

MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

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

C — N° 467

26 février 2013

SOMMAIRE

Above Wealth Funds, S.A., SICAV-SIF ...	22370	Neoclides Global Capital S.à r.l.	22414
Dynamo Studio Graphique Sàrl	22393	Nexus Capital (Luxembourg) S.à r.l.	22414
Ellingen Participations S.A.	22403	Nouvelle Optilux S. à r.l.	22416
Enjoyingweb S.A.	22370	Oberon Credit Investment I S.A.	22385
Fiduciaire SMC Luxembourg, Société Civile	22412	Opera Fund	22413
FL Finance S.A.	22370	Opera Fund	22392
Gilaspi Investments S.A.	22393	OR TP S.à r.l. - LOC	22385
Hayate Sàrl	22398	Parker Hannifin (Luxembourg) S.à r.l. ...	22413
ICAP Luxembourg Holdings (No.1) S.à.r.l.	22399	Parker Hannifin S.à r.l.	22413
Ijsselmeer Investments Limited	22393	PH Investissement S.à r.l.	22415
Immobilière Nicole S.A.	22394	Pitney Bowes Luxembourg Holding S.à r.l.	22412
Immobilière Rosa S.A.	22402	RMB Holdings S.A.	22415
Incentre	22400	Romanfin S.A.	22398
Iron Ore Lux	22400	Saggitarius Investments S.A.	22415
Ivernest S.A.	22403	Saint Petersburg Finance S.A.	22397
LDF65 S.à r.l.	22392	Salaun Invest A.G.	22414
Le Camille S.à r.l.	22392	SBR Holdings S.à r.l.	22397
L'Ecurie Grand'Ducale	22393	Sculptor Sparrow Investments S.à r.l.	22415
M2F	22414	Sigma Trust International Sàrl	22397
Mabledon Kings Cross UK S.à r.l.	22395	Skymoon Investment S.A.	22416
Maxmathal Développement S.A.	22396	Skype Global Holdco S.à r.l.	22398
Mercurio Asset Management S.à r.l.	22395	SL Logistics S.à r.l.	22395
Mic Cargo S.à r.l.	22414	Sodrugestvo Group S.A.	22415
Mission Investment S.A.	22416	Triton Masterluxco 3 S.à r.l.	22396
Mobius Holding S.A.	22413	Tunistex S.A.	22396
Moore Food S.à r.l.	22395	Urban&Civic Alconbury	22396
More Than Fuels S.A.	22409	Villeurbanne PropCo S.à r.l.	22397
MR International (Lux), S.à r.l.	22410	Wendilo Investments S.à r.l.	22394
MSJCG Participations SA	22410	Wieland Invest S.A.	22394
Nanya S.A.	22413	Wolseley Finance (Rockhopper) S.à r.l. ..	22410
		YANSENNE et fils s.à r.l.	22394

Enjoyingweb S.A., Société Anonyme.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.
R.C.S. Luxembourg B 152.363.

Le bilan de la société au 31/12/2011 a été déposé au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg.

Pour la société

Un mandataire

Référence de publication: 2013012178/12.

(130014531) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

FL Finance S.A., Société Anonyme.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 151.065.

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 10 janvier 2013.

Maître Léonie GRETHEN

Notaire

Référence de publication: 2013012209/12.

(130014254) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Above Wealth Funds, S.A., SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Siège social: L-2134 Luxembourg, 58, rue Charles Martel.
R.C.S. Luxembourg B 174.352.

STATUTES

In the year two thousand and twelve, on the twenty-first day of December 2012.

Before us Maître Marc Loesch, notary residing in Luxembourg (Grand Duchy of Luxembourg).

There appeared:

Gottex Fund Management S.à r.l., a limited liability company incorporated and existing under the laws of Switzerland, with registered office at Avenue de Rhodanie 48, 1007 Lausanne, Switzerland, recorded with the Commercial register of Canton de Vaud, Switzerland, under number CH-550.0.051.265-1,

represented by Mr Frank Stolz, employee residing professionally at 13, avenue Francois Clément, L-5612 Mondorf-les-Bains,

pursuant to a proxy under private seal dated 17 December 2012.

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

Such appearing party, in the capacity in which it acts, has requested the notary to state as follows the articles of incorporation of a company which is hereby established as follows:

Name, Form, Duration, Object, Registered office

Art. 1. There exists among the subscriber and all those who may become holders of shares a company in the form of a "société anonyme" qualifying as a "société d'investissement à capital variable - fonds d'investissement spécialisée" under the name of "ABOVE WEALTH FUNDS, S.A., SICAV-SIF" (the "Company").

Art. 2. 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. 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 Luxembourg law of 13 February 2007 relating to specialised investment funds, as amended (the "2007 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 full extent permitted by the 2007 Law, as such law may be amended, supplemented or rescinded from time to time.

Art. 4. The registered office of the Company is established in Luxembourg, in the Grand Duchy of Luxembourg. If and to the extent permitted by and on the conditions set forth in Luxembourg laws and regulations, the board of directors of the Company (the "Board") 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.

In the event that the Board determines that extraordinary political, economic, 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 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.

Share capital - Shares - Sub-funds - Classes of shares - Termination of a class - Amalgamation

Art. 5. The capital of the Company shall be represented by fully paid shares (the "Shares") of no par value and shall at any time be equal to the total net assets of the Company as defined in Article twenty-nine hereof.

The minimum capital of the Company shall be the USD equivalent of the minimum capital required by the 2007 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 2007 Law.

The initial capital is the USD equivalent of thirty-one thousand euro (EUR 31,000.-) divided into three hundred ten (310) fully paid up Shares of no par value.

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

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

Art. 6. Shares may only be subscribed by well-informed investors (investisseurs avertis) within the meaning of the 2007 Law (the "Eligible Investors" or individually an "Eligible Investor").

The Board may delegate to any duly authorised Director (the "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 2007 Law.

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.

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 Directors of the Company, the other shareholders and the Company's agents for any damages, losses and expenses resulting from or connected to such holding in circumstances where the relevant shareholder had furnished misleading or untrue representations to wrongfully establish its status as an Eligible Investor or has failed to notify the Company of its loss of such status.

Art. 7. Within each such class of shares, further sub-classes having specific subscription prices (for equalization purposes), specific sale, redemption or distribution charges (a "sales charge system") and specific income distribution policies or any other features may be created as the Board may from time to time determine and as disclosed in the sales documents of the relevant Sub-Fund. For the purpose of these Articles, any reference hereinafter to "class of shares" shall also mean a reference to "sub-class of shares" unless the context otherwise requires.

The different classes of shares may be denominated in different currencies to be determined by the Board provided that for the purpose of determining the capital of the Company, the net assets attributable to each class shall, if not expressed in United States dollars, be converted into United States dollars and the capital shall be the total of the net assets of all the classes. The Company may use techniques and instruments for hedging purposes, to protect a class against foreign currency exposure, including the use of but not limited to forward foreign currency exchange contracts, futures contracts, options, put and call options on securities, indices and currencies, stock index contracts, swap contracts, repurchase/reverse repurchase and stock-lending agreements subject to the conditions set out in the 2007 Law and any circular of the Commission de Surveillance du Secteur Financier (the "CSSF").

The general meeting of holders of shares of a class, deciding with simple majority, may consolidate or split the shares of such class. The general meeting of holders of shares of a class, deciding in accordance with the quorum and majority requirements referred to in these Articles, may reduce the capital of the Company by cancellation of the shares of such

class and refund to the holders of shares of such class the full Net Asset Value of the shares of such class as at the date of distribution.

The general meeting of holders of shares of a class or several classes may also decide to allocate the assets of such class or classes of shares to those of another existing class of shares and to redesignate the shares of the class or classes concerned as shares of another class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders or the allocation, if so resolved, of rights to fractional entitlements pursuant to Article five of the Articles).

Where the Company adopts an equalisation methodology with respect to incentive fees, then the board of the Company is authorised, without the consent of the shareholder to issue and redeem shares on the conditions set out in the sales document of the relevant Sub-Fund.

Art. 8. Sub-funds. The Company has an umbrella structure and the Board is entitled to establish a pool of assets constituting a sub-fund (a "Sub-Fund") within the meaning of article 71 of the 2007 Law for each class of Shares or for two or more classes of Shares in the manner described below. The Company constitutes one single legal entity. However, by derogation to the provisions of article 2093 of the Luxembourg civil code, each pool of assets shall be invested for the exclusive benefit of the relevant Shareholders of that Sub-Fund and each Sub-Fund shall only be responsible for the liabilities which are attributable to such Sub-Fund. All the rights of investors and creditors in relation to each Sub-Fund are therefore limited to the assets of the Sub-Fund. Each Sub-Fund will be deemed to be a separate entity for the investors and creditors of the relevant Sub-Fund.

The Board shall create each Sub-Fund for an unlimited period of time.

The Board shall determine and attribute in the relevant sales documents of the Sub-Fund, inter alia, specific investment objectives or restrictions and policies, a specific denomination, specific charging structures, specific dividend policies and specific regulations governing the subscription and the redemption of the relevant Shares. The Sub-Funds may be denominated in different reference currencies as the Board may determine.

Within a Sub-Fund, classes of shares may be defined and issued from time to time by the Board and each such class may, inter alia, correspond to (without being limited to):

- (i) A specific distribution policy, such as entitling to distributions or not entitling to distributions and / or,
- (ii) A specific sales and redemption charge structure and / or,
- (iii) A specific management or advisory fee structure and / or,
- (iv) A specific distribution fee structure and / or,
- (v) A specific currency and / or,
- (vi) The use of different hedging techniques in order to protect in the reference currency of the relevant portfolio the assets and returns quoted in the currency of the relevant class of shares against long-term movements of their currency of quotation and / or,
- (vii) Any other specific features applicable to one Class.

Subject to the conditions set out in the 2007 Law, a Sub-Fund may acquire shares in the Company, which have been attributed to another Sub-Fund. The Law of August 10, 1915 on Commercial Companies, as amended, (the "1915 Law") shall not apply to the Company insofar as an acquisition by one Sub-Fund of the Shares attributed to another Sub-Fund is concerned.

Form of shares, Share certificates, and Dividends and Transfer of shares

Art. 9. The Board may decide to 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.

Art. 10. The Company shall decide whether share certificates shall be delivered to the shareholders and under which conditions or whether the shareholders shall receive a written confirmation of their shareholding. Share certificates, if applicable, shall be signed by two Directors and an official duly authorised by the Board for such purpose. Signatures of the Directors may be either manual, or printed, or by facsimile. The signature of the authorised official shall be manual. The 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.

Art. 11. 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 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 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 approved by the Board 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.

Art. 12. Transfer of shares shall be effected by inscription of the transfer to be made by the Company upon delivery of the certificate or certificates, if any, representing such shares, to the Company along with other instruments of transfer satisfactory to the Company. Transfers of shares are conditional upon the proposed transferee qualifying as an Eligible Investor and not being prohibited from holding shares as described under Article twelve and being able to make the representations and warranties set out in the Company application form for shares annexed to the relevant sale documents.

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.

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 annulment of the original share certificate.

Restrictions on Shareholding

Art. 13. The Board shall have power to impose such restrictions as it may think necessary for the purpose of ensuring that no shares in the Company are acquired or held by any person (a "person" includes a reference to a body corporate, an unincorporated association or a partnership or that person's legal and personal representatives and successors):

- (a) not qualifying as an Eligible Investor; or
- (b) in breach of the law or requirement of any country or governmental authority; or
- (c) 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; or
- (d) regarded as a non-eligible "U.S. Person" as defined in the sales document of the relevant Sub-Fund; or

Where the Company acts as a feeder fund and is required to make certain representations and warranties to the master fund as to its eligibility as an investor in that fund and it is only able to make such representation and warrants by restricting the type of person that may hold shares in the Company.

For the purposes set out above under Article thirteen the Company may:

a) decline to issue any share or to register any transfer of any share where it appears to it that such registry would or might result in such share being directly or beneficially owned by a person, who is precluded from holding shares in the 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 class, determined in accordance with Article twenty-nine hereof less any service charge (if any) or any equalization adjustment as set out in the relevant Sub-Fund sales documents (if any);

3. Payment of the redemption price will be made to the shareholder appearing as the owner thereof in the currency of denomination for the relevant class of shares and will be deposited by the 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 in 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; and

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;

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.

General meetings

Art. 14. 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. 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 third Monday of June in each year at 16.30 p.m. CET. If such day is not a bank business day in Luxembourg, the annual general meeting shall be held on the next following bank business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the Board, exceptional circumstances so require.

If permitted by and at 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 or place are to be decided by the Board.

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

Art. 16. 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 and regardless of the Net Asset Value per share within the class, is entitled to one vote, subject to the limitations imposed by these Articles. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by facsimile or any other electronic means capable of evidencing such proxy form as permitted by law. Such proxy form will remain valid for any reconvened meeting unless it is specifically revoked.

The Board may determine that a shareholder may also participate at any meeting of shareholders by videoconference or any other means of telecommunication allowing the identification of such shareholder. Such means must allow the shareholder to effectively act at such meeting of shareholders, the proceedings of which must be retransmitted continuously to such shareholder. Such proxy shall be deemed valid, provided that it is not revoked, for any reconvened shareholders' meeting.

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

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

Art. 17. Shareholders will meet upon call by the Board pursuant to notice setting forth the agenda sent at least eight days prior to the meeting to each shareholder at the shareholder's address in the Register of Shareholders.

If permitted by and at the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of shareholders may specify that the quorum and the majority applicable for this general meeting will be determined by reference to the shares issued and in circulation 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/its/her shares will be determined by reference to the shares held by this shareholder as at the Record Date.

General meetings of shareholders in a sub-fund or in a class of shares.

Art. 18. The Shareholders of the class or classes issued in respect of any Sub-Fund may hold, at any time, a general meeting to decide on any matters which relate exclusively to such Sub-Funds.

The Shareholders of any class in respect of any class may hold, at any time, general meetings to decide on any matters which relate exclusively to such class.

The section under General Meetings apply to such meetings unless the context requires otherwise.

Board of directors

Art. 19. 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 elected by the shareholders at their annual general meeting for a period ending at the next annual general meeting and until their successors are elected and qualify, provided, however, that a Director may be removed with or without cause and/or replaced at any time by resolution adopted by the shareholders.

In the event of a vacancy in the office of a 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.

Proceedings of directors and Powers of the board

Art. 20. The Board shall choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It shall also 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 any two Directors, at the place indicated in the notice of meeting.

If a chairman is appointed, he shall preside at all meetings of shareholders and of the Board, but in his absence the shareholders or the Board may appoint any 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 twenty-four 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, fax or any other means of electronic transmission 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 another Director as his proxy in writing, fax or any other means of electronic transmission capable of evidencing such proxy as permitted by law. A Director may also participate at any Board meeting by telephone conference, videoconference or any other means of telecommunication allowing the identification of such Director. Such means must allow the Director to effectively act at such meeting of the Board, the proceedings of which must be retransmitted continuously to such Director.

The Directors may only act at duly convened meetings of the Board. Directors may not 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 by another Director as proxy 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.

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

No meetings of the Board may be held in the United Kingdom of Great Britain and Northern Ireland.

The Board from time to time may appoint the officers of the Company, including a general manager, a secretary, and any assistant general managers, assistant secretaries or other officers considered necessary for the operations 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 them by the Board.

Within the limits prescribed by the 2007 Law, 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 physical persons or corporate entities which need not be members of the Board. The Board may also delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board or not) as it thinks fit, provided that the majority of the members of the committee are Directors and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are Directors of the Company.

Art. 21. 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 such chairman, or by the secretary, or by two Directors.

Art. 22. 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 the Company.

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

Directors' interest and Indemnification

Art. 23. 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 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.

The term "personal interest", as used in the preceding sentence, shall not include any relationship with or interest in any matter, position or transaction the entity promoting the Company, any parent undertaking, any subsidiary or affiliate thereof or such other corporation or entity as may from time to time be determined by the Board on its discretion, unless such "personal interest" is considered to be a conflicting interest by applicable laws and regulations.

Indemnity

Art. 24. 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.

Representation

Art. 25. The Company will be bound by the joint signature of any two Directors or by the joint or single signature(s) of any other person(s) to whom such authority has been delegated by the Board.

