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RECUEIL DES SOCIETES ET ASSOCIATIONS

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

C — N° 99 **16 janvier 2013**

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Aquatrans Navigation S.A., Société Anonyme.

Siège social: L-6670 Mertert, 2C, rue Basse.

R.C.S. Luxembourg B 43.198.

Sie werden hiermit zu einer

ORDENTLICHEN HAUPTVERSAMMLUNG

der Aktionäre von Aquatrans Navigation S.A., welche am *24. Januar 2013* um 11.00 Uhr am Gesellschaftssitz mit der nachfolgenden Tagesordnung stattfinden wird, eingeladen:

Tagesordnung:

1. Berichte des Verwaltungsrates und des Kommissars
2. Vorlage und Genehmigung der Bilanz und Gewinn- und Verlustrechnung per 31.12.2011
3. Entlastung des Verwaltungsrates und des Kommissars
4. Mandatsänderung
5. Verschiedenes

Im Namen und Auftrag des Verwaltungsrates.

Référence de publication: 2012166403/17.

Aquatrans RhineShipping S.A., Société Anonyme.

Siège social: L-6670 Mertert, 2C, rue Basse.

R.C.S. Luxembourg B 118.276.

Sie werden hiermit zu einer

ORDENTLICHEN GENERALVERSAMMLUNG

der Aktionäre der Aquatrans Rhineshipping S.A., welche am *24. Januar 2013* um 14.00 Uhr am Gesellschaftssitz mit der nachfolgenden Tagesordnung stattfinden wird, eingeladen:

Tagesordnung:

1. Berichte des Verwaltungsrates und des Kommissars
2. Vorlage und Genehmigung der Bilanz und Gewinn- und Verlustrechnung per 31.12.2011
3. Beschlussfassung über Verlustverwendung
4. Entlastung des Verwaltungsrates und des Kommissars
5. Mandatsänderung
6. Verschiedenes

Im Namen und Auftrag des Verwaltungsrates.

Référence de publication: 2012166404/18.

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

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

R.C.S. Luxembourg B 55.647.

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

l'ASSEMBLEE GENERALE ANNUELLE

qui aura lieu le *24 janvier 2013* à 16.15 heures au siège social, avec l'ordre du jour suivant:

Ordre du jour:

1. Approbation des rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation du bilan et du compte de profits et pertes au 30 septembre 2012, et affectation du résultat.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes pour l'exercice de leur mandat au 30 septembre 2012.
4. Divers.

LE CONSEIL D'ADMINISTRATION.

Référence de publication: 2013003142/1023/16.

G&P Invest Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1445 Strassen, 4, rue Thomas Edison.

R.C.S. Luxembourg B 111.408.

Die Aktionäre der G&P Invest SICAV werden hiermit zu einer

AUSSERORDENTLICHEN GENERALVERSAMMLUNG

der Aktionäre eingeladen, die am *25. Januar 2013* , 11.30 Uhr in 4, rue Thomas Edison, L-1445 Luxembourg-Strassen mit folgender Tagesordnung abgehalten wird:

Tagesordnung:

1. In Übereinstimmung mit Artikel 10 der Satzung wird die Verschmelzung der Aktienklasse A des Teilfonds G&P - FE Global Allocation Balance mit der Aktienklasse A des Teilfonds G&P - Struktur mit Wirkung zum 1. März 2013 beschlossen. Darüber hinaus wird beschlossen, dass die Aktienklasse C des G&P - FE Global Allocation Balance im Rahmen der Fusion aufgelöst wird.
2. Artikel 10 der Satzung wird aus Vereinfachungsgründen dargestellt abgeändert, dass die Verschmelzung von Teilfonds und/oder Anteilklassen durch den Verwaltungsrat der Investmentgesellschaft beschlossen werden kann.
   Ein Entwurf der Satzung ist am Sitz der Investmentgesellschaft erhältlich.

Die Punkte, die auf der Tagesordnung der Außerordentlichen Generalversammlung stehen, verlangen ein Anwesenheitsquorum von mindestens 50 Prozent des Gesellschaftskapitals sowie eine Zwei-Drittel-Mehrheit der abgegebenen Stimmen. Im Falle, in dem anlässlich der Außerordentlichen Generalversammlung das o. g. Quorum nicht erreicht wird, wird eine zweite Außerordentliche Generalversammlung an der gleichen Adresse gemäß den Bestimmungen des luxemburgischen Rechts einberufen, um über die auf der o. g. Tagesordnung stehenden Punkte zu beschließen. Anlässlich dieser Versammlung ist kein Anwesenheitsquorum verlangt und die Beschlüsse werden mit einer Zwei-Drittel-Mehrheit der abgegebenen Stimmen gefasst.

Um an dieser Generalversammlung teilnehmen zu können, müssen Aktionäre von in Wertpapierdepots gehaltenen Aktien ihre Aktien durch die jeweilige depotführende Stelle mindestens fünf Tage vor der Generalversammlung sperren lassen und dieses mittels einer Bestätigung der depotführenden Stelle (Sperrbescheinigung) am Tag der Versammlung nachweisen. Aktionäre oder deren Vertreter, die an der Außerordentlichen Generalversammlung teilnehmen möchten, werden gebeten, sich bis spätestens 21. Januar 2013 anzumelden.

Entsprechende Vertretungsvollmachten können bei der Domizilstelle der G&P Invest SICAV (DZ PRIVATBANK S.A.) unter Telefon: 00352/44903-4025, Fax: 00352/44903-4506 oder E-Mail: directors-office@dz-privatbank.com angefordert werden.

Luxembourg, im Januar 2013. *Der Verwaltungsrat .*

Référence de publication: 2013002169/34.

Indian Investment Company, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 44.263.

We have the pleasure of inviting you to attend the

ANNUAL GENERAL MEETING

of Shareholders of INDIAN INVESTMENT COMPANY (the "Company"), which will be held at the registered office of the Company at 49, avenue J.F. Kennedy, L-1855 Luxembourg on Friday *25 January 2013* at 11.00 a.m. (the "Meeting"), with the following agenda:

Agenda:

1. Approval of the annual report comprising the audited annual accounts of the Company for the financial year ended 30 September 2012 and to approve the approved statutory auditor's report thereon;
2. Approval of the balance sheet, profit and loss account as of 30 September 2012 and the allocation of net profits for the financial year ended 30 September 2012 as proposed by the Board of Directors;
3. Discharge of the Directors with respect to the performance of their duties during the financial year ended 30 September 2012;
4. Re-election of the following persons as Directors, each to hold office until the next Annual General Meeting of Shareholders to be held in 2014 and/or until his successor is duly elected:
   Mr. Laurence Llewellyn, Mr. Jacques Elvinger, Mr. John Karachalios, Mr. João Santos and Mr. Hugh Moir;
5. Re-appointment of PricewaterhouseCoopers, Société coopérative, as the approved statutory auditor of the Company until the next annual general meeting to be held in 2014;
6. Any other business which may be properly brought before the Meeting.

If you cannot be personally present at the Meeting and if you want to be represented, a proxy is available upon request , at the registered office of the Company at the following email address:

Luxembourgdomiciliarygroup@statestreet.com

The proxy form, duly filled in, dated and signed must be return by fax and by courier at the registered office of the Company before 23 January 2013, 6.00 p.m.

On behalf of the Board of Directors.

Référence de publication: 2013003160/755/30.

Dynamic Funds, Société d'Investissement à Capital Variable.

Siège social: L-1115 Luxembourg, 2, boulevard Konrad Adenauer.

R.C.S. Luxembourg B 81.617.

Die Anteilinhaber der SICAV Dynamic Funds werden hiermit zur

ersten ausserordentlichen Generalversammlung

eingeladen, die am Freitag, *25. Januar 2013* um 11.00 Uhr in den Geschäftsräumen der Gesellschaft stattfindet.

Tagesordnung:

1. Beschlussfassung über die Liquidation der Gesellschaft
2. Ernennung eines Liquidators sowie Festlegung von dessen Befugnissen
3. Verschiedenes.

Zur Teilnahme an der ordentlichen Generalversammlung und zur Ausübung des Stimmrechts sind diejenigen Anteilinhaber berechtigt, die bis spätestens 18. Januar 2013 die Depotbestätigung eines Kreditinstitutes bei der Gesellschaft einreichen, aus der hervorgeht, dass die Anteile bis zur Beendigung der Hauptversammlung gesperrt gehalten werden. Anteilinhaber können sich auch von einer Person vertreten lassen, die hierzu schriftlich bevollmächtigt ist.

Die Punkte der Tagesordnung der außerordentlichen Generalversammlung verlangen ein Anwesenheitsquorum von 50% der ausgegebenen Anteile sowie eine Zwei-Drittel-Mehrheit der Stimmen der anwesenden oder vertretenen Anteile. Im Falle, in dem anlässlich der außerordentlichen Generalversammlung das o.g. Quorum nicht erreicht wird, wird eine zweite außerordentliche Generalversammlung an der gleichen Adresse gemäß den Bestimmungen des Luxemburger Rechts einberufen, um über die auf der o.a. Tagesordnung stehenden Punkte zu beschließen. Anlässlich dieser Versammlung ist kein Anwesenheitsquorum verlangt und die Beschlüsse werden mit einer Zwei-Drittel-Mehrheit der Stimmen der anwesenden oder vertretenen Anteile getroffen.

Luxemburg, im Januar 2013. *Der Verwaltungsrat .*

Référence de publication: 2013002851/755/25.

StarCapital Huber, Fonds Commun de Placement.

Le règlement de gestion de StarCapital Huber modifié au 12 décembre 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, le 18 décembre 2012.

StarCapital S.A.

Signature

Référence de publication: 2012167204/11.

(120220337) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2012.

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

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.

R.C.S. Luxembourg B 173.817.

STATUTS

L'an deux mille douze, le dix-huit décembre.

Par-devant Maître Joëlle BADEN, notaire de résidence à Luxembourg

A comparu:

Monsieur Olivier Gasche, employé privé, né le 15 mai 1961 à Salon-de-Provence, France, demeurant 45, rue Basse, L-6670 Mertert,

ici représentée par Monsieur Loic Marion, employé privé, 1, rue Joseph Hackin, L-1746 Luxembourg, en vertu d'une procuration donnée sous seing privée le 17 décembre 2012.

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

Lequel comparant, représenté comme indiqué ci-dessus, a requis le notaire instrumentaire d'arrêter ainsi qu'il suit les statuts d'une société anonyme qu'il déclare constituer comme suit:

Chapitre I er . - Forme, Dénomination, Siège social, Objet, Durée

Art. 1 er . Forme, Dénomination. Il est formé une société anonyme (ci-après la «Société»), laquelle sera régie par les lois du Grand-Duché du Luxembourg, et en particulier la loi du 11 mai 2007 relative à la création d'une société de gestion de patrimoine familial («Loi SPF»), la loi du 10 août 1915 relative aux sociétés commerciales, telle que modifiée (ci-après la «Loi sur les Sociétés»), ainsi que par les présents statuts de la Société (ci-après les «Statuts»).

La Société comporte initialement un Actionnaire unique, propriétaire de la totalité des actions. La Société peut cependant, à toute époque, comporter plusieurs actionnaires, par suite notamment, de cession ou transmission d'actions ou de création d'actions nouvelles.

La Société existe sous la dénomination de «OLOG S.A., SPF»

Art. 2. Siège social. La Société a son siège social à Luxembourg, Grand Duché de Luxembourg.

Il peut être transféré à tout autre endroit de Luxembourg par une décision de l'Administrateur unique, ou en cas de pluralité d'administrateurs par le Conseil d'Administration.

La Société peut avoir des bureaux et des succursales situés au Luxembourg ou à l'étranger.

Au cas où l'Administrateur unique, ou en cas de pluralité d'administrateurs, le Conseil d'Administration, estimerait que des évènements extraordinaires d'ordre politique, économique ou social, de nature à compromettre l'activité normale au siège social ou la communication aisée de ce siège avec l'étranger, ont eu lieu ou sont sur le point d'avoir lieu, le siège social pourra être déclaré transféré provisoirement à l'étranger, jusqu'à cessation complète de ces circonstances anormales. Ces mesures temporaires n'auraient aucun effet sur la nationalité de la Société qui, en dépit du transfert de son siège social, demeurerait une société luxembourgeoise. Ces mesures temporaires seront prises et portées à la connaissance des tiers par l'Administrateur unique, ou en cas de pluralité d'administrateurs, par le Conseil d'Administration, ou par toute société ou personne à qui l'Administrateur unique, ou en cas de pluralité d'administrateurs, le Conseil d'Administration a confié la gestion journalière de la Société.

Art. 3. Objet social. La Société a pour objet exclusif, à l'exclusion de toute activité commerciale, l'acquisition, la détention, la gestion et la réalisation d'une part d'instruments financiers au sens de la loi du 5 août 2005 sur les contrats de garantie financière et d'autre part d'espèces et d'avoirs de quelque nature que ce soit détenus en compte.

Par instrument financier au sens de la loi du 5 août 2005 sur les contrats de garantie financière, il convient d'entendre (a) toutes les valeurs mobilières et autres titres, y compris notamment les actions et les autres titres assimilables à des actions, les parts de sociétés et d'organismes de placement collectif, les obligations et les autres titres de créance, les certificats de dépôt, bons de caisse et les effets de commerce, (b) les titres conférant le droit d'acquérir des actions, obligations ou autres titres par voie de souscription, d'achat ou d'échange, (c) les instruments financiers à terme et les titres donnant lieu à un règlement en espèces (à l'exclusion des instruments de paiement), y compris les instruments du marché monétaire, (d) tous autres titres représentatifs de droits de propriété, de créances ou de valeurs mobilières, (e) tous les instruments relatifs à des sous-jacents financiers, à des indices, à des matières premières, à des matières précieuses, à des denrées, métaux ou marchandises, à d'autres biens ou risques, (f) les créances relatives aux différents éléments énumérés sub a) à e) ou les droits sur ou relatifs à ces différents éléments, que ces instruments financiers soient matérialisés ou dématérialisés, transmissibles par inscription en compte ou tradition, au porteur ou nominatifs, endossables ou non endossables et quelque soit le droit qui leur est applicable.

D'une façon générale, la Société peut prendre toutes mesures de surveillance et de contrôle et effectuer toute opération ou transaction qu'elle considère nécessaire ou utile pour l'accomplissement et le développement de son objet social de la manière la plus large, à condition que la Société ne s'immisce pas dans la gestion des participations qu'elle détient, tout en restant dans les limites de la Loi du 11 mai 2007 relative aux sociétés de gestion de patrimoine familial.

Art. 4. Durée. La Société est constituée pour une durée illimitée.

La Société peut être dissoute à tout moment par décision de l'Actionnaire unique, ou en cas de pluralité d'actionnaires, par l'Assemblée Générale des Actionnaires, statuant comme en matière de modification des Statuts.

Chapiter II. - Capital, Actions

Art. 5. Capital social. La Société a un capital social de trente-et-un mille euros (EUR 31.000,-), représenté par vingt-quatre mille huit cents (24.800) actions ayant une valeur nominale de un euro et vingt-cinq cents (EUR 1,25) chacune.

Le capital social de la Société peut, à tout moment, être augmenté ou réduit par décision de l'Actionnaire unique, ou en cas de pluralité d'actionnaires par l'Assemblée Générale des Actionnaires, adoptée à la manière requise pour la modification des présents Statuts.

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

La Société peut, aux conditions et aux termes prévus par la loi, racheter ses propres actions.

Art. 6. Forme des actions. Les actions de la Société sont nominatives ou au porteur, ou en partie dans l'une ou l'autre forme, au choix de l'Actionnaire unique, ou en cas de pluralité d'actionnaires, au choix des Actionnaires, sauf dispositions contraires de la Loi sur les Sociétés.

Les actions ne peuvent être détenues que par des investisseurs éligibles tels que définis par l'article 3 de la Loi SPF et sont librement cessibles sous cette même réserve.

La Société ne reconnaît qu'un seul propriétaire par action. Si une ou plusieurs actions sont conjointement détenues ou si les titres de propriété de ces actions sont divisés, fragmentés ou litigieux, la/les personne(s) invoquant un droit sur la/les action(s) devra/devront désigner un mandataire unique pour représenter la/les action(s) à l'égard de la Société. L'omission d'une telle désignation impliquera la suspension de l'exercice de tous les droits attachés aux actions. La même règle est appliquée dans le cas d'un conflit entre un usufruitier et un nu-propriétaire ou entre un créancier gagiste et un débiteur gagiste.

Chapitre III. - Actionnaire(s)

Art. 7. Pouvoirs des assembles générales. L'Actionnaire unique exerce tous les pouvoirs qui sont dévolus par la Loi sur les Sociétés à l'Assemblée Générale des Actionnaires. En cas de pluralité d'actionnaires, l'Assemblée Générale des Actionnaires régulièrement constituée représente tous les Actionnaires de la Société. Les décisions prises à une telle assemblée engageront tous les actionnaires.

Sauf disposition contraire de la Loi sur les Sociétés ou des Statuts, toutes les décisions seront prises par l'Actionnaire unique, ou en cas de pluralité d'actionnaires, par les Actionnaires représentant la moitié du capital social.

L'Assemblée Générale aura les pouvoirs les plus étendus pour ordonner, exécuter, autoriser ou approuver tous les actes faits ou exécutés pour le compte de la Société.

Art. 8. Assemblées générales d'/des actionnaire(s). L'Actionnaire unique, ou en cas de pluralité d'actionnaires, l'Assemblée Générale des Actionnaires est convoquée par l'Administrateur unique, ou en cas de pluralité d'administrateurs, par le Conseil d'Administration ou par toute personne déléguée à cet effet par l'Administrateur unique, ou en cas de pluralité d'administrateurs, par le Conseil d'Administration. Un ou plusieurs Actionnaire(s) représentant dix pour cent du capital social souscrit peut/peuvent, conformément aux dispositions de Loi sur les Sociétés, requérir l'Administrateur unique, ou en cas de pluralité d'administrateurs, le Conseil d'Administration de convoquer l'Assemblée Générale des Actionnaires.

