 6 January 2013 duly signed and dated, first by fax and then by mail to the Company to the attention of Mrs. Marie BERNOT, CACEIS Bank Luxembourg, 5, allée Scheffer, L- 2520 Luxembourg, fax no. (+352) 47 67 45 44.

The annual report over the financial period 1 January 2011 to 30 September 2011 and the liquidation report are available at the above mentioned office of the Company and through www.robeco.com/luxembourg.

Luxembourg, 14/27 December 2012.
Robeco Luxembourg S.A.
The Liquidator

Référence de publication: 2012162104/755/34.

ARN Investment Sicav, Société d'Investissement à Capital Variable.

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.

R.C.S. Luxembourg B 153.741.

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Shareholders are kindly invited to attend the

ANNUAL GENERAL MEETING

which will be held at the registered office of the SICAV on Tuesday *January 8, 2013* at 11.30 a.m. with the following agenda:

Agenda:

1. Board of Directors' report
2. Auditors' report
3. Review and approval of the annual accounts as at September 30, 2012
4. Discharge to the Directors
5. Allocation of the result
6. Statutory appointments
7. Directors fees
8. Miscellaneous

The shareholders are advised that no quorum is required for the items on the agenda of the Annual General Meeting and that decisions will be taken by a simple majority of the votes cast by shareholders present or represented at the Meeting.

In order to attend the Meeting, the owners of bearer shares will have to deposit their shares five clear days before the Meeting at the registered office of the SICAV.

The annual report is available on demand and free of charge at the registered office of the SICAV.

The Board of Directors.

Référence de publication: 2012162100/755/26.

LSRC II S.àr.l., Société à responsabilité limitée.

Siège social: L-1420 Luxembourg, 7, avenue Gaston Diderich.

R.C.S. Luxembourg B 146.582.

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Veuillez prendre note du changement de l'adresse du gérant suivant:

Monsieur Ali HEDAYAT

Né le 8 février 1975 à Téhéran (Iran)

11-12 Clifford Street

Clarendon House, 5 th floor

London W1S 2LL,

Royaume-Uni

Luxembourg, le 20 novembre 2012.
Pour LSRC II S.àr.l.
United International Management S.A.

Référence de publication: 2012151098/17.

(120199434) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 novembre 2012.

CMT, Fonds Commun de Placement.

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Le règlement de gestion de CMT modifié au 23. novembre 2012 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, novembre 2012.

IPConcept (Luxembourg) S.A.

Signature

Référence de publication: 2012149666/11.

(120197628) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 novembre 2012.

Assenagon Trend, Fonds Commun de Placement.

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Das Verwaltungsreglement wurde einregistriert und beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Assenagon Asset Management S.A.

Aerogolf Center

1B Heienhaff

L-1736 Senningerberg

Unterschrift

Référence de publication: 2012165540/13.

(120218360) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Allianz LJ Risk Control Fund USD2 FCP-FIS, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.

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Abschluss der Liquidation für den Fonds Allianz LJ Risk Control Fund USD2 FCP-FIS

Alle Anteilinhaber wurden vollständig ausbezahlt und demzufolge war eine Übertragung an die Caisse de Consignation nicht erforderlich; das Liquidationsverfahren für den zuvor genannten Fonds ist somit abgeschlossen.

Référence de publication: 2012169227/755/8.

UniInstitutional Opti Cash, Fonds Commun de Placement.

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Der Fonds UniInstitutional Opti Cash (WKN: A0LEDA / ISIN: LU0274789303) wurde gemäß Artikel 12 des Verwaltungsreglements zum 18. Dezember 2012 liquidiert.

Der Liquidationserlös wurde den Depotinhabern durch die depotführenden Stellen gutgeschrieben. Die Verwaltungsgesellschaft erklärt die Liquidation somit für abgeschlossen.

Der Liquidationsbericht kann bei der Verwaltungsgesellschaft, Union Investment Luxembourg S.A., 308, route d´Esch, L-1471 Luxembourg, angefordert werden.

Luxemburg, im Dezember 2012. Union Investment Luxembourg S.A.

Référence de publication: 2012169226/1460/11.

Algeco Scotsman FS Co S.à r.l., Société à responsabilité limitée,

(anc. TDR FS Co S.à r.l.).

Capital social: EUR 90.000,00.

Siège social: L-2453 Luxembourg, 20, rue Eugène Ruppert.

R.C.S. Luxembourg B 149.504.

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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.

Jan Willem Overheul

Gérant de catégorie B

Référence de publication: 2012157448/11.

(120208688) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 décembre 2012.

Assenagon Ultimate Return, Fonds Commun de Placement.

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Das Verwaltungsreglement wurde einregistriert und beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Assenagon Asset Management S.A.
Aerogolf Center
1B Heienhaff
L-1736 Senningerberg
Unterschrift

Référence de publication: 2012165541/13.

(120218366) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Assenagon Alpha, Fonds Commun de Placement.

—

Das Verwaltungsreglement wurde einregistriert und beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Assenagon Asset Management S.A.
Aerogolf Center
1B Heienhaff
L-1736 Senningerberg
Unterschrift

Référence de publication: 2012165542/13.

(120218375) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Assenagon Global Opportunities, Fonds Commun de Placement.

—

Das Verwaltungsreglement wurde einregistriert und beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Assenagon Asset Management S.A.
Aerogolf Center
1B Heienhaff
L-1736 Senningerberg
Unterschrift

Référence de publication: 2012165543/13.

(120218377) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Geocontrol S.A., Société Anonyme.

Siège social: L-1528 Luxembourg, 1, boulevard de la Foire.

R.C.S. Luxembourg B 104.343.

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Il résulte des résolutions prises par le conseil d'administration de la société en date du 16 novembre 2012 que:

- Le siège social de la société a été transféré du 41, Boulevard Prince Henri, L-1724 Luxembourg au 1, Boulevard de la Foire, L-1528 Luxembourg avec effet au 1 er octobre 2012;

- L'adresse professionnelle de Madame Valérie Emond a été transférée du 41, Boulevard Prince Henri, L-1724 Luxembourg au 1, Boulevard de la Foire, L-1528 Luxembourg avec effet au 1 er octobre 2012 et est nommée président du conseil d'administration et ce pour une durée de six ans avec effet immédiat.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Fait à Luxembourg, le 20 novembre 2012.

Référence de publication: 2012150960/15.

(120199268) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 novembre 2012.

Assenagon Diversified Income, Fonds Commun de Placement.

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Das Verwaltungsreglement wurde einregistriert und beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Assenagon Asset Management S.A.
Aerogolf Center
1B Heienhaff
L-1736 Senningerberg
Unterschrift

Référence de publication: 2012165544/13.

(120218380) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Bethmann Absolute Flex International ASG, Fonds Commun de Placement.

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Das Verwaltungsreglement wurde einregistriert und beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Assenagon Asset Management S.A.
Aerogolf Center
1B Heienhaff
L-1736 Senningerberg
Unterschrift

Référence de publication: 2012165545/13.

(120218387) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Assenagon Japan Treasury, Fonds Commun de Placement.

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Das Verwaltungsreglement wurde einregistriert und beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Assenagon Asset Management S.A.
Aerogolf Center
1B Heienhaff
L-1736 Senningerberg
Unterschrift

Référence de publication: 2012165546/13.

(120218389) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

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

Siège social: L-1930 Luxembourg, 34-38, avenue de la Liberté.

R.C.S. Luxembourg B 121.777.

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Les comptes annuels consolidés 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.

Esch-sur-Alzette, le 3 décembre 2012.
Pour Asia Property Fund
Société d'investissement à capital variable – fonds d'investissement spécialisé
RBC Investor Services Bank S.A.
Société Anonyme

Référence de publication: 2012157458/15.

(120208155) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 décembre 2012.

Assenagon Vermögensbildung Accretion, Fonds Commun de Placement.

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Das Verwaltungsreglement wurde einregistriert und beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Assenagon Asset Management S.A.
Aerogolf Center
1B Heienhaff
L-1736 Senningerberg
Unterschrift

Référence de publication: 2012165547/13.

(120218396) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

Assenagon Defensive Concept, Fonds Commun de Placement.

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Das Verwaltungsreglement wurde einregistriert und beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Assenagon Asset Management S.A.
Aerogolf Center
1B Heienhaff
L-1736 Senningerberg
Unterschrift

Référence de publication: 2012165548/13.

(120218399) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 décembre 2012.

L'Ecluse Investissements S.à r.l., Société à responsabilité limitée.

Capital social: EUR 25.000,00.

Siège social: L-2163 Luxembourg, 35, avenue Monterey.

R.C.S. Luxembourg B 166.639.

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EXTRAIT

Il résulte de résolutions écrites de l'associé unique de la Société prises en date du 11 décembre 2012, que:

- Mme Laurence JACQUES a démissionné avec effet immédiat de son mandat de gérant de catégorie B de la Société.

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

Pour la Société
Un mandataire

Référence de publication: 2012166941/14.

(120220107) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2012.

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

Siège social: L-5823 Fentange, 15, op der Sterz.

R.C.S. Luxembourg B 153.985.

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Le bilan au 31.12.2011 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 30 novembre 2012.
Pour ordre
EUROPE FIDUCIAIRE (Luxembourg) S.A.
Boîte Postale 1307
L – 1013 Luxembourg

Référence de publication: 2012157479/14.

(120208113) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 décembre 2012.

MEAG OptiErtrag, Fonds Commun de Placement.

Le règlement de gestion coordonné de janvier 2013 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, 19 décembre 2012.
MEAG Luxembourg S.à r.l.

Référence de publication: 2012166110/10.

(120219458) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

ARMOR US Corporate Bonds Fund, Fonds Commun de Placement - Fonds d'Investissement Spécialisé.

Le règlement de gestion 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 décembre 2012.
MUGC LUX MANAGEMENT S.A.

Référence de publication: 2012166125/9.

(120218759) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2012.

Nordea Fund of Funds, SICAV, Société d'Investissement à Capital Variable.

Siège social: L-2220 Luxembourg, 562, rue de Neudorf.

R.C.S. Luxembourg B 66.248.

As part of a continued review of the product range, the Board of Directors of Nordea Fund of Funds (the "Company") has, after careful consideration and in accordance with the prospectus of the Company, decided to terminate the Sub-fund "Nordea Fund of Funds - Nordea Select Equity Fund of Funds" as per 25 January 2013.

The reason to terminate the Sub-fund is its low assets under management. The Sub-fund was launched 21 March 2011 and has since its launch not collected sufficient capital for an efficient management. A low level of assets under management is a challenge, in particular for fund of funds. The board of the Company therefore considers that a closure of the Sub-fund is in the best interest of the shareholders.

As of 27 December 2012 shares in this Sub-fund are therefore no longer issued, redeemed or converted, and the price calculation is suspended as of 27 December 2012 and until 25 January 2013.

All assets and liabilities will be realised and the net proceeds of the realisation will be distributed to the Shareholders in proportion to their holding of shares. The liquidation price per share will be calculated on 25 January 2013 and paid to the Shareholders in accordance with the prospectus. The costs of the liquidation will be borne by the Management Company, Nordea Investment Funds S.A.

Any amount not claimed by any Shareholder will be deposited at the close of the liquidation with the Custodian Bank, Nordea Bank S.A., 562 rue de Neudorf, L-2220 Luxembourg, for a period of 6 (six) months. At the expiry of the 6 (six) month period, any outstanding amount will be deposited in escrow with the Caisse de Consignation in Luxembourg.

Luxembourg, 27 December 2012. By order of the Board of Directors.

Référence de publication: 2012169225/755/23.

Financière des Ardennes S.A., Société Anonyme.

Siège social: L-2163 Luxembourg, 32, avenue Monterey.

R.C.S. Luxembourg B 115.414.

Société anonyme constituée suivant acte reçu par Maître André-Jean-Joseph SCHWACHTGEN, alors notaire de résidence à Luxembourg, en date du 31 mars 2006, publié au Mémorial C numéro 1195 du 20 juin 2006

Les comptes annuels de la société au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Référence de publication: 2012157636/12.

(120207982) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 décembre 2012.

Nordea Fund of Funds, SICAV, Société d'Investissement à Capital Variable.

Siège social: L-2220 Luxembourg, 562, rue de Neudorf.

R.C.S. Luxembourg B 66.248.

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As part of a continued review of the product range, the Board of Directors of Nordea Fund of Funds (the "Company") has, after careful consideration and in accordance with the prospectus of the Company, decided to terminate the Sub-fund "Nordea Fund of Funds - Nordea Select Diversified Fund of Funds" as per 25 January 2013.

The reason to terminate the Sub-fund is its low assets under management. The Sub-fund was launched 29 August 2011 and has since its launch not collected sufficient capital for an efficient management. A low level of assets under management is a challenge, in particular for fund of funds. The board of the Company therefore considers that a closure of the Sub-fund is in the best interest of the shareholders.

As of 27 December 2012 shares in this Sub-fund are therefore no longer issued, redeemed or converted, and the price calculation is suspended as of 27 December 2012 and until 25 January 2013.

All assets and liabilities will be realised and the net proceeds of the realisation will be distributed to the Shareholders in proportion to their holding of shares. The liquidation price per share will be calculated on 25 January 2013 and paid to the Shareholders in accordance with the prospectus. The costs of the liquidation will be borne by the Management Company, Nordea Investment Funds S.A.

Any amount not claimed by any Shareholder will be deposited at the close of the liquidation with the Custodian Bank, Nordea Bank S.A., 562 rue de Neudorf, L-2220 Luxembourg, for a period of 6 (six) months. At the expiry of the 6 (six) month period, any outstanding amount will be deposited in escrow with the Caisse de Consignation in Luxembourg.

Luxembourg, 27 December 2012. *By order of the Board of Directors .*

Référence de publication: 2012169224/755/23.

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

Siège social: L-3490 Dudelange, 4-6, rue Jean Jaurès.

R.C.S. Luxembourg B 122.984.

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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: 2012157596/10.

(120208437) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 décembre 2012.

E.D. Maler- Fassadenarbeiten G.m.b.h., Société à responsabilité limitée.

Siège social: L-1511 Luxembourg, 114, avenue de la Faïencerie.

R.C.S. Luxembourg B 117.326.

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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: 2012157599/10.

(120208431) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 décembre 2012.

Cha II S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 156.323.

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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 Cha II S.à r.l.
Intertrust (Luxembourg) S.A.

Référence de publication: 2012157527/11.

(120208323) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 décembre 2012.

Storm Fund II, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 173.421.

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Anciennement:

Storm Fund II

Fonds d'investissement spécialisé - Fond commun de placement

(The "Fund")

represented and managed by

Oppenheim Asset Management Services S.à.r.l.

Registered office: 4, rue Jean Monnet

L-2180 Luxembourg

R.C.S. Luxembourg B 28878

(The "Management Company")

STATUTES

IN THE YEAR TWO THOUSAND TWELVE, ON THE TWENTY-NINTH OF NOVEMBER.

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

was held an extraordinary general meeting of the unitholders of the Fund Storm Fund II, duly convened by registered letter of the Management Company of 19 November 2012, represented by the respective proxy holders, the proxies of which will remain attached to this document to be filed at the same time with the registration authorities.

The extraordinary general meeting of unitholders is presided by Katharina Kahstein, employee, residing professionally in Luxembourg.

The chairman appoints as secretary Danielle Rheindt. The extraordinary general meeting elects as scrutineer Rainer Krenz, employee, residing professionally in Luxembourg.

Having thus been constituted, the bureau of the extraordinary general meeting draws up the attendance list, which, after having been signed "ne varietur" by the proxy holders, the members of the bureau and the notary will remain attached to the present minutes with the power of attorneys of the unitholders.

Capitalised terms not defined herein have the meaning assigned to them in the Issuing Document of the Fund.

The chairman then declared and requested the notary to declare the following:

I. According to the attendance list, 691.965,993 out of 897.814,419 outstanding registered units, representing more than 50% of the net assets of the Fund are duly present and represented at the EGM. This meeting can thus validly deliberate and decide on all matters indicated in the agenda.

II. The agenda of the extraordinary general meeting is as follows:

Agenda

1. Acknowledgement of the preliminary declarations of the chairman.

2. Approval of the conversion of the FCP-SIF, with its sole Sub-Fund and four share classes, into a SICAV-UCITS with one Sub-Fund and twelve Share Classes and restatement and coordination of the articles of association of the Fund.

3. Determination of the members of the board of directors of the SICAV-UCITS.

4. Determination of establishing the registered office of the SICAV-UCITS.

5. Acknowledgment that the board of directors of the SICAV-UCITS will appoint the Management Company as its UCITS management company subject to chapter 15 of the 2010 Law and approval of the restated and coordinated articles of association of the Fund.

6. Miscellaneous.

Preliminary declarations

A. The chairman declares that the Fund and its sole Sub-Fund with four unit classes shall be converted in accordance with article 67 1 of the amended Luxembourg law of 10 August 1915 from a fonds commun de placement – fonds d'investissement spécialisé ("FCP-SIF") into an open-ended investment company – undertaking for investment in transferable securities ("SICAV-UCITS") with twelve share classes organised as a public limited company governed by part I of the amended law of 17 December 2010 (the "2010 Law").

B. The chairman declares that the second resolution, i.e. the conversion of the FCP-SIF and its Sub-Fund into the corresponding Sub-Fund in the SICAV-UCITS is subject to a quorum requirement of 50% and a majority requirement of two-thirds of the votes cast.

C. The chairman declares that the quorum and majority requirements indicated in item B. are met.

The extraordinary general meeting, by separate and unanimous vote, has taken the following resolutions:

First resolution

The extraordinary general meeting resolves to acknowledge the preliminary declarations of the chairman.

Second resolution

The extraordinary general meeting resolves to approve the conversion of the FCP-SIF, with its sole Sub-Fund and four unit classes, into a SICAV-UCITS with one Sub-Fund and twelve Share Classes and to restate and coordinate the articles of association of the Fund.

Third resolution

The extraordinary general meeting resolves to elect the following persons as Directors for a period ending on the date of the annual general meeting of Shareholders to be held in 2016:

1. Morten Eivindssøn Astrup – Chairman

100 New Bond Street

London W1S 1SP

United Kingdom

2. Silje Christine Augustson - Board Member

Le Fleuron Combles

Chemin de Pre-Christian 3

1936 Verbier

Switzerland

3. Thomas Albert – Board Member

4, rue Jean Monnet

L-2180 Luxembourg, Grand Duchy of Luxembourg

Fourth resolution

The extraordinary general meeting resolves to establish the registered office of the SICAV-UCITS at 4, rue Jean Monnet, L-2180 Luxembourg, Grand-Duchy of Luxembourg.