Auditor

Art. 26. The Company shall appoint an approved auditor ("réviseur d'entreprises agréé") who shall carry out the duties prescribed by the 2007 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.

Redemption and Conversion of shares

Art. 27. 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.

A shareholder may at any time request the redemption of all or part of his shares by the Company, provided that shares may not be redeemed until the expiration of any notice period, if applicable. Any redemption request must be filed by such shareholder in written form or a request evidenced by any other electronic means deemed acceptable by the Company subject to the conditions set out in the sales documents of the relevant Sub-Fund, 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.

Payment of the redemption price will normally be made within the time-frame set out in the relevant Sub-Fund sales documents with a portion held back in accordance with the provisions of the relevant Sub-Fund sales document (holdback portion). The holdback portion will normally be paid, without interest thereon, no later than the time frame set out in the relevant Sub-Fund sales document. A redemption fee may apply if permitted by the relevant Sub-Fund sales documents. The redemption price shall be equal to the Net Asset Value for the relevant class of shares as determined in accordance with the provisions of Article twenty-nine hereof less any adjustment for the purposes of incentive fee equalization as set out in the relevant Sub-Fund sales documents, such price being rounded to six places of precision after the decimal, unless otherwise decided by the Board and disclosed in the sales documents of the relevant Sub-Fund.

The Company, on receiving requests to redeem shares amounting to the percentage set out in the relevant Sub-Fund's sales documents of the relevant Sub-Fund on a single Dealing Day shall not be bound to permit the entire redemption request on that Dealing Day. Instead, the Company may defer the portion of the redemptions exceeding the limit set out in the relevant Sub-Fund sales document. Notwithstanding the foregoing, the Board of Directors may waive or increase the said limit. The percentage of the Net Asset Value designated by the Board of Directors that shall be permitted to be redeemed shall be referred to as the "Allowable Percentage".

Each shareholder will be allowed to redeem an amount equal to the total value of their investment multiplied by the Allowable Percentage (the "Maximum Allowable Redemption Amount").

If the Maximum Allowable Redemption Amount for a shareholder is less than the value of a redemption request submitted by that shareholder, then the redemption for that shareholder will be reduced to Maximum Allowable Redemption Amount. If, the Maximum Allowable Redemption Amount for a shareholder is equal to or greater than the value of a redemption request submitted by that shareholder then the redemption request will be processed as requested.

In the event that redemptions are deferred in accordance with the above paragraphs, the redemptions that are deferred will be carried forward to the next Dealing Day and will be treated *pari passu* with any other redemptions for that Dealing Day without any priority being afforded any such deferred redemption request in relation to later redemption requests.

The Board of Directors may extend the period for payment of redemption proceeds in exceptional circumstances to such period as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of such Sub-Fund are invested or in exceptional circumstances where the liquidity of such Sub-Fund 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 shares of the relevant Sub-Fund and any applicable notice period as well as the circumstances of its application will be publicised in the sales documents of such Sub-Fund relating to the sale of such shares.

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 payment in relation thereto.

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 a portfolio in value equal to the Net Asset Value attributable to the shares to be redeemed as described in the sales documents of the relevant Sub-Fund. Where a Sub-Fund acts as feeder fund and places a redemption at the master fund level to satisfy redemptions received from its shareholders and, receives assets in kind (in full or partial payment) from the master fund the Board may transfer these assets as payment (in full or in part) of the redemptions it received from its shareholders. 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 of determining the Net Asset Value of the shares.

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

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 or made following receipt of in-kind assets from the master fund.

Any request for redemption in accordance with the provisions set forth in the sales documents of the relevant Sub-Fund shall be irrevocable except in the event of suspension of redemption pursuant to Article twenty-nine hereof or if the Directors, at their discretion, taking due account of the principle of equal treatment between Shareholders and the interest of the relevant class, decide otherwise. In the absence of revocation, redemption will occur as of the first redemption day after the end of the suspension provided that the Shareholder has satisfied the requisite notice period set forth in the sales documents of the relevant Sub-Fund.

Any shareholder may request conversion of whole or part of his shares of one class into shares of another class at the respective Net Asset Values of the shares of the relevant class, provided that the Board may impose such restrictions between classes of shares as disclosed in the sales documents of the relevant Sub-Fund as to, inter alia, frequency of conversion, and may make conversions subject to payment of a charge as specified in the sales documents of the relevant Sub-Fund.

The conversion request may not be accepted unless any previous transaction involving the shares to be converted has been fully settled by such shareholder.

No redemption or 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.

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

Notwithstanding the foregoing, if in exceptional circumstances the liquidity of a Sub-Fund is not sufficient to enable payment of redemption proceeds or conversions to be made within the relevant payment period, such payment (without interest), or conversion, will be made as soon as reasonably practicable thereafter.

The Board may in its absolute discretion compulsorily redeem or 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 published in the sales documents of the relevant Sub-Fund.

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

Shares of a class having a specific sales charge system and a specific distributions policy, as provided in Article eight above, may be converted to shares of a class of shares having the same sales charge system and having the same or a different distribution policy.

Determination of net asset value

Art. 28. The Net Asset Value, the subscription price and the redemption price of each share in the Company shall be determined from time to time as the Board may decide and as reflected in the sales documents of the relevant Sub-Fund.

The Company may temporarily suspend the determination of the Net Asset Value, the subscription price and redemption price of shares of any particular class and/or the issue or redemption of the shares in such class from its shareholder as well as conversion from and to shares of such class:

(a) when the stock exchanges or markets on which the valuation of a major part of the Company's assets is based or when the foreign exchange markets corresponding to the currencies in which the Net Asset Value or a considerable portion of a Sub-Fund's assets are denominated, are closed, except on regular public holidays, or when trading on such a market is limited or suspended or temporarily exposed to severe fluctuations; or

(b) during any period when the Net Asset Value of one or more investment funds, in which a Sub-Fund will have invested and the units or the shares of which constitute a significant part of the assets of a Sub-Fund, cannot be determined promptly and accurately so as to reflect their fair market value on a Valuation Day as defined in the sales documents of the relevant Sub-Fund; or

(c) during the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of investments of the relevant class by a Sub-Fund is impracticable or would be seriously prejudicial to the interest of the Company or the shareholders; or

(d) during any breakdown in the means of communication normally employed in determining the price or value of any of a Sub-Fund's investments or the current prices or values on any market or stock exchange; or

(e) when political, economic, military or other emergencies beyond the control, liability and influence of the Company make it impossible to access the Company's assets under normal conditions or such access would be detrimental to the interests of the shareholders; or

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

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

(h) if the Board has determined that there has been a material change in the valuations of a substantial proportion of the investments of the Company attributable to a particular class of shares or Sub-Fund in the preparation or use of a valuation or the carrying out of a later or subsequent valuation; or

(i) during any other circumstance(s) where a failure to do so might result in the Company or its shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or any other detriment which the Company or its shareholders might so otherwise have suffered; or

(j) in certain circumstances in which permitting redemptions (including partially or wholly in kind) could result in (or could render more likely) an event of default, a failure of a test or similar event under one or more of any class of shares' financing arrangements; or

(k) during which, in the opinion of the Board, the effect of redemptions would be to seriously impair the Company's or any class of shares' or Sub-Funds' ability to operate.

Any such suspension shall be published by the Company in newspapers determined by the Board if appropriate, and shall be promptly notified to shareholders requesting redemption or conversion of their shares by the Company at the time of the filing of the written request for such redemption or conversion as specified in the Articles.

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

Art. 29. The Net Asset Value of shares of each class of shares in the relevant Sub-Fund 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 month) by dividing the net assets of the Company corresponding to each class of shares of that Sub-Fund, being the value of the portion of assets of the Sub-Fund corresponding to such class less the liabilities attributable to such class (in each case in accordance with the valuation guidelines set forth below) by the number of shares of the relevant class outstanding.

The subscription and redemption price of a share of each class shall be expressed in the reference currency of the relevant class (and/or in such other currencies as the Board shall from time to time determine) as a per share figure and shall be determined in respect of any Valuation Day as the Net Asset Value per share of that class calculated in respect of such Valuation Day adjusted by a sales commission, redemption charge, equalization deficit or credit, if any, fixed by the Board in accordance with all applicable law 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 of shares shall be made in the following manner:

A. The assets of the Company in respect of a Sub-Fund shall be deemed to include:

- (a) all cash in hand or receivable or on deposit, including accrued interest;
- (b) all bills and notes payable on demand and any amounts due (including the proceeds of securities sold but not collected);
- (c) all securities, shares, bonds, debentures, options or subscription rights, futures contracts, warrants and other investments and securities belonging to the Sub-Fund;
- (d) all dividends and distributions due to the Sub-Fund in cash or in kind to the extent known to the Company (the Company may however adjust the valuation to fluctuations in the market value of securities due to trading practices such as trading ex-dividends or ex-rights);
- (e) all accrued interest on any securities held by the Sub-Fund except to the extent such interest is comprised in the principal thereof;
- (f) the preliminary expenses of the Sub-Fund insofar as the same have not been written off, provided that such preliminary expenses may be written off directly from the capital of the Company relating to the relevant Sub-Fund; and
- (g) all other assets of every kind and nature, including prepaid expenses.

The value of such assets shall be determined as follows:

(1) the value of any cash on hand or on deposit, demand notes, accounts receivable, prepaid expenses, dividends receivable and interest declared or accrued and not yet received shall be deemed to be the full amount thereof unless the Board of Directors shall have determined that any such deposit, demand note or account receivable is not worth the full amount thereof in which event the value thereof shall be deemed to be such value as the Board of Directors shall deem to be the reasonable value thereof;

(2) the value of assets, securities and other investments which are listed or dealt on any official stock exchange or traded on any other organised market, is based on the last available price. Where such securities or other assets are quoted or dealt in on or more than one stock exchange or other organised markets, the Board of Directors shall select the principal of such stock exchanges or markets for such purposes;

(3) the value of assets, securities and other investments dealt in on any other Regulated Market is based on their last available price;

(4) in the event that any assets, securities and other investments are not listed or dealt in on any stock exchange or on any other Regulated Market, or if, with respect to assets, securities and other investments listed or dealt in on any stock exchange, or other Regulated Market as aforesaid, the price as determined pursuant to sub-paragraph (2) or (3) is, in the opinion of the Board, not representative of the fair market value of the relevant assets, the value of such assets will be based on the reasonably foreseeable sales price determined prudently and in good faith by the Board;

(5) the liquidating value of futures, spot, forward or options contracts not traded on exchanges or on other Regulated Markets shall mean their net liquidating value determined, pursuant to the policies established by the Board, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, spot, forward or options contracts traded on exchanges or on other Regulated Markets shall be based upon the last available settlement prices of these contracts on the relevant exchanges and/or Regulated Markets on which the particular futures, spot, forward or options contracts are traded, provided that if a futures, spot, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, then the basis for determining the liquidating value of such contract shall be such value as the Board may, in good faith and pursuant to verifiable valuation procedures, deem fair and reasonable;

(6) credit default swaps will be valued at their present value of future cash flows by reference to standard market conventions, where the cash flows are adjusted for default probability or such other method determined in good faith by the Board if it considers that such valuation better reflects the fair value of the relevant credit default swaps. Interest rate swaps will be valued at their market value established by reference to the applicable interest rates' curve. Other swaps will be valued at fair market value as determined in good faith pursuant to the procedures established by the Board and recognised by the auditor of the Company;

(7) units or shares of open-ended underlying funds will be valued on the basis of the latest net asset value determined according to the provisions of the particular issuing documents of the relevant underlying funds or, at their latest unofficial net asset values (i.e. estimates of net asset values which are not generally used for the purposes of subscription and redemption or which may be provided by a pricing source including the investment manager of the underlying fund (other than the administrative agent of the underlying fund) if more recent than their official net asset values. The Net Asset Value calculated on the basis of unofficial net asset values of underlying funds may differ from the Net Asset Value which would have been calculated on the relevant Valuation Day, on the basis of the official net asset values determined by the administrative agents of the underlying funds. However, such Net Asset Value is final and binding notwithstanding any different later determination.

(8) all other securities and other assets will be valued at fair market value as determined in good faith pursuant to the procedures established by the Board;

(9) money market instruments will be valued at their last known price. In the case of money market instruments where the volume of trading on the exchange is low but which are traded between securities dealers on a secondary market using usual market price formation methods, the Company can use the prices on this secondary market as the basis for its valuation of these money market instruments. The value of money market instruments not admitted to official listing on any stock exchange or dealt on any Regulated Market and with remaining maturity of less than twelve months and of more than ninety days is deemed to be the nominal value thereof, increased by any interest accrued thereon. Money market instruments with a remaining maturity of ninety days or less and not traded on any market will be valued by the amortised cost method, which approximates market value;

(10) debt securities with a residual maturity of more than one year and other securities are valued at the last known price, if they are listed on an official stock exchange. If the same security is listed on several stock exchanges, the last known price on the stock exchange that represents the major market for this security will apply;

(11) debt securities with a residual maturity of more than one year and other securities are valued at the last known price on this market, if they are not listed on an official stock exchange, but traded on another regulated market, which is recognised, open to the public and operating regularly;

(12) time deposits with an original maturity exceeding thirty days can be valued at their respective rate of return, provided the corresponding agreement between the credit institution holding the time deposits and the Company stipulates that these time deposits may be called at any time and that, if called for repayment, their cash value corresponds to this rate of return;

(13) Listed derivatives will be valued at the last bid price for long positions, or the last ask price for short positions;

(14) for the purpose of determining the value of the Sub-Fund's assets, the administrator of the Company (the "Administrator"), having due regards to the standard of care and due diligence in this respect, may, when calculating the Net Asset Value, completely and exclusively rely upon the valuations provided (i) by the Board, who may rely on advice received from the investment manager, (ii) by various pricing sources available on the market such as pricing agencies (i.e., Bloomberg, Reuters, Telekurs...) or fund administrators, (iii) by prime brokers and brokers, or (iv) by a specialist(s) duly authorised to that effect by the Board. In particular, for the valuation of any assets for which market quotations or fair market values are not publicly available (including but not limited to non-listed structured or credit-related instruments and other illiquid assets), the Administrator will exclusively rely on valuations provided either by the Board (which may be based on advice received from the investment manager) or by third party pricing sources appointed by the Board under its responsibility or other official pricing sources like Company's administrators and others and will not check the

correctness and accuracy of the valuations so provided. If the Board gives instructions to the Administrator to use a specific pricing source, the Board undertakes to make its own prior due diligence on such agents as far as its competence, reputation, professionalism are concerned so as to ensure that the prices which will be given to the Administrator are reliable and the Administrator will not, and shall not be required to, carry out any additional due diligence or testing on any pricing source. So far as these assets are concerned, the sole responsibility of the Administrator is to compute the Net Asset Value on the basis of the prices provided by the Board or the other appointed third party pricing source(s), without any responsibility whatsoever on the correctness or accuracy of the valuations provided by the relevant sources. For the avoidance of doubt, the Administrator will not effect any testing on valuations on prices nor collect or analyse any supporting documents which will assess or evidence the accuracy of the prices of any asset held in the portfolio for which a price or valuation is provided in accordance with this article.

(15) in circumstances where (i) one or more pricing sources fails to provide valuations to the Administrator, which could have a significant impact on the Net Asset Value, or where (ii) the value of any asset(s) may not be determined as rapidly and accurately as required, the Administrator is authorised to not calculate Net Asset Value and as a result may be unable to determine subscription, conversion and redemption prices. The Board shall be informed immediately by the Administrator should this situation arise. The Board may then decide to suspend the calculation of the Net Asset Value in accordance with the procedures described under the relevant section of the sales documents of the relevant Sub-Fund;

(16) the value of all assets and liabilities not expressed in the reference currency of a class of shares will be converted into the reference currency of such class of shares as determined in the ordinary course by the Administrator, unless otherwise disclosed in the sales documents of the relevant Sub-Fund, on the relevant Valuation Day;

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

(18) the Net Asset Value per share of each class of shares and the issue and redemption prices per share of each class of shares may be obtained during business hours at the registered office of the Company.