L'Assemblée Générale Annuelle se réunit, conformément à la Loi sur les Sociétés, au siège social de la Société ou à tout autre endroit indiqué dans l'avis de convocation, le deuxième vendredi du mois de mai à dix heures.

Si ce jour est un jour férié, légal ou bancaire, à Luxembourg, l'Assemblée Générale se tiendra le jour ouvrable suivant.

D'autres Assemblées Générales d'Actionnaire(s) peuvent se tenir aux lieux et dates spécifiés dans les avis de convocation respectifs.

Si toutes les actions ou pour partie sont des actions nominatives, l'Actionnaire unique, ou en cas de pluralité d'actionnaires, les Actionnaires seront convoqués par un avis de convocation énonçant l'ordre du jour et envoyé par lettre recommandée au moins huit jours avant l'assemblée à tout détenteur d'actions à son adresse portée au registre des actionnaires, ou suivant toutes autres instructions données par cet Actionnaire.

Chaque fois que l'Actionnaire unique, ou en cas de pluralité d'actionnaires, tous les Actionnaires sont présents ou représentés et se considèrent dûment convoqués et informés de l'ordre du jour, l'assemblée générale peut avoir lieu sans convocation.

En cas de pluralité d'actionnaires, l'Assemblée Générale des Actionnaires désigne son président qui présidera l'assemblée. Le président pourra désigner un secrétaire chargé de dresser les procès-verbaux de l'assemblée.

Les affaires traitées lors d'une Assemblée Générale des Actionnaires seront limitées aux points contenus dans l'ordre du jour (qui contiendra toutes les matières requises par la loi) et aux affaires connexes à ces points.

Chaque action donne droit à une voix lors de toute Assemblée Générale. Un actionnaire peut se faire représenter à toute Assemblée Générale des Actionnaires par mandat écrit par un mandataire qui n'a pas besoin d'être actionnaire.

Tout actionnaire peut prendre part à toute Assemblée Générale au moyen d'une conférence téléphonique, d'une conférence vidéo ou d'un équipement de communication similaire par lequel toutes les personnes participant à l'assemblée peuvent s'entendre; la participation à la réunion par de tels moyens vaut présence personnelle à cette réunion.

Dans la mesure où il n'en est pas autrement disposé par la Loi sur les Sociétés, les décisions de l'Assemblée Générale des Actionnaires sont prises à la majorité simple des voix des Actionnaires présents ou représentés.

Chapitre IV. - Gestion, Commissaire(s)

Art. 9. Administrateur(s). La Société est gérée par un Administrateur unique en cas d'un seul Actionnaire, ou par un Conseil d'Administration composé d'au moins trois (3) membres en cas de pluralité d'Actionnaires, le nombre exact étant déterminé par l'Actionnaire unique, ou en cas de pluralité d'actionnaires par l'Assemblée Générale des Actionnaires. L'(es) administrateur(s) n'a(ont) pas besoin d'être actionnaire(s). En cas de pluralité d'administrateurs, l'Assemblée Générale des Actionnaires peut décider de créer deux catégories d'administrateurs (Administrateurs A et Administrateurs B).

L'(es) administrateur(s) est/sont élu(s) par l'Actionnaire unique, ou en cas de pluralité d'actionnaires, par l'Assemblée Générale des Actionnaires pour une période ne dépassant pas six (6) ans et jusqu'à ce que leurs successeurs aient été élus; toutefois un administrateur peut être révoqué à tout moment par décision de l'Assemblée Générale. L'(es) administrateur(s) sortant(s) peut/peuvent être réélu(s).

Au cas où le poste d'un administrateur devient vacant à la suite de décès, de démission ou autrement, les administrateurs restants élus par l'Assemblée Générale des Actionnaires pourront se réunir et élire un administrateur pour remplir les fonctions attachées au poste devenu vacant jusqu'à la prochaine assemblée générale.

Art. 10. Réunions du conseil d'administration. En cas de pluralité d'administrateurs, le Conseil d'Administration doit choisir parmi ses membres un président et peut choisir en son sein un ou plusieurs vice-présidents. Il peut également désigner un secrétaire qui n'a pas besoin d'être un administrateur et qui peut être chargé de dresser les procès-verbaux des réunions du Conseil d'Administration ou d'exécuter des tâches administratives ou autres telles que décidées, de temps en temps, par le Conseil d'Administration.

Le Conseil d'Administration se réunit sur convocation de son président ou d'au moins deux administrateurs au lieu indiqué dans l'avis de convocation. La ou les personnes convoquant l'assemblée déterminent l'ordre du jour. Un avis par écrit, télécopie ou e-mail contenant l'ordre du jour sera donné à tous les administrateurs au moins huit jours avant l'heure prévue pour la réunion, sauf s'il y a urgence, auquel cas l'avis de convocation, envoyé 24 heures avant la réunion, devra mentionner la nature de cette urgence. Il peut être passé outre à la nécessité de pareille convocation en cas d'assentiment préalable ou postérieur à la réunion, par écrit, télécopie ou e-mail de chaque administrateur. Une convocation spéciale n'est pas requise pour des réunions du Conseil d'Administration se tenant à des heures et à des endroits déterminés dans une résolution préalablement adoptée par le Conseil d'Administration.

Tout administrateur peut se faire représenter en désignant par écrit ou par télécopie ou e-mail un autre administrateur comme son mandataire. Un administrateur ne peut pas représenter plus d'un de ses collègues.

Le Conseil d'Administration ne peut délibérer et agir valablement que si la majorité des administrateurs sont présents ou représentés à une réunion du Conseil d'Administration. Si le quorum n'est pas obtenu une demi-heure après l'heure prévue pour la réunion, les administrateurs présents peuvent ajourner la réunion en un autre endroit et à une date ultérieure. Les avis des réunions ajournées sont donnés aux membres du Conseil d'Administration par le secrétaire, s'il y en a, ou à défaut par tout administrateur.

Les décisions sont prises à la majorité des votes des administrateurs présents ou représentés à chaque réunion. Au cas où, lors d'une réunion du Conseil d'Administration, il y a égalité de voix en faveur ou en défaveur d'une résolution, le président du Conseil d'Administration n'aura pas de voix prépondérante. En cas d'égalité, la résolution sera considérée comme rejetée.

Tout administrateur peut prendre part à une réunion du Conseil d'Administration au moyen d'une conférence téléphonique, d'une conférence vidéo ou d'un équipement de communication similaire par lequel toutes les personnes participant à la réunion peuvent s'entendre; la participation à la réunion par de tels moyens vaut présence personnelle à cette réunion.

Nonobstant les dispositions qui précèdent, une décision du Conseil d'Administration peut également être prise par voie circulaire et résulter d'un seul ou de plusieurs documents contenant les résolutions et signés par tous les membres du Conseil d'Administration sans exception. La date d'une telle décision est celle de la dernière signature.

Art. 11. Pouvoirs du/des administrateur(s). L'Administrateur unique, ou en cas de pluralité d'administrateurs, le Conseil d'Administration, est investi des pouvoirs les plus larges de passer tous actes d'administration et de disposition dans l'intérêt de la Société. Tous pouvoirs que la Loi sur les Sociétés ou les Statuts ne réservent pas expressément à l'Actionnaire unique, ou en cas de pluralité d'actionnaires, à l'Assemblée Générale des Actionnaires, sont de la compétence de l'Administrateur unique, ou en cas de pluralité d'administrateurs, du Conseil d'Administration.

La gestion journalière de la Société ainsi que la représentation de la Société en ce qui concerne cette gestion pourront, conformément à l'article 60 de la loi modifiée du 10 août 1915 concernant les sociétés commerciales, être déléguées à un ou plusieurs administrateurs, directeurs, gérants et autres agents, associés ou non, agissant seuls ou conjointement. Leur nomination, leur révocation et leurs attributions seront réglées par une décision de l'Administrateur unique, ou en cas de pluralité d'administrateurs, du Conseil d'Administration.

La Société peut également conférer tous mandats spéciaux par procuration authentique ou sous seing privé.

Art. 12. Signature sociale. Vis-à-vis des tiers, la Société sera valablement engagée par la signature de l'Administrateur unique, ou en cas de pluralité d'administrateurs, par la signature conjointe de deux administrateurs ou par la signature individuelle ou conjointe de toute(s) autre(s) personne(s) à laquelle (auxquelles) pareil pouvoir de signature aura été délégué par l'Administrateur unique, ou en cas de pluralité d'administrateurs, par le Conseil d'Administration.

En cas de deux catégories d'administrateurs (catégorie A et catégorie B), la Société sera valablement engagée par la signature conjointe d'un administrateur A et d'un administrateur B.

Art. 13. Conflits d'intérêts. Dans le cas d'un conflit d'intérêts d'un administrateur, entendu que le simple fait que l'administrateur soit l'administrateur d'un actionnaire ou d'une société affiliée d'un actionnaire ne sera pas constitutif d'un conflit d'intérêts, il doit informer le Conseil d'Administration de tout conflit d'intérêts et ne pourra pas prendre part au vote mais sera compté dans le quorum. Un administrateur ayant un conflit d'intérêts sur tout objet de l'ordre du jour doit déclarer ce conflit d'intérêts au président avant que la réunion ne débute.

Tout administrateur ayant un intérêt personnel dans une transaction soumise pour approbation au Conseil d'Administration opposé avec l'intérêt de la Société, devra être obligé d'informer le conseil et de faire enregistrer cette situation dans le procès-verbal de la réunion. Il ne pourra pas prendre part à la réunion (mais il sera compté dans le quorum). A l'assemblée générale suivante, avant toute autre résolution à voter, un rapport spécial devra être établi sur toutes transactions dans lesquelles un des administrateurs peut avoir un intérêt personnel opposé à celui de la Société.

Art. 14. Surveillance de la société. Les opérations de la Société seront surveillées par un ou plusieurs commissaires qui n'ont pas besoin d'être actionnaire. L'Actionnaire unique, ou en cas de pluralité d'actionnaires, l'Assemblée Générale des Actionnaires, désignera le ou les commissaires et déterminera leur nombre, leurs rémunérations et la durée de leurs fonctions qui ne pourra excéder six années.

Dans le cas où la Société dépasserait les critères requis par l'article 215 de la Loi sur les sociétés, l'institution du commissaire sera supprimée et un ou plusieurs réviseurs d'entreprises, choisis parmi les membres de l'institut des réviseurs d'entreprises, seront désignés par l'Actionnaire unique, ou en cas de pluralité d'actionnaires, par l'Assemblée Générale, qui fixera la durée de leur mandat qui ne pourra pas excéder six années.

Chapitre V. - Année sociale, Adoption des états financiers, Affectation

Art. 15. Année sociale. L'année sociale commence le 1 ^{er} janvier et se termine le 31 décembre de chaque année.

Art. 16. Adoption des états financiers. Chaque année, lors de l'Assemblée Générale Annuelle, l'Administrateur unique, ou en cas de pluralité d'administrateurs, le Conseil d'Administration, présentera à l'assemblée pour adoption les états financiers concernant l'exercice fiscal précédent et l'Assemblée examinera et, si elle le juge bon, adoptera les états financiers.

Après adoption des états financiers, l'Assemblée Générale Annuelle se prononcera, par vote séparé, sur la décharge à donner à l'Administrateur unique, ou en cas de pluralité d'administrateurs, aux administrateurs et au(x) commissaire (s), pour tout engagement de la Société, résultant de ou relatif à toute perte ou dommage résultant de ou en connexion avec des actes ou omissions faits par l'Administrateur unique, ou en cas de pluralité d'administrateurs, par les administrateurs, les responsables et le(s) commissaire(s), effectués de bonne foi, sans négligence grave. Une décharge ne sera pas valable si le bilan contient une omission ou une information fausse ou erronée sur l'état réel des affaires de la Société ou reproduit l'exécution d'actes non permis par les présents statuts à moins qu'ils n'aient été expressément spécifiés dans l'avis de convocation.

Art. 17. Affectation des bénéfices annuels. Des bénéfices nets annuels de la Société, cinq pour cent seront affectés à la réserve requise par la loi. Cette affectation cessera d'être exigée lorsque le montant de la réserve légale aura atteint un dixième du capital social souscrit.

L'Actionnaire unique, ou en case de pluralité d'actionnaires, l'Assemblée Générale des Actionnaires, dispose librement du bénéfice net annuel.

Des dividendes intérimaires peuvent être versés en conformité avec les conditions prévues par la Loi sur les Sociétés.

Chapitre VI. - Dissolution, Liquidation

Art. 18. Liquidation de la société. En cas de dissolution de la Société, il sera procédé à la liquidation par les soins d'un ou de plusieurs liquidateurs qui pourront être des personnes physiques ou morales, nommés par l'assemblée générale des actionnaires qui déterminera leurs pouvoirs et leurs rémunérations.

Le produit net de la liquidation sera distribué par le(s) liquidateur(s) à l'Actionnaire unique, ou en cas de pluralité d'actionnaires, aux actionnaires, proportionnellement à leur participation dans le capital social.

Chapitre VII. - Dispositions générales

Art. 19. Modification des statuts. Les Statuts pourront être modifiés, périodiquement par l'Actionnaire unique, ou en cas de pluralité d'actionnaires, par une Assemblée Générale des Actionnaires, statuant aux conditions de quorum et de majorité requises par la Loi sur les Sociétés.

Art. 20. Loi applicable. Pour tout ce qui ne fait pas l'objet d'une disposition spécifique des présents Statuts, il est fait référence à la Loi sur les Sociétés et à la Loi SPF.

Dispositions transitoires

1) Le premier exercice social commencera le jour de la constitution et se terminera le 31 décembre 2013.

2) La première assemblée générale annuelle aura lieu en 2014.

Souscription et Libération

Les vingt-quatre mille huit cents (24.800) actions de la Société sont toutes souscrites par la Monsieur Olivier GASCHE, prénommé.

Toutes les actions ont été entièrement libérées en espèces de sorte que la somme de trente-et-un mille euros (EUR 31.000,-) est dès maintenant à la disposition de la Société, ce dont il a été justifié au notaire soussigné.

Déclaration

Le notaire soussigné déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la Loi sur les Sociétés et déclare expressément qu'elles sont remplies.

Estimation des frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit qui incombent à la Société ou qui sont mis à sa charge en raison de sa constitution, s'élève à environ mille cinq cents euros (EUR 1.500).

Assemblée générale extraordinaire

Et aussitôt l'Actionnaire unique, représentant l'intégralité du capital souscrit, a pris les résolutions suivantes:

1. Le nombre des administrateurs est fixé à un (1) et le nombre de commissaires à un (1).

2. La personne suivante a été nommée comme administrateur unique:

Monsieur Olivier Gasche, employé privé, né le 15 mai 1961 à Salon-de-Provence, France, demeurant 45, rue Basse, L-6670 Mertert.

3. La personne suivante a été nommée commissaire:

Fiduciaire d'Expertise Comptable et de Révision Everard & Klein, Réviseur d'Entreprises, 83, rue de la Libération, L-5696 Itzig, inscrite au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 63.706.

4. Les mandats de l'administrateur unique et du commissaire prendront fin lors de l'assemblée générale appelée à approuver les comptes de l'exercice social qui se terminera le 31 décembre 2013.

5. L'adresse du siège social de la Société est établie à L-1746 Luxembourg, 1, rue Joseph Hackin.

Dont acte, passé à Luxembourg, en l'étude du notaire soussigné, date qu'en tête.

Et après lecture faite et interprétation donnée au mandataire du comparant, connu du notaire instrumentant par nom, prénom usuel, état et demeure, celui-ci a signé avec le notaire le présent acte.

Signé: L. MARION et J. BADEN.

Enregistré à Luxembourg A.C., le 20 décembre 2012 LAC/2012/61173. Reçu soixante quinze euros € 75,-

Le Receveur (signé): THILL.

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

Luxembourg, le 14 janvier 2013.

Référence de publication: 2013001130/270.

(130000105) Déposé au registre de commerce et des sociétés de Luxembourg, le 2 janvier 2013.

New Zealand Dairy Investment S.A., Société Anonyme.

Siège social: L-1417 Luxembourg, 4, rue Dicks.

R.C.S. Luxembourg B 154.740.

Der Jahresabschluss zum 31. Dezember 2011 wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2013007144/10.

(130007198) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 janvier 2013.

Argon Acquisition Debt S.à r.l., Société à responsabilité limitée.

Siège social: L-5365 Munsbach, 6C, rue Gabriel Lippmann.

R.C.S. Luxembourg B 152.943.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Diekirch, le 12 décembre 2012.

Référence de publication: 2012161434/10.

(120214006) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 décembre 2012.

Goodman Barberry Logistics (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 160.461.

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

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

Pour Goodman Barberry Logistics (Lux) S.à r.l.
Signature
Un Mandataire

Référence de publication: 2012162454/12.

(120214906) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Argon Acquisition S.à r.l., Société à responsabilité limitée.

Siège social: L-5365 Munsbach, 6C, rue Gabriel Lippmann.

R.C.S. Luxembourg B 152.939.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Diekirch, le 12 décembre 2012.

Référence de publication: 2012161435/10.

(120213775) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 décembre 2012.

Argon Equity S.à r.l., Société à responsabilité limitée.

Siège social: L-5365 Munsbach, 6C, rue Gabriel Lippmann.

R.C.S. Luxembourg B 152.924.

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

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Diekirch, le 12 décembre 2012.

Référence de publication: 2012161436/10.

(120213686) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 décembre 2012.

Fab-Power S.A., Société Anonyme.

Siège social: L-1251 Luxembourg, 20, avenue du Bois.

R.C.S. Luxembourg B 49.536.

Il résulte des décisions prises par l'actionnaire unique de la Société en date du 05 décembre 2012 que:

1. Le siège social est transféré du 15-17 avenue Gaston Diderich L-1420 Luxembourg au 20 avenue du Bois, L-1251 Luxembourg, à compter du 30 avril 2012.

Pour extrait conforme,
Le 13 décembre 2012.

Référence de publication: 2012162426/12.

(120214800) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Bard Finance S.à r.l., Société à responsabilité limitée.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 165.907.

Les statuts coordonnés suivant l'acte n° 65444 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: 2012161491/10.

(120213779) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 décembre 2012.

Goodman Business Parks (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: GBP 10.000,00.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 67.064.