Fifth resolution

The extraordinary general meeting resolves to acknowledge that the board of directors of the SICAV-UCITS will appoint the Management Company as its UCITS management company subject to chapter 15 of the 2010 Law and approves the following restated and coordinated articles of association of the Fund:

Storm Fund II

Société d'Investissement à Capital Variable

Registered office: 4, rue Jean Monnet

L-2180 Luxembourg

Preliminary Title

Definitions

"2010 Law"	The Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as amended and/or replaced from time to time.
"1915 Law"	The Luxembourg law of 10 August 1915 on commercial companies, as amended and/or replaced from time to time.
"Accumulation Shares" or "Acc Shares"	Shares which accumulate their income so that the income is included in the price of the Shares.
"Administration Fee"	The fee which is paid by the Company to the Management Company to meet the administrative and certain operating costs of the Company as well as costs of certain distribution arrangements.
"Appendix"	An appendix to the Prospectus.
"Article"	An article of the Articles.
"Articles"	The articles of association of the Company, as amended and restated from time to time.
"Board"	The board of directors of the Company.
"Business Day"	A complete week day on which banks are normally open for business in Luxembourg, unless otherwise defined for a Sub-Fund in Appendix III.

"Company or SICAV or Fund"	Storm Fund II, which term shall, where appropriate, include any Sub-Fund from time to time thereof.
“Consolidation Currency”	The currency of the Company, i.e. the NOK.
"Custodian"	Sal. Oppenheim jr. & Cie. Luxembourg S.A., acting as custodian bank.
"Custodian Agreement"	The written agreement between the Custodian and the Company which provides for the rights and duties of the Custodian and of the Company.
“Custodian Fee”	The fee which is paid by the Company to the Custodian
"CSSF"	Commission de Surveillance du Secteur Financier or its successor in charge of the supervision of undertakings for collective investment in the Grand Duchy of Luxembourg.
"Dealing Currency"	The currency or currencies in which subscribers may subscribe for Shares in any Share Class as indicated in Section 1.3. and in Appendix III.
"Director"	A member of the Board.
"Distributor"	Any person or entity duly appointed from time to time to distribute or arrange for the distribution of Shares.
"Distribution Period"	The period from one date, on which dividends are paid by the Company to the next. This may be annual or shorter, where dividends are paid more regularly.
"Distribution Shares" or "Dist Shares"	Shares which distribute their income.
"Domiciliary Agent"	Oppenheim Asset Management Services S.à r.l., acting as domiciliary agent.
"EEA"	The European Economic Area.
"Eligible Market"	An official stock exchange or another Regulated Market.
"Eligible State"	Any Member State, any member state of the OECD, and any other state which the Board deems appropriate with regard to the investment objective of each Sub-Fund.
"EMU"	The Economic and Monetary Union.
"EU"	The European Union.
"EU Savings Directive"	The European Directive 2003/48/EC on taxation of savings income in the form of interest payments, as amended and/or replaced from time to time.
"EUR"	The European currency unit (also referred to as the Euro).
"Feeder Fund"	A Fund which has been approved to invest at least 85 % of its assets in units or shares of another UCITS or sub-funds thereof (i.e., the Master Fund).
GBP	The legal currency of the United Kingdom
"Initial Issue Date"	For each Share Class, the Business Day on which the Shares, which have been subscribed for during the Initial Subscription Period, will be issued at the Initial Issue Price, as further outlined in Appendix III.
"Initial Issue Price"	The monetary amount at which Shares will first be issued, i.e. on the Initial Issue Date after the end of the Initial Subscription Period, as outlined in Appendix III.
"Institutional Investor"	As defined from time to time by the CSSF within the framework of the Luxembourg law, guidelines and administrative practice.
"Investor"	Any person on behalf of which Shares are subscribed for by a Subscriber.
"Key Investor Information Document" or "KIID"	A document that replaces the simplified prospectus and includes appropriate information about the essential characteristics of the Company and the relevant Sub-Fund.
"Management Company"	Oppenheim Asset Management Services S.à r.l., acting as management company of the Company.
"Management Fee"	The fee paid by the Company to the Management Company, which includes the Administration Fee and the Investment Advisory Fee, and is based on the Net Asset Value of the respective Sub-Fund.
"Master Fund"	A UCITS, or a Sub-Fund thereof, in which one or more Feeder Fund(s) invest at least 85% of their assets.
"Member State"	A member state of the EU.
"Mémorial"	The Mémorial C, Recueil des Sociétés et Associations, an official gazette of the Grand Duchy of Luxembourg.
"Minimum Subsequent Subscription Amount"	As defined in Appendix III for each Sub-Fund.
"Minimum Initial Subscription Amount"	As defined in Appendix III for each Sub-Fund.

"Money Market Instruments"	Instruments normally dealt in on the money market which are liquid and have a value which can be accurately determined at any time.
"Net Asset Value"	The Net Asset Value per Share multiplied by the number of Shares.
"Net Asset Value per	The value per Share in any Share Class, expressed in the Dealing Currency and determined in accordance with the relevant provisions described in the Section headed "Calculation of Net Asset Value".
NOK	The legal currency of the Kingdom of Norway
"OECD"	The Organisation for Economic Co-operation and Development.
"Paying Agent and Registrar- and Transfer Agent"	Sal. Oppenheim jr. & Cie. Luxembourg S.A., acting as the Company's paying agent in Luxembourg.
"Paying Agent, Registrar- and Transfer Agent Agreement"	The written agreement between the Paying Agent, Registrar- and Transfer Agent and the Company which provides the rights and duties of the Paying Agent and of the Company.
Prohibited Person	The Board may impose such restrictions as it deems necessary for the purpose of ensuring that no Share in the Sub-Fund is acquired or held by any person in breach of the law or the requirements of any country or governmental authority or by any person in circumstances which, in the sole and discretionary opinion of the Board might result in any Sub-Fund incurring any liability or taxation or suffering any other disadvantage which the Sub-Fund may not otherwise have incurred or suffered.
"Personal Data"	The data including inter alia the name, address and invested amount of each Subscriber or Investor.
"Processors"	Entities in the EU (such as the Administrative Agent, the Paying Agent and the Promoter) which process Personal Data.
"Promoter"	Sal. Oppenheim jr. & Cie. Luxembourg S.A., 4, rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg, acting as promoter.
"Prospectus"	This document.
"Record Date"	The fifth day prior to a general meeting of Shareholders at midnight (CET) where the quorum and the majority requirements shall be determined according to the Shares issued and outstanding.
"Reference Currency"	The currency as defined in Appendix III for each Sub-Fund.
"Regulated Market"	Any market which is regulated, operates regularly and is recognised and open to the public according to the Directive 2004/39/EC of 21 April 2004 on markets in financial instruments, as amended and/or replaced from time to time.
"Retail Investor"	An Investor which does not qualify as an Institutional Investor.
"Section"	A section of the Prospectus.
"Service Agreement"	The written agreement between the Management Company and the Company which provides for the rights and duties of the Management Company and the Company.
"Share Class"	A class of Shares with a specific fee structure or other distinctive feature(s).
"Share"	A share of no par value in any one Share Class in the capital of the Company.
"Shareholder"	A holder of Share(s) entitled to an undivided co-ownership of the assets and liabilities comprising the relevant Sub-Fund and to participate and share in the gross income of the relevant Sub-Fund, registered by the Management Company as the owner of the Shares.
"Sub-Fund"	A separate portfolio of assets for which a specific investment policy applies and to which specific liabilities, income and expenditure will be applied. The assets of a Sub-Fund are exclusively available to satisfy the rights of Shareholders in relation to that Sub-Fund and the rights of creditors whose claims have arisen in connection with the creation, operation or liquidation of that Sub-Fund.
"Subscriber"	A person subscribing Shares on its own account or, as the case may be, on account of an Investor.
"UCITS"	An "undertaking for collective investment in transferable securities" within the meaning of article 1(2) letters (a) and (b) of the UCITS Directive.
"UCITS Directive"	The European directive 2009/65/EC on undertakings for collective investment in transferable securities, as amended and/or replaced from time to time.
"UCI"	An "undertaking for collective Investment" as defined under Luxembourg law.
"UK"	The United Kingdom.
"USA" or "US"	The United States of America (including the States and the District of Columbia), its territories, its possessions and any other areas subject to its jurisdiction.

"USD"	The United States currency unit (also referred to as the United States Dollar).
"US Person"	Any citizen or resident of the United States of America (including any corporation, partnership or other entity created or organized in or under the laws of the United States of America or any political subdivision thereof) or any estate or trust that is subject to United States federal income taxation regardless of the source of its income.
"Valuation Day"	Unless otherwise provided for in Appendix III, each Business Day which does not fall within a period of suspension of the calculation of the Net Asset Value per Share of the relevant Sub-Fund and such other Business Day as the Board may decide in its sole discretion from time to time.
"VaR"	Value at Risk, a risk measurement tool to determine the global exposure risk of the Company.

All references herein to time are to Central European Time (CET) unless otherwise indicated.

Words importing the singular shall, where the context permits, include the plural and vice versa.

Title I. Name - Registered office - Duration - Purpose

Art. 1. Name. There exists among the Shareholders and those who may become owners of Shares hereafter issued, a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable") under the name of "Storm Fund II".

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a decision of the Board.

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

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

Art. 4. Purpose. The exclusive purpose of the Company is to invest the funds available to it in transferable securities and other assets permitted by law with the aim of spreading investment risks and affording its Shareholders the results of the management of its assets. The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the largest extent permitted under the 2010 Law.

Title II. Share capital - Shares - Net asset value

Art. 5. Share Capital - Shares Classes. The capital of the Company shall be represented by fully paid-up Shares of no par value and shall at any time be equal to the total net assets of the Company as defined in Article 11. The minimum capital shall be as provided by law one million two hundred and fifty thousand euro (Euro 1,250,000.-). The minimum capital of the Company must be achieved within six months after the date on which the Company has been authorised as a collective investment undertaking under Luxembourg law. The Consolidation Currency of the Company is the NOK.

The Shares to be issued within each Sub-Fund pursuant to Article 7 may, as the Board shall determine, be of different Share Classes. The proceeds of the issue of each Share Class for each Sub-Fund shall be invested in securities of any kind and other assets permitted by law pursuant to the investment policy determined by the Board for each Sub-Fund subject to the investment restrictions provided by law or determined by the Board.

The Board shall establish a portfolio of assets constituting one or more Sub-Funds for one or more Share Class(es) in the manner described in Article 11. As between Shareholders, each portfolio of assets shall be invested for the exclusive benefit for the relevant Share Class of each Sub-Fund.

The Company shall be considered as one single legal entity. However, with regard to third parties, in particular towards the Company's creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

The Board may create each Sub-Fund for a limited or an unlimited duration. In addition, the Board has the power at any time to merge Sub-Funds or, provided the duration of the relevant Sub-Fund is unlimited or has expired, to proceed to a compulsory redemption of all Shares outstanding in that Sub-Fund, on the basis of the applicable Net Asset Value per Share as of the Valuation Day at which the decision shall take effect, taking into account actual expenses incurred in connection with the merger or redemption and subject to the following procedures:

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

Art. 6. Form of Shares.

(1) The Board shall determine whether the Company shall issue Shares either in bearer form or in registered form.

All Shares in issue shall either be embodied in the global certificate or shall be registered in the register of Shareholders which shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of registered Shares, his or her residence or elected domicile as indicated to the Company, the number of registered Shares held by him/her/it and the amount paid-up on each such Share.

The global certificate shall be signed by two Directors. Such signatures shall be either manual, or printed, or in facsimile. However, one of such signatures may be made by a person duly authorized thereto by the Board; in the latter case, it shall be manual.

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

If bearer Shares are issued, registered Shares may be converted into bearer Shares and bearer Shares may be converted into registered Shares at the request of the holder of such Shares. A conversion of registered Shares into bearer Shares will be effected by cancellation of the registered share certificate, if any, and the respective clearing system shall have the relevant bearer Shares added to the global certificate, thereby increasing the number of bearer Shares represented by the global certificate by the number of Shares added, and an entry shall be made in the register of Shareholders to evidence such cancellation. A conversion of bearer Shares into registered Shares will be effected by cancellation of the global share certificate, and, if requested, by issuance of a registered share certificate in lieu thereof, and an entry shall be made in the register of Shareholders to evidence such issuance, and the respective clearing system shall have the relevant Shares deleted from the global certificate by the number of Shares thus deleted. At the option of the Board, the costs of any such conversion may be charged to the Shareholder requesting it.

The share certificates shall be signed by two Directors. Such signatures shall be either manual, or printed, or in facsimile. However, one of such signatures may be made by a person duly authorized thereto by the Board; in the latter case, it shall be manual. The Company may issue temporary Share certificates in such form as the Board may determine.

(2) If bearer Shares are issued, they shall be embodied in the global share certificate. Upon the issue of bearer Shares, the respective clearing system shall, at the Board's request, have the new bearer Shares added to the global certificate, thereby increasing the number of bearer Shares represented by the global certificate by the number of bearer Shares thus added. Transfer of registered Shares shall be effected (i) if Share certificates have been issued, upon delivering the certificate or certificates representing such Shares to the Company along with other instruments of transfer satisfactory to the Board, and (ii), if no Share certificates have been issued, by a written declaration of transfer to be inscribed in the register of Shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Any transfer of registered Shares shall be entered into the register of Shareholders; such inscription shall be signed by one or more director(s) or officer(s) of the Company or by one or more other persons duly authorized thereto by the Board. The global share certificate shall be held in custody on behalf of the Shareholder (s) by the respective clearing system, in its capacity as administrator of the central securities depositary of the bearer Shares.

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

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

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

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

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

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

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

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

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

Whenever the Company offers Shares for subscription, the price per Share shall be the Net Asset Value per Share of the relevant Share Class of each Sub-Fund as determined in compliance with Article 11. Such price shall be increased by such charges and commissions as the Prospectus may provide. The price so determined shall be payable within a period as determined by the Board which shall in general not exceed seven (7) Business Days from the relevant Valuation Day.

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

The Company may accept to issue Shares in consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from an independent auditor ("réviseur d'entreprises agréé").

Art. 8. Redemption of Shares. Any Shareholder may request the redemption of all or part of his/her/its Shares by the Company, under the terms and procedures set forth by the Board and within the limits provided by law, these Articles and the Prospectus.

The redemption price shall be paid within a period as determined by the Board which shall not exceed seven (7) Business Days from the relevant Valuation Day or at the date on which the Share certificates, if any, have been received by the Company, notwithstanding the provision of Article 12. Any request for redemption shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value per Share in the relevant Share Class.

The redemption price shall be equal to the Net Asset Value per Share of the relevant Share Class, as determined in accordance with the provisions of Article 11, less such charges and commissions (if any) at the rate provided for by the Prospectus. The relevant redemption price may be rounded up or down as the Board shall determine.

If as a result of any redemption request, the number of Shares hold by a Shareholder in any Share Class would fall below such number or such value as determined by the Board, then the Board may decide that this request be treated as a request for redemption of the full balance of such Shareholder's holding of Shares in such Share class.

Further, if on any given date redemption requests pursuant to this Article and switching requests pursuant to Article 9 exceed a certain level determined by the Board in relation to the number of Shares in issue of a specific Share Class, the Board may decide that part or all of such requests for redemption or switching will be deferred for a period that the Board considers to be in the best interest of the Company. On the next Valuation Day following that period, these redemption and switching requests will be met in priority to later requests.

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

All redeemed Shares shall be cancelled.

Art. 9. Conversion of Shares. Any Shareholder is entitled to request the conversion of one or more Share(s) in one Share Class into the corresponding amount of Shares in (i) either another Share Class(es) within the same Sub-Fund or (ii) one or more Share Class(es) in different Sub-Fund(s), as further described in the Prospectus.

The Board may set restrictions i.e. on the frequency, terms and conditions of the conversion and subject them to the payment of such charges and commissions as it shall determine in the Prospectus.

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

The converted Shares shall be cancelled in the original Share Class.

Art. 10. Restrictions on Ownership of Shares and Compulsory Redemption of Shares. The Company may restrict or prevent the ownership of Shares by any person, firm or corporate body if in the opinion of the Board such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become subject to tax laws other than those of the Grand Duchy of Luxembourg.

Specifically but without limitation, the Company may restrict the ownership of Shares by any U.S. Person, and for such purposes the Company may:

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

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

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

D. - where it appears to the Board that any U.S. Person, either alone or in conjunction with any other person, is a beneficial owner of Shares, compulsory redeem or cause to be compulsory redeemed from any such Shareholder all Shares held by such Shareholder in the following manner:

(1) The Company shall serve a notice ("Purchase Notice") upon the Shareholder holding such Shares or appearing in the register of Shareholders as the owner of the Shares to be repurchased, specifying the Shares to be compulsory repurchased and the manner and date in which the repurchase price will be calculated and completed.

Any such notice may be served upon such Shareholder by posting the same in a prepaid registered envelope addressed to such Shareholder at his/her/its last address known to or appearing in the books of the Company. The said Shareholder shall thereupon forthwith be obliged to deliver to the Company the Share certificate(s) representing the Shares specified in the repurchase notice.

Immediately after the close of business on the Business Day specified in the Purchase Notice, such Shareholder shall cease to be the owner of the Shares specified in such notice and, in the case of registered Shares, his/her/its name shall be removed from the register of Shareholders, and in the case of bearer Shares, the certificate(s) representing such Shares shall be cancelled.

(2) The price at which each such Share is to be repurchased shall be an amount based on the Net Asset Value per Share of the relevant Share Class as at the Valuation Day specified by the Board for the compulsory redemption of the relevant Shares, less any redemption charge and/or any service charge provided for in the Prospectus.

(3) Payment of the repurchase price will be made available to the former owner of such Shares in the relevant Dealing Currency and will be deposited for payment to such owner by the Company either with a bank in Luxembourg or elsewhere (as specified in the Purchase Notice) upon final determination of the repurchase price specified in such notice and unmatured distribution coupons attached thereto. Upon service of the purchase notice as aforesaid such former owner shall have no further interest in such Shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the repurchase price (without interest) from such bank. Any redemption proceeds receivable by a Shareholder under this paragraph, but not collected within a period of five years from the date specified in the Purchase Notice, may thereafter not be claimed and shall revert to the relevant Share Class(es). The Board shall have power from time to time to take all steps necessary to perfect such repurchase and to authorize such action on behalf of the Company.

(4) The exercise by the Company of the power conferred by this Article shall not be questioned or invalidated in any case on the ground that there was insufficient evidence of ownership of Shares by any person or that the true ownership of any Shares was otherwise than appeared to the Board at the date of any purchase notice, provided in such case the said powers were exercised by the Board in good faith. The Board has further the right to compulsory redeem part or all of the Share(s) held by a Shareholder who engages or envisages to engage in market timing, late trading or similar activities. The provisions of the previous paragraphs applying mutatis mutandis and may be further specified in the Prospectus.

Art. 11. Calculation of Net Asset Value per Share. The Net Asset Value per Share in each Shares Class shall be calculated in the relevant Dealing Currency as follows:

1. The Net Asset Value per Share of each Share Class within the relevant Sub-Fund will be calculated on each Valuation Day, but at least twice per month, in the Dealing Currency of the relevant Share Class. It will be calculated by dividing the total net asset value attributable to each Share Class within the relevant Sub-Fund, being the proportionate value of its assets less the portion of liabilities attributable to such Share Class within such Sub-Fund, by the number of Shares of such Share Class then outstanding. The resulting Net Asset Value per Share shall be rounded to the nearest two decimal places.