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

- (a) all borrowings, bills and other amounts due;
- (b) all administrative and other operative expenses due or accrued including all fees payable to the investment manager (s), 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 Sub-Fund of whatsoever kind and nature except liabilities represented by shares in the Sub-Fund. In determining the amount of such liabilities, the Board shall take into account all expenses payable by the Sub-Fund which shall comprise formation expenses, directors' fees, fees payable to its investment advisers or investment managers, accountants, custodians, domiciliary, registrar and transfer agents, any paying agent and permanent representatives in places of registration, any other agent employed by the Company, stock exchange listing expenses and fees due to the Luxembourg supervisory authority, expenses incurred in the issue and redemption of shares and payment of dividends, registration fees, insurance, interest and the costs of computation and publication of share prices and postage, fees for internal and external legal services, internal and external accounting, audit and tax preparation expenses, expenses associated with its investment program, licensing (including certain research and market data databases and software and certain administrative software), promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of prospectuses, explanatory memoranda or registration statements, taxes or governmental charges, and all other operation expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Board may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

For the purposes of the valuation of its liabilities, the Board 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.

The Board shall establish a Sub-Fund in respect of each class of shares and may establish a Sub-Fund in respect of two or more classes of shares in the following manner:

(i) If two or more classes of shares relate to one Sub-Fund, the assets attributable to such classes shall be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned. The proceeds to be received from the issue of shares of a class shall be applied in the books of the company to the Sub-Fund established for that class of shares, and the relevant amount shall increase the proportion of the net assets of such Sub-Fund attributable to the class of shares to be issued, and the assets and liabilities and income and expenditure attributable to such class or classes shall be applied to the corresponding Sub-Fund subject to the provisions of this clause.

(ii) On each occasion when shares are issued or redeemed, the Net Asset Value to be allocated to each Share and/or sub-class of Shares shall be increased or reduced by the amount received or paid out.

(iii) Where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same Sub-Fund or class as the assets from which it was derived and on each revaluation of an asset, the increase or decrease in value shall be applied to the relevant Sub-Fund or class.

(iv) Where the Company incurs a liability which relates to any asset of a particular class or Sub-Fund or to any action taken in connection with an asset of a particular class or Sub-Fund, such liability shall be allocated to the relevant class or Sub-Fund.

(v) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular class of shares or Sub-Fund, such asset or liability shall be allocated to all the classes of shares or Sub-Fund pro rata to the net asset values of the relevant classes of shares or Sub-Funds or in such other manner as determined by the Board acting in good faith. Each class of Shares or Sub-Fund shall only be responsible for the liabilities which are attributable to such class of Shares or Sub-Fund.

(vi) Upon the payment of distributions to the holders of any class of shares, the Net Asset Value of such class of shares shall be reduced by the amount of such distributions (causing a reduction in the amount of the net asset value to be allocated to the shares of this class). Whereas the Net Asset Value of accumulation shares shall remain unchanged (causing an increase in the amount of the net asset value to be allocated to accumulation shares).

E. For the purpose of valuation under this Article:

(a) shares of the Company to be redeemed under Article twenty-seven 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 therefor shall be deemed to be a liability of the relevant Sub-Fund;

(b) 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 of shares; and

(c) effect shall be given on any Valuation Day to any purchases or sales of securities contracted for a Sub-Fund on such Valuation Day to the extent practicable.

Art. 30. Unless otherwise decided by the Board and disclosed in the relevant Sub-Fund 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 subscription price as hereinabove defined for the relevant class of shares. The price so determined shall be payable within a period as determined by the Board but no later than the business day before the applicable Valuation Day, unless otherwise decided by the Board and disclosed in the sales documents of the relevant Sub-Fund. 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 auditor of the Company confirming the value of any assets contributed in kind, be paid by contributing to the Company securities acceptable to the Board consistent with the investment policy and investment restrictions of the Company.

Appointment of depositary

Art. 31. The Company shall appoint a depositary which shall satisfy the requirements of the 2007 Law and which shall be responsible for the safekeeping of the assets of the Company and shall hold the same itself or through its agents. The appointment of the depositary shall be on terms that:

(a) the duties of the depositary shall cease in the case of voluntary withdrawal of the depositary or of its removal by the Company provided that until the depositary is replaced, which must happen within two months, the depositary must take all necessary steps for the preservation of the interests of the shareholders; and (b) the Company shall not terminate the appointment of the depositary except upon the appointment of a new depositary by the Company or if the depositary goes into liquidation, becomes insolvent or has a receiver of any of its assets appointed or if the Company is of the opinion that there is a risk of loss or misappropriation of any of the assets of the Company if the appointment of the depositary is not terminated.

Dissolution and Liquidation

Art. 32. The dissolution of the Company will be decided in compliance with the 2007 Law and the 1915 Law.

At the proposal of the Board and unless otherwise provided by law and the Articles, the Company may be dissolved prior to the end of its term by a resolution of the Shareholders adopted in the manner required to amend the Articles, and subject to the approval of the Board.

In particular, the Board shall submit to the general meeting of the Shareholders the dissolution of the Company when all investments of the Company have been disposed of or liquidated.

Whenever the share capital falls below two-thirds of the subscribed capital increased by the share premium, if any, indicated in article five of the Articles, 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 a simple majority of the validly cast votes, which for the avoidance of doubt shall not include abstention, nil vote and blank ballot paper.

The question of the dissolution of the Company shall further be referred to the general meeting of Shareholders whenever the subscribed capital increased by the share premium, if any, falls below one-fourth of the subscribed capital increased by the share premium, if any, set by Article 5 of the Articles; 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 Shares represented and validly cast at the meeting.

The meeting must be convened so that it is held within a period of forty (40) days from ascertainment that the subscribed capital increased by the share premium, if any, have fallen below two-thirds (2/3) or one-fourth (1/4) of the legal minimum, as the case may be, or they have fallen below the amount as indicated in the 2007 Law.

Upon the termination of the Company, the assets of the Company will be liquidated in an orderly manner and all investments or the proceeds from the liquidation of investments will be distributed to the Shareholders in proportion to their holding of Shares.

Termination, Liquidation and Contribution of sub-funds or classes of shares

Art. 33. Termination, liquidation and contribution of Sub-Funds or classes of shares. The Board may decide to close one or more classes or Sub-Funds (having or not a limited duration) if the net asset value of a sub-fund or a class falls below EUR 1,250,000 or its equivalent in any other currency, or if a change in the economic or political situation relating to the sub-fund or class concerned would justify such liquidation or if necessary in the interest of the shareholders of the Company.

In such event, the assets of the sub-fund or class will be realised, the liabilities discharged and the net proceeds of realisation distributed to shareholders in proportion to their holding of shares in that Sub-Fund or class. Notice of the termination of the sub-fund or class will be given in writing to the shareholders and will be published in the Memorial in Luxembourg.

Any amounts not claimed by any shareholder shall be deposited at the close of liquidation with the custodian during a period of 6 (six) months; at the expiry of the 6 (six) months' period, any outstanding amount will be deposited in escrow with the Caisse de Consignation.

In the event of any contemplated liquidation of the Company or any Sub-Fund or class, no further issue, conversion, transfer or redemption of shares will be permitted after publication of the first notice to shareholders. All shares outstanding at the time of such publication will participate in the Company's or the sub-funds' or class' liquidation distribution.

A Sub-Fund or class may be merged with another sub-fund or class by decision of the Board of the Company if the value of its net assets falls below EUR 1,250,000 or its equivalent or if a change in the economic or political situation relating to the sub-fund or class concerned would justify such merger or if necessary in the interests of the shareholders or the Company. Notice of the merger will be given in writing to registered shareholders and will be published in the Mémorial in Luxembourg.

A Sub-Fund or class may be contributed to another Luxembourg investment fund by decision of the Board of the Company in the event of special circumstances beyond its control such as political, economic or military emergencies or if the Board should conclude, in light of prevailing market or other conditions, including conditions that may adversely affect the ability of a Sub-Fund or class to operate in an economically efficient manner, and with due regard to the best interests of the shareholders, that a Sub-Fund or class should be contributed to another fund. In such events, notice will be given in writing to registered shareholders. Each shareholder of the relevant Sub-Fund shall be given the possibility within a period to be determined by the Board, but not being less than one month, and published in said newspapers to request, free of any charge, the repurchase or conversion of its shares. At the close of such period, the contribution shall be binding for all shareholders who did not request a redemption or a conversion. In the case of a contribution to a mutual fund, however, the contribution will be binding only on shareholders who expressly agreed to the contribution. When a sub-fund or class is contributed to another Luxembourg investment fund, the valuation of the sub-fund's assets shall be verified by the auditor of the Company who shall issue a written report at the time of the contribution.

A Sub-Fund or class may be contributed to a foreign investment fund only when the relevant Sub-Fund's or class' shareholders have unanimously approved the contribution or on the condition that only the shareholders who have approved such contribution are effectively transferred to that foreign fund.

Financial year

Art. 34. The financial year of the Company begins on the first day of January and ends on the last day of December of each year.

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 fifteen days prior to each annual general meeting.

Distributions

Art. 35. Except as otherwise mentioned in the relevant Sub-Fund sales document, it is not envisaged that any income or gains derived from the Sub-Funds' investments be distributed by way of dividends. However, in case it is specified in the relevant Sub-Fund sales document, the general meeting of Shareholders of the class or classes issued in respect of

any Sub-Fund (for any class of shares entitled to distributions) shall, upon proposal from the Board and within the limits provided by law, determine how the results of such Sub-Fund shall be disposed of and may from time to time declare, or authorize the Board to declare, distributions.

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

Payments of distributions to holders of registered Shares shall be made to such Shareholders at their addresses in the Register. Distributions may be paid in such currency and at such time and place that the Board shall determine from time to time.

For each Sub-Fund or Class of Shares, the Board may decide on the payment of interim dividends in compliance with legal requirements.

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

Any distribution that has not been claimed within five (5) years of its declaration shall be forfeited and revert to the Sub-Fund relating to the relevant Class or Classes of Shares.

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

Amendment to the articles

Art. 36. 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.

Governing law

Art. 37. All matters not governed by these Articles shall be determined in accordance with the law of August tenth, nineteen hundred and fifteen on commercial companies and amendments thereto and the 2007 Law.

Transitory dispositions

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

(2) The first annual general meeting will be held on 16 June 2014 at 16.30 CET.

Subscription and Payment

The subscriber has subscribed for the number of shares and has paid in cash the amount as mentioned hereafter:

Gottex Fund Management S.à r.l.,	310 Shares
Total:	310 Shares

The shares have been fully paid up by payment in cash, so that the USD equivalent of thirty-one thousand Euros (EUR 31,000) is from now at the free disposal of the Company.

Proof of such payment has been given to the undersigned notary.

Expenses

The expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the Company as a result of its formation are estimated at approximately EUR 2,500.-.

Statements

The notary drawing up the present deed declares that the conditions set forth in Articles 26, 26-3 and 26-5 of the Law of August 10, 1915 on Commercial Companies, as amended, have been fulfilled and expressly bears witness to their fulfilment.

General meeting of shareholders

The above named person, representing the entire subscribed capital and considering itself as fully convened, has immediately taken the following resolutions.

First resolution

The following persons are appointed directors for a term expiring at the date of the next annual general meeting:

- Mr Paul Guillaume, having his professional address at 370, route de Longwy, L-1940 Luxembourg, Grand Duchy of Luxembourg.

- Mr John Mills, having his professional address at 58 rue Charles Martel, L-2134 Luxembourg Grand Duchy of Luxembourg

- Mr. Joachim Gottschalk, having his professional address at Avenue de Rhodanie, 48, 1007 Lausanne, Switzerland

Second resolution

The following have been appointed approved auditor ("réviseur d'entreprises agréé") for a term expiring at the date of the next annual general meeting:

KPMG Luxembourg S.à r.l., 9, allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg.

Third resolution

The registered office of the Company is fixed at 58, rue Charles Martel, L-2134 Luxembourg, Grand Duchy of Luxembourg.

Whereof, the present notarial deed was drawn up in Mondorf-les-Bains, on the day named at the beginning of this document.

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

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

Signé: F. Stolz-Page, M. Loesch.

Enregistré à Remich, le 31 décembre 2012, REM/2012/1752. Reçu soixante-quinze euros. 75,00 €.

Le Receveur (signé): P. MOLLING.

Pour expédition conforme.

Mondorf-les-Bains, le 15 janvier 2013.

Référence de publication: 2013009071/840.

(130010514) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 janvier 2013.

OR TP S.à r.l. - LOC, Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-4149 Esch-sur-Alzette, 51, rue Romain Fandel.

R.C.S. Luxembourg B 137.250.

Le siège social de l'associé unique, ARIA INVEST S.A., est désormais le suivant:

51, rue Romain Fandel, L - 4149 Esch-sur-Alzette

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 22 janvier 2013.

Référence de publication: 2013012442/12.

(130014207) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Oberon Credit Investment I S.A., Société Anonyme de Titrisation.

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

R.C.S. Luxembourg B 174.291.

STATUTES

In the year two thousand and twelve on the eleventh day of December,
Before us Maître Francis Kessler, notary residing in Esch-sur-Alzette,

There appeared the following:

Oberon Credit Investment Fund I S.C.A. SICAV-SIF, a corporate partnership limited by shares (société en commandite par actions) duly incorporated and validly existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 51 Avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg and registered with the Trade and Companies Registry (Registre du Commerce et des Sociétés),

here represented by M^e Oriana Magnano, attorney-at-law, residing professionally in Luxembourg, by virtue of a proxy given under private seal.

Which power of attorney, after being signed "ne varietur" by the founder and the undersigned notary, will remain attached to the present deed to be filed at the same time.

Such appearing party, represented as here-above stated, has requested the notary to inscribe as follows the articles of incorporation of a "société anonyme" (the "Company"):

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

Art. 1. There is hereby established a “société anonyme” under the name of “Oberon Credit Investment I S.A.” qualifying as a securitisation company (société de titrisation) within the meaning of the Luxembourg law of March 22, 2004 on securitisation, as amended (hereafter the “Securitisation Law”).

Art. 2. The registered office of the Company is established in Luxembourg-City.

If extraordinary political or economic events occur or are imminent, which might interfere with the normal activity at the registered office, or with easy communication between this office and abroad, the registered office may be declared to have been transferred abroad provisionally until the complete cessation of these abnormal circumstances.

Such decision, however, shall have no effect on the nationality of the Company. Such declaration of the transfer of the registered office shall be made and brought to the attention of third parties by the organ of the Company which is best suited for this purpose under such circumstances.

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

Art. 4. The Company shall have as its business purpose the securitisation, within the meaning of the Securitisation Law, which shall apply to the Company, of risks associated to any kind of assets.

The Company may issue securities of any nature and in any currency and, to the largest extent permitted by the Securitisation Law, pledge, mortgage or charge or otherwise create security interests in and over its assets, property and rights to secure its obligations.

The Company may enter into any agreement and perform any action necessary or useful for the purpose of carrying out transactions permitted by the Securitisation Law, including, without limitation, disposing of its assets in accordance with the relevant agreements.

The Company may only carry out the above activities if and to the extent that they are compatible with the Securitisation Law.

Art. 5. The board of directors of the Company may, in accordance with the terms of the Securitisation Law, and in particular its article 5, create one or more compartments within the Company. Each compartment shall, unless otherwise provided for in the resolution of the board of directors creating such compartment, correspond to a distinct part of the assets and liabilities in respect of the corresponding funding. The resolution of the board of directors creating one or more compartments within the Company, as well as any subsequent amendments thereto, shall be binding as of the date of such resolutions against any third party.

As between investors, each compartment of the Company shall be treated as a separate entity. Rights of creditors and investors of the Company that (i) relate to a compartment or (ii) have arisen in connection with the creation, the operation or the liquidation of a compartment are strictly limited to the assets of that compartment which shall be exclusively available to satisfy such creditors and investors. Creditors and investors of the Company whose rights are not related to a specific compartment of the Company shall have no rights to the assets of any such compartment.

Unless otherwise provided for in the resolution of the board of directors of the Company creating such compartment, no resolution of the board of directors of the Company may amend the resolution creating such compartment or directly affect the rights of the creditors and investors whose rights relate to such compartment without the prior approval of the creditors and investors whose rights relate to such compartment. Any decision of the board of directors taken in breach of this provision shall be void.