Le bilan au 31 décembre 2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Pour Goodman Business Parks (Lux) S.à r.l.
Signature
Un Mandataire

Référence de publication: 2012162455/12.

(120214222) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Bard Operations Center S.à r.l., Société à responsabilité limitée.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 165.921.

Les statuts coordonnés suivant l'acte n° 65443 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: 2012161493/10.

(120213737) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 décembre 2012.

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

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

R.C.S. Luxembourg B 174.135.

STATUTES

In the year two thousand thirteen, on the third day of January,

Before us, Maître Carlo Wersandt, notary residing in Luxembourg, acting in replacement of Maître Henri Hellinckx, notary residing in Luxembourg, who will be the depositary of the present deed.

Ashmore Turkish Debt Fund Limited

Was held an extraordinary general meeting of shareholders of Ashmore Turkish Debt Fund Limited (the "Company"), a limited company incorporated in Guernsey registered with company number 47884 and having its registered office at Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3QL, to be transferred in the Grand Duchy of Luxembourg by way of continuation, i.e. without interruption of its legal personality, as a Luxembourg company with limited liability (société anonyme) with variable capital qualifying as a specialised investment fund (fonds d'investissement spécialisé) subject to Luxembourg law and in particular the Luxembourg law of 13 February 2007 on specialised investment funds, as amended.

The meeting was opened with Mrs. Myriam Moulla, avocat, professionally residing in Luxembourg, in the chair, who appointed as secretary Mrs Solange Wolter-Schieres, employee, professionally residing in Luxembourg.

The meeting elected as scrutineer Mr. Jérôme Lasserre, avocat, professionally residing in Luxembourg.

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

I. - That all the shares of the Company being registered shares, the present meeting has been convened by notices containing the agenda and sent by registered mail to each of the registered shareholders of the Company on 7 December 2012,

II. - That the shareholders present or represented and the number of their shares are shown on an attendance list, this attendance list, signed by the shareholders, the proxies of the represented shareholders and by the board of the meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities,

III. - That as appears from the said attendance list, 434,690.2106 shares out of 483,237.6309 shares in circulation are present or represented at the present meeting.

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

Agenda

I. Acknowledgement of the written resolutions taken by the shareholders of the Company ("Written Resolutions") on 27 February 2012 to transfer the Company in the Grand Duchy of Luxembourg by way of continuation, i.e. without interruption of its legal personality, as a Luxembourg company with limited liability (société anonyme) with variable capital qualifying as a specialised investment fund (fonds d'investissement spécialisé) subject to Luxembourg law and in particular the Luxembourg law of 13 February 2007 on specialised investment funds, as amended, under the name "Ashmore Turkish Debt Fund";

II. Approval of the transfer of the registered office and central administration of the Company to the Grand Duchy of Luxembourg and change of nationality to Luxembourg nationality;

III. Acknowledgement that the Company shall continue to exist and adoption of the form of a Luxembourg company with limited liability (société anonyme) with variable capital qualifying as a specialised investment fund (fonds d'investissement spécialisé) subject to Luxembourg law and in particular the Luxembourg law of 13 February 2007 on specialised investment funds, as amended;

IV. Change of the name of the Company to "Ashmore Turkish Debt Fund";

V. Approval of the auditors report dated 3 December 2012 which found that the combined share capital of the Company was in excess of EUR 1,250,000 at October 31, 2012;

VI. Full restatement of the articles of incorporation of the Company (the "Articles");

VII. Determination of the date of the current fiscal year-end and annual general meeting;

VIII. Approval of:

a. the resignation of Nigel Carey and Eduardo Lopes as directors of the Company;

b. continuation of Michael Moody's mandate as director of the Company; and

c. appointment of Claude Kremer and Steve David as directors of the Company

i. so that from the date hereof, the board of directors of the Company be composed of (i) Claude Kremer, (ii) Steve David and (iii) Michael Moody;

IX. Appointment of KPMG Luxembourg, 9 allée Scheffer, 2520 Luxembourg, Grand Duchy of Luxembourg, as statutory auditor (réviseur d'entreprise agréé) of the Company;

X. Determination the address of the registered office of the Company at 2, rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg;

XI. Consider any other matter that may properly come before the meeting. The Written Resolutions, together with the special report drawn up by KPMG Luxembourg S.à r.l., 9, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg, in the course of the transfer of the Company to the Grand Duchy of Luxembourg, will remain annexed to the present deed to be filed at the same time with the registration authorities.

After having reviewed the items of the agenda, the general meeting took the following resolutions:

First resolution

The general meeting acknowledges the Written Resolutions to transfer the Company in the Grand Duchy of Luxembourg by way of continuation, i.e. without interruption of its legal personality, as a Luxembourg company with limited liability (société anonyme) with variable capital qualifying as a specialised investment fund (fonds d'investissement spécialisé) subject to Luxembourg law and in particular the Luxembourg law of 13 February 2007 on specialised investment funds, as amended, under the name "Ashmore Turkish Debt Fund".

Second resolution

The general meeting hereby approves the transfer of the registered office and central administration of the Company to the Grand Duchy of Luxembourg and change of nationality to Luxembourg nationality.

Third resolution

The general meeting acknowledges that the Company shall continue to exist and adoption of the form of a Luxembourg company with limited liability (société anonyme) with variable capital qualifying as a specialised investment fund (fonds d'investissement spécialisé) subject to Luxembourg law and in particular the Luxembourg law of 13 February 2007 on specialised investment funds, as amended.

Fourth resolution

The general meeting decides to change the name of the Company to "Ashmore Turkish Debt Fund".

Fifth resolution

The general meeting approves the auditors report dated 3 December 2012 which found that the combined share capital of the Company was in excess of EUR 1,250,000 at October 31, 2012.

Sixth resolution

As a consequence of the above resolutions, the general meeting decides to fully restate the articles of incorporation of the Company which shall now read as follows:

" **Art. 1. Name.** There exists among all those who are and who may become holders of shares of the company hereafter issued, a company in the form of a société anonyme (public limited company) qualifying as a société d'investissement à capital variable - fonds d'investissement specialise (investment company with variable capital - specialised investment fund) under the name of "Ashmore Turkish Debt Fund" (the "Company").

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

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

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

Art. 4. Registered Office. The registered office of the Company is established in the city of Luxembourg, in the Grand Duchy of Luxembourg.

Subsidiaries, branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by resolution of the board of directors of the Company (the "Board").

The Board is authorised to transfer the registered office of the Company within the municipality of Luxembourg and, to the extent permitted by law, the Board may decide to transfer the registered office of the Company to any other place in the Grand Duchy of Luxembourg.

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

Art. 5. Share Capital. The capital of the Company shall be represented by shares of no par value and shall at any time be equal to the total net assets of the Company as defined in article. 12 hereof.

The minimum capital of the Company shall be the equivalent in US dollars of the minimum capital required by the Law and must be reached within twelve months after the date on which the Company has been authorised as a specialised investment fund under the Law.

The Board may, at any time, as it deems appropriate, decide to create one or more compartments or sub-funds within the meaning of article 71(1) of the Law (each such compartment or sub-fund, a "Sub-Fund"). The Company constitutes a single legal entity, but the assets of each Sub-Fund shall be invested for the exclusive benefit of the shareholders of the corresponding Sub-Fund and the assets of a specific Sub-Fund are solely accountable for the liabilities, commitments and obligations of that Sub-Fund.

The shares to be issued in a Sub-Fund may, as the Board shall determine, be of one or more different classes (each such class, a "Class"), the features, terms and conditions of which shall be established by the Board.

For the purpose of these Articles, any reference herein to "Sub-Fund" shall also mean a reference to the "Company" or to "Class" unless the context otherwise requires.

The Board may create each Sub-Fund for an unlimited or a limited period of time.

The proceeds from the issuance of shares of any Class within a Sub-Fund shall be invested pursuant to Article 3 hereof in securities of any kind or other permitted assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities or assets or with such other specific features, as the Board shall from time to time determine in respect of the relevant Sub-Fund.

For the purpose of determining the capital of the Company, the net assets attributable to each Sub-Fund shall, if not expressed in US Dollars, be converted into US Dollars and the capital shall be the total of the net assets of all the SubFunds.

Art. 6. Form of Shares. The Company will issue shares in registered form only. The Company shall consider the person in whose name the shares are registered in the register of shareholders (the "Register of Shareholders"), as full owner of the shares. The Company shall be entitled to consider any right, interest or claim of any other person in or upon such shares to be non-existing, provided that the foregoing shall deprive no person of any right which he might properly have to request a change in the registration of his shares. Unless specifically requested by a shareholder, the Company will not issue share certificates and shareholders will receive a confirmation of their shareholding instead. If a shareholder elects to receive a share certificate, the costs relating to the issuance of such share certificate may be charged to the relevant shareholder.

Share certificates, if applicable, shall be signed by any two duly authorised directors of the Company (the "Director (s)") or by one Director and a person duly authorized thereto by the Board. Signatures of the Directors may be either manual, or printed, or by facsimile. The signature of the authorised person shall be manual. The Company may issue temporary share certificates in such form as the Board may from time to time determine.

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

As regards distributing share Classes (if any), payments of dividends will be made to shareholders, in respect of registered shares, by bank transfer or by cheque mailed at their mandated addresses in the Register of Shareholders or to such other address as given to the Board in writing.

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

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

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

Transfer of shares shall be effected by 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. The Company may also recognize any other evidence of transfer satisfactory to it. Transfers of shares are conditional upon (i) the proposed transferee qualifying as an Eligible Investor and (ii) all other conditions reasonably imposed by the Board.

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

In the event that such shareholder does not provide such address, or such notices and announcements are returned as undeliverable to such address, the Company may permit a notice to this effect to be entered in the Register of Shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered by the Company from time to time, until another address shall be provided to the Company by such shareholder. The shareholder may, at any time, change his address as entered in the Register of Shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

Fractions of shares may be issued.

If payment made by any subscriber results in the issue of a share fraction, such fraction shall be entered into the Register of Shareholders. It shall not be entitled to vote but shall, to the extent the Company shall determine, be entitled to a corresponding fraction of the dividend or other distributions.

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

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

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

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

Art. 7. Restrictions on Ownership. The Board shall have power to impose such restrictions (other than any restrictions on transfer of shares) as it may think necessary for the purpose of ensuring that no shares in the Company are acquired or held by (a) any person not qualifying as an Eligible Investor, (b) any person in breach of the law or requirement of any country or governmental authority, or (c) any person in circumstances which in the opinion of the Board might result in the Company incurring any liability to taxation or suffering any pecuniary disadvantage which the Company might not otherwise have incurred or suffered.

More specially, the Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, and, without limitation, by any "US Person(s)", as defined hereinafter.

For such purposes the Company may:

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

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

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

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

2) the price at which the shares specified in any redemption notice shall be redeemed (herein called the "redemption price") shall be an amount equal to the per share Net Asset Value of shares in the Company of the relevant Sub-Fund and Class, determined in accordance with Article 12 hereof less any redemption charge (if any);

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

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

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

Whenever used in these Articles, the term "US Person(s)" shall have the same meaning as in Regulation S, as amended from time to time, of the United States Securities Act of 1933, as amended (the "1933 Act") or as in any other Regulation or act which shall come into force within the United States of America and which shall in the future replace Regulation S or the 1933 Act. The Board shall define the word "US Person(s)" on the basis of these provisions and publicise this definition in the sales documents of the Company.

In addition to the foregoing, the Board may, at its discretion, delay the acceptance of any subscription application for shares until such time as the Company has received sufficient evidence that the applicant qualifies as an Eligible Investor. If it appears at any time that a holder of shares is not an Eligible Investor, the Board will (i) direct such shareholder to (a) transfer his shares to a person qualified to own such shares, or (b) request the Company to redeem his shares, or (ii) compulsorily redeem the relevant shares in accordance with the provisions set forth above in this Article. The Board will refuse to give effect to any transfer of shares and consequently refuse for any transfer of shares to be entered into the Register of Shareholders in circumstances where such transfer would result in a situation where shares would, upon such transfer, be held by a person not qualifying as an Eligible Investor.

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

Art. 8. Issue of Shares. The Board is authorised without limitation to issue further partly or fully paid shares at any time in accordance with the procedures and subject to the terms and conditions determined by the Board and disclosed in the sales documents of the Company, without reserving to the existing shareholders a preferential right to subscription of the shares to be issued.

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

Unless otherwise decided by the Board and disclosed in the sales documents of the Company, whenever the Company shall offer shares for subscription, the price per share at which such shares shall be offered and sold, shall be based on the net asset value (the "Net Asset Value") per share for the relevant Class as determined in accordance with the provisions of Article 12 hereof plus a sales charge, if any, as the sales documents of the Company may provide. The price so determined shall be payable within a period as determined by the Board and disclosed in the sales documents of the Company.

The subscription price (not including the sales commission) may, upon approval of the Board and subject to all applicable laws, namely with respect to a special audit report from the approved statutory auditor of the Company confirming the value of any assets contributed in kind, be paid by contributing to the Company securities or other assets acceptable to the Board and consistent with the investment policy and investment restrictions of the relevant Sub-Fund.

Shares may only be subscribed by well-informed investors (investisseurs avertis) within the meaning of the Law (the "Eligible Investors" or individually an "Eligible Investor").

The Company reserves the right to reject in whole or in part any subscription application. If any application is not accepted, the amount paid on application will be returned, without interest, by post to the first address given in the application at the applicant's risk.

The Board may delegate to any Director or officer of the Company or to any other duly authorised person, the duty of accepting subscriptions and/or delivering and receiving payment for such new shares, remaining always within the limits imposed by the Law.

Art. 9. Redemptions of Shares. As is more specifically prescribed herein below the Company has the power to redeem its own shares at any time within the sole limitations set forth by law.

Unless provided otherwise for a Class in the sales documents of the Company, any shareholder may at any time request the redemption of all or part of his shares by the Company.

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

The redemption price shall be paid within such time after the relevant Valuation Day (as defined in the sales documents of the Company) as shall be determined by the Board and disclosed in the sales documents of the Company and, unless otherwise decided by the Board and disclosed in the sales documents of the Company, shall be equal to the Net Asset Value for the relevant Class as determined in accordance with the provisions of Article 12 hereof less, if any, a redemption charge, a deferred sales charge, a performance fee or any other charge as the sales documents of the Company may provide, such price being rounded up or down to the nearest cent as the Board may determine.

If in exceptional circumstances the liquidity of the portfolio of assets maintained in respect of the Sub-Fund the Shares of which are being redeemed is not sufficient to enable the payment to be made within such a period, such payment shall be made as soon as reasonably practicable thereafter but without interest.

Unless otherwise decided by the Board, if, as a result of a redemption, the value of a shareholder's holding would become less than the minimum holding amount to be determined from time to time by the Board and to be disclosed in the sales documents of the Company, the Board may decide that the redeeming shareholder shall be deemed to have requested the conversion of the rest of his shares into shares of the Class of the same Sub-Fund with a lower minimum holding amount (subject to the fulfilment of any requirements imposed on such Class) and, if the redeeming shareholder was holding shares of the Class with the lowest minimum holding amount, the Board may decide that the redeeming shareholder shall be deemed to have requested the redemption of all of his shares. The Board may also at any time decide to compulsorily redeem or convert all Shares from any shareholder whose holding is less than the minimum holding amount specified in the sales document of the Company. Before any such compulsory redemption or conversion, each shareholder concerned will receive a one month's prior notice to increase his holding above the applicable minimum holding amount at the applicable Net Asset Value per share.

The Board may also compulsorily redeem the shares of a shareholder who has failed to provide any information or declaration required by the Board within the timeframe provided for in the sales documents of the Company.

The Board may refuse redemptions for an amount less than the minimum redemption amount (if any) as determined by the Board and disclosed in the sales documents of the Company or any other amount the Board would determine in its sole discretion.

If applications for redemption on any relevant Valuation Day exceed in aggregate any percentage of the Net Asset Value of the relevant Sub-Fund being fixed from time to time by the Board and disclosed in the sales documents of the Company, the Board may decide to defer redemption requests so that such percentage is not exceeded under the terms and conditions defined by the Board and disclosed in the sales documents of the Company.

The Board may extend the period for payment of redemption proceeds in exceptional circumstances to such period as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of the Company are invested or in exceptional circumstances where the liquidity of the Company is not sufficient to meet the redemption requests. The Board may also determine the notice period, if any, required for lodging any redemption request of any specific Class or Classes. The specific period for payment of the redemption proceeds of any Class of the Company and any applicable notice period as well as the circumstances of its application will be disclosed in the sales documents of the Company relating to the sale of shares of such Class.

The Board may delegate to any duly authorised Director or officer of the Company or to any other duly authorised person, the duty of accepting requests for redemption and effecting payments in relation thereto.

With the consent of the shareholder(s) concerned, the Board may (subject to the principle of equal treatment of shareholders) satisfy redemption requests in whole or in part in kind by allocating to the redeeming shareholders investments from the portfolio in value equal to the Net Asset Value attributable to the shares to be redeemed as disclosed in the sales documents of the Company.

To the extent required by applicable law such redemption will be subject to a special audit report by the auditor of the Company confirming the number, the denomination and the value of the assets which the Board will have determined to be contributed in counterpart of the redeemed shares. This audit report will also confirm the way of determining the value of the assets which will have to be identical to the procedure for determining the Net Asset Value of the shares.

The specific costs for such redemptions in kind, in particular the costs of the special audit report, will have to be borne by the shareholder requesting the redemption in kind or by a third party, but will not be borne by the Company unless the Board considers that the redemption in kind is in the interest of the Company or made to protect the interests of the Company.

Redemption requests shall be revocable under the conditions and within the deadline disclosed in the sales documents of the Company, subject to the Board's discretion to decide to accept any withdrawal of an application received after such deadline taking due account of the principle of equal treatment of shareholders and in the interest of the relevant Sub-Fund.