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

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

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

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

(c) all securities, shares, debt instruments, debentures, options or subscription rights and other derivative instruments, warrants, units or shares of undertakings for collective investments and other investments and securities belonging to the Company;

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

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

(f) the preliminary expenses of the Company insofar as the same have not been written off, provided that such preliminary expenses may be written off directly from the capital of the Company; 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 in hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received 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 Board may consider appropriate in such case to reflect the true value thereof.

(2) The value of such securities, financial derivative instruments and assets will be determined on the basis of the official settlement price or last available price on the stock exchange or any other Regulated Market as aforesaid on which these securities or assets are traded or admitted for trading.

(3) If a security is not traded or admitted on any official stock exchange or any Regulated Market, or in the case of securities so traded or admitted the last available settlement price or the last available closing price of which does not reflect their true value, the Board is required to proceed on the basis of their expected 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 organised market are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Board's initiative. The reference to fair value shall be understood as a reference to the amount for which an asset could be exchanged, or a liability be settled, between knowledgeable, willing parties in an arm's length transaction. The reference to reliable and verifiable valuation shall be understood as a reference to a valuation, which does not rely only on market quotations of the counterparty and which fulfils the following criteria:

(a) The basis of the valuation is either a reliable up-to-market value of the instrument, or, if such value is not available, a pricing model using an adequate recognised methodology.

(b) Verification of the valuation is carried out by one of the following:

(i) an appropriate third party which is independent from the counterparty of the OTC derivative, at an adequate frequency and in such a way that the Company is able to check it;

(ii) a unit within the Management Company which is independent from the department in charge of managing the assets and which is adequately equipped for such purpose.

(5) The value of swaps is calculated by the calculation agent of the swap transactions, according to a method based on market value, recognised by the Board and verified by the Fund's auditor;

(6) Units or shares in undertakings for collective investments shall be valued on the basis of their last available net asset value as reported by such undertakings.

(7) Liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortised cost basis. All other assets, where practice allows, may be valued in the same manner.

(8) If any of the aforesaid 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 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 Reference Currency of the Sub-Funds will be converted using the relevant spot rate quoted by a bank or other recognised financial institution.

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

(a) all borrowings, bills and other amounts due;

(b) all administrative and other operative expenses due or accrued including all fees payable to the investment manager, the custodian and any other representatives and agents of the Company;

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

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

(e) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by Shares.

In determining the amount of such liabilities, the Board shall take into account all expenses payable by the Company which shall comprise formation expenses, fees payable to its investment advisers or investment managers, director's fees and reasonable out-of-pocket expenses, accountants, custodian, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, and/or any other agent employed by the Company, fees related to listing the Shares on any stock exchange, fees related to the Shares being quoted on another regulated market, fees for legal and auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of prospectuses or any other offering documents of the Company, explanatory memoranda or

registration statements, taxes or governmental charges, and all other operational expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex.

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

In circumstances where the interests of the Company or its Shareholders so justify (for instance avoidance of market timing practices), the Board may take any appropriate measures, such as applying a fair value pricing to adjust the value of the Company's assets, as further described in the offering documents of the Company.

IV. For the purpose of this Article:

1) Shares to be redeemed under Article 8 shall be treated as existing and taken into account until immediately after the close of business on the date on which the redemption price thereof was determined, and from such time and until paid by the Company such price shall be deemed to be a liability of the Company;

2) Shares to be issued shall be treated as being in issue as from the close of business on the date on which the issue price thereof was determined, and from such time and until received by the Company such price shall be deemed to be a debt due to the Company;

3) all investments, cash balances and other assets expressed in currencies other than the currency in which the Net Asset Value for the relevant Share Class s calculated shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value per Share; and

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

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

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

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

Art. 12. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issue, Redemption and Switching of Shares. With respect to each Share Class, the Net Asset Value per Share and the price for the issue, redemption and switching of the Shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least twice a month at a frequency determined by the Board.

The Board may suspend or defer the calculation of the Net Asset Value per Share of any Share Class in any Sub-Fund and/ or the issue and/or redemption and/ or switching of any Share Class in any Sub-Fund into Shares of a Share Class of the same Sub-Fund or any other Sub-Fund, in respect of the assets attributable to any Share Class, of one or more of the following circumstances:

(a) during any period when, according to the opinion of the Board, any of the principal stock exchanges or any other Regulated Market on which any substantial portion of the Company's investments of the relevant Share Class for the time being are quoted, is closed, or during which dealings are restricted or suspended; or

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

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

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

(e) if the Company, or the relevant Sub-Fund, is being, or may be wound-up, on or following the date on which notice is given to the relevant meeting of Shareholders to wind up the Company; or

(f) when for any other reason the valuation of an investment of the Company attributable to the relevant Sub-Fund cannot be promptly or accurately ascertained; or

(g) if the calculation of the share or unit price in the respective master fund, in which one or more Sub-Fund(s) invest in, has been suspended; or

(h) in the event of a merger or a similar event concerning the Company and/or one or more Sub-Fund(s) if deemed necessary by the Board in the best interest of the Shareholders concerned; or

(i) in case of the suspension of the calculation of an index underlying a financial derivate investment material to a Sub-Fund.

Such suspension of the calculation of the Net Asset Value per Share of any

Sub-Fund or Share Class shall not affect the valuation of other Sub-Funds or Share Classes, unless these Sub-Funds or Share Classes are also affected.

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

During any period of suspension, Shareholders having applied for subscription, redemption or switching of Shares may withdraw their request. Failing such cancellation, the Shares shall be issued, redeemed or switched by reference to the Net Asset Value per Share first calculated after the end of the suspension period.

Title III. Administration and Supervision

Art. 13. The Board. The Company shall be managed by a Board composed of not less than three Directors, who need not be Shareholders. They shall be elected for a term not exceeding six (6) years. The Directors shall be elected by the Shareholders at a general meeting of Shareholders; the latter shall further determine the number of Directors, their remuneration and the term of their office.

Directors shall be elected by the majority of the votes validly cast.

Any Director may be removed with or without cause or be replaced at any time by a resolution adopted by a general meeting of Shareholders.

In the event of a vacancy in the office of a Director, the remaining Directors may temporarily fill such vacancy; the Shareholders shall take a final decision regarding such nomination at their next general meeting.

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

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

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

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

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

Any Director may participate in a meeting of the Board by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting. The Directors may only act at duly convened meetings of the Board. The Directors may not bind the Company by their individual signatures, except if specifically authorized thereto by a resolution of the Board.

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

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

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

Resolutions in writing approved and signed by all Directors shall have the same effect as resolutions voted at the Directors' meetings duly convened and hold; each Director shall approve such resolution in writing, by telegram, telex, telefax or any other similar means of communication. Such approval shall be confirmed in writing and may appear on a single document or multiple copies of an identical resolution and all documents shall form the record that proves that such decision has been taken.

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

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

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

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

Art. 18. Investment policy. The Board, based upon the principle of risk spreading, has the power to determine (i) the investment policies to be applied in respect of each Sub-Fund, (ii) the hedging strategy to be applied to specific Share Classes and (iii) the course of conduct of the management and business affairs of the Company, all within the restrictions as shall be set forth by the Board in compliance with applicable laws and regulations. In General, only up to 10 % of the Sub-Fund's assets may be invested in UCITS or UCI. The Board may decide to deviate from this general rule for certain Sub-Funds, which will be defined in the relevant Appendix of the Prospectus for each Sub-Fund.

Within those restrictions, the Board may decide that investments be made:

(i) in transferable securities admitted to official listing on a stock exchange or dealt in on another Regulated Market;

(ii) in transferable securities admitted to official listing on a stock exchange or dealt in on another Regulated Market located within any other country of Western or Eastern Europe, Asia, Oceania, the American continents or Africa;

(iii) in recently issued transferable securities provided that the terms of issue provide that application be made for admission to official listing in any of the stock exchanges or Regulated Markets referred to above and that such admission is secured within a year of the issue;

(iv) in accordance with the principle of risk spreading, up to 100% of the net assets attributable to each Share Class may be invested in transferable securities issued or guaranteed by a Member State, by its local authorities, by any other member state of the OECD or by a public international body of which one or more Member State(s) are member(s), provided that in the case where the Company decides to make use of this provision, it shall, on behalf of the relevant Share Class(es), hold securities from at least six (6) different issues and securities from any one issue may not account for more than 30% of the net assets attributable to such Share Class(es);

(v) in securities of another UCI, provided that if such a UCI is an UCITS of the open-ended type and is linked to the Company by common management or control or by a substantial direct or indirect holding, investment in the securities of such UCI shall be permitted only if such UCI, according to its constitutional documents, has specialized in investment in a specific geographical area or economic sector and if no fees or costs are charged on account of transactions relating to such acquisition;

(vi) in any other securities, instruments or other assets within the restrictions as shall be set forth by the Board in compliance with applicable laws and regulations;

(vii) shares or units of a Master Fund qualifying as UCITS.

The Board, acting in the best interest of the Company, may decide, in the manner described in the Prospectus, that (i) all or part of the assets of the Company or of any Sub-Fund be co-managed on a segregated basis with other assets held by other investors, including other UCIs and/or their sub-funds, and/or that (ii) all or part of the assets of two or more Sub-Funds be co-managed amongst themselves on a segregated or on a pooled basis. Provide that a Sub-Fund may, in accordance with the relevant provisions of the Prospectus, invest in one or more Sub-Fund(s) to the widest extend permitted by applicable Luxembourg laws and regulations.

Moreover, the Board may adopt, for one or more Sub-Fund(s), master-feeder strategies in view of pooling its assets and achieving economies of scale between European–domiciled UCITS within the meaning of article 1, paragraph 2 (a) and (b) of the UCITS Directive. The relevant Feeder Fund can thus derogate from the standard diversification limits in order to invest its assets in only one Master Fund or compartment thereof. The Feeder Fund will have to invest at least 85% of its assets in the Master Fund with the 15% remaining assets being invested in other eligible assets. A Feeder Fund may either cease to be a Feeder Fund or replace its Master Fund, Shareholders will then be informed accordingly and both, the Prospectus and the relevant KII will be adapted accordingly after the prior approval of the CSSF.

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

The Company is authorized to use techniques and instruments relating to transferable securities and money market instruments as further provided for in the Prospectus.

Art. 19. Conflict of Interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Company is interested in, or is a director, associate, officer or employee of, such other company or firm. Any Director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise

engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company may have in any transaction of the Company an interest opposite to the interests of the Company, such Director or officer shall make known to the Board such opposite interest and shall not consider or vote on any such transaction, and such transaction and such Director's or officer's interest therein shall be reported to the next following general meeting of Shareholders.

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

Art. 21. Indemnification of Directors. The Company may indemnify any Director or officer, and his or her heirs, executors and administrators, against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his being or having been a Director or officer of the Company or, at its request, of any other company of which the Company is a Shareholder or a creditor and from which he or she is not entitled to be indemnified, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he or she may be entitled.

Art. 22. Auditors. The accounting data related in the Annual Report shall be audited by an independent auditor ("réviseur d'entreprises agréé") appointed and remunerated by the Company.

The Auditor shall fulfil all duties prescribed by the 2010 Law.

Title IV. General meetings - Accounting year - Distributions

Art. 23. Representation. The general meeting of Shareholders shall represent the entire body of Shareholders. Its resolutions shall be binding upon all the Shareholders regardless of the Share Class(es) held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Art. 24. General Meetings of Shareholders. The general meeting of Shareholders shall meet upon call by the Board.

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

The annual general meeting shall be held in accordance with Luxembourg law at the Company's registered office or at a place specified in the notice of meeting on the 4rd Wednesday of May of each year at 11:00 a.m. Luxembourg time.

If such day is not a Business Day, the annual general meeting shall be held on the next following Business Day.

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

The convening notices to general meetings of Shareholders may provide that the quorum and the majority at the general meeting shall be determined according to the Shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the general meeting (referred to as "Record Date"). The rights of a Shareholder to attend a meeting and to exercise the voting rights attaching to his or her Shares are determined in accordance with the Shares held by this Shareholder at the Record Date. The Company is not required to send the annual accounts, the report of the Auditor and the management report to the Shareholders at the same time as the convening notice to the annual general meeting. The convening notice shall indicate the place and the practical arrangements for providing these documents to the Shareholders and shall specify that each Shareholder may request that they are sent to him. Notices of all general meetings are sent by registered mail to all registered Shareholders at their registered address at least eight (8) calendar days prior to such meeting. Such notice will indicate the time and place of such meeting and the conditions of admission thereto, will contain the agenda and will refer to the requirements of Luxembourg law with regard to the necessary quorum and majorities at such meeting. Notices of all general meetings will be published in the Mémorial, in Luxembourg newspaper (s) and in other newspaper(s) as the Board may decide, for Shareholder who hold bearer Shares, if any, to the extent required by Luxembourg law.

The agenda shall be prepared by the Board except in the instance where the meeting is called on the written demand of the Shareholders in which instance the Board may prepare a supplementary agenda.

If all Shares are in registered form only convening notices may be mailed by registered mail only.

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

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

The business transacted at any meeting of the Shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters. To the extent required by law, the notice may, in addition, be published in the Mémorial, in one or more Luxembourg newspapers, and/or in such other newspaper(s) as the Board may decide in its sole discretion.

The General Meeting can decide on all Company matters. The power to make the following decisions, in particular, is reserved to the General Meeting:

(1) appointment and dismissal of members of the Board of Directors and the auditor, and the determination of their compensation, discharge of the directors and the auditors, if required;

(2) consideration of the reports of the Board of Directors and the auditor, approval of the annual financial statements;

(3) appropriation of net income for the year (taking into account the advance distributions already paid out by the Board of Directors);

(4) Amendments to the Articles of Association;

(5) Dissolution and liquidation of the Company;

(6) Mergers and splits of the Company.

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

Resolutions with respect to the appointment and dismissal of members of the Board of Directors shall require the approval of a minimum of two thirds of the votes cast by the Shareholders present or represented regardless of the proportion of the capital represented.

This requirement shall not apply when other attendance and majority requirements are mandated by law.

Art. 25. Quorum and Majority Conditions. The quorum requirements are those provided for under Luxembourg law and regulations.

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

Art. 26. General Meetings of Shareholders in a Sub-Fund or in a Share Class. The Shareholders in all the Share Class (es) issued in respect of a specific Sub-Fund may hold, at any time, general meetings to decide on any matter which relate exclusively to such Sub-Fund.

In addition, the Shareholders of any Share Class may hold, at any time, general meetings for any matter which relates exclusively to that Share Class.

The provisions of Article 24, paragraphs 1, 2, 6, 7, 8, 9 and 10 shall apply to such general meetings.

Each whole Share is entitled to one vote in compliance with Luxembourg law and these Articles. Shareholders may act either in person or by giving a written proxy to another person who needs not be a Shareholder and may be a Director.

Any proxy granted by a Shareholder shall remain valid for any convened meeting, unless it is expressly revoked or provided otherwise therein.

Any resolution of the general meeting of Shareholders, affecting the rights of the holders of Shares in any Share Class vis-à-vis the rights of the holders of Shares in any other Share Class(es), shall be subject to a resolution of the general meeting of Shareholders of such Share Class(es) in compliance with article 68 of the 1915 Law.

Art. 27. Merger of the Company, the Sub-Funds and/or Shares Classes and Reorganisation of a Sub-Fund. In the event that for any reason the value of the net assets in any Sub-Fund or Share Class has decreased to an amount determined by the Board to be the minimum level for such Sub-Fund or Share Class to be operated in an economically efficient manner, or if a change in the economical or political situation relating to any Sub-Fund or Share Class would have material adverse consequences on the investments of that Sub-Fund or Share Class or in order to proceed to an economic rationalization, or if the agreement with the Investment Manager has been terminated and such Investment Manager has not been replaced by a replacement investment manager, the Board may decide to compulsorily redeem all the Shares of the relevant Shares Class(es) at the Net Asset Value per Share (taking into account actual realization prices of investments and realization expenses) as of the Valuation Day on which such decision takes effect. The decision of the Board will be published (either in newspaper(s) to be determined by the Board or by way of a notice sent to the Shareholders at their addresses indicated in the register of Shareholders) prior to the effective date and the publication will indicate the reasons for, and the procedures of, the compulsory redemption operations. Unless it is otherwise decided in the interests of, or to keep equal treatment between, the Shareholders, the Shareholders concerned may continue to request redemption or switching of their Shares without redemption or switching charges (but taking into account actual realization prices of investments and realization expenses) prior to the effective date.

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

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Custodian for a period of nine (9) months; after this period, these assets will be deposited with the Caisse de

Consignations on behalf of the persons entitled thereto and the corresponding rights shall lapse in accordance with applicable law (in principle, 30 years).

Under the same circumstances as provided in the first paragraph of this Article, the Board may decide to merge any Sub-Fund with another existing Sub-Fund or with another Luxembourg or foreign UCITS or any sub-fund thereof. Such decision will be published in the same manner as described above (and, in addition, the publication will contain information in relation to the other Sub-Fund or Luxembourg or foreign UCITS, or sub-fund thereof, as applicable), no less than one (1) month before the date on which the merger becomes effective in order to enable Shareholders to request redemption or switching of their Shares, without redemption or switching charges, during such period. At the expiry of this period, the relevant decision shall bind all the Shareholders who have not exercised such right.

Notwithstanding the powers conferred to the Board by the preceding paragraphs, a merger of any Share Class with another Share Class or a Luxembourg or foreign UCITS, or any sub-fund thereof, may be decided by a general meeting of the Shareholders concerned for which there shall be no quorum requirement and which will decide by a simple majority of votes validly cast.

In the event that the Board determines that it is required in the interests of the Shareholders of the relevant Sub-Fund or that a change in the economic or political situation relating to the Sub-Fund concerned has occurred which would justify the reorganisation of one Sub-Fund by means of either a split or a consolidation into two or more Sub-Funds (followed, if necessary, by the payment of the amount corresponding to any fractional entitlement to the Shareholders), such resolution may be resolved upon by the Board. Such decision will be published in the same manner as described above and, in addition, the publication will contain information in relation to the two or more new Sub-Funds. Such publication will be made no less than one (1) month before the date on which the reorganisation becomes effective in order to enable the Shareholders to request, during that period of time, the redemption of same or all of their Share(s) without redemption charges.

All redeemed Shares shall be cancelled.

Art. 28. Financial year. The financial year of the Company shall commence on the first day of January and shall terminate on the last day of December of the same calendar year.

Art. 29. Distributions. The general meeting of Shareholders shall, upon proposal of the Board and within the limits provided for by law, determine how the results of the Company shall be disposed of, and may from time to time declare, or authorize the Board to declare, distributions.

Any resolution as to the distribution to Shareholders of a specific Share Class shall be only subject to a vote of the Shareholders of the relevant Share Class.

In respect of each Share Class entitled to distributions, the Board may decide to pay interim distributions in accordance with applicable laws and regulations.