Without prejudice to what is stated in the precedent paragraph, each compartment of the Company may be separately liquidated without such liquidation resulting in the liquidation of another compartment of the Company or of the Company itself.

Fees, costs, expenses and other liabilities incurred on behalf of the Company as a whole shall be general liabilities of the Company and shall not be payable out of the assets of any compartment. If the aforementioned fees, costs, expenses and other liabilities cannot be otherwise funded, they shall be apportioned pro rata among the compartments of the Company upon a decision of the board of directors.

Title II. - Capital, Shares

Art. 6. The subscribed share capital at incorporation shall be thirty-one thousand Euro (EUR 31,000.-) divided into three thousand and one hundred (3,100) shares of ten Euro (EUR 10.-) each.

The shares may be represented, at the owner's option, by certificates representing single shares or certificates representing two or more shares.

The shares may be in registered or bearer form at the option of the shareholder(s).

The Company may, to the extent and under the terms permitted by law, purchase its own shares.

The share capital may be increased or reduced in compliance with the legal requirements.

Title III. - Management

Art. 7. The Company is managed by a board of directors comprising at least three members.

The directors, whether shareholders or not, are appointed for a period not exceeding six years by the sole shareholder or by the general meeting of shareholders, as the case may be, which may at any time remove them.

The number of directors, their term and their remuneration are fixed by the sole shareholder or by the general meeting of the shareholders, as the case may be.

The office of a director shall be vacated if:

- he resigns his office by notice to the Company, or
- he ceases by virtue of any provision of the law or he becomes prohibited or disqualified by law from being a director, or
- he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- he is removed from office by resolution of the shareholder(s).

Art. 8. The board of directors shall elect from among its members a chairman.

The board of directors convenes upon call by the chairman, as often as the interest of the Company so requires. It must be convened each time two directors so request.

Directors may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other, and such participation in a meeting will constitute presence in person at the meeting, provided that all actions approved by the directors at any such meeting will be reproduced in writing in the form of resolutions.

Resolutions signed by all members of the board of directors will be as valid and effective 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 letter, fax, email or similar communication.

Art. 9. The board of directors is vested with the powers to perform all acts of administration and disposition in compliance with the corporate objects (Article 4) of the Company.

Art. 10. The Company will be bound in any circumstances by the joint signatures of two members of the board of directors unless special decisions have been reached concerning the authorized signature in case of delegation of powers or proxies given by the board of directors pursuant to Article 11 of the present articles of incorporation.

Art. 11. The board of directors may delegate its powers to conduct the daily management of the Company to one or more directors, who will be called managing directors.

It may also commit the management of all the affairs of the Company or of a special branch to one or more directors, and give special powers for determined matters to one or more proxy holders, selected from its own members or not, whether shareholders or not.

Art. 12. Any litigation involving the Company, either as plaintiff or as defendant, will be handled in the name of the Company by the board of directors, represented by its chairman or by the director delegated for this purpose.

Title IV. - Supervision

Art. 13. The financial statements of the Company are controlled by an external auditor appointed by the board of directors which will fix his remuneration and the term of his contract with the Company.

The external auditor shall fulfill all duties prescribed by Luxembourg law.

Title V. - General meeting

Art. 14. As long as there is only a sole shareholder of the Company, such sole shareholder will exercise the powers of the general meetings of shareholders.

The annual meeting will be held in Luxembourg at the place specified in the convening notices on the third Thursday of September at 10.00 a.m. and for the first time in the year 2013.

If such day is a legal holiday, the general meeting will be held on the next following business day.

Title VI. - Accounting year, Allocation of profits

Art. 15. The accounting year of the Company shall begin on the 1st of April and shall terminate on the 31st of March of each year, with the exception of the first accounting year, which shall begin on the date of the formation of the Company and shall terminate on the 31st of March 2013.

Art. 16. Each year on the 31st of March, the accounts are closed and the board of directors prepares an inventory including an indication of the value of the Company's assets and liabilities. Each shareholder may inspect the above inventory and balance sheet at the Company's registered office.

From the annual net profits of the Company, five per cent (5 %) shall be allocated to the legal reserve. This allocation shall cease to be mandatory as soon and as long as such reserve amounts to ten per cent (10%) of the subscribed capital of the Company, as stated in article 6 hereof or as increased or reduced from time to time as provided in article 6 hereof.

The balance is at the disposal of the general meeting.

Title VII. - Dissolution, Liquidation

Art. 17. Without prejudice to the provisions set out in the last paragraph of Article 5, and subject to the authorisation of the shareholders in a shareholders' meeting which may be required when the articles of incorporation of the Company are modified, each compartment of the Company may be put into liquidation and its shares redeemed by a decision of the board of directors of the Company.

Art. 18. The Company may be dissolved by a resolution of the general meeting of shareholders. If the Company is dissolved, the liquidation will be carried out by one or more liquidators, physical or legal persons, appointed by the sole shareholder or the general meeting of shareholders, as the case may be, which will specify their powers and fix their remuneration.

Title VIII. - General provisions

Art. 19. All matters not governed by these articles of incorporation are to be construed in accordance with (i) the law of August 10, 1915 on commercial companies and the amendments thereto and (ii) the Securitisation Law.

Subscription

The articles of incorporation having thus been established, the party appearing declares to subscribe the whole share capital as follows:

Oberon Credit Investment Fund I S.C.A. SICAV-SIF	<u>3,100 shares</u>
TOTAL	3,100 shares

All the shares have been fully paid up by payment in cash, so that the amount of thirty-one thousand Euros (EUR 31,000.-) is now available to the Company, evidence thereof having been given to the notary.

Statement

The undersigned notary states that the conditions provided for in article 26 as amended of the law of August 10, 1915, as amended on commercial companies have been complied with.

Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of its incorporation, is approximately one thousand eight hundred euro (EUR 1,800.-).

Extraordinary general meeting

The above named person, representing the entire subscribed capital, has passed the following resolutions:

1. The number of directors is fixed at three (3).
2. The following are appointed directors:
 1. Philip Godley, director of Sanne Group (Luxembourg) S.A. born on March 21, 1974, in Sheffield, United Kingdom, with professional address at Sanne Group (Luxembourg) S.A., 51 Avenue J.F. Kennedy, L- 1855 Luxembourg, Luxembourg.
 2. Peter Dickinson, director of Sanne Group (Luxembourg) S.A. born on March 1, 1966, in Nuneaton United Kingdom, with professional address at Sanne Group (Luxembourg) S.A., 51 Avenue J.F. Kennedy, L- 1855 Luxembourg, Luxembourg.
 3. Michel Marcel Vareika, independent director of companies born on March 24, 1960, in Etterbeek, Belgium, with professional address at 8 Rue Killieberg, L-5762 Hassel, Luxembourg.
3. The directors' terms of office will expire after the annual meeting of shareholders in 2016.
4. The registered office of the Company is established at 51 Avenue J.F. Kennedy, L-1855 Luxembourg, , Grand Duchy of Luxembourg.

WHEREOF, the present notarial deed was drawn up in Luxembourg on the date mentioned at the beginning of this document.

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

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

Suit la traduction française de l'acte qui précède:

L'an deux mille douze, le onzième jour du mois de décembre.

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

A COMPARU:

Oberon Credit Investment Fund I S.C.A. SICAV-SIF, une société en commandite par actions établie et existant selon la loi luxembourgeoise, ayant son siège social au 51 Avenue J.F. Kennedy, L-1855 Grand-Duché du Luxembourg, et immatriculée auprès du Registre du Commerce et des Sociétés de Luxembourg,

ici représentée par Oriana Magnano, avocat, demeurant professionnellement à Luxembourg, en vertu d'une procuration sous seing privé.

Ladite procuration, après avoir été signée "ne varietur" par le comparant et le notaire soussigné, restera annexée au présent acte pour être enregistrée en même temps avec celui-ci.

Lequel comparant, représenté comme dit précédemment, a requis le notaire instrumentant d'arrêter ainsi qu'il suit les statuts d'une société anonyme (la "Société"):

Titre I^{er} . - Dénomination, Siège social, Objet, Durée

Art. 1^{er} . Il est formé par le présent acte une société anonyme ayant la dénomination de "Oberon Credit Investment I S.A." étant une société de titrisation au sens de la loi luxembourgeoise du 22 mars 2004 relative à la titrisation, telle que modifiée (ci-après la "Loi sur la Titrisation").

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

Lorsque des événements extraordinaires d'ordre politique ou économique, de nature à compromettre l'activité normale au siège social ou la communication aisée avec ce siège ou de ce siège avec l'étranger se produisent ou sont imminents, le siège social peut être transféré provisoirement à l'étranger jusqu'à cessation complète de ces circonstances anormales.

Une telle décision n'aura cependant aucun effet sur la nationalité de la Société. Pareille déclaration de transfert du siège sera faite et portée à la connaissance des tiers par l'organe de la Société qui est le mieux placé pour le faire dans ces circonstances.

Art. 3. La Société est constituée pour une durée illimitée.

Art. 4. La Société a pour objet la titrisation des risques associés à toute sorte d'actifs au sens de la Loi sur la Titrisation qui doit s'appliquer à la Société.

La Société peut émettre des valeurs mobilières de toute nature et libellés dans diverses devises et, dans la plus large mesure permise par la Loi sur la Titrisation, conclure des gages, des hypothèques, ou grever par le biais d'autres sûretés sur ses actifs, propriété et droits pour assurer ses obligations.

La Société peut conclure tous contrats et réaliser toutes actions nécessaires ou utiles pour réaliser des transactions permises par la Loi sur la Titrisation, y compris et sans limitation, la cession ou le transfert de ses actifs, conformément aux contrats en question.

La Société ne pourra exercer les activités susmentionnées que pour autant qu'elles soient compatibles avec la Loi sur la Titrisation.

Art. 5. Le conseil d'administration de la Société pourra, conformément aux dispositions de la Loi sur la Titrisation et particulièrement de son article 5, créer un ou plusieurs compartiments au sein de la Société. Chaque compartiment devra, à moins qu'il n'en soit prévu autrement dans les résolutions du conseil d'administration de la Société créant un tel compartiment, correspondre à une partie distincte de l'actif et du passif en rapport avec le financement en question. Les résolutions du conseil d'administration créant un ou plusieurs compartiments au sein de la Société, ainsi que toutes modifications subséquentes, seront opposables aux tiers, à compter de la date de ces résolutions.

Entre investisseurs, chaque compartiment de la Société devra être traité comme une entité séparée. Les droits des créanciers et des investisseurs de la Société (i) qui ont été désignés comme rattachés à un compartiment ou (ii) qui sont nés lors de la création, du fonctionnement ou de la mise en liquidation d'un compartiment sont strictement limités aux biens de ce compartiment qui seront exclusivement disponibles pour satisfaire ces investisseurs ou créanciers. Les investisseurs ou les créanciers de la Société dont les droits ne sont pas spécifiquement rattachés à un compartiment déterminé n'auront aucun droit aux biens d'un tel compartiment.

Sauf disposition contraire dans les résolutions du conseil d'administration de la Société créant un tel compartiment, aucune résolution du conseil d'administration de la Société ne pourra être prise afin de modifier les résolutions ayant créé un tel compartiment ou afin de prendre toute autre décision affectant directement les droits des investisseurs ou des créanciers dont les droits sont rattachés à un tel compartiment sans le consentement préalable des investisseurs ou des créanciers dont les droits sont rattachés à ce compartiment. Toute décision prise par le conseil d'administration en violation de cette disposition sera nulle et non avenue.

Sans préjudice de ce qui est énoncé au paragraphe précédent, chaque compartiment de la Société pourra être liquidé séparément sans que cette liquidation n'entraîne la liquidation d'un autre compartiment de la Société ou de la Société elle-même.

Les coûts, dépenses et autres charges réalisés pour le compte de la Société dans son ensemble, seront des charges générales de la Société et ne devront pas être payées avec l'actif d'un quelconque compartiment. Dans le cas où les coûts et les dépenses susmentionnés ainsi que d'autres charges ne peuvent pas être autrement réglés, ils devront être affectés au pro rata sur les compartiments de la Société sur décision du conseil d'administration.

Titre II. - Capital, Actions

Art. 6. Le capital social souscrit lors de la constitution est fixé à trente et un mille Euros (EUR 31.000,-) divisé en trois mille cent (3.100) actions d'une valeur nominale de dix Euros (EUR 10,-) chacune.

Les actions peuvent être représentées, au choix du propriétaire, par des certificats représentant une action ou des certificats représentant deux ou plusieurs actions.

Les actions sont soit nominatives, soit au porteur, au choix de l'actionnaire unique ou, le cas échéant, des actionnaires.

La Société peut, dans la mesure où et aux conditions auxquelles la loi le permet, procéder au rachat de ses propres actions.

Le capital social peut être augmenté ou réduit en conformité avec les conditions légales applicables.

Titre III. - Administration

Art. 7. La Société est administrée par un conseil d'administration composé de trois membres au moins.

Les administrateurs, actionnaires ou non, sont nommés par l'actionnaire unique ou, le cas échéant, par l'assemblée générale des actionnaires pour un terme ne pouvant dépasser six années et sont révocables à tout moment.

Le nombre des administrateurs, la durée de leur mandat et leurs émoluments sont fixés par l'actionnaire unique ou, le cas échéant, par l'assemblée générale des actionnaires. Le poste d'un administrateur sera vacant si:

il démissionne de son poste avec préavis à la Société, ou

il cesse d'être administrateur par application d'une disposition légale ou il se voit interdit par la loi d'occuper le poste d'administrateur, ou

il tombe en faillite ou fait un arrangement avec ses créanciers, ou

il est révoqué par une résolution de l'actionnaire ou des actionnaires.

Art. 8. Le conseil d'administration choisira un président parmi ses membres.

Le conseil d'administration se réunit sur convocation du président, aussi souvent que l'intérêt de la Société l'exige. Il doit être convoqué chaque fois que deux administrateurs le demandent.

Les administrateurs peuvent participer à une réunion du conseil d'administration par voie de conférence téléphonique ou par le biais d'un moyen de communication similaire, permettant à tous les participants à la réunion d'être en mesure d'entendre et de parler à chacun d'entre eux.

Une telle participation à une réunion équivaudra à une présence en personne à la réunion, à condition que toutes les décisions approuvées par le conseil d'administration lors d'une telle réunion soient reprises par écrit sous forme de résolutions.

Les résolutions signées par tous les membres du conseil d'administration ont la même valeur juridique que celles prises lors d'une réunion du conseil d'administration dûment convoquée et tenue. Les signatures peuvent figurer sur un document unique ou sur différentes copies de la même résolution; elles peuvent être données par lettre, fax, courrier électronique ou tout autre moyen de communication.

Art. 9. Le conseil d'administration est investi des pouvoirs les plus étendus pour faire tous les actes d'administration et de disposition conformément à l'objet social (Article 4) de la Société.

Art. 10. La Société sera valablement engagée en toutes circonstances par la signature conjointe de deux administrateurs, à moins que des décisions particulières concernant la signature autorisée en cas de délégation de pouvoirs ou de mandats conférés n'aient été prises par le conseil d'administration conformément à l'Article 11 des présents statuts.

Art. 11. Le conseil d'administration peut déléguer la gestion journalière de la Société à un ou plusieurs administrateurs, qui seront appelés administrateurs délégués.

Il peut aussi confier la gestion de toutes les activités de la Société ou d'une branche spéciale de celles-ci à un ou plusieurs administrateurs, et conférer des pouvoirs spéciaux pour l'accomplissement de tâches précises à un ou plusieurs mandataires, qui ne doivent pas nécessairement être membres du conseil d'administration ou actionnaire(s) de la Société.

Art. 12. Tous les litiges dans lesquels la Société est impliquée comme requérant ou comme défendeur, seront traités au nom de la Société par le conseil d'administration, représenté par son président ou par l'administrateur délégué à cet effet.

Titre IV. - Surveillance

Art. 13. Les comptes de la Société sont contrôlés par un réviseur d'entreprises agréé nommé par le conseil d'administration qui fixera sa rémunération ainsi que la durée de son contrat avec la Société.