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

Art. 10. Conversions of Shares. Unless provided for otherwise for a Class in the sales documents of the Company, any shareholder may request conversion of whole or part of his shares of one Class into shares of another Class of the same or of another Sub-Fund (or into shares of the same Class of another Sub-Fund) at the respective Net Asset Values of the shares of the relevant Class, provided that the Board may impose such restrictions between Classes as disclosed in the sales documents of the Company as to, inter alia, frequency of conversion, and may make conversions subject to certain conditions, including compliance with any restriction of ownership imposed on the relevant Class or payment of a charge as specified in the sales documents of the Company. In any case and notwithstanding the above, no conversion of shares into shares of another Class within the same or different Sub-Fund may be made at any time when issues and redemptions of shares in either or both of the relevant Classes are suspended.

No conversion by a single shareholder may, unless otherwise decided by the Board, be for an amount of less than that of the minimum holding amount as determined from time to time by the Board and disclosed in the sales documents of the Company.

If a conversion of shares would reduce the value of the holdings of a single shareholder of shares of one Class below the minimum holding amount as the Board shall determine from time to time, then the Board may decide that such shareholder shall be deemed to have requested the conversion of all his shares of such Class.

The Board may in its absolute discretion compulsorily convert any holding with a value of less than the minimum holding amount to be determined from time to time by the Board and to be disclosed in the sales documents of the Company.

Conversion requests shall be revocable under the conditions and within the deadline specified in the sales documents of the Company, subject to the Board's discretion to decide to accept any withdrawal of an application received after such deadline taking due account of the principle of equal treatment of shareholders and in the interest of the relevant Sub-Fund.

Shares which have been converted into shares of another Class shall be cancelled.

Art. 11. Frequency and Temporary Suspension of the Determination of the Net Asset Value. The Net Asset Value, the subscription price, redemption price and conversion price of shares of each Class within each Sub-Fund in the Company shall be determined as to the shares of each Class within each Sub-Fund by the Company from time to time, as the Board may decide (every such day or time for determination thereof being referred to herein as a "Valuation Day").

The Company may suspend the determination of the Net Asset Value, the subscription price and redemption price of shares of any particular Class and the issue and redemption of the shares in such Class from its shareholder as well as conversions from and to shares of such Class during:

(a) any period when any of the principal markets or stock exchanges on which a substantial portion of the investments of the Company from time to time are quoted is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended;

(b) any period when the net asset value of one or more undertaking for collective investment ("UCI"), in which the Company will have invested and the units or the shares of which constitute a significant part of the assets of the Company, cannot be determined accurately so as to reflect their fair market value as at the Valuation Day (as defined for each Sub-Fund);

(c) the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets owned by the Company would be impracticable or might seriously prejudice the interests of the shareholders as a whole;

(d) any breakdown in the means of communication normally employed in determining the price of any of the investments of the Company or the current prices on any market or stock exchange or when for any reason the prices of any investments of the Company cannot be promptly and accurately ascertained;

(e) any period when currency conversions which will or may be involved in the realisation of investments of the Company or in the payment for such investments cannot, in the opinion of the Board, be carried out at normal rates of exchange.

Any such suspension may be publicized by the Company if determined by the Board to be appropriate, and shall be promptly notified to investors and shareholders requesting subscription, redemption or conversion of shares.

Such suspension as to any Sub-Fund will have no effect on the calculation of the Net Asset Value, subscription price or redemption price, and/or the issue, redemption and conversion of the shares of any other Sub-Fund.

Art. 12. Determination of the Net Asset Value. The Net Asset Value of shares of each Class within each Sub-Fund in the Company shall be expressed in the reference currency of the relevant Class (and/or in such other currencies as the Board shall from time to time determine) as a per share figure and shall be determined in respect of any Valuation Day (and in any case at least once per year) by dividing the net assets of the Company corresponding to each Class, being the value of the assets of the Company corresponding to such Class less the liabilities attributable to such Class, by the number of shares of the relevant Class outstanding.

The Net Asset Value per share of the Company shall be calculated up to four decimal places.

The subscription and redemption price of shares of each Class shall be expressed in the reference currency of the relevant Class (and/or in such other currencies as the Board shall from time to time determine) as a per share figure and shall be determined in respect of any Valuation Day at the Net Asset Value per share of that Class calculated in respect of such Valuation Day adjusted by a sales commission or redemption charge, if any, fixed by the Board in accordance with all applicable laws and regulations. The subscription and redemption price shall be rounded upwards and downwards respectively to the number of decimals as shall be determined from time to time by the Board.

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

A. The assets of the Company will include (without limitation):

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

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

(c) all bonds, time notes, securities, shares, stock, debenture stocks, subscription rights, futures contracts, warrants, options, swaps and other investments and securities owned or contracted for by the Company;

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

(e) all 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);

(f) all accrued interest on any interest-bearing securities owned by the Company except to the extent such interest is included or reflected in the principal thereof;

(g) the preliminary expenses of the Company insofar as the same have not been written off; and

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

The value of such assets shall be determined as follows:

1) The value of any cash on hand or on deposit, bills and demand notes and accounts receivable (including any rebates on fees and expenses payable by any UCI), prepaid expenses, cash dividends declared and interest accrued and not yet received shall be deemed to be the full amount thereof, unless however the same is unlikely to be paid or received in full,

in which case the value thereof shall be determined after making such discount as the Board may consider appropriate to reflect the true value thereof.

2) The value of securities (including shares or units of closed-ended UCIs) which are quoted, traded or dealt in on any stock exchange shall be based on the closing prices.

3) For non-quoted securities or securities not traded or dealt in on any stock exchange or other regulated market as well as quoted or non-quoted securities on such other market for which no valuation price is available or securities for which the quoted prices are, in the opinion of the Board, not representative of the fair market value, the value thereof shall be determined prudently and in good faith by the Board on the basis of foreseeable sale prices.

4) Liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortised cost basis.

5) The value of forwards, futures options and any other synthetic instruments held by the Company and traded on an exchange will be valued at the closing trading price. Where such instruments are traded over the counter they are valued based on the prices obtained from the relevant counter-party or external pricing source.

6) Investments in collective investment schemes, common investment pools and limited partnerships are valued on the basis of the latest net asset value per unit or share, which represents the fair value, quoted by the administrator of the scheme, pool or partnership in question as at the close of business on the relevant valuation day (or the net asset value estimate if the scheme, pool or partnership publishes its net asset value less frequently than the Company).

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

The Board may decide to implement a dilution adjustment for subscriptions and redemptions of shares of a Sub-Fund on any relevant Valuation Day in order to mitigate the dilutive effect such transactions may have on such Sub-Fund. The dilution adjustment represents transaction costs incurred in the purchase and sale of a Sub-Fund's investments and the spread between the buying and selling prices of such investments. The Board will apply the dealing adjustment if the existing shareholders (in case of subscriptions) or remaining shareholders (in case of redemptions) might otherwise be adversely affected. As the dilution adjustment for each Sub-Fund will be calculated by reference to the costs of dealing spreads, which can vary with market conditions, the amount of dilution adjustment can vary over time.

The Board may, at its discretion, permit some other method of valuation to be used if it considers that such method of valuation better reflects the true value and is in accordance with good accounting practice.

B. The liabilities of the Company will include (without limitation):

(a) all borrowings, bills and other amounts due (including accrued interest on borrowings);

(b) all administrative and other operating expenses due or accrued including all fees payable to the Depositary 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 the Company. In determining the amount of such liabilities, the Board shall take into account all expenses payable by the Company which shall comprise formation expenses, all operating expenses, including, but not limited to, administrative expenses (including the fees and expenses of any administrator), printing expenses, legal expenses, expenses associated with its investment program (including, without limitation, consulting and other professional fees relating to particular investments or contemplated investments, brokerage or other transaction costs, and clearing and settlement charges), insurance expenses, including costs of any liability insurance obtained on behalf of any Sub-Fund, internal and external accounting, audit and tax preparation expenses, registration, licensing (including certain research databases and software and certain administrative software), research-related expenses (including market data and quotation services), governmental filing fees, directors' fees and expenses, mailing costs for investor reports, interest, taxes, costs associated with any litigation or investigation involving any Sub-Fund's activities, indemnification expenses, any interest expense on any Sub-Fund borrowings (including, without limitation, borrowings of securities and borrowings to satisfy requests for redemptions by shareholders), management fees, any extraordinary expenses, and costs and other expenses associated with the operation of any Sub-Fund. Any expenses attributable to a Special Pool (as defined in the sales documents of the Company) shall be allocated to its corresponding Special Shares (as defined in the sales documents of the Company), if any, and any Special Purpose Entity (as defined in the sales documents of the Company) shall bear its own expenses.

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 periodical character by valuing them for the entire year or any other period and by dividing the amount concerned proportionately for the relevant fractions of such period.

C. There shall be established one pool of assets and liabilities for each SubFund comprising one or several Classes in the following manner:

a) the proceeds from the issue of shares of each Class of a Sub-Fund shall be applied in the books of the Company to that Class and the relevant amount shall increase the proportion of the net assets of such Sub-Fund attributable to the shares of the Class to be issued, and the assets, liabilities, income and expenditure attributable thereto shall be applied to such Class subject to the provisions of this Article;

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

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

d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular Class, such asset or liability shall be allocated pro rata to all the Classes on the basis of the Net Asset Value of the total number of shares of each Class outstanding or in such other manner as determined by the Board acting in good faith;

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

D. For the purpose of valuation under this Article:

(a) shares of the Company to be redeemed under Article 9 hereto shall be treated as existing and taken into account until immediately after the time specified by the Board on the Valuation Day on which such valuation is made, and from such time and until paid the price thereof shall be deemed to be a liability of the Company;

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

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

(d) effect shall be given on any Valuation Day to any purchases or sales of assets contracted for the Company on such Valuation Day to the extent practicable.

Art. 13. General Meetings of Shareholders of the Company. Any regularly constituted meeting of the shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all shareholders of the Company regardless of the Class of the shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, in Luxembourg, at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting, on the fifteenth day of the month of March at 13.00 (Luxembourg Time). If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the next following bank business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board, exceptional circumstances so require.

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

Shareholders will meet upon call by the Board pursuant to a notice setting forth the agenda sent at least 8 days prior to the meeting to each shareholder at the registered shareholder's address in the Register of Shareholders.

To the extent required by law, such notice shall, in addition, be published in the Mémorial C, Recueil des Sociétés et Associations, Luxembourg (the "Mémorial"), in a Luxembourg newspaper and in such other newspaper as the Board may decide.

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

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

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

Shareholders taking part in a meeting through video-conference or through other means of communication allowing their identification are deemed to be present for the purpose of computation of the quorum and votes. The means of communication used must allow all the persons taking part in the meeting to hear one another on a continuous basis and must allow an effective participation of all such persons in the meeting.

Each shareholder may vote through voting forms sent by post or facsimile to the Company's registered office or to the address specified in the convening notice. The shareholders may only use voting forms provided by the Company and which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal, three boxes allowing the shareholder to vote in favour of, against, or abstain from voting on each proposed resolution by ticking the appropriate box.

Voting forms which show neither a vote in favour, nor against the proposed resolution, nor an abstention, are void. The Company will only take into account voting forms received prior to the general meeting which they are related to.

Except as otherwise required by law or as otherwise provided herein, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of the votes cast.

Votes cast shall not include votes attaching to shares but in respect of which the shareholders have not taken part in the vote or have abstained or have returned a blank or invalid vote.

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

Art. 14. General Meetings of Shareholders of a Sub-Fund or Class. The shareholders holding shares of the Class or Classes issued in respect of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

In addition, the shareholders holding shares of any Sub-Fund or Class may hold, at any time, general meetings for any matters which are specific to such SubFund or Class.

The provisions of Article 13, if applicable, shall apply mutatis mutandis to such general meetings.

Each share is entitled to one vote in compliance with Luxembourg law and these Articles.

Unless otherwise provided for by law or herein, the resolutions of the general meeting of shareholders of a Sub-Fund or of a Class are passed by a simple majority of the votes cast.

Art. 15. Directors. The Company shall be managed by a board composed of not less than three members. Members of the Board need not be shareholders of the Company.

The Directors shall be appointed by the shareholders at their annual general meeting for a period determined by such meeting and not exceeding six (6) years and until their successors are elected and qualify. The shareholders shall further determine the remuneration of the Directors.

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

If a legal entity is appointed as Director, such legal entity must designate an individual as its permanent representative who shall perform this role in the name and on behalf of the legal entity. The relevant legal entity may only remove its permanent representative if it appoints his successor at the same time.

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

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

The Board may delegate its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to officers of the Company or to other third parties (whether individuals or legal entities).

Art. 16. Board Meetings. The Board will choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may choose a secretary, who need not be a Director, who shall be responsible for keeping 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 all meetings of shareholders and of the Board, but in his absence the shareholders or the Board may appoint another Director (and, in respect of shareholders' meetings, any other person) as chairman pro tempore by vote of the majority present at any such meeting.

Written notice of any meeting of the Board shall be given to all Directors at least 24 hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or facsimile or any other electronic means capable of evidencing such waiver of each Director. Separate notice shall not be required for individual meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board.

Any Director may act at any meeting of the Board by appointing in writing or by facsimile or any electronic means capable of evidencing such appointment, another Director as his proxy. A Director may represent several of his colleagues.

Directors may also participate in board meetings, and board meetings may be held, by telephone link, telephone conference, video conference or by telecommunication means allowing their identification, an effective participation of all such persons in the meeting, and allowing all persons participating in the meeting to hear one another on a continuous basis. The participation in a meeting by such means of communication shall constitute presence in person at such meeting. A meeting held through such means of communication is deemed to be held at the registered office of the Company.

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

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

Decisions may also be taken by circular resolutions signed by all the Directors. Each Director shall approve such resolutions in writing, by telegram, telex, facsimile or any other similar means of communication. All documents shall form the record that proves that such decision has been taken.

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

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

Art. 17. Corporate Signature. The Company will be bound by the joint signature of any two Directors or by the individual signature of any person to whom signatory authority has been delegated by the Board.

Art. 18. Conflicts 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 connection and/or relationship with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any Director or officer of the Company may have any personal interest in any transaction submitted for approval to the Board conflicting with that of the Company, such Director or officer shall make known to the Board such personal interest and shall not consider or vote on any such transaction, and such transaction, and such Director's or officer's interest therein, shall be reported to the next succeeding meeting of shareholders. This paragraph shall not apply where the decision of the Board relates to current operations entered into under normal conditions.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction involving the Group, or such other company or entity as may from time to time be determined by the Board at its discretion.

Art. 19. Indemnification of Directors and Officers. The Company may indemnify any Director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Company or, at its request, of any other corporation of which the Company is a shareholder or creditor and from which he is not entitled to be indemnified. Such person shall be indemnified in all circumstances except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, any indemnity shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnity shall not exclude other rights to which he may be entitled.

Art. 20. Investment Policies and Restrictions. The Board shall, based upon the principle of spreading of risks, have power to determine the corporate and investment policy and the course of conduct of management and business affairs of each Sub-Fund and of the Company.

The Board shall also determine any restrictions which shall from time to time be applicable to the investments of each Sub-Fund and the Company.

Art. 21. Auditors. The Company shall appoint an approved statutory auditor ("réviseur d'entreprises agréé") who shall carry out the duties prescribed by the Law. The auditor shall be elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until its successor is elected.

Art. 22. Depositary. The Company shall enter into a depositary bank agreement with a bank which shall satisfy the requirements of the Law (the "Depositary"). The Depositary shall assume towards the Company and its shareholders the responsibilities provided by Law.

In the event of the Depositary desiring to retire, the Board shall use its best endeavours to find within two months a corporation to act as depositary and upon doing so the Directors shall appoint such corporation to be depositary in place of the retiring Depositary. The Directors may terminate the appointment of the Depositary but shall not remove the Depositary unless and until a successor depositary shall have been appointed in accordance with this provision to act in the place thereof.

If the circumstances so require, the opening of accounts in the name of the Company, as well as power of attorney on such accounts, shall be subject to the prior approval and/or ratification of the Board.

Art. 23. Accounting Year. The accounting year of the Company shall begin on the first of January of each year and shall terminate on the last day of December of the same year. The accounts of the Company shall be expressed in USD or such other currency or currencies, as the Board may determine pursuant to the decision of the general meeting of shareholders. Where there shall be different Classes as provided for in Article 5 hereof, and if the accounts within such Classes are expressed in different currencies, such accounts shall be converted into USD and added together for the purpose of determination of the accounts of the Company. To the extent legally required, a printed copy of the annual accounts, including the balance sheet and profit and loss account, the Directors' report and the notice of the annual general meeting, will be sent to registered shareholders or made available at the registered office of the Company not less than 15 days prior to each annual general meeting.

Art. 24. Distributions. The general meeting of shareholders shall, upon the proposal of the Board in respect of each Class, determine how the annual net investment income shall be disposed of.

The net assets of the Company may be distributed subject to the minimum capital of the Company as defined under Article 5 hereof being maintained.

Distribution of net investment income as aforesaid shall be made irrespective of any realised or unrealised capital gains or losses. In addition, dividends may include realised and unrealised capital gains after deduction of realised and unrealised capital losses.

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

Interim dividends may at any time be paid on the shares of any Class out of the income attributable to the portfolio of assets relating to such Class upon decision of the Board.

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

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

No distribution may be made if, as a result, the Net Asset Value of the Company would fall below the equivalent in USD of the minimum capital required by the Law.

Art. 25. Dissolution of the Company. The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in Article 27 hereof. The Board may propose at any time to the shareholders to liquidate the Company.

Whenever the share capital falls below two-thirds of the minimum capital indicated in Article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting by the Board. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes 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 hereof; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth of the votes of the shares represented at the meeting.

To the extent legally required, any decision to liquidate the Company shall be published in the Memorial. As soon as the decision to liquidate the Company is taken, the issue, redemption or conversion of shares in all Classes shall be suspended.

The liquidation of the Company will be conducted by one or more liquidators, who may be individuals or legal entities and who will be appointed by a meeting of shareholders. This meeting will determine their powers and compensation. The net proceeds may be distributed in kind to the holders of shares.

Any liquidation of the Company shall be carried out in accordance with the provisions of Luxembourg law which specify the steps to be taken to enable shareholders to participate in the distribution of the liquidation proceeds and provides upon finalisation of the liquidation that the assets be deposited in escrow with the Caisse de Consignation to be held for the benefit of the relevant shareholders. Amounts not claimed from escrow within the relevant prescription period will be liable to be forfeited in accordance with Luxembourg law.