The payment of the distributions shall be made to the account indicated in the register of Shareholders in case of registered Shares and upon presentation of the distribution coupon to the agent or agents therefore designated by the Company in case of bearer Shares.

Interim dividends may at any time be paid on the Share Class upon decision of the Board in compliance with applicable laws and regulations.

The Board may pay the distributions in the Dealing Currency and at such time and place as it shall determine from time to time.

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

Any distribution that has not been claimed within five (5) years of its declaration shall be forfeited and revert to the relevant Share Class(es).

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

Title V. Final provisions

Art. 30. Custodian. To the extent required by law, the Company shall enter into a custody agreement with a banking or saving institution as defined by the law of April 5, 1993, on the financial sector as amended and/or replaced from time to time (herein referred to as the "Custodian").

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

If the Custodian desires to retire, the Board shall use its best endeavours to find a successor Custodian. The Board may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian has been appointed to act in the place thereof.

Art. 31. Dissolution. The Company may at any time be dissolved by a resolution of the general meeting of Shareholders subject to the quorum and majority requirements applicable for the amendments to these Articles.

Whenever the share capital falls below two thirds of the minimum capital indicated in Article 5, the question of the dissolution of the Company shall be referred to the general meeting of Shareholders by the Board. The general meeting

of Shareholders, for which no quorum shall be required, shall decide by simple majority of the Shares represented at the meeting.

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

The meetings must be convened so that they are held within a period of forty (40) days from the determination that the net assets of the Company have fallen below two thirds or one fourth respectively of the legal minimum, as the case may be.

Art. 32. Liquidation. The Company may be liquidated at any time by a resolution adopted by an extraordinary general meeting of Shareholders, at which meeting one or several liquidators will be named and their powers defined. Liquidation shall be carried out by one or several liquidator(s), who may be physical persons or legal entities, duly approved by the CSSF and appointed by the general meeting of Shareholders which shall determine their powers and their compensation.

The decision to liquidate a Sub-Fund may also be taken at a meeting of Shareholders of the particular Sub-Fund concerned. The liquidation of one Sub-Fund does not entail the automatic liquidation of the other Sub-Fund(s).

The liquidation of the Company and/or any of its Sub-Fund(s) shall in principle be completed within nine (9) months. Any liquidation proceeds of a Sub-Fund or of the Company shall be deposited in escrow at the Caisse de Consignation at the close of the liquidation. Amounts not claimed from escrow within the period fixed by law shall be forfeited in accordance with the provisions of Luxembourg law.

Art. 33. Amendments to the Articles. These Articles may be amended by a general meeting of Shareholders subject to the quorum and majority requirements provided for by law.

Art. 34. Statement. Words importing a masculine gender also include the feminine gender, words importing persons or Shareholders also include corporations, partnerships, associations and any other organized group of persons whether incorporated or not.

Art. 35. Applicable Law. All matters not governed by these Articles shall be determined in accordance with the 1915 Law.

Estimate of costs

The amount of expenses, costs, remunerations and charges in any form whatsoever which shall be borne by the Fund as a result of the present deed is estimated to be approximately EUR 2.400.-.

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

The document having been read to the Bureau, said members of the Bureau signed together with the notary the present original deed.

There being no other issues the extraordinary general meeting was closed.

Signé: K. KAHSTEIN, D. RHEINDT, R. KRENZ, C. DELVAUX.

Enregistré à Redange/Attert, le 03 décembre 2012. Relation: RED/2012/1620. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): T. KIRSCH.

POUR EXPEDITION CONFORME, délivrée aux fins de dépôt au Registre de Commerce et des Sociétés de Luxembourg et aux fins de publication au Mémorial C, Recueil des Sociétés et Associations.

Redange-sur-Attert, le 13 décembre 2012. Me Cosita DELVAUX.

Référence de publication: 2012163557/885.

(120215492) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 décembre 2012.

Jade International S.A., Société Anonyme.

R.C.S. Luxembourg B 89.365.

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EXTRAIT

Il résulte d'une lettre recommandée en date du 16 novembre 2012 que le siège social de la société anonyme JADE INTERNATIONAL S.A., 7a, rue des Glacis, L-1628 Luxembourg, RCS Luxembourg B 89365, et dont le domiciliataire est l'Etude Weinacht et Associés a été dénoncé avec effet au 16 novembre 2012.

Signature

Un mandataire

Référence de publication: 2012151023/12.

(120199309) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 novembre 2012.

Luxpromo II S.à r.l., Société à responsabilité limitée.

Siège social: L-7243 Bereldange, 62, rue du X Octobre.

R.C.S. Luxembourg B 63.828.

Couvent Immobilier S.A., Société Anonyme.

Siège social: L-7243 Bereldange, 62, rue du X Octobre.

R.C.S. Luxembourg B 68.242.

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PROJET DE FUSION

L'an deux mille douze, le six décembre.

Par-devant Maître Alex WEBER, notaire de résidence à Bascharage.

A COMPARU:

Monsieur Gilio FONCK, gérant de société, demeurant à L-1353 Howald, 22, rue Père Conrad,

agissant en sa qualité de mandataire spécial:

du conseil de gérance de la société à responsabilité limitée «LUXPROMO II S. à r.l.» (numéro d'identité 1998 24 03 505), ayant son siège social à L-7243 Bereldange, 62, rue du X Octobre, inscrite au R.C.S.L. sous le numéro B 63.828,

aux termes du procès-verbal de la réunion du conseil de gérance datée du 9 novembre 2012,

ainsi que du conseil d'administration de la société anonyme «COUVENT IMMOBILIER S. A.» (numéro d'identité 1999 22 00 688), ayant son siège social à L-7243 Bereldange, 62, rue du X Octobre, inscrite au R.C.S.L. sous le numéro B 68.242,

aux termes du procès-verbal de la réunion du conseil d'administration datée du 9 novembre 2012.

Les procès-verbaux des réunions du conseil de gérance et du conseil d'administration prémentionnés, après avoir été signés "ne varietur" par le comparant et le notaire soussigné, resteront annexés au présent acte pour être enregistrés avec celui-ci.

Lequel comparant, agissant ès-qualités, a déclaré et requis le notaire soussigné d'acter en la forme authentique le projet de fusion suivant.

Les associés de la société à responsabilité limitée «LUXPROMO II S.à r.l.» et les actionnaires de la société anonyme «COUVENT IMMOBILIER S.A.» ont convenu de réunir les actifs et passifs des deux sociétés par une fusion par absorption de «COUVENT IMMOBILIER S.A.», ci-après dénommée la «Société Absorbée» par «LUXPROMO II S.à r.l.», ci-après dénommée la «Société Absorbante».

A. Description des sociétés à fusionner

1) La société à responsabilité limitée «LUXPROMO II S. à r.l.» (numéro d'identité 1998 24 03 505), la «Société Absorbante», ayant son siège social à L-7243 Bereldange, 62, rue du X Octobre, inscrite au R.C.S.L. sous le numéro B 63.828, a été constituée sous la dénomination de «SOCIETE LUXEMBOURGEOISE DE PROMOTION, LUXPROMO II, S. à r.l.» suivant acte reçu par le notaire Jean-Paul HENCKS, alors de résidence à Luxembourg, en date du 20 mars 1998, publié au Mémorial C, numéro 458 du 24 juin 1998 et ses statuts ont été modifiés suivant procès-verbal de la réunion des gérants tenue le 20 décembre 2001, dont un extrait a été publié au Mémorial C, numéro 914 du 14 septembre 2004 et suivant acte reçu par le notaire Tom METZLER, de résidence à Luxembourg-Bonnevoie, en date du 1 er mars 2007, publié au Mémorial C, numéro 1021 du 31 mai 2007.

Son capital souscrit et entièrement libéré s'élève à douze mille trois cent quatre-vingt-quatorze virgule soixante-huit euros (€ 12.394,68), représenté par cent (100) parts sociales d'une valeur nominale de cent vingt-trois virgule neuf mille quatre cent soixante-huit euros (€ 123,9468) chacune.

2) La société anonyme «COUVENT IMMOBILIER S.A.» (numéro d'identité 1999 22 00 688), la «Société Absorbée», ayant son siège social à L-7243 Bereldange, 62, rue du X Octobre, inscrite au R.C.S.L. sous le numéro B 68.242, a été constituée suivant acte reçu par le prédit notaire Jean-Paul HENCKS, en date du 28 janvier 1999, publié au Mémorial C, numéro 264 du 16 avril 1999 et ses statuts ont été modifiés suivant procès-verbal de la réunion du conseil d'administration tenue le 20 décembre 2001, dont un extrait a été publié au Mémorial C, numéro 925 du 16 septembre 2004 et suivant acte reçu par le prédit notaire Tom METZLER, en date du 1 er mars 2007, publié au Mémorial C, numéro 986 du 26 mai 2007.

Son capital souscrit et entièrement libéré s'élève à deux cent quarante-sept mille huit cent quatre-vingt-treize virgule cinquante-deux euros (€ 247.893,52), représenté par deux cents (200) actions d'une valeur nominale de mille deux cent trente-neuf virgule quarante-six mille sept cent soixante-deux euros (1.239,46762) chacune.

B. Modalités de la Fusion

1. La société à responsabilité limitée «LUXPROMO II S.à r.l.» entend fusionner avec la société anonyme «COUVENT IMMOBILIER S.A.» La fusion sera réalisée par voie d'absorption de «COUVENT IMMOBILIER S.A.», la Société Absorbée,

par «LUXPROMO II S. à r.l.», la Société Absorbante, en conformité avec les articles 278 et 279 de la loi modifiée du 10 août 1915 sur les sociétés commerciales.

2. La Société Absorbante détient la totalité des actions de la Société Absorbée.

3. Sous réserve des droits des associés de «LUXPROMO II S.à r.l.» tels que décrits sub 8), la date à partir de laquelle la fusion entre «LUXPROMO II S.à r.l.» et «COUVENT IMMOBILIER S.A.» est considérée du point de vue juridique comme accomplie entre parties est fixée à un mois après la publication du présent projet de fusion au Mémorial C, Recueil des Sociétés et Associations.

4. La fusion est basée sur les bilans de la Société Absorbante et de la Société Absorbée au 31 octobre 2012 et la fusion prend comptablement effet le 1 er janvier 2013. Les opérations de "COUVENT IMMOBILIER S.A." (Société Absorbée) sont considérées du point de vue comptable comme accomplies pour le compte de la société «LUXPROMO II S.à r.l.» (Société Absorbante) à partir du 1 er janvier 2013.

5. A partir de la date de prise d'effet de la fusion sur le plan juridique entre parties, tel que décrit sub 3., tous les droits et toutes les obligations de «COUVENT IMMOBILIER S.A.» vis-à-vis des tiers seront pris en charge par «LUXPROMO II S.à r.l.».

6. Il n'est accordé, par l'effet de la fusion, aucun avantage particulier ni aux associés, ni aux actionnaires, ni aux gérants, ni aux administrateurs, ni aux organes de surveillance et de contrôle des sociétés qui fusionnent.

7. Il n'y a dans la Société Absorbée ni actionnaires ayant des droits spéciaux ni porteurs de titres autres que des parts sociales.

8. Tous les associés de «LUXPROMO II S.à r.l.» (Société Absorbante) ont le droit de prendre connaissance au siège social de cette dernière, au moins un mois avant que l'opération ne prenne effet entre parties, du projet de fusion, des comptes annuels ainsi que des rapports de gestion des trois derniers exercices des sociétés qui fusionnent et des états comptables des sociétés qui fusionnent, tels que déterminés à l'article 267 (1) a), b) et c) de la loi modifiée du 10 août 1915 sur les sociétés commerciales, que la Société Absorbante s'engage à déposer pendant ledit délai légal à son siège social.

9. Un ou plusieurs associés de la Société Absorbante disposant d'au moins cinq pour cent (5 %) des parts sociales du capital souscrit ont le droit de requérir, pendant le même délai d'un mois, la convocation d'une assemblée générale appelée à se prononcer sur l'approbation de la fusion.

10. A défaut de convocation d'une telle assemblée ou du rejet de la fusion par l'assemblée, la fusion deviendra définitive un mois après la publication au Mémorial du projet de fusion et entraînera de plein droit les effets prévus par l'article 274 de la loi modifiée du 10 août 1915 sur les sociétés commerciales, à savoir:

a) la transmission universelle, tant entre la Société Absorbée et la Société Absorbante qu'à l'égard des tiers, de l'ensemble du patrimoine actif et passif de la Société Absorbée à la Société Absorbante;

b) la Société Absorbée cesse d'exister;

c) les actions de la Société Absorbée détenues par la Société Absorbante sont annulées.

11. Les mandats des Président du Conseil d'Administration, administrateurs, administrateurs-délégués et commissaire aux comptes de la Société Absorbée «COUVENT IMMOBILIER S.A.» prennent fin à la date d'effet de la fusion. Décharge entière est accordée aux Président du Conseil d'Administration, administrateurs, administrateurs-délégués et commissaire aux comptes de la Société Absorbée.

12. Les documents sociaux de la Société Absorbée seront conservés pendant le délai légal au siège de la Société Absorbante.

13. La Société Absorbante procédera à toutes les formalités nécessaires ou utiles pour donner effet à la fusion et à la cession de tous les avoirs et obligations par la Société Absorbée à la Société Absorbante.

Le notaire soussigné déclare attester la légalité du présent projet de fusion, conformément aux dispositions de l'article 271 (2) de la loi modifiée du 10 août 1915 sur les sociétés commerciales

DONT ACTE, fait et passé à Bascharage, en l'étude, date qu'en tête des présentes.

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

Signé: FONCK, A. WEBER.

Enregistré à Capellen, le 7 décembre 2012. Relation: CAP/2012/4734. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): NEU.

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

Bascharage, le 14 décembre 2012. A. WEBER.

Référence de publication: 2012164211/109.

(120216706) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 décembre 2012.

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

Siège social: L-1353 Howald, 22, rue Père Conrad.

R.C.S. Luxembourg B 144.063.

ARE Invest, Société Anonyme.

Siège social: L-1353 Howald, 22, rue Père Conrad.

R.C.S. Luxembourg B 68.411.

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PROJET DE FUSION

L'an deux mille douze, le six décembre.

Par-devant Maître Alex WEBER, notaire de résidence à Bascharage.

A COMPARU:

Monsieur Gilio FONCK, gérant de société, demeurant à L-1353 Howald, 22, rue Père Conrad,

agissant en sa qualité de gérant unique de la société à responsabilité limitée «FIMANOR S. à r.l.» (numéro d'identité 2009 24 00 086), ayant son siège social à L-1353 Howald, 22, rue Père Conrad, inscrite au R.C.S.L. sous le numéro B 144.063,

ainsi qu'en sa qualité de mandataire spécial du conseil d'administration de la société anonyme «ARE INVEST» (numéro d'identité 1999 22 01 781), ayant son siège social à L-1353 Howald, 22, rue Père Conrad, inscrite au R.C.S.L. sous le numéro B 68.411,

aux termes du procès-verbal de la réunion du conseil d'administration datée du 9 novembre 2012.

Le procès-verbal de la réunion du conseil d'administration prémentionné, après avoir été signé "ne varietur" par le comparant et le notaire soussigné, restera annexé au présent acte pour être enregistré avec celui-ci.

Lequel comparant, agissant ès-qualités, a déclaré et requis le notaire soussigné d'acter en la forme authentique le projet de fusion suivant.

Les associés de la société à responsabilité limitée «FIMANOR S.à r.l» et les actionnaires de la société anonyme «ARE INVEST» ont convenu de réunir les actifs et passifs des deux sociétés par une fusion par absorption de «ARE INVEST», ci-après dénommée la «Société Absorbée» par «FIMANOR S.à r.l.», ci-après dénommée la «Société Absorbante».

A. Description des sociétés à fusionner

1) La société à responsabilité limitée «FIMANOR S. à r.l.» (numéro d'identité 2009 24 00 086), la «Société Absorbante», ayant son siège social à L-1353 Howald, 22, rue Père Conrad, inscrite au R.C.S.L. sous le numéro B 144.063, a été constituée suivant acte reçu par le notaire Tom METZLER, de résidence à Luxembourg-Bonnevoie, en date du 9 janvier 2009, publié au Mémorial C, numéro 247 du 4 février 2009.

Son capital souscrit et entièrement libéré s'élève à douze mille cinq cents euros (€ 12.500.-), représenté par cent (100) parts sociales d'une valeur nominale de cent vingt-cinq euros (€ 125.-) chacune.

2) La société anonyme «ARE INVEST» (numéro d'identité 1999 22 01 781), la «Société Absorbée», ayant son siège social à L-1353 Howald, 22, rue Père Conrad, inscrite au R.C.S.L. sous le numéro B 68.411, a été constituée suivant acte reçu par le notaire Jean-Paul HENCKS, alors de résidence à Luxembourg, en date du 3 février 1999, publié au Mémorial C, numéro 305 du 30 avril 1999 et ses statuts ont été modifiés suivant procès-verbal de l'assemblée générale extraordinaire des actionnaires tenue le 9 mars 2001, dont un extrait a été publié au Mémorial C, numéro 884 du 16 octobre 2001.

Son capital souscrit et entièrement libéré s'élève à soixante mille euros (€ 60.000.-), représenté par cent vingt (120) actions d'une valeur nominale de cinq cents euros (500.-) chacune.

B. Modalités de la Fusion

1. La société à responsabilité limitée «FIMANOR S.à r.l.» entend fusionner avec la société anonyme «ARE INVEST» La fusion sera réalisée par voie d'absorption de «ARE INVEST», la Société Absorbée, par «FIMANOR S. à r.l.», la Société Absorbante, en conformité avec les articles 278 et 279 de la loi modifiée du 10 août 1915 sur les sociétés commerciales.

2. La Société Absorbante détient la totalité des actions de la Société Absorbée.

3. Sous réserve des droits des associés de «FIMANOR S.à r.l.» tels que décrits sub 8), la date à partir de laquelle la fusion entre «FIMANOR S.à r.l.» et «ARE INVEST» est considérée du point de vue juridique comme accomplie entre parties est fixée à un mois après la publication du présent projet de fusion au Mémorial C, Recueil des Sociétés et Associations.

4. La fusion est basée sur les bilans de la Société Absorbante et de la Société Absorbée au 31 octobre 2012 et la fusion prend comptablement effet le 1 er janvier 2013. Les opérations de "ARE INVEST" (Société Absorbée) sont considérées du point de vue comptable comme accomplies pour le compte de la société «FIMANOR S.à r.l.» (Société Absorbante) à partir du 1 er janvier 2013.

5. A partir de la date de prise d'effet de la fusion sur le plan juridique entre parties, tel que décrit sub 3., tous les droits et toutes les obligations de «ARE INVEST» vis-à-vis des tiers seront pris en charge par «FIMANOR S.à r.l.».

6. Il n'est accordé, par l'effet de la fusion, aucun avantage particulier ni aux associés, ni aux actionnaires, ni au gérant, ni aux administrateurs, ni aux organes de surveillance et de contrôle des sociétés qui fusionnent.