Le réviseur d'entreprises agréé accomplira tous les devoirs qui lui sont confiés par le droit luxembourgeois.

Titre V. - Assemblée générale

Art. 14. Aussi longtemps que la Société aura un actionnaire unique, cet actionnaire unique exercera les pouvoirs dévolus à l'assemblée générale.

L'assemblée générale annuelle se tiendra à Luxembourg, à l'endroit spécifié dans les convocations, le troisième jeudi du mois de septembre à 10 heures, et pour la première fois en 2013.

Si ce jour est un jour férié, l'assemblée générale se tiendra le jour ouvrable suivant.

Titre VI. - Année sociale, Répartition des bénéfices

Art. 15. L'année sociale de la Société commence le 1^{er} avril et finit le 31 mars de chaque année, à l'exception de la première année sociale qui commence le jour de la constitution de la Société et finira le 31 mars 2013.

Art. 16. Chaque année, au 31 mars, les comptes sont arrêtés et le conseil d'administration dresse un inventaire comprenant l'indication des valeurs actives et passives de la Société. Tout actionnaire peut prendre connaissance au siège social de la Société de l'inventaire et du bilan.

Sur le bénéfice net, il est prélevé cinq pour cent (5 %) pour la constitution d'un fonds de réserve jusqu'à ce que celui-ci atteigne dix pour cent (10 %) du capital social souscrit de la Société, conformément à l'article 6 des présents statuts ou tel qu'augmenté ou réduit périodiquement, conformément à l'article 6 des présents statuts.

Le reste du bénéfice est à la disposition de l'assemblée générale.

Titre VII. - Dissolution, Liquidation

Art. 17. Sans préjudice des dispositions du dernier paragraphe de l'Article 5 et avec l'autorisation des actionnaires lors d'une assemblée des actionnaires telle que cela peut être requis en matière de modification des statuts, chaque comparant de la Société pourra être mis en liquidation et ses actions rachetées par décision du conseil d'administration de la Société.

Art. 18. La Société peut être dissoute par décision de l'assemblée générale des actionnaires. Si la Société est dissoute, la liquidation est faite par un ou plusieurs liquidateurs, personnes physiques ou morales, nommés par l'actionnaire unique ou, le cas échéant, par l'assemblée générale des actionnaires qui détermine leurs pouvoirs et fixe leurs émoluments.

Titre VIII. - Dispositions générales

Art. 19. Pour tous les points non réglés par les présents statuts, les parties se réfèrent (i) à la loi du 10 août 1915 sur les sociétés commerciales et ses modifications ultérieures et (ii) à la Loi sur la Titrisation.

Souscription et Libération

Les statuts de la Société ayant ainsi été établis, le comparant déclare souscrire l'intégralité du capital comme suit:

Oberon Credit Investment Fund I S.C.A. SICAV-SIF	3.100 actions
TOTAL	3.100 actions

Toutes les actions ont été entièrement libérées par des versements en espèces, de sorte que la somme de trente et un mille Euros (EUR 31.000,-) se trouve dès à présent à la libre disposition de la Société, ainsi qu'il en a été justifié au notaire.

Déclaration

Le notaire soussigné déclare que les conditions prévues par l'article 26 de la loi du 10 août 1915, telle que modifiée sur les sociétés commerciales, sont remplies.

Frais

Le montant global 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, est évalué approximativement à mille huit cents euros (EUR 1.800,-).

Assemblée générale extraordinaire

Le comparant préqualifié, représentant la totalité du capital souscrit, a ensuite pris les résolutions suivantes:

1. Le nombre des administrateurs est fixé à trois (3).

2. Ont été appelés aux fonctions d'administrateurs:

1. Philip Godley, administrateur de Sanne Group (Luxembourg) S.A. né le 21 mars, 1974, à Sheffield, Royaume-Uni, résidant professionnellement à Sanne Group (Luxembourg) S.A., 51 avenue J.F. Kennedy, L- 1855 Luxembourg, Luxembourg.

2. Peter Dickinson, administrateur de Sanne Group (Luxembourg) S.A. né le 1^{er} mars 1966, à Nuneaton, Royaume Uni, résidant professionnellement à Sanne Group (Luxembourg) S.A., 51 Avenue J.F. Kennedy, L- 1855 Luxembourg, Luxembourg.

3. Michel Marcel Vareika, administrateur indépendant de sociétés né le 24 mars, 1960, à Etterbeek, Belgique, résidant professionnellement à 8 Rue Killieberg, L-5762 Hassel, Luxembourg.

3. Le mandat des administrateurs expirera après l'assemblée générale des actionnaires qui se tiendra en 2016.

4. Le siège social de la Société est fixé au 51 Avenue J.F. Kennedy, L- 1855 Luxembourg, Grand-Duché du Luxembourg.

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

Lecture faite au comparant, il a signé avec le notaire le présent acte.

Le notaire soussigné qui comprend et parle la langue anglaise, déclare que sur la demande du comparant, le présent acte de société est rédigé en langue anglaise suivie d'une traduction française. À la demande du même comparant il est spécifié qu'en cas de divergences entre la version anglaise et la version française, le texte anglais fera foi.

Signé: Magnano, Kessler.

Enregistré à Esch/Alzette Actes Civils, le 21 décembre 2012. Relation: EAC/2012/17250. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Santoni A.

POUR EXPEDITION CONFORME.

Référence de publication: 2013008773/351.

(130009633) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 janvier 2013.

Opera Fund, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 16, boulevard Royal.

R.C.S. Luxembourg B 92.983.

Extrait des résolutions prises lors de l'assemblée générale annuelle tenue le 21 janvier 2013

L'Assemblée Générale Annuelle des Actionnaires renouvelle, pour une période de un an prenant fin à la prochaine Assemblée Générale Annuelle qui se tiendra en janvier 2014, les mandats d'Administrateurs de Messieurs Alexandre CEGARRA (Président), David SEBAN-JEANTET et Daniel DIDIER.

L'Assemblée Générale Annuelle des Actionnaires renouvelle, pour une période de un an prenant fin à la prochaine Assemblée Générale Annuelle qui se tiendra en janvier 2014, PricewaterhouseCoopers Société Coopérative, résidant professionnellement au 400, Route d'Esch, L-1014 Luxembourg, Luxembourg, en tant que Réviseur d'Entreprises Agrée.

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

Référence de publication: 2013012441/15.

(130014069) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

LDF65 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 28.875,00.

Siège social: L-2311 Luxembourg, 31-33, avenue Pasteur.

R.C.S. Luxembourg B 134.749.

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 22 janvier 2013.

Référence de publication: 2013012349/11.

(130014151) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Le Camille S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 165.168.

Procès verbal du conseil de gérance du 28.12.2012.

Le conseil de gérance a décidé unanimement le 28 décembre 2012 de modifier le siège social de la société Le Camille S.à r.l. (R.C.S.L: B016516S) au:

13, Avenue de la Gare

L-1611 Luxembourg

Guillaume Le Bouar / Giorgio Baldisserri

Gérant / Gérant

Référence de publication: 2013012350/14.

(130014065) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

L'Ecurie Grand'Ducale, Société Anonyme - Société de Gestion de Patrimoine Familial.

Siège social: L-1470 Luxembourg, 25, route d'Esch.

R.C.S. Luxembourg B 52.434.

Extrait du Procès-Verbal de la Réunion de L'assemblée Générale Extraordinaire tenue le 31 décembre 2012

- Il a été décidé de transférer le siège social de la société du 9A rue Aldringen L-1118 Luxembourg au 25, route d'Esch L-1470 Luxembourg

Luxembourg, le 31 décembre 2012.

Pour le conseil d'Administration

Référence de publication: 2013012337/12.

(130014525) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Dynamo Studio Graphique Sàrl, Société à responsabilité limitée.

Siège social: L-2651 Luxembourg, 25, rue St. Ulric.

R.C.S. Luxembourg B 109.872.

EXTRAIT

Les associés ont pris la décision suivante:

1/ Le siège social de la société est transféré avec effet immédiat, de L-2651 Luxembourg 19, rue St. Ulric à L-2651 Luxembourg 25, rue St. Ulric.

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

Luxembourg, le 21 mai 2012.

POUR DYNAMO STUDIO GRAPHIQUE SARL

Fiduciaire des P.M.E.

Société anonyme

Signatures

Référence de publication: 2013012148/17.

(130014505) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Ijsselmeer Investments Limited, Société à responsabilité limitée unipersonnelle.

Capital social: EUR 13.501,00.

Siège social: L-1931 Luxembourg, 13-15, avenue de la Liberté.

R.C.S. Luxembourg B 127.938.

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

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

Luxembourg, le 22 janvier 2013.

Signature

Mandataire

Référence de publication: 2013012282/12.

(130014239) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Gilaspi Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 104.585.

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

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

GILASPI INVESTMENTS S.A.

Signatures

Administrateur / Administrateur

Référence de publication: 2013012239/12.

(130014524) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Immobilière Nicole S.A., Société Anonyme.

Siège social: L-2266 Luxembourg, 6, rue d'Oradour.
R.C.S. Luxembourg B 68.548.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Itzig, le 22 janvier 2013.

Pour IMMOBILIERE NICOLE S.A.

FIDUCIAIRE EVERARD - KLEIN S.A R.L.

Référence de publication: 2013012297/12.

(130013907) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Wieland Invest S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 90.518.

Extrait des décisions prises par l'assemblée générale des actionnaires et par le conseil d'administration en date du 11 janvier 2013

1. M. Sébastien ANDRE a démissionné de ses mandats d'administrateur et de président du conseil d'administration.
2. M. Mark GORHOLT, administrateur de sociétés, né à Trêves (Allemagne), le 26 novembre 1980, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé comme administrateur jusqu'à l'issue de l'assemblée générale statutaire de 2014.
3. M. Frank PLETSCHE a été nommé comme président du conseil d'administration jusqu'à l'issue de l'assemblée générale statutaire de 2014.

Luxembourg, le 22 janvier 2013.

Pour extrait sincère et conforme

Pour WIELAND INVEST S.A.

Intertrust (Luxembourg) S.A.

Référence de publication: 2013012629/18.

(130013949) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

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

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 127.521.

Veuillez noter que l'associée unique a changé de dénomination et se nomme désormais Emerging Europe Properties L.P.

Luxembourg, le 23 janvier 2013.

Pour extrait sincère et conforme

Pour WENDILO INVESTMENTS S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2013012628/13.

(130014373) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

YANSENNE et fils s.à r.l., Société à responsabilité limitée.

Siège social: L-9164 Lipperscheid, 14, An der Gruecht.
R.C.S. Luxembourg B 108.073.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour YANSENNE et fils S.à r.l.

FIDUCIAIRE DES PME SA

Référence de publication: 2013012633/11.

(130014041) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

SL Logistics S.à r.l., Société à responsabilité limitée.

Siège social: L-6868 Wecker, 7, Am Scheerleck.

R.C.S. Luxembourg B 110.600.

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 22 janvier 2013.

Référence de publication: 2013012543/10.

(130014144) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Mabledon Kings Cross UK S.à r.l., Société à responsabilité limitée.

Siège social: L-2551 Luxembourg, 125, avenue du Dix Septembre.

R.C.S. Luxembourg B 172.367.

Extrait des décisions prises par l'associée unique en date du 27 novembre 2012

1. Monsieur Andrew O'SHEA, administrateur de sociétés, né à Dublin (Irlande), le 13 août 1981, demeurant professionnellement à L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, a été nommé comme gérant de catégorie A pour une durée indéterminée.

2. Monsieur Jonathan TROUT, administrateur de sociétés, né à Beverley (Royaume-Uni), le 7 juillet 1976, demeurant professionnellement à SW1Y 4JJ Londres (Royaume-Uni), 31, St James's Square, 4^{ème} étage, Norfolk House, a été nommé comme gérant de catégorie A pour une durée indéterminée.

3. Monsieur Micheal DAL BELLO a été requalifié gérant de catégorie B.

4. Le nombre de gérants a été augmenté de 3 (trois) à 5 (cinq).

Luxembourg, le 22 janvier 2013.

Pour extrait sincère et conforme

Pour Mabledon Kings Cross UK S.à r.l.

Intertrust (Luxembourg) S.A.

Référence de publication: 2013012368/20.

(130014368) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Moore Food S.à r.l., Société à responsabilité limitée.

Siège social: L-3898 Foetz, 5, rue du Brill.

R.C.S. Luxembourg B 141.229.

Auszug aus dem Protokollbeschluss der Gesellschafter vom 27. Dezember 2012

Zum Wirtschaftsprüfer wird H.R.T. Révision S.A., HR Luxembourg B 51238, mit Gesellschaftssitz L-8030 Strassen, rue du Kiem, 163 gewählt. Das Mandat endet mit der ordentlichen Generalversammlung die über das Geschäftsjahr 2012 zu beschliessen hat.

Luxemburg, den 22. Januar 2013.

Für die Richtigkeit des Auszugs

Référence de publication: 2013012381/13.

(130014360) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Mercurio Asset Management S.à r.l., Société à responsabilité limitée.

Capital social: EUR 500.000,00.

Siège social: L-2763 Luxembourg, 11, rue Sainte Zithe.

R.C.S. Luxembourg B 146.713.

Extrait du 21 janvier 2013

Veuillez noter que le siège social de l'associé unique de la Société a été modifié comme suit: Mercurio Retail Holding S.à r.l., 11 rue Sainte Zithe, L-2763 Luxembourg

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 21 janvier 2013.

Référence de publication: 2013012378/13.

(130014039) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Maxmathal Développement S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 43, boulevard du Prince Henri.

R.C.S. Luxembourg B 90.342.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature

Mandataire

Référence de publication: 2013012374/11.

(130014327) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Tunistex S.A., Société Anonyme.

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

R.C.S. Luxembourg B 127.991.

Extrait des résolutions prises lors du conseil d'administration du 8 janvier 2013.

Conformément à l'article 51, al. 6 de la loi fondamentale sur les sociétés commerciales, les administrateurs restants procèdent à la nomination, par voie de cooptation, de la Société FMS SERVICES S.A., dont le siège social est au 3, avenue Pasteur, L - 2311 Luxembourg, au titre d'administrateur en remplacement de Monsieur Nicola TRAMEZZANI, administrateur démissionnaire.

Madame Sophie CHAMPENOIS, née le 4 septembre 1971 à Uccle (B), adresse professionnelle au 3, avenue Pasteur, L-2311 Luxembourg, est nommée représentant permanent pour la société FMS SERVICES S.A.

Cette nomination sera soumise pour ratification à la prochaine assemblée générale.

Pour la société

TUNISTEX S.A.

Référence de publication: 2013012605/17.

(130014281) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Triton Masterluxco 3 S.à r.l., Société à responsabilité limitée.

Siège social: L-2540 Luxembourg, 26-28, rue Edward Steichen.

R.C.S. Luxembourg B 143.926.

Les statuts coordonnés au 11 décembre 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.

Marc Loesch

Notaire

Référence de publication: 2013012603/11.

(130014453) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Urban&Civic Alconbury, Société à responsabilité limitée.

Capital social: GBP 13.175.000,00.

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

R.C.S. Luxembourg B 148.823.

L'adresse des gérants suivants a été modifiée comme suit:

- Monsieur Russell Perchard, gérant de classe B, demeurant professionnellement au 40, Avenue Monterey, L-2163 Luxembourg; et

- Monsieur Costas Constantinides, gérant de classe B, demeurant professionnellement au 40, Avenue Monterey, L-2163 Luxembourg.

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

Fait au Luxembourg, le 22 janvier 2013.

Référence de publication: 2013012608/15.

(130014242) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Sigma Trust International Sàrl, Société à responsabilité limitée.

Siège social: L-2165 Luxembourg, 26-28, Rives de Clausen.

R.C.S. Luxembourg B 143.401.

—
EXTRAIT

Il résulte de changements d'adresses que la société Global Trust Advisors S.A., associé unique de la société et Monsieur Riccardo MORALDI, gérant unique de la société sont désormais domiciliés au 26-28 Rives de Clausen L-2165 Luxembourg.

Pour extrait conforme

Référence de publication: 2013012539/11.

(130014205) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Villeurbanne PropCo S.à r.l., Société à responsabilité limitée.