Art. 26. Dissolution, Amalgamation or Splitting of Sub-Funds or Classes. If the net assets of any Sub-Fund or Class fall below or do not reach an amount determined by the Board to be the minimum level for such Sub-Fund or Class to be operated in an economically efficient manner or if a change in the economic, monetary or political situation relating to the Sub-Fund or Class concerned justifies it or in order to proceed to an economic rationalisation, the Board has the discretionary power to liquidate such Sub-Fund or Class by compulsory redemption of shares of such Sub-Fund or Class at the Net Asset Value per share (but taking into account actual realisation prices of investments and realisation expenses) determined as at the Valuation Day at which such a decision shall become effective. The decision to liquidate will be published by the Company prior to the effective date of the liquidation and the publication will indicate the reasons for, and the procedures of, the liquidation operations. Unless the Board decides otherwise in the interests of, or in order to ensure equal treatment of, the shareholders, the shareholders of the Sub-Fund or Class concerned may continue to request redemption or conversion of their shares free of redemption or conversion charges (but taking into account actual realisation prices of investments and realisation expenses).

Notwithstanding the powers conferred to the Board by the preceding paragraph, a general meeting of shareholders of any Sub-Fund or Class may, upon proposal from the Board and with its approval, redeem all the shares of such SubFund or Class and refund to the shareholders the Net Asset Value of their shares (taking into account actual realisation prices of investments and realisation expenses) determined as at the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such a general meeting of shareholders at which resolutions shall be adopted by simple majority of the votes cast, unless such redemption would result in the Company ceasing to exist, in which case resolutions during such meeting of shareholders shall be adopted with the quorum and majority requirements for changing these Articles.

Assets which could not be distributed to the relevant shareholders will be deposited with the Caisse de Consignation, in accordance with Luxembourg laws and regulations, to be held for the benefit of the relevant shareholders. Amounts not claimed will be forfeited in accordance with Luxembourg law.

Upon the circumstances provided for above, the Board may decide to allocate the assets of any Sub-Fund or Class to those of another existing Sub-Fund or Class within the Company or to another UCI, or to another sub-fund or class within such other UCI (the "new Sub-Fund or class") and to re-designate the shares of the SubFund or Class concerned as shares of the new Sub-Fund or class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be notified to the shareholders concerned (together with information in relation to the new Sub-Fund or class), one month before the date on which the amalgamation becomes effective in order to enable shareholders to request redemption or conversion of their shares, free of charge, during such period. After such period, the decision commits the entirety of shareholders who have not used this possibility, provided however that, if the amalgamation is to be implemented with a Luxembourg UCI of the contractual type ("fonds commun de placement') or a foreign based UCI, such decision shall be binding only on the shareholders who are in favour of such amalgamation.

Notwithstanding the powers conferred to the Board by the preceding paragraph, a contribution of the assets and liabilities attributable to any Sub-Fund or Class to another Sub-Fund or Class of the Company may be decided upon by a general meeting of the shareholders of the contributing Sub-Fund or Class, upon proposal from the Board and with its approval, for which there shall be no quorum requirements and which shall decide upon such an amalgamation by resolution adopted by simple majority of the votes cast.

A contribution of the assets and liabilities attributable to any Sub-Fund or Class to another UCI or to a sub-fund or class within such other UCI may also be decided by a general meeting of shareholders of the contributing Sub-Fund or Class, upon proposal from the Board and with its approval, for which there shall be no quorum requirements and which shall decide upon such an amalgamation by resolution adopted by simple majority of the votes cast, unless such contribution of the assets and liabilities to another UCI or to a sub-fund or class within such other UCI would result in the Company ceasing to exist, in which case resolutions during such meeting of shareholders shall be adopted with the quorum and majority requirements for changing these Articles, and except when such amalgamation is to be implemented with a Luxembourg UCI of the contractual type ("fonds commun de placement') or a foreign based UCI in which case resolutions shall be binding only on the shareholders of the contributing Sub-Fund or Class who have voted in favour of such amalgamation.

Art. 27. Amendments. These Articles may be amended from time to time by a general meeting of shareholders, subject to the quorum and majority requirements provided by the laws of Luxembourg.

Art. 28. Applicable Law. All matters not governed by these Articles shall be determined in accordance with the law of 10 August 1915 on commercial companies and the Law, as amended from time to time."

Seventh resolution

The general meeting decides that the first fiscal year in Luxembourg begins on 3 January 2013 and will end on 31 st December 2013. The first annual general meeting to be held in Luxembourg shall take place on 15 March 2014.

Eighth resolution

The general meeting decides to approve (i) the resignation of Nigel Carey and Eduardo Lopes as directors of the Company, (ii) the continuation of Michael Moody's mandate as director of the Company and (iii) the appointment of Claude Kremer and Steve David as directors of the Company, so that the board of directors of the Company is constituted of the following persons until the annual general meeting which will be held in 2014:

- Claude Kremer, Avocat à la cour, born on 27 July 1956 in Luxembourg, residing professionally in 14, rue Erasme, L-2082, Luxembourg;

- Steve David, managing director, born on 11 May 1971 in Luxembourg residing professionally in 2, rue Albert Borschette, L-1246 Luxembourg;

- Michael Moody, nominee, born on 13 June 1954 in Bexleyheath, Kent, UK, residing professionally in Cheveney Place, The Nightingales, Biddenden, Kent, TN27 8HN, the United Kingdom.

Ninth resolution

The general meeting decides to appoint KPMG Luxembourg, 9, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg as approved statutory auditor (réviseur d'entreprise agréé) of the Company until the annual general meeting which will be held in 2014.

Tenth resolution

The general meeting decides that the registered office of the Company is set at 2, rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg.

Costs and Expenses

The costs, expenses, remuneration or charges of any form whatsoever incumbent to the Company and charged to it by reason of the present deed are assessed to EUR 6,500.-.

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

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

The document having been read to the persons appearing, all of whom are known to the notary by their surnames, Christian names, civil status and residences, the members of the bureau signed together with Us, the notary, the present original deed.

Signé: M. MOULLA, S. WOLTER-SCHIERES, J. LASSERRE et C. WERSANDT.

Enregistré à Luxembourg A.C., le 3 janvier 2013. Relation: LAC/2013/610. Reçu soixante-quinze euros (75,- EUR)

Le Receveur (signé): I. THILL.

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

Luxembourg, le 11 janvier 2013.

Référence de publication: 2013006573/801.

(130007402) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 janvier 2013.

Bevis Marks Holding S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 161.666.

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 11 décembre 2012.

Référence de publication: 2012161497/10.

(120213863) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 décembre 2012.

Boise European Holdings 1 S. à r. l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 164.535.

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 11 décembre 2012.

Référence de publication: 2012161506/10.

(120213862) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 décembre 2012.

Trafalgar Capital Specialized Investment Fund, Société d'Investissement à Capital Variable - Fonds d'Investissement Spécialisé (en liquidation).

Siège social: L-1445 Strassen, 4, rue Thomas Edison.

R.C.S. Luxembourg B 124.994.

Les statuts coordonnés suivant l'acte n° 64936 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: 2012162033/11.

(120213660) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 décembre 2012.

Scevolles S.A., Société Anonyme.

Siège social: L-1746 Luxembourg, 1, rue Joseph Hackin.

R.C.S. Luxembourg B 147.644.

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. pr Me Joëlle BADEN.

Référence de publication: 2012162146/10.

(120214339) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 décembre 2012.

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mad about soul, Société à responsabilité limitée.

Siège social: L-1741 Luxembourg, 81-83, rue de Hollerich.

R.C.S. Luxembourg B 165.292.

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.

Echternach, le 12 décembre 2012.

Référence de publication: 2012162156/10.

(120214534) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

AlcoDev S.A., Société Anonyme.

Siège social: L-8070 Bertrange, Z.A. Bourmicht.

R.C.S. Luxembourg B 165.195.

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.

Référence de publication: 2012162169/9.

(120214399) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Athena Group S.A., Société Anonyme Soparfi.

Siège social: L-8308 Capellen, 89F, rue Pafebruch.

R.C.S. Luxembourg B 87.831.

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.

Senningerberg, le 13 décembre 2012.

Référence de publication: 2012162190/10.

(120214617) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Apollo BidCo S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 172.247.

Les statuts coordonnés au 29/11/2012 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.

Redange-sur-Attert, le 12/12/2012.

Me Cosita Delvaux

Notaire

Référence de publication: 2012162184/12.

(120214340) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Bevis Marks 2 S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 158.684.

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 12 décembre 2012.

Référence de publication: 2012162239/10.

(120214743) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Chi-Square S.à r.l., Société à responsabilité limitée.

Capital social: EUR 55.000,00.

Siège social: L-1225 Luxembourg, 11, rue Béatrix de Bourbon.

R.C.S. Luxembourg B 152.873.

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 12 décembre 2012.

Référence de publication: 2012162287/11.

(120214767) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Commercial Real Estate Loans Holding S.A., Société Anonyme de Titrisation.

Siège social: L-1331 Luxembourg, 21, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 157.767.

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 12 décembre 2012.

Référence de publication: 2012162290/10.

(120215146) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Centrobank SICAV, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 71.399.

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 12 décembre 2012.

Référence de publication: 2012162314/10.

(120214868) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Assa Abloy Luxemburg S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 172.858.

Les statuts coordonnés au 30/11/2012 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.

Redange-sur-Attert, le 12/12/2012.

Me Cosita Delvaux

Notaire

Référence de publication: 2012162229/12.

(120214335) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Best Choice, Société d'Investissement à Capital Variable.

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

R.C.S. Luxembourg B 174.040.

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STATUTES

In the year two thousand and twelve, on the nineteenth day of December.

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

There appeared:

Optima Bank NV/SA, having its registered office at Keizer Karelstraat 57, 9000 Gent, Belgium and registered with the RPR/RRM Gent, Belgium under number 445.210.006,

represented by Mrs. Laura Macri, professionally residing in Luxembourg, pursuant to a proxy dated 18 December 2012.

The proxy given, signed "ne varietur" by the appearing party and the undersigned notary, shall remain annexed to this document to be filed with the registration authorities.

This appearing party, in the capacity in which it acts, has requested the notary to state as follows the articles of incorporation of a société anonyme which it intends to incorporate in Luxembourg:

ARTICLES OF INCORPORATION

1. Denomination, Duration, Corporate object, Registered office

Art. 1. Denomination. There exists among the subscribers and all those who become owners of shares hereafter issued, a corporation in the form of a société anonyme, qualifying as a société d'investissement à capital variable with multiple sub-funds under the name of "Best Choice" (the "Company").

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

Art. 3. Corporate object. The exclusive object of the Company is the collective investment of its assets in transferable securities, money market instruments and other permissible assets such as referred to in the Act of 17 December 2010 on undertakings for collective investment, as may be amended (the "Law"), with the purpose of offering various investment opportunities, spreading investment risk and offering its Shareholders the benefit of the management of the Company's assets.

The Company may take any measures and carry on any operations deemed useful for the accomplishment and development of its object in the broadest sense in the frame of Part I of the Law.

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

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

2. Share capital, Variations of the share capital, Characteristics of the shares

Art. 5. Share capital. The share capital of the Company shall be at any time equal to the total net assets of the Company, as defined in Article 11. The minimum capital of the Company shall not be less than the amount prescribed by the Law.

For consolidation purposes, the reference currency of the Company is the Euro.

Art. 6. Variations in share capital. The Share capital may be increased or decreased as a result of the issue by the Company of new fully paid-up shares (each a "Share") or the repurchase by the Company of existing Shares from its Shareholders.

Art. 7. Sub-Funds. The Board of Directors is authorised without limitation to issue fully paid Shares at any time in accordance with Article 12 hereof without reserving to the existing Shareholders a preferential right to subscription of the Shares to be issued.

Shares may, as the Board of Directors shall determine, be of different sub-funds corresponding to separate portfolios of assets (each a "Sub-Fund") (which may, as the Board of Directors shall determine, be denominated in different currencies) and the proceeds of the issue of the Shares of each Sub-Fund shall be invested pursuant to Article 3 hereof in transferable securities, money market instruments or other permitted assets corresponding to such geographical areas, industrial sectors or monetary zones, or to such specific types of equity or debt securities and other permitted assets, as the Board of Directors shall from time to time determine.

Each Sub-Fund is deemed to be a compartment within the meaning of the Law (in particular article 181 of the Law).

For the purpose of determining the capital of the Company, the net assets attributable to each Sub-Fund shall, if not expressed in Euro, be converted into Euro.

Art. 8. Classes of Shares. The Board of Directors may, at any time, within each Sub-Fund, issue different classes of Shares (each a "Class") which may differ in, inter alia, their charging structure, the minimum investment requirements, the management fees or type of target investors, or corresponding to a specific distribution policy, such as giving right to regular dividend payments ("Distribution Shares") or giving no right to distributions as earnings will be reinvested ("Capitalisation Shares"). Fractions of Shares may be issued under the conditions as set out in the Company's sales documents.

When the context so requires, references in these Articles of Incorporation to Sub-Fund(s) shall mean references to Class(es) of Shares and vice-versa.

Art. 9. Form of the Shares. The Company may issue Shares of each Sub-Fund and of each Class of Shares in registered form.

Registered shares shall be materialized by an inscription in the register of Shareholders and are issued in uncertificated form with a confirmation statement.

A register of Shareholders shall be kept at the registered office of the Company. Such Share register shall set forth the name of each Shareholder, his residence or elected domicile, the number of Shares held by him, the Class of Share, the amounts paid for each such Share, the transfer of Shares and the dates of such transfers. The Share register is conclusive evidence of ownership. The Company treats the registered owner of a Share as the absolute and beneficial owner thereof.

Shares shall only be issued upon acceptance of the subscription and receipt of the purchase price by the Custodian or by a person acting for its account. Subject to all applicable laws and regulations, payment of the purchase price will be made in the currency in which the Shares are denominated as well as in certain other currencies as may be determined from time to time by the Board of Directors.

Any owner of registered Shares has to indicate to the Company an address to be maintained in the Share register. All notices and announcements of the Company given to owners of registered Shares shall be validly made at such address. Any Shareholder may, at any moment, request in writing amendments to his address as maintained in the Share register. In case no address has been indicated by an owner of registered Shares, the Company is entitled to deem that the necessary address of the Shareholder is at the registered office of the Company. The Shareholder shall be responsible for ensuring that its details, including its address, for the register of Shareholders are kept up to date and shall bear any and all responsibility should any details be incorrect or invalid.

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

If a conversion or a payment made by any subscriber results in the issue of a Share fraction, such fraction shall be entered into the register of Shareholders. It shall not be entitled to vote but shall, to the extent the Company shall determine, be entitled to a corresponding fraction of the dividend.

Art. 10. Limitation to the ownership of Shares. The Board of Directors shall have power to impose or relax such restrictions on any Sub-Fund or Class of Shares (other than any restrictions on transfer of Shares) (but not necessarily on all Classes of Shares within the same Sub-Fund) as it may think necessary for the purpose of ensuring that no Shares in the Company or no Share of any Sub-Fund in the Company are acquired or held by or on behalf of (a) any person in breach of the law or requirements of any country or governmental or regulatory authority (if the Directors shall have determined that any of them, the Company, any manager of the Company's assets, any of the Company's investment managers or advisers or any other person as determined by the Directors would suffer any disadvantage as a result of such breach) or (b) any person in circumstances which in the opinion of the Board of Directors might result in the Company incurring any liability to taxation (including inter alia any liability that might derive from any liability deriving from a Foreign Account Tax Compliance Act ("FATCA") requirement or any breach thereof) or suffering any other pecuniary disadvantage which the Company might not otherwise have incurred or suffered, including a requirement to register under any securities or investment or similar laws or requirements of any country or authority.

More specifically, the Company may restrict or prevent the ownership of Shares in the Company by any person, firm or corporate body (including for the avoidance of doubt any person in breach of FATCA requirement), and without limitation, by any "U.S. person", as defined hereafter.

For such purposes, the Company may, at its discretion and without liability:

a) decline to issue any Share and decline to register any transfer of a Share, where it appears to it that such registration or transfer would or might result in such Share being directly or beneficially owned by a person, who is precluded from holding Shares in the Company; and/or

b) at any time require any person whose name is entered in the register of Shareholders to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such Shareholder's Shares rests in a person who is precluded from holding Shares in the Company; and/or

c) where it appears to the Company that any person, who is precluded pursuant to this Article from holding Shares in the Company, either alone or in conjunction with any other person, is a beneficial or registered owner of Shares compulsorily purchase from any such Shareholder all shares held by such Shareholder.

In such cases enumerated under (a) thru (c) above, the Company may compulsorily redeem from any such Shareholder all Shares held by such Shareholder in the following manner:

1) The Company shall serve a notice (hereinafter referred to as the "Redemption Notice") upon the Shareholder subject to compulsory repurchase; the Redemption Notice shall specify the Shares to be repurchased as aforesaid, the Redemption Price (as defined here below) to be paid for such Shares and the place at which this price is payable. Any such notice may be served upon such Shareholder by registered mail, addressed to such Shareholder at his last known address or at his address as indicated in the Share register. The said Shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate, if issued, representing Shares specified in the Redemption Notice. Immediately after the close of business on the date specified in the Redemption Notice, such Shareholder shall cease to be the owner of the Shares specified in the redemption notice and the share certificate, if issued, representing such Shares shall be cancelled in the books of the Company,

2) The price at which the Shares specified in any Redemption Notice shall be purchased (hereinafter referred to as the "Redemption Price") shall be an amount based on the Net Asset Value per Share of the Class and the Sub-Fund to which the Shares belong, determined in accordance with Article 11 hereof, as at the date of the Redemption Notice,

3) Subject to all applicable laws and regulations, payment of the Redemption Price will be made to the owner of such Shares in the currency in which the Shares are denominated or in certain other currencies as may be determined from time to time by the Board of Directors, and will be deposited by the Company with a bank in Luxembourg or elsewhere (as specified in the Redemption Notice) for payment to such owner upon surrender of the share certificate, if issued, representing the Shares specified in such Redemption Notice. Upon deposit of such Redemption Price as aforesaid, no person interested in the Shares specified in such Redemption Notice shall have any further interest in such Shares or any claim against the Company or its assets in respect thereof, except the right of the Shareholder appearing as the owner thereof to receive the Redemption Price so deposited (without interest) from such bank upon effective surrender of the share certificate, if issued, as aforesaid,

4) The exercise by the Company of the powers conferred by this Article 10 shall not be questioned or invalidated in any case on the ground that there was insufficient evidence of ownership of Shares by any person at the date of any Redemption Notice, provided that in such case the said powers were exercised by the Company in good faith.