7. Il n'y a dans la Société Absorbée ni actionnaires ayant des droits spéciaux ni porteurs de titres autres que des parts sociales.

8. Tous les associés de «FIMANOR S.à r.l.» (Société Absorbante) ont le droit de prendre connaissance au siège social de cette dernière, au moins un mois avant que l'opération ne prenne effet entre parties, du projet de fusion, des comptes annuels ainsi que des rapports de gestion des trois derniers exercices des sociétés qui fusionnent et des états comptables des sociétés qui fusionnent, tels que déterminés à l'article 267 (1) a), b) et c) de la loi modifiée du 10 août 1915 sur les sociétés commerciales, que la Société Absorbante s'engage à déposer pendant ledit délai légal à son siège social.

9. Un ou plusieurs associés de la Société Absorbante disposant d'au moins cinq pour cent (5 %) des parts sociales du capital souscrit ont le droit de requérir, pendant le même délai d'un mois, la convocation d'une assemblée générale appelée à se prononcer sur l'approbation de la fusion.

10. A défaut de convocation d'une telle assemblée ou du rejet de la fusion par l'assemblée, la fusion deviendra définitive un mois après la publication au Mémorial du projet de fusion et entraînera de plein droit les effets prévus par l'article 274 de la loi modifiée du 10 août 1915 sur les sociétés commerciales, à savoir:

a) la transmission universelle, tant entre la Société Absorbée et la Société Absorbante qu'à l'égard des tiers, de l'ensemble du patrimoine actif et passif de la Société Absorbée à la Société Absorbante;

b) la Société Absorbée cesse d'exister;

c) les actions de la Société Absorbée détenues par la Société Absorbante sont annulées.

11. Les mandats des Président du Conseil d'Administration, administrateurs, administrateur-délégué et commissaire aux comptes de la Société Absorbée «ARE INVEST» prennent fin à la date d'effet de la fusion. Décharge entière est accordée aux Président du Conseil d'Administration, administrateurs, administrateur-délégué et commissaire aux comptes de la Société Absorbée.

12. Les documents sociaux de la Société Absorbée seront conservés pendant le délai légal au siège de la Société Absorbante.

13. La Société Absorbante procédera à toutes les formalités nécessaires ou utiles pour donner effet à la fusion et à la cession de tous les avoirs et obligations par la Société Absorbée à la Société Absorbante.

Le notaire soussigné déclare attester la légalité du présent projet de fusion, conformément aux dispositions de l'article 271 (2) de la loi modifiée du 10 août 1915 sur les sociétés commerciales

DONT ACTE, fait et passé à Bascharage, en l'étude, date qu'en tête des présentes.

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

Signé: FONCK, A. WEBER.

Enregistré à Capellen, le 7 décembre 2012. Relation: CAP/2012/4733. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): NEU.

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

Bascharage, le 14 décembre 2012. A. WEBER.

Référence de publication: 2012164005/95.

(120216688) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 décembre 2012.

GTA - Generale Trasporti Armamento International S.A., Société Anonyme.

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

R.C.S. Luxembourg B 43.529.

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L'an deux mil douze, le dix décembre.

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

S'est tenue l'assemblée générale ordinaire et extraordinaire, ci-après dénommée «assemblée générale», des actionnaires de la société anonyme GTA - GENERALE TRASPORTI ARMAMENTO INTERNATIONAL S.A. établie et ayant son siège social à L-1219 Luxembourg, 23, rue Beaumont, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 43.529.

La Société a été constituée originairement sous la dénomination de «Intramed S.A.» par-devant Maître Frank BADEN, notaire alors de résidence à Luxembourg, en date du 8 avril 1993, publié au Mémorial C, Recueil des Sociétés et Associations, n° 302 du 24 juin 1993. Les statuts furent modifiés par acte du même notaire en date du 25 mai 1993, publié au Mémorial C, Recueil des Sociétés et Associations,no 391 du 27 août 1993. La dénomination sociale a été changée en «GTA - GENERALE TRASPORTI ARMAMENTO INTERNATIONAL S.A.» et les statuts furent modifiés par acte reçu de Maître André SCHWACHTGEN, notaire alors de résidence à Luxembourg, en date du 30 décembre 1995, publié au Mémorial Mémorial C, Recueil des Sociétés et Associations,no 178 du 10 avril 1996. Les statuts furent modifiés encore

suivant acte reçu du même notaire en date du 8 février 1996, publié au Mémorial Mémorial C, Recueil des Sociétés et Associations,no 282 du 10 juin 1996. Les statuts ont été modifiés en dernier lieu par acte sous seing privé du 28 décembre 2001, publié au Mémorial Mémorial C, Recueil des Sociétés et Associations, no 654 du 26 avril 2002.

La séance est ouverte sous la présidence de Madame Gabriele SCHNEIDER, directrice de société, avec adresse professionnelle à L-1219 Luxembourg, 23, rue Beaumont.

Madame la Présidente désigne comme secrétaire Mademoiselle Regina PINTO, employée privée, avec adresse professionnelle à L-1219 Luxembourg, 23, rue Beaumont.

L'assemblée élit comme scrutateurs Mademoiselle Estelle MORAINVILLE et Mademoiselle Sandra BORTOLUS, les deux employée privée, avec adresse professionnelle à L-1219 Luxembourg, 23, rue Beaumont.

Monsieur le Président expose ensuite:

I. Qu'il résulte d'une liste de présence dressée et certifiée exacte par les membres du bureau que les dix mille (10.000) actions sans désignation de valeur nominale, représentant le capital total émis de la Société de deux cent quatre-vingt-dix-sept mille quatre cent soixante-douze euros et vingt-trois cents (297.472,23 EUR) sont dûment représentées à la présente assemblée, qui en conséquence est régulièrement constituée et peut délibérer ainsi que décider valablement sur les points figurant à l'ordre du jour, ci-après reproduit, toutes les personnes présentes ou représentées à l'assemblée ayant accepté de se réunir après examen de l'ordre du jour.

Tous les actionnaires ont par ailleurs renoncé à des convocations spéciales et préalables.

Que ladite liste de présence, portant les signatures des mandataires de l'actionnariat représenté et des membres du bureau restera annexée au présent procès-verbal, ensemble avec les procurations, pour être soumise en même temps aux formalités de l'enregistrement.

II. Que l'ordre du jour de la présente assemblée est conçu comme suit:

Partie ordinaire:

1. Approbation du bilan, du compte de profits et pertes et de l'annexe, établis au 30 septembre 2012.

2. Approbation du rapport du commissaire aux comptes concernant le même exercice.

3. Démission des administrateurs et du commissaire aux comptes.

4. Décharge aux organes sociaux.

5. Tous autres points additionnels qu'un ou plusieurs actionnaires représentant seuls ou cumulant ensemble plus de 10% des droits de vote requièrent pour être mis à l'ordre du jour suivant l'article 70 alinéa 4 de la loi sur les sociétés commerciales modifiée.

Partie extraordinaire:

1. Décision de transférer le siège social et les sièges administratif et opératif de la Société du Grand-Duché de Luxembourg en Italie, à I-37138 Verona, Viale Colonnello Galliano, 43,

avec maintien de sa personnalité morale d'origine, sans dissolution ni liquidation de la Société, comportant le changement de sa nationalité de luxembourgeoise en italienne ainsi que le transfert en Italie de tous les actifs et passifs de la Société, tout compris et rien excepté.

2. Décision de transformer la Société, préalablement à son passage en Italie d'une société anonyme de droit luxembourgeois en une «società a responsabilità limitata (SRL)» de droit italien avec adoption de ses statuts à valoir sous le régime de la loi italienne et en conformité de celle-ci, plus particulièrement à ce sujet:

- modification de la dénomination en «GTA - GENERALE TRASPORTI ARMAMENTO INTERNATIONAL S.r.l.»;

- fixation de la durée de la société jusqu'au 31 décembre 2050;

- définition de l'objet social pour le mettre en conformité avec la loi italienne.

3. Election des organes sociaux de la «società a responsabilità limitata (SRL)» de droit italien.

4. Décision que les comptes sociaux établis au 30 septembre 2012 approuvés sous la partie ordinaire sont annexés aux présentes pour être enregistrés avec la présente minute, valent tant comptes de clôture en Luxembourg et comptes d'accueil en Italie.

5. Nomination de deux mandataires délégués spéciaux pour représenter la Société et à Luxembourg et en Italie dans toutes les instances et dans toutes les procédures administratives, fiscales et autres nécessaires ou seulement utiles aux formalités et actes à accomplir relativement au transfert du siège social.

6. Tous autres points additionnels que des actionnaires représentant seul ou en cumul plus de 10% des droits de vote requièrent pour être mis à l'ordre du jour suivant l'article 70 alinéa 4 de la loi sur les sociétés commerciales modifiée.

III. Que les statuts de la Société permettent de transférer de manière définitive le siège de la Société, avec changement de la nationalité, vers un autre pays, dans les formes et sous les conditions telles que prévues par la loi fondamentale sur les sociétés commerciales du 10 août 1915 en son article 67-1, paragraphe (1).

IV. Que le bureau de la présente assemblée générale fait constater qu'aucun des actionnaires, représentant au moins 10 % des droits de vote n'a fait fruit de la faculté pour requérir l'ajout de points additionnels à l'ordre du jour

V. Que le terme «assemblée générale» ou «assemblée» usité dans les présentes est à comprendre pour désigner l'assemblée générale extraordinaire des actionnaires délibérant sur l'ordre du jour reproduit ci-avant.

VI. Que la présente assemblée générale est invitée à se référer aux dispositions de la loi du 20 avril 2009 relative au dépôt électronique auprès de Registre de Commerce et des Sociétés (RCS) de Luxembourg, notamment celles qui découlent de son article 22-2 pour décider que le dépôt et la publication des statuts de la nouvelle société à responsabilité limitée de droit italien, à savoir une «società a responsabilità limitata (SRL)» de droit italien, établi sous l'empire de la loi italienne, interviendront uniquement en la langue italienne, sans la nécessité d'être accompagnés d'une version dans une des trois langues officielles du Grand-Duché de Luxembourg.

VII. Qu'au vu du projet de transfert de siège les administrateurs et le commissaire aux comptes actuellement en fonctions ont offert leur démission.

Après en avoir délibéré, l'assemblée générale a pris à l'unanimité, sans abstentions, et chaque fois par votes séparés, les résolutions suivantes, étant constaté que les actionnaires se sont exprimés individuellement:

Partie ordinaire soumise aux votes des actionnaires:

Première résolution

L'assemblée générale approuve situation intermédiaire au 30 septembre 2012 tels qu'ils ont été élaborés par le conseil d'administration.

Deuxième résolution

L'assemblée générale entend le rapport du commissaire aux comptes concernant les comptes intérimaires et elle l'approuve.

Troisième résolution

En vue du transfert prochain du siège social de la Société en Italie, les membres du conseil d'administration ainsi que le commissaire aux comptes ont soumis la démission de leurs fonctions au sein de la Société.

L'assemblée générale prend acte de ces démissions, tout en remerciant les démissionnaires pour les bons et loyaux services qu'ils ont rendus à GTA - GENERALE TRASPORTI ARMAMENTO INTERNATIONAL S.A. au courant de toutes ces années.

Quatrième résolution

Les membres du conseil d'administration ainsi que le commissaire aux comptes demandent en même temps le vote quant à leur décharge de leurs fonctions. L'assemblée générale vote la décharge pleine et entière aux administrateurs et au commissaire aux comptes qui ont été en fonction au cours de l'exercice sous référence.

Cinquième résolution

Le bureau de l'assemblée générale constate qu'aucun actionnaire n'a fait usage de la faculté de voir insérer des points additionnels à l'ordre du jour.

Partie extraordinaire soumise aux votes des actionnaires:

Première résolution

L'assemblée décide de transférer le siège social ainsi que les sièges administratif et opératif de la société GTA - GENERALE TRASPORTI ARMAMENTO INTERNATIONAL S.A. du Grand-Duché de Luxembourg en Italie, un transfert qui se fait avec le maintien de la personnalité morale d'origine, sans dissolution ni liquidation de la Société, par le simple transport en Italie de tout l'actif et de tout le passif, tout compris, rien excepté comme ces derniers ont été arrêté par la présente assemblée.

Il est pris note que le siège social ainsi que les sièges administratif et opératif ainsi que l'établissement principal de ces sièges sont transférés de L-1219 Luxembourg, 23, rue Beaumont à I-37138 Verona, Viale Colonnello Galliano, 43.

Ces décisions deviendront effectives au regard de la loi italienne à partir de la date de ce jour, qui sera suivie de l'inscription de la Société et du transfert de ses sièges, comme précisé ci-dessus, dans le Registre des Entreprises en Italie en concomitance avec la radiation de celle-ci du Registre de Commerce et des Sociétés de Luxembourg.

Deuxième résolution

L'assemblée décide que le statut social de la société anonyme luxembourgeoise GTA - GENERALE TRASPORTI ARMAMENTO INTERNATIONAL S.A., préalablement au transfert en Italie, adoptera la forme d'une société à responsabilité limitée sous l'ordonnancement juridique et fiscal italien.

En conséquence, il est délibéré de procéder à une refonte complète des statuts de la Société, qui existera dorénavant comme Società a responsibilità limitata (Srl) en Italie. Cette refonte sera présentée comme telle en Italie pour subir, si nécessaire, une complète adaptation et une mise en conformité avec les lois et règlements italiens plus particulièrement à ce sujet:

- modification de la dénomination en «GTA - GENERALE TRASPORTI ARMAMENTO INTERNATIONAL S.r.l.»;

- fixation de la durée de la société jusqu'au 31 décembre 2050;

- définition de son objet social pour le mettre en conformité avec la loi italienne.

Il est décidé, en conséquence de ce qui précède que la société GTA - GENERALE TRASPORTI ARMAMENTO INTERNATIONAL S.A. change sa nationalité de luxembourgeoise en italienne et qu'elle sera soumise entièrement à l'ordonnancement juridique et fiscal italien, avec cessation de la soumission de la Société à l'ordonnancement juridique et fiscal luxembourgeois.

L'assemblée se réfère aux dispositions de la loi luxembourgeoise du 20 avril 2009 relative au dépôt électronique auprès du Registre de Commerce et des Sociétés (RCS) de Luxembourg, notamment celles qui découlent de son art 22-2. En conséquence il est décidé et demandé acte que le dépôt et la publication des statuts de la société à responsabilité limitée de droit italien, «GTA - GENERALE TRASPORTI ARMAMENTO INTERNATIONAL S.r.l.», établis sous l'empire de la loi italienne interviennent uniquement en la langue italienne, sans la nécessité d'être accompagnés d'une version dans une des trois langues officielles du Grand-Duché de Luxembourg.

STATUTO

della società a responsabilità limitata

«GTA - Generale Trasporti Armamento S.r.l.»

Capo 1. Dati generali

Art. 1.1. Tipo Sociale - Denominazione sociale.

1.1.1 È costituita una Società a responsabilità limitata avente denominazione sociale:

«GTA - Generale Trasporti Armamento S.r.l.»

Art. 1.2. Sede sociale.

1.2.1 La sede della Società è posta nel territorio dello Stato italiano, nella circoscrizione territoriale del Comune di Verona (VR).

1.2.2 L'indirizzo completo della sede sociale è comunicato al competente Registro delle Imprese nei modi e termini di cui all'art. 111 ter Disp.att. Cod.civ.

1.2.3 L'istituzione e/o soppressione di sedi secondarie, sia in Italia sia all'Estero, è rimessa alla decisione dei Soci.

1.2.4 L'organo amministrativo può istituire e/o sopprimere uffici, succursali, filiali e rappresentanze di qualsiasi genere purché non consistenti in sedi secondarie.

Art. 1.3. Durata.

1.3.1 La durata della Società è fissata fino al giorno 31 dicembre 2050 (trentuno dicembre duemilacinquanta), salvo proroga o anticipato scioglimento.

Art. 1.4. Oggetto sociale.

1.4.1. La Società ha per oggetto l'esercizio delle seguenti attività:

- l'acquisto, la vendita, la permuta, la costruzione, la ristrutturazione e l'amministrazione di beni immobili sia di civile abitazione che industriali o commerciali ed agricoli, ad uso albergo, residence, casa albergo e simili, e di terreni fabbricabili o agricoli.

- l'assunzione e la gestione di partecipazioni in società ed enti industriali, commerciali, finanziarie ed immobiliari, nei limiti di legge, con facoltà di concedere agli stessi finanziamenti o fondi, il tutto non nei confronti del pubblico e con esclusione della locazione finanziaria attiva e del credito al consumo;

La Società può compiere, sia in Italia sia all'estero, tutto quanto occorrente, ad esclusivo giudizio dell'organo amministrativo, per l'attuazione dell'oggetto sociale e così tra l'altro:

- compiere operazioni ipotecarie ed immobiliari, compresi l'acquisto, la vendita e la permuta di beni mobili, anche registrati, immobili e diritti immobiliari nonché l'acquisto e la cessione a qualunque titolo di complessi aziendali, rami d'azienda, brevetti, know-how ed in genere di beni immateriali di qualunque specie e tipo, di crediti anche cartolarizzati;

- ricorrere a qualsiasi forma di finanziamento con Istituti di credito, Banche, società e privati;

- concedere garanzie, reali e/o personali, tipiche e/o atipiche, concludere cc.dd. "Garantievetràge", rilasciare "lettres de patronage" per obbligazioni proprie e/o altrui;

- in generale compiere operazioni commerciali ed industriali, finanziarie e bancarie nel rispetto della L. 7 giugno 1974 n. 216, L. 23 marzo 1983 n. 77, L. 2 gennaio 1991 n. 1, L. 5 luglio 1991 n. 197, D.Lgs. 1° settembre 1993 n. 385, D.Lgsl. 23 luglio 1996 n. 415, D.Lgsl. 24 febbraio 1998 n. 58 e successivi provvedimenti integrativi e/o modificativi.

Art. 1.5. Capitale sociale.

1.5.1 Il capitale sociale sottoscritto ammonta a nominali Euro 50.000,00 (Euro cinquantamila ed EuroCent zero), interamente versato.

Capo 2. Partecipazioni

Art. 2.1. Partecipazioni.

2.1.1 Le partecipazioni sociali, ai sensi dell'art. 2468 Cod.civ., sono rappresentate da quote il cui numero è corrispondente a quello dei Soci.

Art. 2.2. Conferimenti.

2.2.1 In deroga a quanto disposto dall'art. 2464, co. 3, Cod.civ., i conferimenti, dovuti in relazione ad aumenti di capitale deliberati ai sensi del successivo Capo 3, possono avere ad oggetto danaro, beni in natura, crediti, prestazione d'opera o di servizi e in genere qualunque elemento dell'attivo suscettibile di valutazione economica, secondo quanto stabilito nella deliberazione medesima.

2.2.2 Giusta quanto consentito dall'art. 2464, co. 6 ult. periodo, Cod.civ., il Socio conferente prestazione d'opera o servizi potrà sostituire la fideiussione o la polizza di cui all'art. 2464 co. 6 prima parte, Cod.civ. con il versamento a titolo di cauzione del corrispondente importo in danaro presso la Società.