Capital social: EUR 512.600,00.

Siège social: L-1840 Luxembourg, 15, boulevard Joseph II.

R.C.S. Luxembourg B 118.783.

—
EXTRAIT

Il résulte des résolutions prises par l'associé unique de la Société en date du 18 janvier 2013 les décisions suivantes:

- accepter la démission de M. Oliver May en tant que gérant de la Société avec effet au 31 décembre 2012;

- reconnaître que le conseil de gérance est dès lors composé de:

* Andrea Mariani

* Enrico Baldan

* Helge Vahlenkamp

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

Luxembourg, le 22 janvier 2013.

Référence de publication: 2013012611/17.

(130013865) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

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

Siège social: L-1931 Luxembourg, 41, avenue de la Liberté.

R.C.S. Luxembourg B 161.758.

—
Les comptes consolidés au 31 décembre 2011 de SBR Continental Europe L.P., société mère de SBR Holdings Sàrl ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Signature.

Référence de publication: 2013012533/11.

(130014108) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Saint Petersburg Finance S.A., Société Anonyme.

Siège social: L-1463 Luxembourg, 29, rue du Fort Elisabeth.

R.C.S. Luxembourg B 173.666.

—
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.

Référence de publication: 2013012529/10.

(130014248) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Skype Global Holdco S.à r.l., Société à responsabilité limitée.

Capital social: USD 20.000,00.

Siège social: L-2165 Luxembourg, 23-29, Rives de Clausen.

R.C.S. Luxembourg B 154.971.

—
EXTRAIT

L'associé unique de la Société a décidé, en date du 23 juillet 2012, de révoquer PricewaterhouseCoopers de son mandat de Commissaire aux comptes, avec effet immédiat.

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

Skype Global Holdco S.à r.l.

Référence de publication: 2013012521/13.

(130014487) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Romanfin S.A., Société Anonyme.

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

R.C.S. Luxembourg B 61.808.

—
Les comptes annuels au 31.12.2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 24 octobre 2012.

SG AUDIT SARL

Référence de publication: 2013012503/11.

(130014645) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Hayate Sàrl, Société à responsabilité limitée.

Siège social: L-4140 Esch-sur-Alzette, 34, rue Victor Hugo.

R.C.S. Luxembourg B 174.354.

—
STATUTS

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

Pardevant Maître Roger ARRENSDORFF, notaire de résidence à Luxembourg.

A comparu:

- Hassan OUHADDOU, sans état, né à Azrou (Maroc) le 20 octobre 1974, demeurant à F-57480 Apach, 59, rue Bellevue.

Le comparant a requis le notaire de documenter ainsi qu'il suit les statuts d'une société à responsabilité limitée qu'il déclare constituer.

Art. 1^{er}. La société prend la dénomination de "HAYATE SARL".

Art. 2. Le siège de la société est établi dans la commune de Esch-sur-Alzette.

Art. 3. La société a pour objet l'exploitation et le commerce au détail d'une boucherie-charcuterie et traiteur, ainsi que l'alimentation générale, ainsi que toutes opérations industrielles, commerciales ou financières, mobilières ou immobilières se rattachant directement ou indirectement à son objet social ou qui sont de nature à en faciliter l'extension ou le développement.

Art. 4. La durée de la société est indéterminée.

Art. 5. Le capital social est fixé à DOUZE MILLE CINQ CENTS EUROS (12.500,- €), représenté par CENT (100) parts sociales de CENT VINGT-CINQ EUROS (125,- €) chacune.

Art. 6. Les parts sociales sont librement cessibles entre associés. Elles ne peuvent être cédées entre vifs ou pour cause de mort à des non-associés que conformément aux dispositions de l'article 189 du texte coordonné de la loi du 10 août 1915 et des lois modificatives.

Art. 7. La société est gérée par un ou plusieurs gérants, associés ou non, choisis par les associés qui fixent la durée de leur mandat et leurs pouvoirs. Ils peuvent être à tout moment révoqués sans indication de motif.

Art. 8. L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année.

Art. 9. Pour tout ce qui n'est pas prévu aux présentes, les parties s'en réfèrent aux dispositions légales.

Disposition transitoire

Le premier exercice social commence le jour de la constitution pour finir le 31 décembre 2013.

Souscription et Libération

Les parts sociales ont été souscrites comme suit:

- Hassan OUHADDOU, cent parts	100
Total: cent parts sociales	100

Elles ont été intégralement libérées par des versements en espèces.

Frais

Le montant des frais généralement quelconques incombant à la société en raison de sa constitution s'élève approximativement à sept cent euros (700.- €).

Assemblée Générale Extraordinaire

Ensuite l'associé unique, représentant l'intégralité du capital social, a pris les résolutions suivantes:

- L'adresse de la société est fixée à L-4140 Esch-sur-Alzette, 34, rue Victor Hugo,
- Le nombre des gérants est fixé à deux (2).
- Sont nommés gérants, pour une durée illimitée:

1. Abderrazak OUHADDOU, boucher, né à Azrou (Maroc) le 18 mai 1972, demeurant à F-57190 Florange, 29, avenue de Lorraine, comme gérant technique,

2. Hassan OUHADDOU, sans état, né à Azrou (Maroc) le 20 octobre 1974, demeurant à F-57480 Apach, 59, rue Bellevue, comme gérant administratif,

La société est engagée par la signature conjointe du gérant technique et du gérant administratif.

Le notaire instrumentant a rendu attentifs les comparants au fait qu'avant toute activité commerciale de la société présentement fondée, celle-ci doit être en possession d'une autorisation de commerce en bonne et due forme en relation avec l'objet social, ce qui est expressément reconnu par les comparants.

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: OUHADDOU, ARRENSDORFF.

Enregistré à Luxembourg Actes Civils, le 21 décembre 2012. Relation: LAC/2012/61881. Reçu soixante-quinze euros 75,00 €

Le Receveur (signé): THILL.

POUR EXPEDITION CONFORME, délivrée à des fins administratives.

Luxembourg, le 17 janvier 2013.

Référence de publication: 2013009417/63.

(130010684) Déposé au registre de commerce et des sociétés de Luxembourg, le 17 janvier 2013.

ICAP Luxembourg Holdings (No.1) S.à.r.l., Société à responsabilité limitée.

Capital social: USD 793.655.300,00.

Siège social: L-1724 Luxembourg, 17, boulevard du Prince Henri.

R.C.S. Luxembourg B 117.079.

Avec effet au 1^{er} janvier, 2013 Monsieur Benjamin Miles, ayant son adresse professionnelle au 2, Broadgate, London EC2M 7UR, Royaume-Uni et né le 20 juin 1969 à Crawley, Royaume-Uni a été nommé Gérant de la Société pour une durée indéterminée.

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

Luxembourg, le 21 janvier 2013.

Pour la société

Référence de publication: 2013012291/13.

(130014293) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Iron Ore Lux, Société à responsabilité limitée.

Capital social: CAD 15.027.303,00.

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

R.C.S. Luxembourg B 155.320.

Nous vous prions de bien vouloir prendre note du changement d'adresse de Stuart F. FEINER gérant de type A, avec effet rétroactif au 21 novembre 2012:

Monsieur Stuart F. FEINER, 160 Riverside Boulevard, Apartment 45, New York, NY 10069 (Etats Unis d'Amérique).

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

Luxembourg, le 21 janvier 2013.

Corinne MULLER

Mandataire

Référence de publication: 2013012288/15.

(130014208) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Incentre, Société Anonyme.

Siège social: L-8080 Bertrange, 1, rue Pletzer.

R.C.S. Luxembourg B 127.920.

In the year two thousand and twelve, on the twenty-fifth day of October.

Before us the undersigned notary Jean SECKLER, residing in Junglinster, (Grand Duchy of Luxembourg);

Was held an extraordinary general meeting of shareholders of the public limited liability company ("société anonyme") "INCENTRE", with registered office in L-2346 Luxembourg, 20, rue de la Poste, registered at the Companies and Trade Register of Luxembourg ("Registre de Commerce et des Sociétés de Luxembourg"), section B, number 127.920, incorporated by a deed of Maître Henri HELLINCKX, notary residing in Luxembourg, on the 10th of May 2007, published in the Mémorial C number 1349 of the 4th of July 2007. The articles of incorporation have been amended by a deed of Maître Henri HELLINCKX, notary residing in Luxembourg, on the 17th of November 2008, published in the Mémorial C number 138 on the 21st of January 2009.

The meeting is presided by Mr Bob PLEIN, employee, residing professionally in Junglinster, 3, route de Luxembourg.

The chairman appoints as secretary and the meeting elects as scrutineer Mr Max MAYER, employee, residing professionally in Junglinster, 3, route de Luxembourg.

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

A) That the agenda of the meeting is the following:

Agenda:

- 1.- Transfer the registered office to L-8080 Bertrange, 1, rue Pletzer.
- 2.- Amend subsequently article 5 of the articles of incorporation.
- 3.- Postpose the end of the financial year from the 30th of November to 31st of December.
- 4.- Amend subsequently article 16 of the articles of incorporation.
- 5.- Miscellaneous.

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

C) That the whole corporate capital being present or represented at the present meeting and all the shareholders present or represented declaring that they have had due notice and got knowledge of the agenda prior to this meeting, no convening notices were necessary.

D) That the present meeting, representing the whole corporate capital, is regularly constituted and may validly deliberate on all the items on the agenda.

Then the general meeting, after deliberation, took unanimously the following resolutions:

First resolution

The meeting resolves to transfer the address of the registered office to L-8080 Bertrange, 1, rue Pletzer, and subsequently resolves to amend article 5 of the articles of incorporation to give it the following wording:

" Art. 5. Registered Office. The registered office of the Company is established in the municipality of Bertrange, Grand Duchy of Luxembourg. It may be transferred to any other place within the municipality by means of a resolution of the board of directors in accordance with these Articles.

It may be transferred to any other place in the Grand Duchy of Luxembourg by a resolution of an extraordinary general meeting of the shareholders taken in the manner provided for amendments of the Articles.

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

Second resolution

The meeting resolves to postpone the closing date of the financial year from the 30th of November to the 31st of December and subsequently decides to amend article 16 of the articles of incorporation in order to give it the following wording:

" Art. 16. Financial year. The financial year of the Company starts on the 1st day of January of each year and ends on the 31st day of December of the same year."

Transitory provision

The financial year which started on 1st of December 2011 shall end on the 31st day of December 2012.

Third resolution

The general meeting acknowledges that the address of the Director Bastow Charleton S.à r.l. is actually L-8080 Bertrange, 1, rue Pletzer.

Costs

The amount of the expenses, remunerations and charges, in any form whatsoever, to be borne by the present deed are estimated at EUR 800.-.

Nothing else being on the agenda, the meeting was closed.

Declaration

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

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

The document having been read to the appearing parties, known to the notary, by their surnames, Christian names, civil status and residences, the said persons appearing signed together with the notary the present deed.

Suit la traduction française du texte qui précède:

L'an deux mille douze, le vingt-cinq octobre.

Pardevant Maître Jean SECKLER, notaire de résidence à Junglinster, (Grand-Duché de Luxembourg), soussigné;

S'est réunie l'assemblée générale extraordinaire des actionnaires de la société anonyme "INCENTRE", avec siège social à L-2346 Luxembourg, 20, rue de la Poste, inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg, section B numéro 127.920, constituée suivant acte reçu par Maître Henri HELLINCKX, notaire de résidence à Luxembourg en date du 10 mai 2007, publié au Mémorial C numéro 1349 du 4 juillet 2007. Les statuts ont été modifiés suivant acte reçu par Maître Henri HELLINCKX, notaire de résidence à Luxembourg en date du 17 novembre 2008, publié au Mémorial C numéro 138 du 21 janvier 2009.

L'assemblée est présidée par Monsieur Bob PLEIN, employé, demeurant professionnellement à Junglinster, 3, route de Luxembourg.

Le président désigne comme secrétaire et l'assemblée choisit comme scrutateur Monsieur Max MAYER, employé, demeurant professionnellement à Junglinster, 3, route de Luxembourg.

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

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

Ordre du jour:

- 1.- Transfert de l'adresse du siège social vers L-8080 Bertrange, 1, rue Pletzer.
- 2.- Modification subséquente de l'article 5 des statuts.
- 3.- Postposément de la date de la clôture de l'exercice social du 30 novembre au 31 décembre.
- 4.- Modification subséquente de l'article 16 des statuts.
- 5.- Divers.

B) Que les actionnaires présents ou représentés à la présente assemblée ainsi que le nombre d'actions possédées par chacun d'eux ont été portés sur une liste de présence; ladite liste de présence, signée "ne varietur" par les actionnaires

présents, les mandataires de ceux représentés et par les membres du bureau, restera annexée au présent acte pour être formalisée avec lui.

C) Que l'intégralité du capital social étant représentée, il a pu être fait abstraction des convocations d'usage, les actionnaires présents ou représentés se reconnaissant dûment convoqués et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui leur a été communiqué au préalable.

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

Ensuite l'assemblée aborde l'ordre du jour et, après en avoir délibéré, elle a pris à l'unanimité les résolutions suivantes:

Première résolution

L'assemblée décide de transférer l'adresse du siège social vers L-8080 Bertrange, 1, rue Pletzer et de modifier en conséquence de l'article 5 des statuts pour lui donner la teneur suivante:

« **Art. 5. Siège.** Le siège social de la Société est établi dans la Commune de Bertrange, Grand-Duché de Luxembourg. Il pourra être transféré en tout autre lieu de la commune par décision du conseil d'administration conformément aux Statuts.

Il peut être transféré en tout autre lieu du Grand-Duché de Luxembourg par résolution de l'assemblée extraordinaire des actionnaires délibérant comme en matière de modification des Statuts.

La Société pourra ouvrir des bureaux ou succursales, au Luxembourg ou à l'étranger.»

Deuxième résolution

L'assemblée décide de postposer la date de clôture de l'exercice social du 30 novembre au 31 décembre et modifier en conséquence l'article 16 des statuts pour lui donner la teneur suivante:

« **Art. 16. Exercice social.** L'exercice social de la Société commence le 1^{er} janvier de chaque année et se termine le 31 décembre de la même année.»

Disposition transitoire

L'exercice social qui a commencé le 1^{er} décembre 2011 se terminera le 31 décembre 2012.

Troisième résolution

L'assemblée prend acte que l'administrateur Bastow Charleton S.à r.l. a actuellement son adresse à L-8080 Bertrange, 1, rue Pletzer.

Frais

Le montant des frais, dépenses et rémunérations quelconques incombant à la société en raison des présentes s'élève approximativement à 800,- EUR.

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

Déclaration

Le notaire soussigné qui comprend et parle l'anglais, constate par les présentes qu'à la requête des comparants, le présent acte est rédigé en anglais suivi d'une version française, à la requête des mêmes comparants et en cas de divergences entre le texte anglais et français, la version française fera foi.

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

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

Signé: Bob PLEIN, Max MAYER, Jean SECKLER.

Enregistré à Grevenmacher, le 30 octobre 2012. Relation GRE/2012/4051. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): G. SCHLINK.

POUR EXPEDITION CONFORME.

Junglinster, le 4 février 2013.

Référence de publication: 2013012285/134.

(130014382) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Immobilière Rosa S.A., Société Anonyme.

Siège social: L-2266 Luxembourg, 6, rue d'Oradour.

R.C.S. Luxembourg B 68.549.

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

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

Itzig, le 22 janvier 2013.

Pour IMMOBILIERE ROSA S.A.

FIDUCIAIRE EVERARD - KLEIN S.A R.L.

Référence de publication: 2013012298/12.

(130014130) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Ivernest S.A., Société Anonyme.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 27.985.

Les comptes annuels au 30.09.2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

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

Luxembourg, le 23.01.2013.

Pour: IVERNEST S.A.

Société anonyme

Experta Luxembourg

Société anonyme

Isabelle Marechal-Gerlaxhe / Mireille Wagner

Référence de publication: 2013012308/15.

(130014194) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Ellingen Participations S.A., Société Anonyme.

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

R.C.S. Luxembourg B 105.821.