The Company may also, at its discretion and without liability, decline to accept the vote of any person who is precluded pursuant to this Article from holding Shares in the Company at any meeting of Shareholders of the Company.

Whenever used in these Articles, the term "U.S. person" shall include a national or resident of the United States of America or any of its states, territories, possessions or areas subject to its jurisdiction (the "United States") and any partnership, corporation or other entity organised or created under the laws of the United States or any political subdivision thereof. The Directors may clarify the term U.S. person in the Company's sales documents.

In addition to the foregoing, the Board of Directors may restrict the issue and transfer of Shares of a Class of Shares or of a Sub-Fund to institutional investors within the meaning of the Law ("Institutional Investor(s)"). The Board of Directors may, at its discretion, delay the acceptance of any subscription application for Shares of a Class of Shares or of a Sub-Fund reserved for Institutional Investors until such time as the Company has received sufficient evidence that the applicant qualifies as an Institutional Investor. If it appears at any time that a holder of Shares of a Class of Shares or of a Sub-Fund reserved to Institutional Investors is not an Institutional Investor, the Board of Directors will convert the relevant Shares into Shares of a Class of Shares or of a Sub-Fund which is not restricted to Institutional Investors (provided that there exists such a Class of Shares or of a Sub-Fund with similar characteristics) or compulsorily redeem the relevant Shares in accordance with the provisions set forth above in this Article. The Board of Directors will refuse to give effect to any transfer of Shares and consequently refuse for any transfer of Shares to be entered into the register of Shareholders in circumstances where such transfer would result in a situation where Shares of a Class of Shares or of a Sub-Fund to Institutional Investors would, upon such transfer, be held by a person not qualifying as an Institutional Investor. In addition to any liability under applicable law, each Shareholder who does not qualify as an Institutional Investor, and who holds Shares in a Class of Shares or of a Sub-Fund restricted to Institutional Investors, shall hold harmless and indemnify the Company, the Board of Directors, the other Shareholders of the relevant Class of Shares or of a Sub-Fund and the Company's agents for any damages, losses and expenses (including inter alia any tax liabilities deriving the FATCA requirements or any breach thereof) resulting from or connected to such holding circumstances where the relevant shareholder had furnished misleading or untrue documentation or had made misleading or untrue representations to wrongfully establish its status as an Institutional Investor or has failed to notify the Company of its loss of such status.

3. Net asset value, Issue and Repurchase of shares, Suspension of the calculation of the net asset value

Art. 11. Net Asset Value. The Net Asset Value per Share of each Class of Shares in each Sub-Fund of the Company shall be determined periodically by the Company, but in any case not less than twice a month or, subject to regulatory approval, no less than once a month, as the Board of Directors may determine (every such day for determination of the Net Asset Value being referred to herein as the "Valuation Day") on the basis of prices whose references are specified in the Company's sales documents.

The Net Asset Value per Share is expressed in the reference currency of each Sub-Fund/Class and, for each Class of Shares for all Sub-Funds, is determined by dividing the value of the total assets of each Sub-Fund properly allocable to such Class of Shares less the total liabilities of such Sub-Fund properly allocable to such Class of Shares by the total number of Shares of such Class outstanding on any Valuation Day.

If since the close of business, there has been a material change in the quotations on the markets on which a substantial portion of the investments attributable to a particular Sub-Fund are dealt or quoted, the Company may, in order to safeguard the interests of Shareholders and the Company, cancel the first valuation and carry out a second valuation.

Upon the creation of a new Sub-Fund, the total net assets allocated to each Class of Shares of such Sub-Fund shall be determined by multiplying the number of Shares of a Class issued in the Sub-Fund by the applicable purchase price per Share. The amount of such total net assets shall be subsequently adjusted when Shares of such Class are issued or repurchased according to the amount received or paid as the case may be.

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

a) The assets of the Company shall be deemed to include:

a. all cash at hand or bank deposits, including interest accrued but not yet received and interest accrued on bank deposits up to the Valuation Day;

b. all drafts and bills of exchange payable at sight and receivables (including the proceeds of the sale of securities in respect of which settlement has not yet been received);

c. all securities, units, shares, bonds, option or subscription rights and other investments and transferable securities which are owned by the Company;

d. all dividends and allotments to be received by the Company in cash or in securities to the extent that the Company was aware of such;

e. all accrued interest not yet received and all interest generated up to the Valuation Day by the securities owned by the Company, unless such interest is included in the principal of the securities;

f. the preliminary expenditures of the Company, to the extent that they have not been depreciated;

g. all other assets irrespective of their nature, including prepaid expenses.

The value of these assets shall be determined as follows:

a) The value of cash at hand and bank deposits, drafts and bills of exchange payable at sight and receivables, prepaid expenses and dividends and interest notified or due for payment but not yet received, shall be constituted by the nominal value of the said assets, unless it is unlikely that it would be possible to realise that value; in the latter case, the value shall be determined by subtracting the amount that the Company considers adequate in order to arrive at the real value of the assets in question.

b) The value of any security admitted to official listing on a stock exchange or any other regulated market which operates regularly and is recognised and open to the public is based on the last known price in Luxembourg on the Valuation Day and, if that security is dealt on several markets, on the basis of the last known price on the principal market on which the security is dealt in; if the last known price is not representative, the valuation shall be based on the probable sale value that the Board of Directors shall determine in good faith in accordance with the principle of prudence.

c) Securities that are not listed or are not dealt in on a stock exchange or any other regulated market which operates regularly and is recognised and open to the public shall be valued on the basis of the probable sale value estimated in good faith in accordance with the principle of prudence.

d) Money market instruments and other fixed-rate securities whose remaining term is less than 3 months may be valued on the basis of their redemption value. If, however, there is a market price for such instruments or such securities, the valuation in accordance with the method described previously shall be compared periodically with the market price and in the event of any notable discrepancy, the Board of Directors may adapt the valuation accordingly.

e) Shares or units of UCITS (including Shares issued by the Company Sub-Funds that may be held by another Sub-Fund of the Company) and UCI will be valued on the basis of the last available net asset value.

f) The closing-out value of forward, spot or options contracts which are not traded on a stock exchange or any other regulated market shall be equal to their net closing-out value determined in accordance with the policies determined by the Board of Directors, on a basis applied consistently to each type of contract. The settlement value of futures, spot or options contracts dealt in on stock exchanges or other regulated markets will be based on the last available settlement price of these contracts on the stock exchanges and regulated markets on which these futures, spot or options contracts are traded by the Company; however, if a futures, spot or options contract cannot be settled on the day on which the net assets are valued, the basis used to establish the settlement value of the contract will be determined with caution and in good faith by the Board of Directors. Swaps will be valued at their market value.

g) Securities denominated in a currency other than the currency in which the Class concerned is denominated shall be converted at the exchange rates prevailing on the days and at the time when the Net Asset Value of the Shares is determined.

The Board of Directors may, at its sole discretion, authorise the use of another valuation method if it considers that such a valuation reflects more accurately the market value of any asset owned by a sub- fund.

If after the Net Asset Value per share has been calculated, there has been a material change in the quoted prices on the markets on which a substantial portion of the investments of the Company attributable to a particular Sub-Fund is dealt or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation. In the case of such a second valuation, all issues, conversions or redemptions of Shares dealt with by the Sub-Fund for such a Valuation Day must be made in accordance with this second valuation.

b) The liabilities of the Company shall be deemed to include:

a. all borrowings, bills of exchange due for payment and accounts due;

b. all known obligations, whether or not they have become payable, including all contractual obligations that have matured which concern payments in cash or in kind (including the amount of dividends announced by the Company but not yet paid);

c. all reserves, authorised or approved by the Board of Directors, in particular those which had been created to cover a potential capital loss on certain investments of the Company;

d. any other liability of the Company, of any nature whatsoever, except for those represented by the Company own resources. In determining the amount of such liabilities, the Company shall take into account all expenses payable by the Company which shall comprise formation expenses, fees payable to its Directors (including all reasonable out of pocket expenses), the management company, investment advisors or investment managers and sub-investment managers, accountants, custodian bank and paying agent, administrative, corporate and domiciliary agent, registrar and transfer agent and permanent representatives in places of registration, nominees and any other agent employed by the Company, fees for legal and auditing services, cost of any proposed listings, maintaining such listings, promotion, printing, reporting and publishing expenses (including reasonable marketing and advertising expenses and costs of preparing, translating and printing in different languages) of sales documents of the Company, explanatory memoranda or registration statements, annual reports, semi-annual reports and long form reports, taxes or governmental and supervisory authority charges, insurance costs and all other operating expenses, including the cost of buying and selling assets, interests, bank charges and brokerage, postage, telephone and telex. The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

Art. 12. Issue, Redemption and Conversion of Shares. The Board of Directors is authorised to issue further fully paid-up Shares of each Class and of each Sub-Fund at any time at a price based on the Net Asset Value per Share for each Class of Shares and for each Sub-Fund determined in accordance with Article 11 hereof, as of such Valuation Day as is determined in accordance with such policy as the Board of Directors may from time to time determine. Such price may be increased by applicable charges, as approved from time to time by the Board of Directors and described in the Company's sales document. Such price may be rounded upwards or downwards as the Board of Directors may resolve. During any initial offer period to be determined by the Board of Directors and disclosed to investors, the issue price may also be based on an initial subscription price, increased by any applicable charges.

The Board of Directors may delegate to any duly authorised Director or officer of the Company or to any other duly authorised person, the duty of accepting subscriptions and of receiving payment for such new Shares.

All new Share subscriptions shall, under pain of nullity, be entirely paid-up, and the Shares issued carry the same rights as those Shares in existence on the date of the issuance. The subscription price shall be paid within a period as determined by the Board of Directors and specified in the Company's sales documents, which shall not exceed five business days.

The Company may reject any subscription in whole or in part, and the Directors may, at any time and from time to time and in their absolute discretion without liability and without notice, discontinue the issue and sale of Shares of any Class in any one or more Sub-Funds.

The subscription price (not including the sales commission or any other charges) may, upon approval of the Board of Directors, and subject to all applicable laws and regulations, namely with respect to a special audit report confirming the value of any assets contributed in kind (if legally required), be paid by contributing to the Company assets acceptable to the Board of Directors consistent with the investment policy and investment restrictions of the Company. The costs for such subscription in kind, in particular the costs of the special audit report, will be borne by the shareholder requesting the subscription in kind or by a third party, but will not be borne by the Company unless the Board of Directors considers that the subscription in kind is in the interest of the Company or made to protect the interests of the Company.

Any Shareholder may request the redemption of all or part of his Shares by the Company provided that:

(i) in the case of a request for redemption of part of his Shares, the Company may, if compliance with such request would result in a holding of Shares of any one Class or in any one Sub-Fund with an aggregate Net Asset Value of less than such amount or number of Shares as the Board of Directors may determine from time to time and as described in the sales documents, redeem all the remaining Shares held by such Shareholder; and

(ii) the Company may limit the total number of Shares of any Sub-Fund which may be redeemed (including conversions) on a Valuation Day to a certain percentage as disclosed in the Company's sales documents of the total net assets of such Sub-Fund on a Valuation Day.

In case of deferral of redemption the relevant Shares shall be redeemed at a price based on the Net Asset Value per Share prevailing at the date on which the redemption is effected, less any redemption charge in respect thereof and/or less any applicable dilution levy and/or less any contingent deferred charge and/or less any other charge as foreseen by the sales documents of the Company. Redemption requests that have not been dealt with in case of such deferral will be given priority as if the request had been made for the next following Valuation Day or dates until completion of full treatment of the original request, subject always to the limit set out under (ii) above. The redemption proceeds shall be paid within the timeframe provided for in the sales documents of the Company and shall be based on the price for the relevant Class of Shares of the relevant Sub-Fund as determined in accordance with the provisions of Article 11 hereof, less any redemption charge in respect thereof and/or less any applicable dilution levy and/or less any contingent deferred charge and/or less any other charge as foreseen by the sales documents of the Company. If in exceptional circumstances the liquidity of the portfolio of assets maintained in respect of the Class of Shares of a given Sub-Fund being redeemed is not sufficient to enable the payment to be made within such a period, such payment shall be made as soon as reasonably practicable thereafter but without interest.

With the consent of or upon request of the Shareholder(s) concerned, the Board of Directors may satisfy redemption requests in whole or in part in kind by allocating to the redeeming Shareholders investments from the portfolio in value equal to the Net Asset Value attributable to the Shares to be redeemed as described in the Company's sales documents. Such redemption will, if required by law or regulation, be subject to a special audit report by the approved statutory auditor of the Company confirming the number, the denomination and the value of the assets which the Board of Directors will have determined to be contributed in counterpart of the redeemed Shares. The costs for such redemptions in kind, in particular the costs of the special audit report, will be borne by the Shareholder requesting the redemption in kind or by a third party, but will not be borne by the Company unless the Board of Directors considers that the redemption in kind is in the interest of the Company or made to protect the interests of the Company. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of Shares in the relevant Sub-Fund.

Under exceptional circumstances, the Board of Directors reserves the right to conduct the necessary sales of investments before setting the price at which Shareholders can apply to have their Shares redeemed or converted. In this case, subscriptions, redemptions and conversion applications in process shall be dealt with on the basis of the Net Asset Value thus calculated after the necessary sales, which shall have been effected without delay.

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

Any Shareholder is entitled to request the conversion of whole or part of his Shares, provided that the Board of Directors may, in the Company's sales documents:

a) set terms and conditions as to the right and frequency of conversion of Shares between Sub-Funds or between Classes of Shares; and

b) subject conversions to the payment of such charges and commissions as it shall determine.

If as a result of any request for conversion, the aggregate Net Asset Value per share of the shares held by a Shareholder in any Class of shares would fall below such value as determined by the Board of Directors, then the Company may decide that this request be treated as a request for conversion for the full balance of such Shareholder's holding of shares in such Class, as stated in the sales documents.

Such a conversion shall be effected on the basis of the Net Asset Value of the relevant Shares of the different Sub-Funds or Classes of Shares, determined in accordance with the provisions of Article 11 hereof. The relevant number of Shares may be rounded up or down to a certain number of decimal places as determined by the Board of Directors and described in the sales documents.

Art. 13. Suspension of the calculation of the Net Asset Value and of the issue, the Redemption and the Conversion of Shares. The Board of Directors is authorised to suspend temporarily the calculation of the value of the net assets of one or more sub-funds of the Company, as well as the issue, repurchase or conversion of shares in the following cases:

a) throughout any period during which a market or stock exchange which is the principal market or stock exchange on which a substantial portion of the investments of the Company at a given time is listed, is closed, except for normal closing days, or during which trading is subject to important restrictions or is suspended;

b) when the political, economic, military, monetary, social situation or any event of force majeure, beyond the responsibility or control of the Company, make it impossible for it to dispose of its assets by reasonable and normal means, without seriously harming the interests of Shareholders;

c) during any break in communications normally used to determine the price of any investment whatsoever of the Company or of current prices on any market or stock exchange whatsoever;

d) when foreign exchange restrictions or restrictions on the circulation of capital prevent the execution of transactions on behalf of the Company or when transactions involving the purchase or sale of the Company assets cannot be effected at normal exchange rates;

e) from the date on which the Board of Directors decides to liquidate or merge one or more Sub-Fund(s) or in the event of publication of a convening notice to a general meeting of Shareholder at which a resolution to wind up or merge the Company or one or more Sub-Fund(s) is to be proposed;

f) in the case of suspension of the calculation of the net asset value of one or several of the funds in which the Sub-Fund(s) has/have invested a substantial portion of its/their assets.

g) with regard to a feeder Sub-Fund, when its master UCITS temporarily suspends the redemption, repayment or subscription of its units, whether on its own initiative or at the request of the competent authorities, for the same period of time as the suspension of the master UCITS;

h) in any other circumstances where failure to suspend transactions as above could give rise, for the Company, one of its Sub-Funds or its Shareholder, to certain commitments, adverse financial or other effects that the Company, the Sub-Fund or its Shareholder would not otherwise have suffered.

Subscribers and Shareholder offering shares for repurchase or conversion shall be advised of the suspension of the calculation of the Net Asset Value.

Subscription and repurchase or conversion applications in abeyance may be withdrawn by giving written notice provided that such notice is received by the Company before the end of the suspension.

Subscriptions and repurchases or conversions in abeyance shall be taken into consideration on the first Valuation Day following the end of the suspension.

4. General shareholders' meetings

Art. 14. General provisions. Any regularly constituted meeting of the Shareholders of the Company shall represent the entire body of Shareholders of the Company. Its resolutions shall be binding upon all Shareholders of the Company regardless of the Class of Shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Art. 15. Annual general Shareholders' meeting. The annual general meeting of Shareholders shall be held, in accordance with Luxembourg law, in Luxembourg at the registered office of the Company or such other place in Luxembourg as may be specified in the notice of the meeting, on the second Thursday of April at 14:00 (Luxembourg time). If such day is not a bank business day in Luxembourg, then the annual general meeting shall be held on the next following bank business day.

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

Other meetings of Shareholders or of holders of Shares of any specific Sub-Fund or Class may, where required or appropriate may be held at such place and time as may be specified in the respective notices of meeting.

Art. 16. General meetings of Shareholders of Classes of Shares. The Shareholders of any Sub-Fund or any Class of Shares may hold or be convened to, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund or Class of Shares.

Two or more Classes of Shares or Sub-Funds may be treated as a single Class or Sub-Fund if such Sub-Funds or Classes would be affected in the same way by the proposals requiring the approval of holders of Shares relating to the separate Sub-Funds or Classes.