2.2.3 Salvo quanto sopra statuito, ai conferimenti si applica la disciplina di cui agli artt. 2464 e 2465 Cod.civ.

Art. 2.3. Mancata esecuzione dei conferimenti.

2.3.1 Il Socio è obbligato ad eseguire il conferimento eventualmente ancora dovuto entro giorni quindici dal richiamo che di esso abbia fatto l'organo amministrativo.

2.3.2 Ove il termine di cui al comma precedente trascorra infruttuosamente, l'organo amministrativo diffiderà il Socio moroso ad eseguire il conferimento entro il termine perentorio di giorni trenta avviando la procedura di cui all'art. 2466 Cod.civ..

2.3.3 È espressamente consentita la vendita all'incanto della partecipazione del Socio moroso nel caso di cui all'art. 2466 co. 2 ult. periodo, Cod.civ.

Art. 2.4. Finanziamenti e versamenti a fondo perduto.

2.4.1 I soci potranno concedere alla Società finanziamenti fruttiferi di interessi se in possesso dei requisiti indicati dal Comitato interministeriale per il Credito e Risparmio ai sensi dell'art. 11 D.Lgsl. 1 settembre 1993 n.385.

2.4.2 I soci potranno, inoltre, indipendentemente dalla sussistenza dei requisiti di cui al precedente comma, effettuare a favore della Società finanziamenti, versamenti a fondo perduto, o in conto copertura perdite, o in conto capitale o in conto futuro aumento di capitale.

2.4.3 I finanziamenti, in espressa deroga all'art. 1815 Cod.civ., saranno improduttivi di interessi, salva diversa pattuizione al momento dell'erogazione.

2.4.4 In ogni caso, ai finanziamenti aventi le caratteristiche di cui all'art. 2467, co. 2, Cod.civ., si applica la disciplina di cui all'art. 2467, co. 1, Cod.civ.

2.4.5 In caso di versamenti in conto futuro aumento di capitale, di versamenti a fondo perduto ovvero di rinunzia a crediti da parte dei Soci, la Società costituirà, per i corrispondenti importi, riserve patrimoniali targate, sicchè, in caso di distribuzione ovvero di utilizzazione a fini di aumento di capitale gratuito, le entità distribuite o, rispettivamente, le partecipazioni assegnate, competano pro quota esclusivamente ai aventi concorso alla costituzione della riserva.

Art. 2.5. Quote di partecipazione.

2.5.1 Il capitale sociale, ai sensi dell'art. 2468 Cod.civ., è diviso in un numero di quote eguale al numero dei Soci.

2.5.2 Le quote di partecipazione, ai sensi dell'art. 2468 Cod.civ., non sono rappresentate da azioni e non possono costituire oggetto di sollecitazione all'investimento.

2.5.3 Ai sensi dell'art. 2474 Cod.civ., in nessun caso la Società può acquistare o accettare in garanzia partecipazioni proprie, ovvero accordare prestiti o fornire garanzia per il loro acquisto o la loro sottoscrizione.

2.5.4 Le partecipazioni dei soci sono proporzionali ai conferimenti.

2.5.5 I diritti sociali spettano ai soci in misura proporzionale alla partecipazione da ciascuno posseduta.

2.5.6 L'Assemblea dei soci, con deliberazione adottata con il quorum di cui al successivo art. 3.7, potrà modificare quanto statuito nel presente articolo disponendo che le partecipazioni non siano proporzionali ai conferimenti e/o attribuendo a singoli soci particolari diritti riguardanti l'amministrazione della Società o la distribuzione degli utili ai sensi dell'art. 2468 co. 3 Cod.civ. Resta salvo, in tal caso, quanto disposto dall'art. 2473, co. 1, secondo periodo, Cod.civ..

2.5.7 Lo status socii si acquista, nei confronti della Società, per effetto e al momento dell'iscrizione nel Libro soci, la quale sarà eseguita su istanza di una delle parti della vicenda traslativa o successoria e a cura di un Amministratore, previa verifica dell'avvenuta iscrizione del titolo traslativo o successorio nel Registro delle Imprese.

2.5.8 Ai fini dell'esecuzione dei rapporti sociali, i soci hanno il domicilio ed i recapiti fax ed e-mail risultanti dal Libro soci.

Art. 2.6. Recesso.

2.6.1 Hanno diritto di recedere i soci nelle ipotesi previste dall'articolo 2473 Cod.civ, nonché in tutti gli altri casi previsti dalla legge.

2.6.2 I soci hanno altresì diritto di recedere dalla società, in relazione al disposto dell'articolo 2469 co. 2 Cod. civ.: in tal caso il diritto di recesso non può essere esercitato per il primo anno dalla costituzione della società o dalla sottoscrizione della partecipazione.

2.6.3 Il socio che intende recedere dalla società deve dare comunicazione all'organo amministrativo mediante lettera inviata con raccomandata con ricevuta di ritorno. La raccomandata deve essere inviata entro 30 giorni dall'iscrizione nel Registro Imprese o, se non prevista, dalla trascrizione nel libro delle decisioni dei soci della decisione che lo legittima, con l'indicazione delle generalità del socio recedente, del domicilio per le comunicazioni inerenti al procedimento.

2.6.2 La liquidazione della partecipazione e le modalità di rimborso sono disciplinate dall'art. 2473 Cod.civ.

Art. 2.7. Cessione delle partecipazioni sociali.

2.7.1 In deroga a quanto disposto dall'art. 2469, co. 1, Cod.civ., la cessione inter vivos delle partecipazioni sociali e la successione mortis causa nelle stesse sono soggette alla disciplina di cui ai commi seguenti.

2.7.2 diritto di prelazione c.d. propria

2.7.2.1 Il Socio che intende cedere verso corrispettivo in danaro (il "Cedente") la propria quota (la "Quota") deve informare con lettera raccomandata (la "Denuntiatio") l'organo amministrativo il quale ne darà comunicazione (la "Comunicazione") agli altri Soci al domicilio risultante dal Libro Soci.

2.7.2.2 Nella Denuntiatio il Cedente indicherà l'ammontare della partecipazione oggetto di cessione, il corrispettivo convenuto e le modalità di pagamento, le generalità della parte che ha dichiarato la propria disponibilità all'acquisto (il "Cessionario") e ogni altra informazione utile al fine della valutazione complessiva dell'operazione.

2.7.2.3 I Soci potranno rendersi acquirenti della Quota in proporzione delle quote rispettivamente possedute in modo da lasciare immutato il preesistente rapporto di partecipazione al capitale sociale. A tal fine, entro trenta giorni dal ricevimento della Comunicazione di cui al comma 2.7.2.1, i Soci interessati dovranno manifestare all'organo amministrativo la propria volontà di acquisto. I Soci che non procedano, nel termine innanzi indicato, ad alcuna comunicazione all'organo amministrativo si considereranno rinunciatari.

2.7.2.4 Decorso il termine di cui al precedente comma 2.7.2.3, la Quota sarà acquistata, alle condizioni di cui alla Denuntiatio, dal Socio o dai Soci, che avranno nei termini comunicato di volerla acquistare, in proporzione alle rispettive partecipazioni.

2.7.2.5 Il perfezionamento dei contratti di cessione tra Cedente e i Soci esercitanti il diritto di prelazione dovrà avvenire entro giorni quindici di calendario dalla conclusione del procedimento di cui ai commi precedenti alle condizioni tutte indicate nella Denuntiatio. I contratti di cessione dovranno essere sottoscritti contestualmente in modo da garantire al Cedente la dismissione dell'intera Quota.

2.7.3 - Prelazione c.d. impropria

2.7.3.1 Il Socio che intende cedere a titolo gratuito ovvero oneroso con corrispettivo diverso dal danaro o ancora solvendi causa o per qualsiasi altro titolo diverso da quello indicato al precedente comma 2.7.2.1 (il "Cedente") la propria quota (la "Quota") deve informare con lettera raccomandata (la "Denuntiatio").

2.7.3.2 Nella Denuntiatio il Cedente indicherà l'ammontare della partecipazione oggetto di cessione, le generalità della parte che ha dichiarato la propria disponibilità all'acquisto (il "Cessionario") e ogni altra informazione utile al fine della valutazione complessiva dell'operazione.

2.7.3.3 L'organo amministrativo, entro giorni trenta dal ricevimento della Denuntiatio, provvederà, anche avvalendosi di esperti di fiducia, alla determinazione del valore della quota adottando i criteri di cui all'art. 2473 Cod.civ. (il Valore della Quota) e alla comunicazione del Valore della Quota al Socio Cedente mediante lettera raccomandata A/R (la Informativa).

2.7.3.4 Il Socio Cedente, ove in disaccordo sul Valore della Quota, nel termine perentorio di giorni 15 (quindici) dal ricevimento della Informativa (il Termine di opposizione), alternativamente

- presenterà ricorso al Presidente del Tribunale nella cui circoscrizione è posta la sede legale per la nomina di un esperto ai sensi dell'art. 2473 co. 3 secondo periodo Cod.civ., il quale provvederà ad una nuova valutazione della quota entro giorni trenta dalla nomina con perizia asseverata con giuramento (la Stima);

- trasmetterà copia del predetto ricorso all'Organo amministrativo a mezzo lettera raccomandata A/R;

ovvero

- revocherà la Denuntiatio a mezzo lettera raccomandata A/R indirizzata all'organo amministrativo.

2.7.3.5 L'organo amministrativo, ove non riceva, entro i sette giorni lavorativi successivi allo spirare del Termine di opposizione, la copia del ricorso di cui al secondo alinea del precedente comma 2.7.3.4, riterrà il Valore della Quota accettato dal Cedente e quindi comunicherà con sollecitudine ai soci la Denuntiatio e il Valore della Quota (la Comunicazione).

2.7.3.6 I Soci potranno rendersi acquirenti della Quota in proporzione delle quote rispettivamente possedute in modo da lasciare immutato il preesistente rapporto di partecipazione al capitale sociale. A tal fine, entro trenta giorni dal ricevimento della Comunicazione di cui al comma 2.7.3.5, i Soci interessati dovranno manifestare all'organo amministrativo la propria volontà di acquisto. I Soci che non procedano, nel termine innanzi indicato, ad alcuna comunicazione all'organo amministrativo si considereranno rinunciatari.

2.7.3.7 Il perfezionamento dei contratti di cessione tra Cedente e i Soci esercitanti il diritto di prelazione dovrà avvenire entro giorni quindici di calendario dalla conclusione del procedimento di cui ai commi precedenti alle condizioni tutte indicate nella Denuntiatio con contestuale pagamento del corrispettivo. I contratti di cessione dovranno essere sottoscritti contestualmente.

2.7.4 Gradimento

2.7.4.1. In caso di mancato esercizio del diritto di prelazione ovvero di rinunzia allo stesso, la cessione della Quota inter vivos, a titolo gratuito e/o oneroso, è subordinata al gradimento dei Soci, manifestato con decisione da adottare ai sensi del Capo 3 dello Statuto sociale.

2.7.4.2. Il gradimento potrà essere rifiutato ove il Cessionario non possegga cumulativamente i seguenti requisiti:

a) approfondita conoscenza delle tematiche relative alla gestione immobiliare, e all'organizzazione e sviluppo dell'impresa edile e/o immobiliare;

b) esperienza pluriennale nel settore di mercato in cui la Società esercita la propria impresa;

c) inesistenza di conflitto di interessi con la società.

Ove il Cessionario non sia persona fisica, i predetti requisiti di cui alle lett. b) c) e d) saranno apprezzati con riferimento all'attività prevalente dallo stesso in concreto svolta.

2.7.4.3. I Soci potranno comunque, con decisione insindacabile, rifiutare il gradimento anche in presenza dei requisiti di cui al precedente comma, salvo, in tal caso, il diritto del Cedente di recedere dalla Società ai sensi dell'art. 2469, co. 2, Cod.civ..

2.7.4.4. Al fine della manifestazione o del diniego di gradimento, l'organo amministrativo provvederà con sollecitudine ad avviare il procedimento di formazione della volontà sociale onde consentire l'assunzione della decisione dei soci entro sessanta giorni dall'infruttuoso espletamento della procedura di prelazione.

2.7.4.5. La decisione dei Soci sarà comunicata al Cedente entro giorni sette dalla decisione a cura dell'organo amministrativo.

2.7.5 La disciplina di cui al presente articolo non si applica alle cessioni a favore dei discendenti in linea retta del Cedente nonché a favore di società controllate o collegate ex art. 2359 Cod.civ. e/o, quando sia stato realizzato il regime pubblicitario di cui all'art. 2497 bis Cod.civ., a favore di società soggette a direzione e coordinamento da parte del Cedente.

2.7.6 I diritti particolari di cui eventualmente fosse titolare il Cedente ex art. 2468 co. 3 Cod.civ. e art. 2.5.6 del presente Statuto, si estingueranno per effetto della cessione, sia essa a favore dei Soci o dei terzi.

2.7.7 La cessione effettuata in violazione delle clausole di cui al presente articolo è inopponibile alla Società; pertanto socio legittimato all'esercizio dei diritti patrimoniali, amministrativi e misti resterà il Cedente.

2.7.8 In caso di espropriazione della quota di partecipazione, l'organo amministrativo è espressamene delegato a concludere l'accordo di cui all'art. 2471 co. 3 Cod.civ., anche in nome e per conto del socio debitore, anche al di rendere possibili l'espletamento delle procedure di cui al presente articolo.

Art. 2.8. Successione mortis causa.

2.8.1 Ai sensi dell'art. 2469 co. 1 Cod.civ., la devoluzione ereditaria a favore di discendenti, sia ex lege sia ex testamento, non è soggetta ad alcuna limitazione.

2.8.2 Negli altri casi la quota del de cuius sarà offerta ai soci superstiti, i quali potranno rendersene acquirenti in proporzione alle quote rispettivamente possedute, in modo da lasciare immutato il preesistente rapporto di partecipazione al capitale sociale. Il corrispettivo della quota delata sarà determinato con i criteri di cui all'art. 2473 co. 3 Cod.civ. e sarà versato agli eredi del socio defunto dai soci acquirenti entro giorni centoottanta dall'apertura della successione. Ove la quota non sia stata acquistata dai soci superstiti, troverà applicazione la disciplina di cui all'ultimo periodo dell'art. 2473 co. 4 Cod.civ..

Art. 2.9. Emissione di titoli di debito.

2.9.1 La Società può emettere, ai sensi e per gli effetti dell'art. 2483 Cod.civ., titoli di debito.

2.9.2 L'emissione dei titoli di debito è deliberata dall'Assemblea Soci con la maggioranza di cui all'art. 3.7.1 dello Statuto.

2.9.3 La deliberazione di emissione determina l'ammontare complessivo dei titoli di debito, le condizioni di rimborso e i tassi, gli investitori professionali ai quali, a norma dell'art. 2483, co. 2, Cod.civ., è riservata la sottoscrizione, il regime della circolazione successiva, l'organizzazione dei possessori dei titoli.

2.9.4 Previo consenso della maggioranza dei possessori dei titoli, le condizioni di emissione possono essere modificate dall'Assemblea dei Soci con la maggioranza di cui al cit. art. 3.7.2. dello Statuto.

Art. 2.10. Esclusione del Socio.

2.10.1 Il Socio può essere escluso con deliberazione adottata dall'Assemblea dei Soci con la maggioranza di cui all'art. 3.7.1. dello Statuto sociale nel caso di mancata esecuzione del conferimento, quando la vendita della quota del Socio moroso non possa aver luogo per mancanza di compratori ex art. 2466 co. 3 Cod.civ.;

2.10.2 La liquidazione della quota di partecipazione al Socio escluso è disciplinata dall'art. 2373 bis Cod.civ..

Capo 3. Decisioni dei soci

Art. 3.1. Modalità di formazione della decisione sociale.

3.1 Le decisioni sociali sono adottate con metodo collegiale e procedimento assembleare disciplinato dalle norme che seguono ovvero mediante consultazione scritta o sulla base di consenso espresso per iscritto ex art. 2479, co. 3 e 4 Cod.civ.

Procedimento assembleare

Art. 3.2. Convocazione.

3.2.1 Le Assemblee dei Soci sono tenute presso la sede sociale, salvo diversa determinazione dell'organo amministrativo che può fissare un luogo diverso, anche fuori dal territorio dello Stato.

3.2.2 L'Assemblea è convocata, a cura dell'organo amministrativo, mediante avviso da spedirsi, non oltre i due giorni antecedenti quello fissato per l'adunanza, con lettera raccomandata, o telegramma, fax, e-mail o comunque con mezzi tali da assicurare la tempestiva informazione sugli argomenti da trattare, giusta quanto disposto dall'art. 2479 bis, co. 1°, Cod.civ..

3.2.3 L'avviso dovrà contenere l'indicazione del giorno, dell'ora e del luogo della riunione nonché l'elenco degli argomenti da trattare nonché, ove sia previsto che l'Assemblea si tenga in audio-video conferenza, i luoghi attrezzati per la connessione audio-video alla sala destinata ad ospitare l'Ufficio di Presidenza e di Segreteria.

3.2.4 In ogni caso, ai sensi dell'art. 2479 bis u.c. Cod.civ., la deliberazione si intende adottata quando ad essa partecipa l'intero capitale sociale e tutti gli amministratori e sindaci sono presenti o informati della riunione e nessuno si oppone alla trattazione dell'argomento.

Art. 3.3. Intervento in Assemblea.

3.3.1 Possono partecipare all'Assemblea, intervenire alla discussione ed esprimere il voto, tutti i Soci.

3.3.2 Il Socio moroso non ha diritto di voto ai sensi dell'art. 2466 co. 4 Cod.civ.

Art. 3.4. Rappresentanza in Assemblea.

3.4.1 Ogni Socio che abbia diritto a partecipare all'Assemblea può farsi rappresentare ai sensi dell'art. 2479 bis co. 2 Cod.civ.

3.4.2 Gli enti e le società legalmente costituiti possono intervenire a mezzo di persona designata mediante delega scritta.

Art. 3.5. Presidenza dell'Assemblea.

3.5.1 La presidenza dell'Assemblea, a seconda dei sistemi di amministrazione, compete:

a) all'Amministratore Unico;

b) all'Amministratore anziano di età o all'Amministratore presente nell'ipotesi di due amministratori;

c) al Presidente del Consiglio di Amministrazione o, in caso di suo impedimento o assenza, nell'ordine, al Vice-presidente o all'Amministratore Delegato, se nominati.

3.5.2 Qualora la persona cui, a norma del comma precedente, compete la presidenza dell'Assemblea non possa o non voglia esercitare tale funzione, il Presidente verrà designato dagli intervenuti a maggioranza assoluta del capitale rappresentato.

3.5.3 Il Presidente dell'Assemblea ha i poteri di cui all'art. 2479 bis co. 4 Cod.civ.

3.5.4 L'Assemblea nomina un segretario, anche non Socio, e, se lo crede opportuno, due scrutatori anche non Soci.

3.5.5 Le deliberazioni dell'Assemblea devono risultare dal verbale firmato dal Presidente, dal segretario e, eventualmente, dagli scrutatori.