In the year two thousand and twelve, on the thirty-first of December;

Before Us M^e Carlo WERSANDT, notary residing in Luxembourg, (Grand Duchy of Luxembourg), undersigned;

Is held an extraordinary general meeting of the shareholders (the "Meeting") of the public limited company ("société anonyme") governed by the laws of the Grand Duchy of Luxembourg "ELLINGEN PARTICIPATIONS S.A.", established and having its registered office in L-1882 Luxembourg 3A, rue Guillaume Kroll, inscribed in the Trade and Companies' Registry of Luxembourg, section B, under the number 105821, (the "Company"), incorporated pursuant to a deed of Me Jean SECKLER, notary residing in Junglinster, on December 29, 2004, published in the Mémorial C, Recueil des Sociétés et Associations, number 511 of May 31, 2005.

The Meeting is presided by Mrs. Alexia UHL, employee, residing professionally in L-1466 Luxembourg, 12, rue Jean Engling.

The Chairman appoints Mrs. Anne-Laure ADAM, employee, residing professionally in L-1466 Luxembourg, 12, rue Jean Engling, as secretary.

The Meeting elects Mr. Christian DOSTERT, employee, residing professionally in L-1466 Luxembourg, 12, rue Jean Engling, as scrutineer.

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

A) That the agenda of the Meeting is the following:

Agenda:

1. Transfer of the statutory registered office, the effective headquarters, the principal place of business and the central administration from the Grand Duchy of Luxembourg to Malta and transformation of the Company, without loss of its legal personality, into a Maltese single member private limited liability company, without prior dissolution of the Company but in continuation of the legal entity in Malta of the Luxembourg company, all this in conformity with Luxembourg law (the "Seat Transfer");

2. Change of the name into "Ellingen Participations Ltd." and complete restatement of the articles of association, and more particularly determination of the duration of the Company as well as modification of its purpose in order to read as follows:

"The objects for which the company is established are:

(a) to subscribe for, acquire, hold, manage, administer, dispose of or otherwise deal with, directly or indirectly, any shares, stocks, debentures, debenture stock, bonds, notes, options, interests in or securities of all kinds of any company, corporation, entity, partnership or other body of persons;

(b) to invest and deal in green energy and re-newable energy, to provide consultancy services and logistic services and to deal in all types of construction and development works;

(c) to act as commission agents, representatives, brokers, distributors and dealers in respect of all types of products, merchandise and goods;

(d) to act as agents for other companies and commercial enterprises, including but not limited to acting as brokers, intermediaries, agents and consultants for the obtaining of financing and all other services, facilities and arrangements from banks and financial institutions;

(e) to enter into partnership, or into any arrangements for sharing profits, union of interest, co-operating, joint adventure, reciprocal concession, or otherwise with any person or company carrying on or engaged in, or about to engage in or carry on any business or transaction which this Company is authorised to carry on, so as directly or indirectly to benefit this Company, and to lend money, the contracts of, or otherwise assist such person or company and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.

(f) to act as agents, commission agents or brokers for any individual, firm or company;

(g) to do all such other matters as may be complementary, ancillary or in any other way necessary or useful to give effect to the objects for which the company is constituted;

(h) to borrow, or in any manner raise money, without any limit, for the purpose of or in connection with the company's business; to secure the repayment of any moneys borrowed or any other obligations by giving hypothecary or other security upon the whole or part of the movable and immovable property of the company.

(i) to derive income from anywhere in the world, including but not limited to income which would fall to be allocated to the foreign income account as defined in Article 2 of the Income Tax Act, Chapter 123 of the Laws of Malta;

(j) to carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business and calculated directly or indirectly to enhance the value of the company's property or rights.

(k) to do all such other things as are incidental or conducive to the attainment of the object and the exercise of the powers of the company.

Provided that nothing contained in the foregoing objects of the company shall be construed so as to enable the company to carry on the business of Financial Services as defined in the Banking Act 1994, the Financial Institutions Act 1994 and the Investment Services Act 1994, to exercise investment discretion on behalf of another party, or manage or give advice relating to any investment portfolio belonging to another party; or to buy, sell, hold, market, advertise, subscribe to, underwrite or otherwise handle any security or investment vehicle as agent; or to act in the capacity of any insurance agent or broker, or to be engaged in the business of banking, or to carry on the activities of a collective investment scheme, or to act as manager or custodian of such a scheme."

3. Examination and approval of the interim balance sheet of the Company dated the day of this assembly;

4. Subsequent acceptance of the resignation of the members of the Company's board of directors and statutory auditor;

5. Subsequent discharge to the members of the board of directors and to the statutory auditor;

6. Subsequent statutory appointments in conformity with the Maltese law;

7. Delegation of special powers; and

8. Miscellaneous.

A) That the purpose of this Meeting is to approve the Seat Transfer of the Company from the Grand Duchy of Luxembourg to Malta, and more specifically to Skyway Offices, Suite 8, Block C, 179, Marina Seafront, Pieta' PTA 9042 (Malta).

In order to perfect the Seat Transfer the striking out procedures with the Luxembourg Trade and Companies' Registry (Registre de Commerce et des Sociétés de Luxembourg) will be accomplished upon confirmation of the registration of the Company with the Registry of Companies of Malta.

C) That the shareholders, present or represented, as well as the number of their shares held by them, are shown on an attendance list; this attendance list is signed by the shareholders, the proxies of the represented shareholders, the members of the board of the Meeting and the officiating notary.

D) That the proxies of the represented shareholders, signed "ne varietur" by the members of the board of the Meeting and the officiating notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

E) That the whole corporate capital being present or represented at the present Meeting and that all the shareholders, present or represented, declare having had due notice and got knowledge of the agenda prior to this Meeting and waiving to the usual formalities of the convocation, no other convening notice was necessary.

F) That the present Meeting, representing the whole corporate capital, is regularly constituted and may validly deliberate on all the items on the agenda.

Then the Meeting, after deliberation, took unanimously the following resolutions:

First resolution

The Meeting resolves to transfer the statutory registered office, the principal place of business, the central administration, the registered office and the effective headquarters of the Company from Luxembourg to Malta, and more specifically to Skyway Offices, Suite 8, Block C, 179, Marina Seafront, Pieta' PTA 9042 (Malta), with effect on the day of the first filing with the Registry of Companies of Malta of any document required for the registration as a single member private limited liability Company in Malta and as a consequence for the Company to adopt the Maltese nationality and to be subject to Maltese law.

This change of nationality having not as effect a change of the legal entity of the Company that stays unchanged more specifically on the legal and on the financial point of view, so that as a consequence without a change of the legal entity and this without a liquidation of the Luxembourg company, the nationality of the Company is changed from the Luxembourg to Maltese nationality, without the loss of its legal personality and the Company continues its existence in Malta.

The procedure for the deregistration of the Company will be effected at the Luxembourg Trade and Companies' Registry (Registre de Commerce et des Sociétés de Luxembourg) as soon as a statement attesting registration with the Registry of Companies of Malta is received.

The Meeting resolves to authorise the Company to register in Malta as "continued", effective as per the date of registration in Malta.

The Meeting further resolves to authorize "PADDOCK S.A.", a public limited company, having its registered office in L-1882 Luxembourg, 3A, rue Guillaume Kroll, in order:

to present the fiscal declarations and in general to do anything necessary or appropriate in connection with the closing of the Company in Luxembourg;

to do all that is necessary to deregister the Company from public registers and to this end to make any declaration, sign any deed and/or record and represent the Company also before public authorities and in general to do all that is necessary or simply expedient in order to execute this mandate.

Second resolution

The Meeting resolves to replace the memorandum and articles of association of the Company in their entirety and in order to render them conformant with the laws of Malta, and so to adopt the draft of the memorandum and articles of association, as attached to the present deed and as they will be filed with the Registry of Companies of Malta, and more particularly on this subject the Meeting resolves:

- to change the name into "Ellingen Participations Ltd.";
- to give to the corporate purpose the wording as reproduced here-before under point 2) of the agenda; and
- to determine that the duration of the Company is indefinite.

It being understood that the formalities provided under Maltese law for the final adoption of these memorandum and articles of association will be made and are in conformity with the laws of Malta.

Third resolution

The Meeting resolves to (i) exam the interim balance sheet of the Company dated the day of this assembly and (ii) adopt this interim balance sheet.

A copy of such interim balance sheet, after having been signed "ne varietur" by the appearing persons and the undersigned notary, shall remain attached to the present deed and shall be filed at the same time with the registration authorities.

Fourth resolution

The Meeting unanimously resolves, with effect from the date of the continuation of the Company in Malta, to accept the resignation of the members of the Company's board of directors and the statutory auditor and to grant them, by special vote, full and entire discharge for the execution of their mandates.

The Meeting resolves to appoint, in conformity with the applicable Maltese law and article 12 (a) of the Maltese memorandum and articles of association:

- CA Management Services Ltd, a private limited company, having its registered office at Skyway Offices, Suite 8, Block C, 179, Marina Seafront, Pieta PTA 9042 (Malta) and registered with the Registry of Companies of Malta under the number C56705, as Company Director, its mandate is continued for an unlimited period;

The Meeting resolves to appoint, in conformity with the applicable Maltese law and article 12 (a) of the Maltese memorandum and articles of association:

Charles Scerri and Associates, a civil entity, having its address at The Penthouse, Carolina Court, Guzeppi Cali Street, Ta' Xbiex XBX 1425 (Malta), with VAT number MT 1179 - 4533, as Auditor of the Company, its mandate is continued for an unlimited period; and

The Meeting resolves to appoint, in conformity with the applicable Maltese law and article 15 (a) of the Maltese memorandum and articles of association:

- Mr. Patrizio PROSPERO, holder of Maltese I.D. Card Number 0179202 L, Company Secretary, born in Rome (Italy), on 27 March 1978, residing in Penthouse 5, Santa Maria Court, Triq iz-Zragen, Attard, Malta, as Company Secretary, his mandate is continued for an unlimited period.

The Meeting decides to confer all powers on each of the persons designated in the present resolution, acting individually:

- to appear before a Maltese notary public in relation to the resolutions to be adopted to make effective the Seat Transfer;
- to permit the filing of the registration with the Registry of Companies of Malta; and
- in general to perform all the formalities and/or actions to effect all the deregistration, registrations and publications in any way that may be required by the competent Maltese authorities for the purpose of filing and registration the Company as a private limited liability Company in Malta and the continuation of the Company under the Maltese laws.

Declaration pro fisco

The Meeting resolves that the transfer of the registered office and consequently the change of nationality will have no effect on the legal entity of the Company that continues without any liquidation in Malta.

Fifth resolution

The Meeting unanimously resolves to submit all the resolutions taken above to the condition precedent ("condition suspensive") of the transfer of the Company's registered office to Malta and the registration of the Company with the Registry of Companies of Malta. Among these conditions, this resolution is subject to the issuance by the Maltese Registrar of Companies of the Certificate of Provisional Continuation pursuant to Regulation 6 of the Continuation of Companies Regulations, 2002 (S.L. 386.05 - Laws of Malta).

There being no further business on the agenda, the Chairman has adjourned the Meeting.

Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of the present deed, is approximately evaluated at one thousand seven hundred Euros.

Statement

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

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

After reading the present deed to the appearing persons, known to the notary by their name, first name, civil status and residence, the said appearing persons have signed together with Us, the notary, the present deed.

Suit la version en langue française du texte qui précède:

L'an deux mille douze, le trente et un décembre;

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

S'est réunie l'assemblée générale extraordinaire des actionnaires (l'"Assemblée"), de la société anonyme régie par les lois du Grand-Duché de Luxembourg "ELLINGEN PARTICIPATIONS S.A.", établie et ayant son siège social à L-1882 Luxembourg 3A, rue Guillaume Kroll, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 105821 (la "Société"), constituée suivant acte reçu par Maître Jean SECKLER, notaire de résidence à Junglinster, le 29 décembre 2004, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 511 du 31 mai 2005.

L'Assemblée est présidée par Madame Alexia UHL, employée, demeurant professionnellement à L-1466 Luxembourg, 12, rue Jean Engling.

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

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

Le bureau ayant ainsi été constitué, la Présidente a déclaré et requis le notaire instrumentant d'acter:

A) Que la présente Assemblée a pour ordre du jour:

Ordre du jour:

1. Transfert du siège social statutaire, du siège réel, du lieu du principal établissement, de l'administration centrale du Grand-Duché de Luxembourg vers Malte et transformation de la Société, sans perte de sa personnalité juridique, en une société unipersonnelle à responsabilité limitée de droit maltais, sans dissolution préalable de la Société, mais par conti-

uation à Malte de la personnalité juridique de la société luxembourgeoise, et cela en conformité avec la loi luxembourgeoise (le "Transfert de Siège");

2. Modification de la dénomination sociale en "Ellingen Participations Ltd." et refonte totale des statuts et plus particulièrement de la détermination de la durée de la Société ainsi que de son objet social, qui doit être lu comme suit:

"The objects for which the company is established are:

(b) to subscribe for, acquire, hold, manage, administer, dispose of or otherwise deal with, directly or indirectly, any shares, stocks, debentures, debenture stock, bonds, notes, options, interests in or securities of all kinds of any company, corporation, entity, partnership or other body of persons;

(b) to invest and deal in green energy and re-newable energy, to provide consultancy services and logistic services and to deal in all types of construction and development works;

(c) to act as commission agents, representatives, brokers, distributors and dealers in respect of all types of products, merchandise and goods;

(d) to act as agents for other companies and commercial enterprises, including but not limited to acting as brokers, intermediaries, agents and consultants for the obtaining offinancing and all other services, facilities and arrangements from banks and financial institutions;

(e) to enter into partnership, or into any arrangements for sharing profits, union of interest, co-operating, joint adventure, reciprocal concession, or otherwise with any person or company carrying on or engaged in, or about to engage in or carry on any business or transaction which this Company is authorised to carry on, so as directly or indirectly to benefit this Company, and to lend money, the contracts of, or otherwise assist such person or company and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.

(f) to act as agents, commission agents or brokers for any individual, firm or company;

(g) to do all such other matters as may be complementary, ancillary or in any other way necessary or useful to give effect to the objects for which the company is constituted;

(h) to borrow, or in any manner raise money, without any limit, for the purpose of or in connection with the company's business; to secure the repayment of any moneys borrowed or any other obligations by giving hypothecary or other security upon the whole or part of the movable and immovable property of the company.

(ii) to derive income from anywhere in the world, including but not limited to income which would fall to be allocated to the foreign income account as defined in Article 2 of the Income Tax Act, Chapter 123 of the Laws of Malta;

(j) to carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business and calculated directly or indirectly to enhance the value of the company's property or rights.

(k) to do all such other things as are incidental or conducive to the attainment of the object and the exercise of the powers of the company.

Provided that nothing contained in the foregoing objects of the company shall be construed so as to enable the company to carry on the business of Financial Services as defined in the Banking Act 1994, the Financial Institutions Act 1994 and the Investment Services Act 1994, to exercise investment discretion on behalf of another party, or manage or give advice relating to any investment portfolio belonging to another party; or to buy, sell, hold, market, advertise, subscribe to, underwrite or otherwise handle any security or investment vehicle as agent; or to act in the capacity of any insurance agent or broker, or to be engaged in the business of banking, or to carry on the activities of a collective investment scheme, or to act as manager or custodian of such a scheme."

3. Examen et approbation des comptes intérimaires de la Société arrêtés à la date de la présente assemblée;

4. Subséquente acceptation de la démission des membres du conseil d'administration de la Société et du commissaire aux comptes;

5. Subséquente décharge aux membres du conseil d'administration de la Société et au commissaire aux comptes;

6. Subséquentes nominations statutaires conformément à la législation maltaise;

7. Délégation de pouvoirs spéciaux; et

8. Divers.

B) Que la présente Assemblée a pour objet de décider le Transfert de Siège de la Société du Grand-Duché de Luxembourg vers Malte, et plus spécifiquement à Skyway Offices, Suite 8, Block C, 179, Marina Seafront, Pietà' PTA 9042 (Malte).

Que dans le but de parfaire le Transfert de Siège, la procédure de radiation auprès du Registre de Commerce et des Sociétés de Luxembourg sera accomplie une fois confirmée l'inscription de la Société auprès le Registre des Sociétés (Registry of Companies) de Malte.