Art. 17. Functioning of Shareholders' meetings. The quorum and time required by law shall govern the notice for and conduct of the meetings of Shareholders of the Company, unless otherwise provided herein.

Each whole Share, regardless of the Class and of the Sub-Fund to which it belongs, is entitled to one vote, subject to the limitations imposed by these articles. A Shareholder may act at any meeting of Shareholders by appointing another person as his proxy in writing or by cable, telegram, telex, telefax message, facsimile transmission or any other electronic means capable of evidencing such proxy. Fractions of Shares are not entitled to a vote.

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

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

Where there is more than one Class of Shares or Sub-Fund and the resolution of the general meeting is such as to change the respective rights thereof, such resolution must, in order to be valid, be approved separately by Shareholders of such Class of Shares or Sub-Fund in accordance with the quorum and majority requirements provided for by this Article.

Art. 18. Notice to the general Shareholders' meetings. Shareholders shall meet upon call by the Board of Directors. To the extent required by law, the notice shall be published in the Mémorial Recueil des Sociétés et Associations of Luxembourg, in a Luxembourg newspaper and in such other newspapers as the Board of Directors may decide.

Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of Shareholders may provide that the quorum and the majority applicable for this general meeting will be determined by reference to the Shares issued and outstanding at a certain date and time preceding the general meeting (the "Record Date"), whereas the right of a Shareholder to participate at a general meeting of Shareholders and to exercise the voting right attached to his / her / its Shares will be determined by reference to the Shares held by this Shareholder as at the Record Date.

5. Management of the company

Art. 19. Board of Directors. The Company shall be managed by a Board of Directors composed of not less than three members who need not to be Shareholders of the Company.

Art. 20. Duration of the functions of the Directors, Renewal of the Board of Directors. The Directors shall be elected by a general meeting of Shareholders for a period not exceeding six years and until their successors are elected and qualify, provided, however, that a Director may be removed with or without cause and/or replaced or an additional director appointed at any time by resolution adopted by the general meeting of Shareholders.

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

Art. 21. Committee of the Board of Directors. The Board of Directors shall choose from among its members a chairman, and may chose from among its members one or more vice-chairmen. It may also chose a secretary, who need not be a Director, who shall be responsible for keeping the minutes of the meetings of the Board of Directors and of the Shareholders.

Art. 22. Meetings and Deliberations of the Board of Directors. The Board of Directors shall meet upon call by the chairman, or any two Directors, at the place indicated in the notice of meeting.

The chairman shall preside at all meetings of Shareholders and the Board of Directors, but in his absence the Shareholders or the Board of Directors may appoint another Director by a majority vote to preside at such meetings. For general meetings of Shareholders and in the case no Director is present, any other person may be appointed as chairman.

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

Written notice of any meeting of the Board of Directors shall be given to all Directors at least 24 hours in advance of the hour set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by the consent in writing or by cable, telegram, telex or facsimile transmission or any other electronic means capable of evidencing such waiver of each Director. Separate notice shall not be required for meetings held at times and places prescribed in a schedule previously adopted by resolution of the Board of Directors.

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

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

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

The Board of Directors can deliberate or act validly only if at least half of the Directors are present or represented at a meeting of Directors. Decisions shall be taken by a majority of the votes of the Directors present or represented at such meeting. The chairman shall have the casting vote.

Resolutions signed by all members of the Board of Directors will be as valid and effectual as if passed at a meeting duly convened and held. Such signatures may appear on a single document or multiple copies of an identical resolution and may be evidenced by letters, cables, telegrams, telexes, facsimile transmission and other means capable of evidencing such consent.

The Board of Directors may delegate, under its responsibility and supervision, its powers to conduct the daily management and affairs of the Company and its powers to carry out acts in furtherance of the corporate policy and purpose, to natural persons or corporate entities which need not be members of the Board of Directors.

Art. 23. Minutes. The minutes of any meeting of the Board of Directors shall be signed by the chairman, or in his absence, by the chairman pro tempore who presided at such meeting.

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

Art. 24. Engagement of the Company vis-à-vis third persons The Company shall be engaged by the signature of two members of the Board of Directors or by the individual signature of any duly authorised officer of the Company or by the individual signature of any other person to whom authority has been delegated by the Board of Directors.

Art. 25. Powers of the Board of Directors. The Board of Directors determines the general orientation of the management and of the investment policy, as well as the guidelines to be followed in the management of the Company, always in application of the principle of risk diversification.

When any investment policies are determined and implemented, the Board of Directors shall ensure compliance with the following provisions:

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

The Board of Directors of the Company may decide to invest up to 100% of the net assets of any Sub-Fund, in accordance with the principle of risk spreading, in transferable securities and money market instruments issued or guaranteed by any Member State (as defined in the Law), by one or more of its local authorities or agencies, by a state accepted by the Luxembourg supervisory authority (including but not limited to any member state of the OECD, Singapore, any member state of the Group of Twenty) or by public international bodies of which one or more Member States of the EU are members, provided that such Sub-Fund must hold securities from at least six different issues and securities from one issue do not account for more than 30% of the net assets of such Sub-Fund.

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

The Board of Directors may decide that investments of a Sub-Fund to be made with the aim to replicate a certain index provided that the relevant index is recognised by the Luxembourg supervisory authority on the basis that it is sufficiently diversified, represents an adequate benchmark for the market to which it refers and is published in an appropriate manner.

Investments of the Company may be made either directly or indirectly through wholly owned subsidiaries. When investments of the Company are made in the capital of subsidiary companies which, exclusively on its behalf, carry on only the business of management, advice or marketing in the country where the subsidiary is located, with regard to the redemption of units at the request of Shareholders, Article 48 paragraphs (1) and (2) of the Law do not apply. Any 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 subsidiaries.

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

Under the conditions set forth in Luxembourg laws and regulations, the Board of Directors may, at any time it deems appropriate and to the largest extent permitted by applicable Luxembourg laws and regulations, but in accordance with the provisions set forth in the sales documents of the Company, (i) create any Sub-Fund qualifying either as a feeder UCITS or as a master UCITS, (ii) convert any existing Sub-Fund into a feeder UCITS Sub-Fund or (iii) change the master UCITS of any of its feeder UCITS Sub-Funds.

The Board of Directors may invest and manage all or any part of the pools of assets established for two or more Sub-Funds on a pooled basis, as described in Article 11, where it is appropriate with regard to their respective investment sectors to do so.

Art. 26. 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 any 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 his/her/its connection and/or relationship with that other company or firm, be prevented from considering and voting or acting upon any matters with respect to any such contract or other business.

In the event that any Director or officer of the Company may have any personal interest in any transaction submitted for approval to the Board of Directors conflicting with that of the Company, that Director or officer shall make such a conflict known to the Board of Directors and shall not consider or vote on any such transaction, and any such transaction shall be reported to the next meeting of Shareholders.

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

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

Art. 27. Indemnification of the Directors. The Company shall indemnify any Director or officer, and his heirs, executors and administrators, against expenses reasonable incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Company or, at its request, of any other corporation of which the Company is a Shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

6. Auditor

Art. 28. Auditor. The general meeting of Shareholders shall appoint an approved statutory auditor ("réviseur d'entreprises agréé") who shall carry out the duties prescribed by the Law and serve until its successor is elected.

7. Annual accounts

Art. 29. Accounting year. The accounting year of the Company shall begin on 1 st January in each year and shall end on 31 December of the same year.

The accounts of the Company shall be expressed in Euro or to the extent permitted by laws and regulations such other currency, as the Board of Directors may determine. Where there shall be different Sub-Funds as provided for in Article 7 hereof, and if the accounts within such Sub-Funds are expressed in different currencies, such accounts shall be converted into Euro and added together for the purpose of determination of the accounts of the Company.

Art. 30. Distribution Policy. The Shareholders shall, upon proposal from the Directors and within the limits provided by Luxembourg law, determine how the results of the Company shall be disposed of and other distributions shall be effected and may from time to time declare, or authorise the Directors to declare distributions. Distributions may be made out of investment income, capital gains or capital.

For any Sub-Fund or Class of Shares, the Directors may decide to pay interim dividends in compliance with the conditions set forth by law. The annual general meeting resolving on the approval of the annual accounts shall also ratify interim dividends resolved by the Directors. Distribution Shares confer in principle on their holders the right to receive dividends declared on the portion of the net assets of the Company attributable to the relevant Class of Shares in accordance with the provisions below.

Accumulation Shares do not in principle confer on their holders the right to dividends. The portion of the net assets of the Company attributable to accumulation Shares of the relevant Class of Shares in accordance with the provisions below shall automatically be reinvested within the relevant Class of Shares and shall automatically increase the Net Asset Value of these Shares.

The Directors shall for the purpose of the calculation of the Net Asset Value of the Shares as provided in Article 11 operate within each Sub-Fund and Class of Shares a separate pool of assets corresponding to distribution and accumulation Shares in such manner that at all times the portion of the total assets of the relevant Sub-Fund and Class of Shares attributable to the distribution Shares and accumulation Shares respectively shall be equal to the portion of the total of distribution Shares and accumulation Shares respectively in the total number of Shares of the relevant Sub-Fund and Class of Shares.

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

Dividends will normally be paid in the currency in which the relevant Class of Shares is expressed or, in exceptional circumstances, in such other currency as selected by the Board of Directors and may be paid at such places and times as may be determined by the Board of Directors. The Board of Directors may make a final determination of the rate of exchange applicable to translate dividends into the currency of their payment.

The Board of Directors may decide that dividends be automatically reinvested for any Sub-Fund or Class of Shares unless a Shareholder entitled to receive cash distribution elects to receive payment of such dividends. However, no dividends will be paid if their amount is below an amount to be decided by the Board of Directors from time to time and published in the sales documents of the Company. Such dividends will automatically be reinvested.

No distribution shall be made if as a result thereof the capital of the Company becomes less than the minimum required by law.

Declared dividends not claimed within five years of the due date will lapse and revert to the relevant Sub-Fund or Class. The Board of Directors has all powers and may take all measures necessary for the implement of this position. No interest shall be paid on a dividend declared and held by the Company at the disposal of its beneficiary.

8. Dissolution and Liquidation

Art. 31. Dissolution of the Company. In the event of a dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) named by the meeting of Shareholders effecting such dissolution and which shall determine their powers and their compensation. The net proceeds of liquidation corresponding to each Class of Shares shall be distributed by the liquidators to the holders of Shares of each Class of Shares of each Sub-Fund in proportion of their holding of Shares in such Class of Shares of each Sub-Fund either in cash or, upon the prior consent of the Shareholder, in kind. Any funds to which Shareholders are entitled upon the liquidation of the Company and which are not claimed by those entitled thereto prior to the close of the liquidation process shall be deposited for the benefit of the persons entitled thereto to the Caisse de Consignation in Luxembourg in accordance with the Law. Amounts so deposited shall be forfeited in accordance with Luxembourg laws.

Art. 32. Termination, Division and Amalgamation of Sub-Funds. The Directors may decide at any moment the termination, division and/or amalgamation of any Sub-Fund. In the case of termination of a Sub-Fund, the Directors may offer to the Shareholders of such Sub-Fund the conversion of their Class of Shares into Classes of Shares of another Sub-Fund, under terms fixed by the Directors.

In the event that for any reason the value of the net assets in any Sub-Fund or of any Class of Shares within a Sub-Fund has substantially decreased, has not reached an amount determined by the Directors,as the the minimum level or has fallen below 10,000,000 EUR, or if a change in the economic or political situation relating to the Sub-Fund concerned would justify such liquidation or if the interests of the shareholders would justify it, the Directors may decide to compulsorily redeem all the Shares of the relevant Classes issued in such Sub-Fund at the Net Asset Value per Share, taking into account actual realisation prices of investments and realisation expenses and calculated on the Valuation Day at which such decision shall take effect.

The Company shall serve a notice to the Shareholders of the relevant Class of Shares prior to the effective date of the compulsory redemption, which will indicate the reasons for and the procedure of the redemption operations.

Unless it is otherwise decided in the interests of, or to maintain equal treatment between, the Shareholders, the Shareholders of the Sub-Fund concerned may continue to request redemption or conversion of their Shares free of charge, taking into account actual realisation prices of investments and realisation expenses and prior to the date effective for the compulsory redemption.

Notwithstanding the powers conferred on the Board of Directors by the preceding paragraph hereof, the general meeting of Shareholders of any one or all Classes of Shares issued in any Sub-Fund may, upon proposal of the Board of

Directors, redeem all the Shares of the relevant Classes and refund to the Shareholders the Net Asset Value of their Shares, taking into account actual realisation prices of investments and realisation expenses and calculated on the Valuation Day at which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders that shall decide by resolution taken by simple majority of those present or represented.

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

All redeemed Shares will be cancelled in the books of the Company.

Under the same circumstances provided for under this Article the Board of Directors may decide to reorganise a Sub-Fund or Class by means of a division into two or more Sub-Funds or Classes.

The Board of Directors may decide to consolidate a Class of any Sub-Fund. The Board of Directors may also submit the question of the consolidation of a Class to a meeting of holders of such Class. Such meeting will resolve on the consolidation with a simple majority of the votes cast. Notwithstanding the powers conferred to the Board of Directors by the preceding paragraphs, a general meeting of Shareholders of any Sub-Fund (or Class as the case may be) may, upon proposal from the Board of Directors, decide (i) that all Shares of such Sub-Fund shall be redeemed and the Net Asset Value of the Shares (taking into account actual realisation prices of investments and realisation expenses) refunded to Shareholders, such Net Asset Value calculated as of the Valuation Day at which such decision shall take effect, (ii) decide upon the division of a Sub-Fund or the division, consolidation or amalgamation of Classes of Shares in the same Sub-Fund. There shall be no quorum requirements for such general meeting of Shareholders at which resolutions shall be adopted by simple majority of the votes cast if such decision does not result in the liquidation of the Company. Liquidation proceeds not claimed by the Shareholders at the close of the liquidation of a Sub-Fund will be deposited at the Caisse de Consignation in Luxembourg. If not claimed they shall be forfeited in accordance with Luxembourg Law.

Any merger of a Sub-Fund shall be decided by the Board of Directors unless the Board of Directors decides to submit the decision for a merger to a meeting of Shareholders of the Sub-Fund concerned. No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast. In case of a merger of one or more Sub-Fund (s) where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of shareholders for which no quorum is required and that may decide with a simple majority of votes cast. In addition, the provisions on mergers of UCITS set forth in the Law and any implementing regulation (relating in particular to the notification to the shareholders concerned) shall apply.

Art. 33. Amendment of the Articles of Incorporation. These Articles of Incorporation may be amended from time to time by a meeting of Shareholders, subject to the quorum and majority voting requirements provided by the laws of Luxembourg.

Art. 34. General provisions. All matters not governed by these Articles of Incorporation shall be determined in accordance with the Luxembourg law dated 10 August 1915 on commercial companies as amended from time to time (the "1915 Law") and the Law.

Subscription and Payment

These Articles having thus been drawn up by the appearing party, the appearing party has subscribed and entirely paid-up the following shares:

Subscriber	Number of shares	Subscription price per share
Optima Bank NV/SA	310	EUR 100
Total	310	EUR 31,000

All these shares have been entirely paid up of by payments in cash, so that the sum of THIRTY-ONE THOUSAND EURO (EUR 31,000.-) is forthwith at the free disposal of the corporation, as has been proved to the notary.

Statement

The notary drawing up the present deed declares that the conditions set forth in Articles 26, 26-3 and 26-5 of the 1915 Law have been fulfilled and expressly bears witness to their fulfilment.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the appearing party as a result of its formation are estimated at approximately EUR 3,000.-.

Transitory provisions

1.- The first accounting year will begin on the date of incorporation of the Company and will end on 31 December 2013.

2.- The first annual general meeting shall be held in 2014.

Extraordinary general meeting

The single shareholder, representing the entire subscribed capital, has taken the following resolutions.

First resolution

The following persons are appointed as Directors of the Company for a period ending with the next annual general meeting:

1) Philip De Hulsters, born in Kortrijk on 3 October 1954 and professionally residing at Keizer Karelstraat 75, 9000 Gent, Belgium;

2) Jan De Paepe, born in Gent on 14 January 1960 and professionally residing at Keizer Karelstraat 75, 9000 Gent, Belgium;

3) Bernard Delatte, born in Charleroi on 15 March 1952 and professionally residing at Av. Charles Quint 586, 1082 Berchem Sainte Agathe, Belgium.

Second resolution

The registered office of the Company is fixed at 15, avenue J.F. Kennedy, L-1855 Luxembourg.

Third resolution

The following is elected as approved statutory auditor ("réviseur d'entreprises agréé") for a period ending with the next annual general meeting:

Ernst & Young, 7, rue Gabriel Lippmann, Parc d'activité Syrdall 2, L-5365 Munsbach

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing person, this deed, including the articles of incorporation, is worded in English.

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

The document having been read to the appearing person, known to the notary, by surname, first names, civil status and residence, the said person appearing signed together with us, the notary, this original deed.

Signé: L. MACCRI et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 20 décembre 2012. Relation: LAC/2012/61350. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

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

Luxembourg, le 9 janvier 2013.

Référence de publication: 2013005170/710.

(130005335) Déposé au registre de commerce et des sociétés de Luxembourg, le 10 janvier 2013.

CEPF Bavaria Intermediate S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 172.282.

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.

Belvaux, le 13 décembre 2012.

Référence de publication: 2012162315/10.

(120215216) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

CEPF Winterberg S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 172.323.

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.

Belvaux, le 13 décembre 2012.

Référence de publication: 2012162316/10.

(120215221) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Cyan Oak Holding, Société Anonyme.

Siège social: L-2420 Luxembourg, 15, avenue Emile Reuter.

R.C.S. Luxembourg B 171.392.

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.

Senningerberg, le 13 décembre 2012.

Référence de publication: 2012162345/10.

(120214649) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Digital Realty (Cressex) S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1724 Luxembourg, 11, boulevard du Prince Henri.

R.C.S. Luxembourg B 132.336.

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

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

Luxembourg, le 10 mai 2012.

Référence de publication: 2012162352/10.

(120214194) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Digital Realty (Manchester) S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1724 Luxembourg, 11, boulevard du Prince Henri.

R.C.S. Luxembourg B 132.337.