3.5.6 Nei casi di legge, e inoltre quando il Presidente dell'Assemblea lo ritenga opportuno, il verbale viene redatto da un Notaio.

Art. 3.6. Modalità di svolgimento dell'Assemblea.

3.6.1 L'Assemblea dei Soci potrà tenersi in audio-video conferenza e/o in telecomunicazione: in tal caso, oltre alla specifica indicazione di tale circostanza nell'avviso di convocazione, come sopra precisato (a meno che si tratti di assemblea totalitaria), saranno predisposti tutti gli strumenti ed adottate tutte le precauzioni atti a consentire:

a) al Presidente dell'Assemblea di accertare l'identità e la legittimazione di tutti i partecipanti all'Assemblea nonché il capitale da ciascuno rappresentato, di regolare lo svolgimento dell'adunanza, di constatare e proclamare i risultati della votazione;

b) al segretario verbalizzante di percepire adeguatamente gli interventi e le dichiarazioni di voto, di accertare le modalità e il risultato delle votazioni, di identificare i Soci favorevoli, astenuti e contrari;

c) agli intervenuti di seguire la discussione, di intervenire in tempo reale alla trattazione, alla discussione e alla votazione degli argomenti posti all'ordine del giorno; di consultare documentazione e ricevere informazioni.

3.6.2 L'Assemblea tenutasi in audio-video conferenza e/o in telecomunicazione si reputa svolta nel luogo in cui si trovano il Presidente dell'Assemblea ed il Segretario verbalizzante.

Art. 3.7. Quorum costitutivi e deliberativi.

3.7.1 L'Assemblea dei Soci è regolarmente costituita con la presenza di tanti Soci che rappresentano la maggioranza del capitale sociale e delibera a maggioranza degli intervenuti.

Art. 3.8. Sistemi di votazione.

3.8.1 Le deliberazioni sono prese per alzata di mano a meno che la maggioranza richieda l'appello nominale.

3.8.2 La nomina alle cariche sociali può avvenire per acclamazione se nessun Socio vi si oppone.

3.8.3 Ove l'Assemblea si tenga in audio-video conferenza e/o in telecomunicazione il voto dei partecipanti non presenti nel luogo dell'Adunanza ma connessi in audio-video conferenza e/o in telecomunicazione sarà manifestato per appello nominale.

Art. 3.9. Rinvio.

3.9.1 Per quanto sopra non diversamente disposto, si applicano al procedimento assembleare le norme di cui all'art. 2479 ss. Cod.civ. nonché le norme in materia di s.p.a. in quanto compatibili.

Decisioni mediante consultazione scritta o

sulla base di consenso espresso per iscritto

Art. 3.10. Decisioni adottate con procedimenti non assembleari.

3.10.1 Quando relativa alle materie di cui all'art. 2479 co. 2 n. 1), 2) e 3) Cod.civ., la decisione sociale può essere adottata mediante consultazione scritta ovvero sulla base di consenso espresso per iscritto.

3.10.2 Su richiesta di uno o più degli amministratori, di uno o più Sindaci o di tanti Soci rappresentanti almeno un terzo del capitale sociale, la decisione sociale dovrà adottarsi con procedimento assembleare anche quando relativa alle materie di cui al precedente punto 3.10.1.

Art. 3.11. Decisioni sulla base di consenso espresso per iscritto.

3.11.1 Ogni qualvolta si adotti il metodo della decisione mediante consultazione scritta, il Socio che intende consultare gli altri Soci e proporre loro una data decisione formula detta proposta in forma scritta su qualsiasi supporto (cartaceo o magnetico), recante l'oggetto della proposta di decisione e le sue ragioni, e con l'apposizione della sottoscrizione in forma olografa oppure in forma digitale.

3.11.2 La consultazione degli altri Soci avviene mediante trasmissione di detta proposta attraverso qualsiasi sistema di comunicazione, ivi compresi il telefax e la posta elettronica; la trasmissione, oltre che ai componenti dell'organo amministrativo e, se nominati, ai sindaci, al revisore contabile e al rappresentante comune dei possessori dei titoli di debito, deve essere diretta a tutti i Soci, i quali, se intendono esprimere voto favorevole, di astensione o contrario, devono comunicare (con ogni sistema di comunicazione, ivi compresi il telefax e la posta elettronica) al Socio proponente e alla Società la loro volontà espressa in forma scritta, su qualsiasi supporto (cartaceo o magnetico) e con l'apposizione della sottoscrizione o in forma originale o in forma digitale, entro il termine indicato nella proposta; la mancanza di detta comunicazione nel termine prescritto va intesa come espressione di voto contrario.

3.11.3 La proposta di decisione si intende approvata quando riporta il voto favorevole di tanti Soci rappresentanti la maggioranza di cui all'art. 3.7 del presente Statuto.

3.11.4 Se la proposta di decisione è approvata, la decisione così formata deve essere comunicata a tutti i Soci (con qualsiasi sistema di comunicazione, ivi compresi il telefax e la posta elettronica), ai componenti dell'organo amministrativo e, se nominati, ai sindaci, al revisore contabile e al rappresentante comune dei possessori dei titoli di debito, e deve essere trascritta tempestivamente a cura dell'organo amministrativo nel Libro delle decisioni dei Soci ai sensi dell'art. 2478 Cod.civ. indicando:

- la data in cui la decisione deve intendersi formata;
- l'identità dei votanti e il capitale rappresentato da ciascuno;
- l'identificazione dei Soci favorevoli, astenuti o dissenzienti;
- su richiesta dei Soci, le loro dichiarazioni pertinenti alla decisione adottata.

3.11.5 Il documento contenente la proposta di decisione inviato a tutti i Soci e i documenti pervenuti alla Società e recanti l'espressione della volontà dei Soci sono ordinati cronologicamente e conservati in apposito registro denominato "Registro delle manifestazioni di voto per iscritto".

Art. 3.12. Decisioni sulla base di consenso espresso per iscritto.

3.12.1 Ove le decisioni dei Soci siano adottate mediante consenso espresso per iscritto, la decisione si intende formata qualora presso la sede sociale pervenga (con qualsiasi sistema di comunicazione ivi compresi il telefax e la posta elettronica) il consenso ad una data decisione espresso in forma scritta (su qualsiasi supporto, cartaceo o magnetico, e con l'apposizione della sottoscrizione o in forma originale o in forma digitale) da tanti Soci quanti ne occorre per formare la maggioranza richiesta.

3.12.2 Il momento in cui la decisione è assunta coincide con il giorno in cui perviene alla Società il consenso del Socio occorrente per il raggiungimento del quorum che l'art. 3.7 del presente statuto richiede per l'assunzione di una determinata decisione. Il primo consenso e quelli ulteriori pervenuti alla Società nel termine di cui al successivo comma,

riguardanti la medesima decisione, devono essere comunicati (con qualsiasi sistema di comunicazione ivi compresi il telefax e la posta elettronica) dall'organo amministrativo a tutti i Soci.

3.12.3 Per la formazione della maggioranza richiesta si tiene conto dei consensi pervenuti alla Società nello spazio di dieci giorni e, pertanto, non si possono sommare tra di loro consensi pervenuti in spazi temporali maggiori di dieci giorni.

3.12.4 Se si raggiunge un numero di consensi tale da formarsi la maggioranza richiesta, la decisione così formata deve essere comunicata a tutti i Soci (con qualsiasi sistema di comunicazione, ivi compresi il telefax e la posta elettronica), ai componenti dell'organo amministrativo e, se nominati, ai Sindaci, al Revisore contabile e al rappresentante comune dei possessori dei titoli di debito, e trascritta tempestivamente a cura dell'organo amministrativo nel Libro delle decisioni dei Soci ai sensi dell'art. 2478 Cod.civ. indicando:

- la data in cui la decisione deve intendersi formata;

- l'identità dei votanti e il capitale rappresentato da ciascuno;

- l'identificazione dei Soci favorevoli, astenuti o dissenzienti;

- su richiesta dei Soci, le loro dichiarazioni pertinenti alla decisione adottata.

3.12.5 I documenti pervenuti alla Società e recanti l'espressione della volontà dei Soci sono cronologicamente ordinati e conservati in apposito Registro denominato "Registro delle manifestazioni di voto per iscritto".

Capo 4. Amministrazione

Art. 4.1. Sistemi di amministrazione.

4.1.1 La Società può essere amministrata, giusta quanto consente l'art. 2475 Cod.civ.:

- da un Amministratore Unico;

- da due Amministratori sia congiuntamente sia disgiuntamente;

- da un Consiglio di Amministrazione composto da due a sette membri.

Art. 4.2. Requisiti degli amministratori.

4.1.2 I Soci scelgono il sistema di amministrazione e, nel caso di organo collegiale, ne fissano il numero dei membri designando il Presidente.

4.2.1. I componenti dell'organo amministrativo:

- possono essere non Soci;

- durano in carica, secondo quanto stabilito dai Soci all'atto della nomina, a tempo indeterminato, fino a revoca o dimissioni, ovvero per il periodo di volta in volta determinato dai Soci stessi al momento della nomina;

- possono essere cooptati ai sensi dell'art. 2386 Cod.civ.

Art. 4.3. Consiglio di Amministrazione.

4.3.1 Il funzionamento del Consiglio di Amministrazione è così regolato:

= A =

presidenza

Il Consiglio elegge tra i suoi membri il Presidente se questi non è designato dai Soci al momento della nomina dell'organo amministrativo; può eleggere un vice-presidente che sostituisca il presidente nei casi di assenza, di impedimento o di rinuncia.

= B =

convocazione

La convocazione del Consiglio di Amministrazione è effettuata a mezzo lettera, telegramma, fax, o e-mail spedita ai Consiglieri non oltre i due giorni antecedenti quello fissato per la riunione; in caso di urgenza detto termine può essere più breve ma non inferiore a giorni uno.

Il Consiglio è convocato tutte le volte che il Presidente o chi ne fa le veci lo ritenga necessario o quando ne sia fatta richiesta dalla maggioranza degli amministratori in carica oppure da almeno due Sindaci se nominati.

= C =

riunioni

Il Consiglio si riunisce nel luogo indicato nell'avviso di convocazione (nella sede sociale o altrove).

Le riunioni di Consiglio sono presiedute dal Presidente o in sua assenza o impedimento dal vicepresidente, qualora si stato nominato, o, in mancanza anche di questo ultimo, dal consigliere designato dal Consiglio stesso.

Le riunioni possono tenersi in audio e/o video-conferenza e/o in telecomunicazione; in tal caso saranno predisposti tutti gli strumenti ed adottate tutte le precauzioni atti a consentire:

a) al Presidente di accertare l'identità e la legittimazione di tutti i partecipanti, di regolare lo svolgimento della riunione, di constatare e proclamare i risultati della votazione;

b) al segretario verbalizzante di percepire adeguatamente gli interventi e le dichiarazioni di voto, di accertare le modalità e il risultato delle votazioni, di identificare i favorevoli, gli astenuti e i contrari;

c) agli intervenuti di seguire la discussione, di intervenire in tempo reale alla trattazione, alla discussione e alla votazione degli argomenti posti all'ordine del giorno.

La riunione tenutasi in audio-video conferenza e/o in telecomunicazione si reputa svolta nel luogo in cui si trovano il Presidente della riunione ed il Segretario verbalizzante.

= D =

deliberazioni

Per la validità delle deliberazioni del Consiglio è necessaria la presenza della maggioranza degli amministratori in carica.

Le deliberazioni si prendono a maggioranza assoluta degli intervenuti, in caso di parità prevale il voto di chi presiede.

= E =

verbalizzazione

Le deliberazioni del Consiglio di Amministrazione e del comitato esecutivo, se nominato ai sensi della successiva lettera "F", devono risultare da verbali che, trascritti su apposito libro tenuto a norma di legge, vengono firmati da chi presiede e dal segretario nominato di volta in volta anche tra estranei al Consiglio.

= F =

delega di poteri

Il Consiglio di Amministrazione può delegare le proprie attribuzioni ad un comitato esecutivo composto di alcuni dei suoi membri o ad uno o più Amministratori Delegati, determinando i limiti della delega.

Non possono essere delegate le attribuzioni indicate nell'art. 2381, co. 4, Cod.civ. e quelle non delegabili ai sensi delle altre leggi vigenti.

Le cariche di Presidente (o di vicepresidente) e di Amministratore Delegato sono cumulabili.

= G =

Le decisioni del Consiglio di Amministrazione possono essere adottate, ai sensi dell'art. 2475, co. 4 Cod.civ. e con le modalità ivi indicate, mediante consultazione scritta o sulla base di consenso espresso per iscritto. In tale caso trovano applicazione, per quanto compatibili, le prescrizioni di cui ai precedenti artt. 3.11 e 3.12.

Art. 4.4. Poteri dell'organo amministrativo.

4.4.1 L'organo amministrativo è investito dei più ampi poteri per l'amministrazione ordinaria e straordinaria della Società e può, quindi, compiere tutti gli atti che ritenga opportuni per l'attuazione ed il raggiungimento dell'oggetto sociale, escluso soltanto quello che la legge e/o lo Statuto rimettono alla decisione dei Soci.

4.4.2 Rientrano nella competenza inderogabile dell'organo amministrativo le attività di cui all'art. 2475 u.c. Cod.civ.

Art. 4.5. Rappresentanza della Società.

4.5.1 La rappresentanza della Società compete all'Amministratore unico, o ai due Amministratori con firma congiunta, o a ciascuno dei due Amministratori con firma disgiunta, o al Presidente del Consiglio di Amministrazione senza limitazione, ed ai membri del Consiglio di amministrazione forniti di poteri delegati nei limiti della delega.

4.5.2 L'organo amministrativo può nominare direttori generali, amministrativi e tecnici, nonché procuratori per singoli affari o per categorie di affari.

Art. 4.6. Compensi agli amministratori.

4.6.1 Agli amministratori spetta il rimborso delle spese sostenute per ragioni del loro ufficio ed un compenso da determinarsi dai Soci con decisione efficace fino a modifica.

4.6.2 Previa autorizzazione dei Soci, potranno essere perfezionate polizze assicurative, previdenziali e assistenziali a favore degli Amministratori.

Art. 4.7. Cessazione degli Amministratori.

4.7.1. Se per dimissioni o per altre cause vengono a mancare uno o più Amministratori si intende cessato l'intero Consiglio.

4.7.2. Gli Amministratori superstiti convocheranno senza indugio l'Assemblea per la nomina del nuovo organo amministrativo.

4.7.3. Ove non vi siano amministratori superstiti ovvero in caso di inerzia degli stessi, agli adempimenti di cui sopra provvederà il Presidente del Collegio Sindacale se nominato ovvero, in mancanza di quest'ultimo, il più diligente tra i soci.

Capo 5. Controllo della società

Art. 5.1. Controllo dei Soci.

5.1.1 Ai sensi dell'art. 2476, co. 2, Cod.civ., i Soci che non partecipano all'amministrazione hanno diritto di ricevere dagli amministratori notizie sullo svolgimento degli affari sociali e di consultare, anche tramite professionisti di fiducia, libri sociali e documenti relativi all'amministrazione.

5.1.2. L'attività di controllo di cui all'art. 2476 cit- dovrà svolgersi in modo non pregiudicare l'efficiente svolgimento dell'attività gestoria. A tal fine il diritto di consultazione potrà essere esercitato dal Socio previa comunicazione scritta

indirizzata all'organo amministrativo con un preavviso di giorni quindici di calendario. Il medesimo socio non potrà richiedere la consultazione di libri e documenti sociali più due volte all'anno onde consentire l'esercizio di pari diritto anche agli altri soci. La consultazione, ove la complessità della documentazione esaminanda lo richiedesse, può svolgersi anche in più giorni consecutivi con un massimo di giorni cinque.

5.1.3 Fermi i diritti del socio come fissati nell'art. 2476 cit e nei precedenti commi, l'organo amministrativo potrà emanare un regolamento disciplinante le modalità di esercizio del diritto di controllo (richiesta di copie ecc.).

Art. 5.2. Controllo sulla gestione.

5.2.1 I Soci, nelle fattispecie di cui all'art. 2477, co. 2 e 3, Cod.civ., ovvero quando lo ritengano opportuno, procedono alla nomina di un organo di controllo, monocratico o collegiale, o di un revisore.

5.2.2 All'organo di controllo si applicano le norme in materia di società per azioni, giusta il rinvio dell'art. 2477, ult.co., Cod.civ..

Art. 5.3. Organo di controllo - Revisione legale dei conti

5.3.1 Ove nominato, l'organo di controllo, ai sensi dell'art. 2403 Cod.civ., vigila sull'osservanza della legge e dello Statuto, sul rispetto dei principi di corretta amministrazione ed in particolare sull'adeguatezza dell'assetto organizzativo, amministrativo e contabile adottato dalla Società e sul suo concreto funzionamento.

Capo 6. Bilancio

Art. 6.1. Esercizio sociale.

6.1.1 L'esercizio sociale si chiude il giorno trentuno dicembre di ogni anno.

Art. 6.2. Bilancio.

6.2.1 Alla fine di ogni esercizio sociale, l'organo amministrativo provvede, in conformità alle prescrizioni di cui all'art. 2478 bis Cod.civ., alla formazione del bilancio sociale.

6.2.2 Il progetto di bilancio è presentato per l'approvazione ai Soci entro il termine di giorni centoventi dalla chiusura dell'esercizio sociale.

6.2.3 Ove sussistano i presupposti di cui all'art. 2364, co. 2, Cod.civ. richiamato dall'art. 2478 bis, co. 1, Cod.civ., e alle condizioni ivi indicate, il progetto di bilancio potrà essere presentato ai Soci entro il termine di giorni centoottanta dalla chiusura dell'esercizio sociale.

Art. 6.3. Utili.

6.3.1 L'utile netto annuale è ripartito come segue:

a) il 5% (cinque per cento) è destinato alla riserva legale fino a che essa non abbia raggiunto il quinto del capitale sociale oppure, se la riserva sia discesa al di sotto di tale importo, fino alla reintegrazione della stessa, giusta quanto disposto dall'art. 2430 Cod.civ., richiamato dall'art. 2491 Cod.civ.;

b) il rimanente verrà assegnato in conformità alla decisione dei Soci.

Capo 7. Disposizioni generali

Art. 7.1. Scioglimento e liquidazione.

7.1.1. Salvo che nei casi previsti dai nn. 2), 4) e 6) co. 1 dell'art. 2484 Cod.civ. non vi abbia già provveduto l'Assemblea, ove si verifichi una causa legale o statutaria di scioglimento della Società, gli amministratori procederanno senza indugio all'accertamento della stessa e contestualmente alla convocazione dell'Assemblea per la nomina dei liquidatori, l'attribuzione dei poteri liquidatori e rappresentativi e la determinazione dei criteri di liquidazione.

Art. 7.2. Rinvio.

7.2.1 Per tutto quanto non previsto si applicano le norme del Codice civile e delle altre leggi in materia.

Art. 7.3. Clausola compromissoria.

7.3.1 Sono devolute alla decisione di un Collegio di tre Arbitri, nominato dal Presidente del Tribunale di Milano, tutte le controversie insorte fra i soci, inclusi i casi in cui la relativa qualità formi oggetto di contestazione, ovvero i soci e la Società, quando abbiano ad oggetto diritti inerenti il rapporto sociale, che siano disponibili dalle parti.

Sono altresì devolute alla decisione del Collegio Arbitrale tutte le controversie promosse da e nei confronti di amministratori e liquidatori: l'accettazione dell'incarico da parte di costoro comporta l'accettazione di quanto previsto nella presente clausola.

L'arbitrato ha sede in Milano.

Il Collegio Arbitrale decide applicando il diritto italiano.

Troisième résolution

Est nommée gérant unique avec tous pouvoirs pour engager la Société en toutes circonstances par sa signature individuelle:

Monsieur Marco MINIO, gérant de société, né le 16 août 1976 à Venise (Italie),

Code fiscal «MNIMRC76M16L736T», demeurant à I-37138 Verona, Viale Colonnello Galliano, 69.

En vertu du fait que la Società a responsibilità limitata «GTA - GENERALE TRASPORTI ARMAMENTO INTERNATIONAL S.r.l.» est actuellement doté d'un capital social de deux cent quatre-vingt-dix-sept mille quatre cent soixante-douze euros et vingt-trois cents (297.472,23 EUR), l'assemblée générale constate qu'il n'est pas nécessaire, conformément aux lois italiennes, de procéder immédiatement à la nomination d'un commissaire aux comptes, conformément aux dispositions applicables de la loi italienne.

Quatrième résolution

L'assemblée examine les comptes sociaux intérimaires au 30 septembre 2012 tels qu'arrêtés par le conseil d'administration certifiés par le commissaire aux comptes. Ces comptes constituent la continuation de ceux arrêtés au 31 décembre 2011 et approuvés par l'assemblée générale des actionnaires en date du 11 juillet 2012.

L'assemblée approuve lesdits comptes sociaux, étant précisé qu'ils valent comme comptes de clôture à Luxembourg et en même temps comme comptes d'accueil en Italie. La date du commencement des affaires sociales en Italie étant convenue être le 1 er octobre 2012.

Il est décidé de ne pas procéder à une affectation des résultats.

Une copie de ces comptes sociaux demeure annexée aux présentes pour être enregistrée en même temps avec le présent acte.

Cinquième résolution

Sont mandatés délégués spéciaux et temporaires, avec la charge et les pouvoirs de représenter la Société au Luxembourg et en Italie dans toutes instances et dans toutes procédures administratives, fiscales et autres, nécessaires ou utiles relativement aux formalités et aux actes à accomplir en relation avec le transfert du siège social de la Société de Luxembourg en Italie:

- Pour le Luxembourg Madame Gabriele SCHNEIDER, directrice de société, ayant son adresse professionnelle à L-1219 Luxembourg, 23, rue Beaumont.

- Pour l'Italie, Notai Prof. Giuseppe GIORDANO, notaire, avec adresse professionnelle à I-20121 Milan, Via Brera, 3.

Sixième résolution

L'assemblée décide de soumettre résolutions prises ci-avant à la condition suspensive du transfert du siège social de la société et de son inscription en Italie auprès du Registre des Entreprises ("Registro Imprese") de Verona, au plus tard le 31 mars 2012.

Declaration Pro Fisco

L'assemblée décide que le transfert du siège ne devra pas donner lieu à la constitution d'une nouvelle société, même du point de vue fiscal.

Le bureau de l'assemblée générale constate qu'aucun actionnaire n'a fait usage de la faculté de voir insérer des points additionnels à l'ordre du jour.

Plus personne ne demandant la parole, l'assemblée est déclarée close.

Dont acte, fait et passé à Luxembourg, les jour, mois et an qu'en tête des présentes.

Et après lecture faite aux comparants, ils ont tous signé avec Nous notaire la présente minute.

Signé: G. Schneider, R. Pinto, E. Morainville, S. Bortolus et M. Schaeffer

Enregistré à Luxembourg Actes Civils, le 12 décembre 2012. Relation: LAC/2012/59410. Reçu douze euros (EUR 12,-).

Le Receveur ff. (signé): Carole FRISING.

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

Luxembourg, le 20 décembre 2012.

Référence de publication: 2012166812/662.

(120220329) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2012.

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

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

R.C.S. Luxembourg B 107.508.

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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.

Référence de publication: 2012157944/9.

(120207958) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 décembre 2012.

Credit Suisse Prime Select Trust (Lux), Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 69.054.

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

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

Luxembourg, le 16 novembre 2012.

Pour copie conforme

Pour la société

Maître Carlo WERSANDT

Notaire

Référence de publication: 2012150873/14.

(120199249) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 novembre 2012.

Eastbirds, Société Anonyme.

Siège social: L-1528 Luxembourg, 1, boulevard de la Foire.

R.C.S. Luxembourg B 50.539.

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Il résulte des résolutions prises par le conseil d'administration de la société en date du 16 novembre 2012 que:

- Le siège social de la société a été transféré du 41, Boulevard Prince Henri, L-1724 Luxembourg au 1, Boulevard de la Foire, L-1528 Luxembourg avec effet au 1 er octobre 2012;

- Monsieur Stef Oostvogels est nommé président du conseil d'administration avec effet immédiat et ce pour une durée de six ans.

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

Fait à Luxembourg, le 20 novembre 2012.

Référence de publication: 2012150904/14.

(120199366) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 novembre 2012.

Global Net S.A., Société Anonyme.

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

R.C.S. Luxembourg B 78.135.

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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.

Luxembourg, le 20/11/2012.

G.T. Experts Comptables Sàrl

Luxembourg

Référence de publication: 2012150981/12.

(120199269) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 novembre 2012.

EB8 Fund S. à r.l., Société à responsabilité limitée.

Siège social: L-2346 Luxembourg, 20, rue de la Poste.

R.C.S. Luxembourg B 124.219.

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Rectificatif aux comptes annuels arrêtés au 30 juin 2011 déposés auprès du registre de commerce et des sociétés de Luxembourg le 12 novembre 2012 sous la référence L120193360

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

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

Luxembourg, le 20 novembre 2012.

Sharon Callahan

Gérant

Référence de publication: 2012150905/14.

(120199313) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 novembre 2012.

Foetz Holding S.A., Société Anonyme.

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

R.C.S. Luxembourg B 168.299.

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Les Comptes annuels au 26/04/2012 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.

Stassen, le 20/11/2012.

Pour Foetz Holding S.A.

J. REUTER

Référence de publication: 2012150931/12.

(120199316) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 novembre 2012.

Glacea SA, Société Anonyme.

Siège social: L-2132 Luxembourg, 2-4, avenue Marie-Thérèse.

R.C.S. Luxembourg B 156.626.

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Extrait du Procès-Verbal de la Réunion du Conseil d'Administration tenue le 19 novembre 2012

Troisième résolution:

Le Conseil d'Administration décide de transférer avec effet immédiat le siège social de la société de son adresse actuelle au 2-4, avenue Marie-Thérèse, L-2132 Luxembourg.

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

GLACEA SA

Société Anonyme

Référence de publication: 2012150980/14.

(120199170) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 novembre 2012.

EB8 Fund S. à r.l., Société à responsabilité limitée.

Siège social: L-2346 Luxembourg, 20, rue de la Poste.

R.C.S. Luxembourg B 124.219.

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Rectificatif aux comptes annuels arrêtés au 30 juin 2011 déposés auprès du registre de commerce et des sociétés de Luxembourg le 12 novembre 2012 sous la référence L120193361

Les comptes annuels au 30 Juin 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 20 novembre 2012.

Sharon Callahan

Gérant

Référence de publication: 2012150906/14.

(120199314) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 novembre 2012.

Hannibal S.A., Société Anonyme.

Siège social: L-2132 Luxembourg, 2-4, avenue Marie-Thérèse.

R.C.S. Luxembourg B 44.174.

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Extrait du Procès-Verbal de la Réunion du Conseil d'Administration tenue le 19 novembre 2012

Cinquième résolution:

Le Conseil d'Administration décide de transférer avec effet immédiat le siège social de la société de son adresse actuelle au 2-4, avenue Marie-Thérèse, L-2132 Luxembourg.

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

HANNIBAL SA

Société Anonyme

Référence de publication: 2012150995/14.

(120199174) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 novembre 2012.

Vision Life, Société Anonyme.

Siège social: L-1840 Luxembourg, 47, boulevard Joseph II.

R.C.S. Luxembourg B 147.378.

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DISSOLUTION

L'an deux mille douze, le quatre octobre.

Par-devant Maître Roger ARRENSDORFF, notaire de résidence à Luxembourg, soussigné.

A comparu:

- Jockey Inc, société de droit de l'Etat de Belize, établie et ayant son siège social à #1 Mapp Street à Belize, inscrite au Registrar of International Business Companies sous le numéro 52,638,

ici représentée par Michel Vansimpsen, directeur de sociétés, demeurant professionnellement à L-1840 Luxembourg, 47, bd Joseph II, en vertu d'un pouvoir général en date du 1 er octobre 2009,

Laquelle procuration restera, après avoir été signée "ne varietur" par le comparant et le notaire instrumentant, annexée aux présentes pour être formalisée avec elles.

Le comparant expose ce qui suit:

1) Il est propriétaire de la totalité des actions de la Vision Life, établie et ayant son siège à L-1840 Luxembourg, 47, boulevard Joseph II, constituée suivant acte Gérard LECUIT de Luxembourg en date du 16 juillet 2009, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, Numéro 1624 du 24 août 2009, modifiée suivant acte Gérard LECUIT de Luxembourg du 4 novembre 2009, publié au dit Mémorial, Numéro 2465 du 18 décembre 2009, inscrite auprès du Registre de Commerce et des Sociétés sous le numéro B 147.378 et dont le capital social est fixé à TRENTE ET UN MILLE EUROS (EUR 31.000,-), représenté par mille (1.000) actions d'une valeur nominale de TRENTE ET UN EUROS (EUR 31,-) chacune, entièrement libérées.

2) L'activité de la Société a cessé.

3) Siégeant en assemblée générale extraordinaire modificative des statuts de la Société, il prononce la dissolution anticipée de la Société avec effet immédiat.

4) Il se désigne comme liquidateur de la Société, et en cette qualité, requiert le notaire d'acter que tout le passif de la Société est réglé tandis que le passif en relation avec la clôture de la liquidation est dûment approvisionné et qu'enfin, par rapport à d'éventuels passifs de la Société actuellement inconnus et donc non encore payés, il assume irrévocablement l'obligation de les payer de sorte que tout le passif de la Société est réglé.

5) L'actif restant est attribué à l'actionnaire unique.

6) La liquidation de la société est à considérer comme faite et clôturée.

7) Décharge pleine et entière est donnée aux administrateurs et commissaire aux comptes de la Société.

8) Les livres et documents de la Société seront conservés pendant cinq (5) ans à L-8399 Windhof, 9, rue de l'industrie.

9) Déclaration que, conformément à la loi du 12 novembre 2004, l'actionnaire actuel est le bénéficiaire économique de l'opération.

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

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

Et après lecture faite et interprétation donnée au comparant, il a signé avec Nous, notaire, le présent acte.

SIGNE: VANSIMPSEN, ARRENSDORFF.

Enregistré à Luxembourg, le 5 octobre 2012. Relation: LAC/2012/46592. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): Irène THILL.

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

Luxembourg, le 2 novembre 2012.

Référence de publication: 2012152706/46.

(120200944) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 novembre 2012.

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

Siège social: L-2320 Luxembourg, 148, boulevard de la Pétrusse.

R.C.S. Luxembourg B 169.751.

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L'an deux mille douze, le quinze novembre,

par-devant Maître Marc LOESCH, notaire de résidence à Mondorf-les-Bains (Grand-Duché de Luxembourg),

ont comparu:

1. NUTS S.àr.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social au 2, avenue Charles de Gaulle, L-1653 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg à la section B sous le numéro 161302,

ici représentée par Madame Francesca BARCAGLIONI, licenciée en «economia e commercio», demeurant professionnellement au 2, avenue Charles de Gaulle, L-1653 Luxembourg,

en vertu d'une procuration sous seing privé donnée le 13 novembre 2012,

2. Mademoiselle Joana DIAZ, étudiante, demeurant au 12, Impasse des Muguets, F-69500 Bron,

ici représentée par Madame Francesca BARCAGLIONI, prénommée,

en vertu d'une procuration donnée sous seing privé donnée le 13 novembre 2012.

Lesquelles procurations, après avoir été signées "ne varietur" par la mandataire des comparantes et le notaire instrumentant, resteront annexées au présent acte pour être formalisées avec lui.

Lesquelles comparantes, représentées comme dit ci-avant, requièrent le notaire instrumentant d'acter ce qui suit:

- que la société DGINVEST S.à r.l., ayant son siège social au 148, boulevard de la Pétrusse, L-2320 Luxembourg, inscrite au Registre de Commerce et des Sociétés de Luxembourg à la section B sous le numéro 169.751, a été constituée en date du 26 juin 2012 suivant un acte reçu par le notaire instrumentant, publié au Mémorial C, Recueil des Sociétés et Associations numéro 1857 du 26 juillet 2012, (la «Société») ;

- que le capital de la société DGINVEST S.à r.l. est détenu comme suit:

* NUTS S.à r.l.: 225 parts sociales,

* Mademoiselle Joana DIAZ: 25 parts sociales.

Tout ceci ayant été déclaré, les comparantes, représentées comme dit ci-avant, détenant l'intégralité du capital de la Société, ont pris les résolutions suivantes:

Première résolution

Les associées décident d'augmenter le capital social de la Société à concurrence d'un montant de EUR 210.000 (deux cent dix mille euros) afin de le porter de son montant actuel de EUR 12.500 (douze mille cinq cents euros) à EUR 222.500 (deux cent vingt-deux mille cinq cents euros), par la création et l'émission de 4.200 (quatre mille deux cents) nouvelles parts sociales d'une valeur nominale de EUR 50 (cinquante euros) chacune, émises au pair et jouissant des mêmes droits et avantages que les parts sociales existantes, entièrement souscrites et intégralement libérées moyennant versement en numéraire.

Souscription - Libération

Interviennent ensuite aux présentes les associées, ici représentées comme indiqué ci-avant, lesquelles ont déclaré souscrire aux nouvelles parts sociales comme suit:

- NUTS S.à r.l.: 3.780 parts sociales;

- Mademoiselle Joana DIAZ: 420 parts sociales.

Toutes les 4.200 (quatre mille deux cents) nouvelles parts sociales ont été intégralement libérées par des versements en numéraire de sorte que la Société a dès maintenant à sa libre et entière disposition la somme de EUR 210.000 (deux cent dix mille euros), ainsi qu'il en a été justifié au notaire instrumentant par la production d'une attestation bancaire.

Seconde résolution

Afin de mettre les statuts en concordance avec la résolution qui précède, il est décidé de modifier l'article 5 des statuts, lequel aura dorénavant la teneur suivante:

« **Art. 5.** Le capital social est fixé à EUR 222.500 (deux cent vingt-deux mille cinq cents euros) représenté par 4.450 (quatre mille quatre cent cinquante) parts sociales d'une valeur nominale de EUR 50 (cinquante euros) chacune, entièrement libérées.»

Estimation des frais

Le montant des frais, rémunérations et charges qui incombent à la Société en raison du présent acte est estimé à environ EUR 1.600 (mille six cents euros).

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

Et après lecture faite à la mandataire des comparantes, connue du notaire instrumentant par ses nom, prénom usuel, état et demeure, elle a signé avec Nous notaire le présent acte.

Signé: F. Barcaglioni, M. Loesch.

Enregistré à Remich, le 16 novembre 2012, REM/2012/1456. Reçu soixante-quinze euros (75,- €).

Le Receveur (signé): P. MOLLING.

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

Mondorf-les-Bains, le 21 novembre 2012.

Référence de publication: 2012151629/63.

(120200243) Déposé au registre de commerce et des sociétés de Luxembourg, le 21 novembre 2012.

Re Sole S.A., Société Anonyme.

Siège social: L-2121 Luxembourg, 231, Val des Bons Malades.

R.C.S. Luxembourg B 77.012.

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Il résulte du procès-verbal de l'Assemblée Générale Ordinaire tenue extraordinairement en date du 20 novembre 2012 que:

- les Administrateurs sortants:

* M. Dario COLOMBO, expert-comptable, avec adresse professionnelle au 39, Via Clemente Maraini, CH-6902 Lugano-Paradiso; également administrateur-délégué et Président du Conseil d'Administration, ainsi que

* M. Fernand HEIM, directeur financier, et

* Mme Geneviève BLAUEN-ARENDT, administrateur de sociétés;

tous les deux avec adresse professionnelle au 231, Val des Bons Malades, L-2121 Luxembourg-Kirchberg;

- ainsi que le Commissaire aux comptes sortant:

* la société MOTHERWELL SERVICES LIMITED, avec siège social au Ground Floor Right, 64 Paul Street, EC2A 4NG Londres, Grande-Bretagne.

ont été reconduits dans leurs fonctions respectives jusqu'à l'issue de l'Assemblée Générale Ordinaire qui se tiendra en 2018.

Lors d'une réunion du Conseil d'Administration en date du 20 novembre 2012, M. Dario COLOMBO a été confirmé dans sa fonction d'administrateur-délégué pour une nouvelle période de six ans.

Pour extrait conforme

SG AUDIT SARL

Référence de publication: 2012157275/24.

(120207096) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2012.

Las Rozas Funding Securitization S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1855 Luxembourg, 51, avenue J.F. Kennedy.

R.C.S. Luxembourg B 160.975.

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EXTRAIT

1) Il résulte d'une décision prise par l'associé unique de la Société en date du 12 novembre 2012 que:

- La démission de Monsieur Neil Ross a été acceptée avec effet au 12 novembre 2012.

- Monsieur Fernand Heim, né le 3 octobre 1952 à Luxembourg, demeurant professionnellement au 231 val des Bons-Malades, L-2121 Luxembourg, a été nommé aux fonctions de gérant de la Société en remplacement de Monsieur Neil Ross démissionnaire à compter du 12 novembre 2012, pour une durée indéterminée.

2) En outre, l'associé unique de la Société a décidé en date du 14 novembre 2012 que:

- Monsieur Peter Dickinson, né le 1 er mars 1966 à Nuneaton, demeurant professionnellement au 51 avenue John F Kennedy, L-1855 Luxembourg, est nommé aux fonctions de gérant de la société à compter du 14 novembre 2012, pour une durée indéterminée.

Le conseil de gérance se compose dorénavant comme suit:

Philip Godley

Geneviève Blauen-Arendt

Fernand Heim

Peter Dickinson

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

Luxembourg, le 20 novembre 2012.

Pour extrait sincère et conforme

Sanne Group (Luxembourg) S.A.

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