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

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

Luxembourg, le 10 mai 2012.

Référence de publication: 2012162353/10.

(120214193) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Ekart S.A., Société Anonyme.

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

R.C.S. Luxembourg B 88.813.

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 12 décembre 2012.

Référence de publication: 2012162400/10.

(120214742) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

EPF Market Centre Taunton S.à r.l., Société à responsabilité limitée,

(anc. EPF Holdings 16 S.à r.l.).

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 134.029.

Statuts coordonnés rectifiés déposés au registre de commerce et des sociétés de Luxembourg, le 14 avril 2008 L080054996.04.

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

Belvaux, le 12 décembre 2012.

Référence de publication: 2012162405/12.

(120214400) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

EPF Market Centre Taunton S.à r.l., Société à responsabilité limitée.

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 134.029.

Statuts coordonnés rectifiés déposés au registre de commerce et des sociétés de Luxembourg le 05 août 2008 L080114551.04.

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

Belvaux, le 12 décembre 2012.

Référence de publication: 2012162406/11.

(120214422) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Elgon, Société Anonyme.

Siège social: L-8399 Windhof, 6, rue d'Arlon.

R.C.S. Luxembourg B 141.456.

L'an deux mille douze, le sept novembre.

Par-devant Nous Maître Carlo WERSANDT, notaire de résidence à Luxembourg, (Grand-Duché de Luxembourg), soussigné.

S'est réunie l'assemblée générale extraordinaire des actionnaires de la société anonyme régie par les lois du Luxembourg "ELGON", établie et ayant son siège social à L-8287 Kehlen, Zone Industrielle, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 141456, (la "Société"), constituée suivant acte reçu par Maître Urbain THOLL, notaire de résidence à Mersch, en date du 4 août 2008, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 2374 du 29 septembre 2008,

et dont les statuts ont été modifiés suivant acte reçu par ledit notaire Urbain THOLL, en date du 17 septembre 2009, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 2521 du 28 décembre 2009.

L'assemblée est présidée par Madame Charlotte SON, employée, demeurant professionnellement à L-8399 Windhof, 4, rue d'Arlon.

La Présidente désigne Madame Monique GOERES, employée, demeurant professionnellement à L-1466 Luxembourg, 12, rue Jean Engling, comme secrétaire.

L'assemblée choisit Monsieur Christian DOSTERT, employé, demeurant professionnellement à L-1466 Luxembourg, 12, rue Jean Engling, comme scrutateur.

Le bureau ayant ainsi été constitué, la Présidente expose et prie le notaire instrumentaire d'acter ce qui suit:

A) Que la présente assemblée générale extraordinaire a pour ordre du jour:

Ordre du jour

1. Transfert du siège social, avec effet au 1 er décembre 2012, de Kehlen à L-8399 Windhof, 6, rue d'Arlon, et modification afférente de la troisième phrase de l'article 1 er des statuts;

2. Divers.

B) Que les actionnaires, présents ou représentés, ainsi que le nombre d'actions possédées par chacun d'eux, sont portés sur une liste de présence; cette liste de présence est signée par les actionnaires présents, les mandataires de ceux représentés, les membres du bureau de l'assemblée et le notaire instrumentant.

C) Que les procurations des actionnaires représentés, signées "ne varietur" par les membres du bureau de l'assemblée et le notaire instrumentant, resteront annexées au présent acte pour être formalisée avec lui.

D) Que l'intégralité du capital social étant présente ou représentée et que les actionnaires, présents ou représentés, déclarent avoir été dûment notifiés et avoir eu connaissance de l'ordre du jour préalablement à cette assemblée et renoncer aux formalités de convocation d'usage, aucune autre convocation n'était nécessaire.

E) Que la présente assemblée, réunissant l'intégralité du capital social, est régulièrement constituée et peut délibérer valablement sur les objets portés à l'ordre du jour.

Ensuite l'assemblée générale extraordinaire, après délibération, a pris à l'unanimité la résolution suivante:

Résolution

L'assemblée décide de transférer, avec effet au 1 er décembre 2012, le siège social de Kehlen à L-8399 Windhof, 6, rue d'Arlon, et de modifier subséquemment la 3 e phrase de l'article 1 er des statuts afin de lui donner la teneur suivante:

" **Art. 1 er. (troisième phrase).** Le siège social est établi dans la commune de Koerich (Grand-Duché de Luxembourg)."

En l'absence d'autres points à l'ordre du jour, la Présidente ajourne l'assemblée.

Frais

Le montant total des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la Société, ou qui sont mis à sa charge à raison des présentes, est évalué approximativement à neuf cent cinq euros.

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

Après lecture du présent acte aux comparants, connus du notaire par noms, prénoms, état civil et domiciles, lesdits comparants ont signé avec Nous, notaire, le présent acte.

Signé: C. SON, M. GOERES, C. DOSTERT, C. WERSANDT.

Enregistré à Luxembourg A.C., le 9 novembre 2012. LAC/2012/52711. 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 20 novembre 2012.

Référence de publication: 2012156945/56.

(120207774) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2012.

Goodman Business Parks (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: GBP 10.000,00.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 67.064.

Le bilan au 31 décembre 2009 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Pour Goodman Business Parks (Lux) S.à r.l.
Signature
Un Mandataire

Référence de publication: 2012162456/12.

(120214223) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Goodman Business Parks (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: GBP 10.000,00.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 67.064.

Le bilan au 31 décembre 2008 a été déposé au registre de commerce et des sociétés de Luxembourg.

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

Pour Goodman Business Parks (Lux) S.à r.l.
Signature
Un Mandataire

Référence de publication: 2012162457/12.

(120214224) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Goodman Business Parks (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: GBP 10.000,00.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 67.064.

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

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

Pour Goodman Business Parks (Lux) S.à r.l.
Signature
Un Mandataire

Référence de publication: 2012162458/12.

(120214225) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Goodman Cinnamon Logistics (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 160.463.

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

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

Pour Goodman Cinnamon Logistics (Lux) S.à r.l.
Signature
Un Mandataire

Référence de publication: 2012162459/12.

(120214221) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

CC AUDIT and CONSULT, Société Anonyme Unipersonnelle,

(anc. FMV Consulting S.A.).

Siège social: L-8011 Strassen, 283, route d'Arlon.

R.C.S. Luxembourg B 109.612.

L'an deux mille douze, le douze novembre.

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

S'est réunie l'assemblée générale extraordinaire des actionnaires de "CC AUDIT and CONSULT" (anc. FMV Consulting S.A.), société anonyme, établie et ayant son siège à L-1840 Luxembourg, 47, boulevard Joseph II, constituée suivant acte du notaire Jean-Paul HENCKS de Luxembourg en date du 4 juillet 2005, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, Numéro 1349 du 8 décembre 2005, modifiée pour la dernière fois suivant acte du notaire Roger ARRENSDORFF de Luxembourg en date du 2 mai 2012, publié au Mémorial C, Recueil Spécial des Sociétés et Associations, Numéro 1464 du 12 juin 2012 et inscrite au Registre de Commerce et des Sociétés sous le numéro B 109.612,

L'assemblée est ouverte sous la présidence de Ariane VANSIMPSEN, expert-comptable, demeurant professionnellement à L-8011 Strassen, 283, route d'Arlon,

qui désigne comme secrétaire Sophie BECKER, employée privée, demeurant professionnellement à Luxembourg, 43 boulevard Prince Henri,

L'assemblée choisit comme scrutateur Michel VANSIMPSEN, expert-comptable, demeurant professionnellement à L-8011 Strassen, 283, route d'Arlon,

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

I) Que la présente assemblée générale extraordinaire a pour ordre du jour:

1. Transfert du siège social et modification subséquente de l'article 2 alinéa 1 er des statuts de la Société;

2. Fixation de l'adresse de la Société.

II) Il a été établi une liste de présence, renseignant les actionnaires présents et représentés, ainsi que le nombre d'actions qu'ils détiennent, laquelle, après avoir été signée ne varietur par les actionnaires ou leurs mandataires et par les membres du bureau sera annexée au présent acte pour être soumis à la formalité de l'enregistrement.

Les pouvoirs des actionnaires représentés, signés ne varietur par les comparants et par le notaire instrumentant, resteront également annexés au présent acte.

III) Il résulte de ladite liste de présence que toutes les actions représentant l'intégralité du capital social sont présentes ou représentées à cette assemblée, laquelle est dès lors régulièrement constituée et peut valablement délibérer sur son ordre du jour. Tous les actionnaires présents ou représentés déclarent avoir renoncé à toutes les formalités de convocation.

Après délibération, l'assemblée prend, chaque fois à l'unanimité, les résolutions suivantes:

Première résolution

L'assemblée décide de transférer le siège social de Luxembourg à Strassen et par conséquent de modifier l'article 2 alinéa 1 er des statuts comme suit:

" **Art. 2. Alinéa 1 er .** Le siège de la société est établi dans la commune de Strassen."

Deuxième résolution

L'Assemblée décide de fixer l'adresse de la société à L-8011 Strassen, 283, route d'Arlon.

Plus rien ne figurant à l'ordre du jour, la séance est levée.

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

Et après lecture faite et interprétation donnée aux comparants, tous connus du notaire par nom, prénoms usuels, état et demeure, ils ont tous signé le présent acte avec le notaire.

Signé: M. Vansimpsen, S. Becker, A. Vansimpsen, R. Arrensdorff.

Enregistré à Luxembourg, le 16 novembre 2012. Relation: LAC/2012/54164. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

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

Luxembourg, le 23 novembre 2012.

Référence de publication: 2012156888/52.

(120207658) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 décembre 2012.

Goodman Cobalt Logistics (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 135.988.

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

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

Pour Goodman Cobalt Logistics (Lux) S.à r.l.
Signature
Un Mandataire

Référence de publication: 2012162460/12.

(120214907) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Goodman Feldspar Logistics (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 136.615.

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

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

Pour Goodman Feldspar Logistics (Lux) S.à r.l.
Signature
Un Mandataire

Référence de publication: 2012162462/12.

(120214908) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Goodman Ginger Logistics (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 160.436.

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

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

Pour Goodman Ginger Logistics (Lux) S.à r.l.
Signature
Un Mandataire

Référence de publication: 2012162463/12.

(120214909) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Caspian Grill Beim Schlass S.à r.l., Société à responsabilité limitée,

(anc. Brasserie Grill Beim Schlass S.à r.l.).

Siège social: L-7556 Mersch, 3, place Saint Michel.

R.C.S. Luxembourg B 170.284.

L'an deux mille douze, le vingt-neuf novembre.

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

A COMPARU

Monsieur Ali MOZAFFARI, gérant de société, né à Bandar Anzali (Iran), le 8 janvier 1973, demeurant à L-8826 Perlé, 5, rue de l'Ardoisière (ci-après le «Comparant» ou l'«Associé unique»).

Lequel Comparant a requis le notaire instrumentaire de documenter ce qui suit:

- Qu'il est le seul et unique associé de la société à responsabilité limitée de droit luxembourgeois «Brasserie Grill Beim Schlass S.à r.l», établie et ayant son siège social à L-7556 Mersch, 3, Place Saint Michel, inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg, section B sous le numéro 170284, constituée suivant acte reçu par le notaire instrumentaire, en date du 17 juillet 2012, publié au Mémorial C, Recueil des Sociétés et des Associations du 22 août 2012, numéro 2077 (ci-après la «Société»).

- Qu'en sa qualité d'Associé unique, il a pris les résolutions suivantes:

Première résolution

L'Associé unique décide de changer la dénomination sociale de «Brasserie Grill Beim Schlass S.à r.l.» en «Caspian Grill Beim Schlass S.à r.l.».

Deuxième résolution

En conséquence de ce qui précède, l'Associé unique décide de modifier l'article quatre des statuts qui aura désormais la teneur suivante:

« **Art. 4.** La Société prendra la dénomination de «Caspian Grill Beim Schlass S.à r.l.»».

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la Société à raison des présentes est évalué à environ HUIT CENTS EUROS (800.- EUR).

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

Et après lecture faite et interprétation donnée au Comparant, connu du notaire par nom, prénom, qualité et demeure, ce dernier a signé avec le notaire la présente minute.

Signé: A. MOZAFFARI, M. LECUIT.

Enregistré à Mersch, le 03 décembre 2012. Relation: MER/2012/2807. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): A. MULLER.

POUR COPIE CONFORME.

Mersch, le 5 décembre 2012.

Référence de publication: 2012158725/38.

(120209995) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 décembre 2012.

Goodman Heliotrope Logistics (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 137.795.

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

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

Pour Goodman Heliotrope Logistics (Lux) S.à r.l.
Signature
Un Mandataire

Référence de publication: 2012162464/12.

(120214910) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Goodman Hematite Logistics (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 137.794.

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

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

Pour Goodman Hematite Logistics (Lux) S.à r.l.
Signature
Un Mandataire

Référence de publication: 2012162465/12.

(120214962) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Goodman Herten Logistics (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 131.887.

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

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

Pour Goodman Herten Logistics (Lux) S.à r.l.
Signature
Un Mandataire

Référence de publication: 2012162466/12.

(120214961) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Goodman Jasper Logistics (Lux) S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 137.789.

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

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

Pour Goodman Jasper Logistics (Lux) S.à r.l.
Signature
Un Mandataire

Référence de publication: 2012162467/12.

(120214960) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Hemmingstreet Corporation S.A., Société Anonyme.

Siège social: L-2540 Luxembourg, 18-20, rue Edward Steichen.

R.C.S. Luxembourg B 150.452.

EXTRAIT

En date du 05 décembre 2012, l'Assemblée générale extraordinaire de l'Actionnaire unique a pris les résolutions suivantes:

1. La démission de M. Olivier TOO en tant qu'administrateur de la Société est acceptée avec effet au 23 novembre 2012;

2. Mme. Barbara NEUERBURG, né le 18 may 1979 à Krumbach (Allemagne), avec adresse professionnelle au 15, rue Edward Steichen, L-2540 Luxembourg est élu nouvel administrateur de la Société avec effet au 23 novembre 2012 et jusqu'à l'Assemblée générale annuelle de 2017;

Pour extrait conforme

Luxembourg, le 05 décembre 2012.

Référence de publication: 2012162522/17.

(120214354) Déposé au registre de commerce et des sociétés de Luxembourg, le 13 décembre 2012.

Parinox S.A., Société Anonyme.

Siège social: L-1371 Luxembourg, 7, Val Sainte Croix.

R.C.S. Luxembourg B 148.486.

DISSOLUTION

L'an deux mille douze,

le vingt-huit novembre.

Par-devant Nous Maître Jean-Joseph WAGNER, notaire de résidence à SANEM, Grand-Duché de Luxembourg,

a comparu:

Monsieur Massimiliano FRIXIONE, directeur de société, demeurant 27 rue de l'abreuvoir, F-92100 Boulogne Billancourt,

ci-après dénommé: «le Mandant»,

ici représenté par:

Madame Carine AGOSTINI, employée privée, avec adresse professionnelle au 7 Val Sainte Croix, L-1371 Luxembourg,

ci-après dénommé: «le Mandataire»,

en vertu d'une procuration sous seing privé lui délivrée,

laquelle procuration, après avoir été signée «ne varietur» par le Mandataire du Mandant et le notaire soussigné, restera annexée au présent acte pour être enregistrée en même temps avec lui,

Lequel Mandataire, agissant en sa susdite qualité, a déclaré et a requis le notaire instrumentant d'acter:

I.- Que la société «PARINOX S.A.», une société anonyme, établie et ayant son siège social au 7 Val Sainte Croix, L-1371 Luxembourg, inscrite au Registre de Commerce et des Sociétés à Luxembourg, section B sous le numéro 148 486, a été constituée suivant acte notarié dressé par le ministère du notaire soussigné en date du 05 octobre 2009, publié au Mémorial C, Recueil des Sociétés et Associations (le «Mémorial») numéro 2084 du 22 octobre 2009 (ci-après: «la Société»). Les statuts de la Société ne furent jamais modifiés depuis le jour de sa création.

II.- Que le capital social souscrit de la Société s'élève actuellement à cent cinquante mille euros (150'000.-EUR), divisé en mille cinq cents (1'500) actions d'une valeur nominale de cent euros (100.-EUR) par action, chaque action étant intégralement libérée en numéraire.

III.- Que le Mandant déclare avoir parfaite connaissance des statuts et de la situation financière de la Société.

IV.- Que le Mandant est devenu propriétaire de toutes les mille cinq cents (1'500) actions de la susdite Société et qu'en tant qu'actionnaire unique il a décidé de procéder à la dissolution de la susdite Société.

V.- Que le Mandant, en tant que liquidateur de la Société, déclare que l'activité de la Société a cessé, que lui, en tant qu'actionnaire unique est investi de tout l'actif et qu'il a réglé tout le passif de la Société dissoute s'engageant à reprendre tous actifs, dettes et autre engagements de la Société dissoute et de répondre personnellement de toute éventuelle obligation inconnue à l'heure actuelle.

VI.- Que décharge pleine et entière est accordée à tous les administrateurs et au commissaire de la Société dissoute pour l'exécution de leurs mandants jusqu'à ce jour.

VII.- Que les livres et documents de la Société dissoute seront conservés pendant cinq (5) ans à l'ancien siège de la Société.

VIII.- Que les certificats d'actions au porteur ou le cas échéant, le registre des actionnaires nominatifs ont été annulés à partir de ce jour, le tout en présence du notaire instrumentant.

IX.- Que le Mandant s'engage à payer les frais du présent acte.

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

Et après lecture faite et interprétation donnée au Mandataire du Mandant, connu du notaire instrumentant par ses noms prénoms usuels, états et demeures, ledit Mandataire a signé avec Nous le notaire instrumentant le présent acte.

Signé: C. AGOSTINI, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 29 novembre 2012. Relation: EAC/2012/15846. Reçu soixante-quinze Euros (75.-EUR).

Le Receveur ff. (signé): Monique HALSDORF.

Référence de publication: 2012158448/51.

(120209542) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 décembre 2012.

Editeur: Service Central de Législation, 43, boulevard F.-D. Roosevelt, L-2450 Luxembourg

Imprimeur: Association momentanée Imprimerie Centrale / Victor Buck