C) Que les actionnaires, présents ou représentés, ainsi que le nombre de 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.

D) 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.

E) 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.

F) 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, après délibération, a pris à l'unanimité les résolutions suivantes:

Première résolution

L'Assemblée décide de transférer le siège social statuaire, le siège réel, l'administration centrale et le lieu du principal établissement, de la Société du Grand-Duché de Luxembourg vers Malte, et plus précisément à Skyway Offices, Suite 8, Block C, 179, Marina Seafront, Pieta' PTA 9042 (Malte), avec effet au jour du premier dépôt auprès du Registre des Sociétés de Malte de tout document requis pour son inscription en tant que société unipersonnelle à responsabilité limitée (single member private limited liability company) à Malte et qui aura pour conséquence pour la Société d'adopter la nationalité maltaise et d'être soumise à la loi maltaise.

Ce changement de nationalité n'ayant pas pour effet de modifier la personnalité juridique de la Société qui restera inchangée spécialement d'un point de vue légal et financier, a pour conséquence que la Société passera de la nationalité luxembourgeoise à la nationalité maltaise, sans perte de sa personnalité juridique et que la Société continuera son existence à Malte.

La procédure de radiation de la Société sera effectuée auprès du Registre de Commerce et des Sociétés de Luxembourg dès réception de l'extrait attestant de son inscription auprès du Registre des Sociétés de Malte.

L'Assemblée décide d'autoriser la Société à s'inscrire à Malte en tant que "continué", avec effet en date de l'immatriculation à Malte.

L'Assemblée décide en outre de donner mandat à "PADDOCK S.A.", une société anonyme, ayant son siège social à L-1882 Luxembourg, 3a, rue Guillaume Kroll, afin de:

- de présenter les déclarations fiscales et en général de faire tout acte nécessaire ou approprié en connexion avec la fermeture de la Société au Luxembourg;
- de faire tout ce qui est nécessaire afin de rayer la Société des registres publics, et à cet effet de faire toute déclaration, de signer tout acte et/ou procès-verbal, et de représenter la Société aussi devant les autorités publiques, et en général de faire tout ce qui est nécessaire ou simplement utile pour exécuter le présent mandat.

Deuxième résolution

L'Assemblée décide de remplacer les "memorandum" et statuts de la Société dans leur intégralité, afin de les rendre conformes à la législation maltaise, et ainsi d'adopter le projet de "memorandum" et statuts tel que rédigés dans le document annexé au présent acte, forme dans laquelle ils seront déposés au Registre des Sociétés de Malte, et plus particulièrement l'Assemblée décide à ce sujet:

- de changer la dénomination sociale de la société en "Ellingen Participations Ltd.";
- de donner à l'objet social la teneur comme ci-avant reproduite dans l'ordre du jour sous le point 2); et
- de déterminer que la durée de la Société sera illimitée.

Il est entendu que les formalités prévues pour que l'adoption finale des "memorandum" et statuts soit faite en conformité avec la loi maltaise devront être accomplies.

Troisième résolution

L'Assemblée décide (i) d'examiner les comptes intermédiaires de la Société arrêtés à la date de la présente assemblée et (ii) d'approuver ces comptes intermédiaires.

Une copie des comptes intermédiaires, après signature "ne varietur" par les comparants et le notaire instrumentant, restera annexée au présent acte et sera soumise avec lui aux formalités de l'enregistrement.

Quatrième résolution

L'Assemblée décide à l'unanimité d'accepter, avec effet en date de la continuation de la Société à Malte, la démission des membres du conseil d'administration de la Société et du commissaire aux comptes et de leur accorder, par vote spécial, décharge pleine et entière pour l'exécution de leurs mandats.

L'Assemblée décide de nommer en conformité avec la loi maltaise applicable et l'article 12 (a) des ""memorandum" et statuts maltais de la Société:

- CA Management Services Ltd, une société à responsabilité limitée, ayant son siège social au Skyway Offices, Suite 8, Block C, 179, Marina Seafront, Pieta PTA 9042 (Malte) et inscrite au Registre des Sociétés de Malte sous le numéro C56705, comme directeur de la Société, son mandat est donné pour une durée indéterminée;

L'Assemblée décide de nommer en conformité avec la loi maltaise applicable et l'article 12(a) des "memorandum" et statuts maltais de la Société:

- Charles Scerri and Associates, une entité civile, ayant son adresse au The Penthouse, Carolina Court, Guzeppi Cali Street, Ta' Xbiex XBX 1425 (Malte), avec numéro TVA MT 1179 - 4533, comme commissaire (Auditor) de la Société, son mandat est donné pour une durée indéterminée;

L'Assemblée décide de nommer en conformité avec la loi maltaise applicable et l'article 15(a) des "memorandum" et statuts maltais de la Société:

- Monsieur Patrizio PROSPERO, détenteur de la carte d'identité maltaise numéro 0179202 L, Company Secretary, né à Rome (Italie), le 27 mars 1978, demeurant à Penthouse 5, Santa Maria Court, Triq iz-Zragen, Attard, Malte, comme secrétaire de la Société, son mandat est donné pour une durée indéterminée.

L'Assemblée décide de conférer tous pouvoirs à chacune des personnes désignées dans la présente résolution agissant individuellement:

- pour se présenter devant un notaire maltais en relation avec les résolutions qui devront être adoptées afin de rendre effectif le Transfert de Siège;

- pour permettre l'enregistrement avec le Registre des Sociétés de Malte; et

- en général pour accomplir toutes les formalités et/ou actions à effectuer toute radiation, enregistrement et publication de toute manière pouvant être requises par les autorités maltaises compétentes en vue de l'enregistrement de la Société en tant que société à responsabilité limitée (private limited liability company) et la continuité de la Société selon les lois maltaises.

Déclaration pro fisco

L'Assemblée décide que le transfert du siège et en conséquence le changement de nationalité ne produira aucun effet sur la personnalité juridique de la Société qui continuera sans aucune liquidation à Malte.

Cinquième résolution

L'Assemblée décide à l'unanimité de soumettre toutes les résolutions prises ci-avant à la condition suspensive du transfert du siège social de la Société à Malte et l'immatriculation de la Société auprès du Registre des Sociétés de Malte.

En l'absence d'autres points à l'ordre du jour, le Président a ajourné 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 en raison des présentes, est évalué approximativement à mille sept cents euros.

Déclaration

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

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 nom, prénom, état civil et domiciles, lesdits comparants ont signé avec Nous, notaire, le présent acte.

Signé: A. UHL, A-L. ADAM, C. DOSTERT, C. WERSANDT.

Enregistré à Luxembourg A.C., le 4 janvier 2013. LAC/2013/588. Reçu douze euros 12,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME délivrée;

Luxembourg, le 15 janvier 2013.

Référence de publication: 2013008531/351.

(130009852) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 janvier 2013.

More Than Fuels S.A., Société Anonyme.

Siège social: L-9780 Winrange, Maison 60.

R.C.S. Luxembourg B 96.705.

Extrait du procès-verbal de l'assemblée générale ordinaire tenue au siège de la société, extraordinairement en date du 14 décembre 2012 à 17.00 heures

Le mandat du commissaire aux comptes EWA REVISION S.A. est remplacé par la société FIRELUX S.A., inscrite au Registre de Commerce et des Sociétés sous le numéro B 84589, avec siège à L – 9053 Ettelbruck, 45, Avenue J.F. Kennedy. Ce mandat se terminera à l'issue de l'assemblée générale à tenir en l'an 2017.

Pour extrait sincère et conforme
Un administrateur

Référence de publication: 2013012417/14.

(130014412) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

MR International (Lux), S.à r.l., Société à responsabilité limitée.

Siège social: L-1724 Luxembourg, 43, boulevard du Prince Henri.

R.C.S. Luxembourg B 146.933.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature
Mandataire

Référence de publication: 2013012418/11.

(130014517) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

MSJCG Participations SA, Société Anonyme.

Siège social: L-9651 Eschweiler, 4, rue Tom.

R.C.S. Luxembourg B 139.033.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2013012419/10.

(130014577) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Wolseley Finance (Rockhopper) S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 115.146.

DISSOLUTION

In the year two thousand and twelve, on the twenty-first of December;

Before Us M^e Carlo WERSANDT, notary residing in Luxembourg (Grand Duchy of Luxembourg), undersigned;

APPEARED:

The limited company governed by the laws of United Kingdom "Wolseley International Limited", established and having its registered office in RG7 4GA Reading, 1220 Parkview, registered with the Registrar of Companies for England and Wales, Companies House, Cardiff, under number 01555518,

Mr. Christian DOSTERT, notary clerk, residing professionally in L-1466 Luxembourg, 12, rue Jean Engling, by virtue of a proxy given under private seal; such proxy, after having been signed "ne varietur" by the proxy-holder and the officiating notary, will remain attached to the present deed in order to be recorded with it.

Such appearing party, represented as said before, declares and requests the officiating notary to act:

1) That the private limited liability ("société à responsabilité limitée") "Wolseley Finance (Rockhopper) S.à r.l.", (the "Company"), established and having its registered office in L-1882 Luxembourg, 5a, rue Guillaume Kroll, registered with the Trade and Companies' Registry of Luxembourg, section B, under the number 115146, has been incorporated by deed of Me Joseph ELVINGER, notary residing in Luxembourg, on February 27, 2006, published in the Memorial C, Recueil des Sociétés et Associations, number 1099 of June 7, 2006,

and that the articles of association have been amended several times and for the last time pursuant to a deed of the undersigned notary, on November 15, 2012, not yet published in the Memorial C, Recueil des Sociétés et Associations;

2) That the Company's capital is set at ten thousand nine hundred and eighty seven Pound Sterling (GBP 10,987.-) represented by four hundred sixty five thousand and five hundred fifty one (465,551) parts with a par value of zero point zero two three six Pound Sterling (GBP 0.0236) each;

3) That the appearing party, represented as said before, is the sole owner of all the shares of the Company;

4) That the appearing party, represented as said before, acting as sole shareholder (the "Sole Shareholder"), declares, with immediate effect, the dissolution of the Company and the commencement of the liquidation process;

5) That the Sole Shareholder appoints itself as liquidator of the Company; and in its capacity as liquidator of the Company has full powers to sign, execute and deliver any acts and any documents, to make any declaration and to do anything necessary or useful so to bring into effect the purposes of this deed;

6) That the Sole Shareholder, in its capacity as liquidator of the Company, declares that it irrevocably undertakes to settle any presently known and unknown unpaid liabilities of the Company;

7) That the Sole Shareholder declares that it takes over all the assets of the Company, and that it will assume any existing debts of the Company pursuant to point 6;

8) That the Sole Shareholder declares that the liquidation of the Company is closed and that any registers of the Company shall be cancelled;

9) That full and entire discharge is granted to the board of managers for the performance of their assignment;

10) That the books and documents of the Company will be kept for a period of five years at least at the former registered office of the Company in L-1882 Luxembourg, 5, rue Guillaume Kroll.

Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the Company incurs or for which it is liable by reason of the present deed, is evaluated at approximately one thousand Euros.

Statement

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

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

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

Suit la version en langue française du texte qui précède:

L'an deux mille douze, le vingt et un décembre;

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

A COMPARU:

La limited company régie par les lois du Royaume-Uni "Wolseley International Limited", établie et ayant son siège social à RG7 4GA Reading, 1220 Parkview, inscrite au Registrar of Companies for England and Wales, Companies House, Cardiff, sous le numéro 01555518,

ici représentée par Monsieur Christian DOSTERT, clerc de notaire, demeurant professionnellement au L-1466 Luxembourg, 12, rue Jean Engling, en vertu d'une procuration sous seing privé lui délivrée; laquelle procuration, après avoir été signée "ne varietur" par le mandataire et le notaire instrumentant, restera annexée au présent acte afin d'être enregistrée avec lui.

Laquelle partie comparante, représentée comme dit ci-avant, déclare et requiert le notaire instrumentant d'acter:

1) Que la société à responsabilité limitée "Wolseley Finance (Rockhopper) S.à r.l.", (la "Société"), établie et ayant son siège social à L-1882 Luxembourg, 5a, rue Guillaume Kroll, inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 115146, a été constituée suivant acte reçu par Maître Joseph ELVINGER, notaire de résidence à Luxembourg, le 27 février 2006, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1099 du 7 juin 2006,

et que les statuts ont été modifiés à plusieurs reprises et pour la dernière fois suivant acte reçu par le notaire instrumentant, le 15 novembre 2012, non encore publié au Mémorial C, Recueil des Sociétés et Associations;

2) Que le capital de la Société est fixé à dix mille neuf cent quatre-vingt-sept Livres Sterling (GBP 10.987,-) représenté par quatre cent soixante-cinq mille cinq cent cinquante et une (465.551) parts sociales avec une valeur nominale de zéro virgule zéro deux trois six Livres Sterling (GBP 0,0236) chacune;

3) Que la partie comparante, représentée comme dit ci-avant, est la seule propriétaire de toutes les parts sociales de la Société;

4) Que la partie comparante, représentée comme dit ci-avant, agissant comme actionnaire unique (l'"Associé Unique"), prononce, avec effet immédiat, la dissolution de la Société et la mise en liquidation;

5) Que l'Associé Unique se désigne comme liquidateur de la Société et aura pleins pouvoirs d'établir, de signer, d'exécuter et de délivrer tous actes et documents, de faire toute déclaration et de faire tout ce qui est nécessaire ou utile pour mettre en exécution les dispositions du présent acte;

6) Que l'Associé Unique déclare de manière irrévocable reprendre tout le passif présent et futur de la Société;

7) Que l'Associé Unique déclare qu'il reprend tout l'actif de la Société et qu'il s'engagera à régler tout le passif de la Société indiqué au point 6;

8) Que l'Associé Unique déclare que la liquidation de la Société est clôturée et que tous les registres de la Société seront annulés;

9) Que décharge pleine et entière est donnée au conseil d'administration pour l'exécution de leur mandat;

10) Que les livres et documents de la Société seront conservés pendant cinq ans au moins à Luxembourg à l'ancien siège social de la Société à L-1882 Luxembourg, 5, rue Guillaume Kroll.

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 en raison du présent acte, est évalué approximativement à mille euros.

Déclaration

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

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

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

Signé: C. DOSTERT, C. WERSANDT.

Enregistré à Luxembourg A.C., le 28 décembre 2012. LAC/2012/62978. Reçu soixante-quinze euros 75,00 €.

Le Releveur (signé) : Irène THILL.

POUR EXPEDITION CONFORME, délivrée.

Luxembourg, le 22 janvier 2013.

Référence de publication: 2013012624/106.

(130014509) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Fiduciaire SMC Luxembourg, Société Civile, Société Civile.

Siège social: L-1118 Luxembourg, 23, rue Aldringen.

R.C.S. Luxembourg E 3.934.

- Suite à la cession des parts en date du 15 décembre 2012 et par décision unanime des associés l'article 6 des statuts de la société civile FIDUCIAIRE SMC LUXEMBOURG, constituée par acte sous seing privé le 17 juillet 2008, publié au Mémorial C No 2107 du 30 août 2008, est modifié comme suit:

6. Le capital social est fixé à 5.000 EURO (cings mille), divisé en 100 parts (cent) de 50 EURO (cinquante) chacune, attribuées comme suit:

- Monsieur Kai Biesdorf, cent-dix-neuf parts	60
- Monsieur Valerio Ragazzoni	10
- SMC Trust Office S.A., Lugano	30
	<u>100</u>

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

Luxembourg, le 15 janvier 2013.

Pour extrait conforme

FIDUCIAIRE SMC LUXEMBOURG

Signature

Référence de publication: 2013012651/21.

(130014204) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Pitney Bowes Luxembourg Holding S.à r.l., Société à responsabilité limitée.

Capital social: EUR 24.429.061,00.

Siège social: L-8399 Windhof, 9, rue des Trois Cantons.

R.C.S. Luxembourg B 149.540.

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 14 janvier 2013.

Référence de publication: 2013012454/11.

(130014125) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Parker Hannifin (Luxembourg) S.à r.l., Société à responsabilité limitée.

Siège social: L-1637 Luxembourg, 22, rue Goethe.

R.C.S. Luxembourg B 110.674.

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

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

Luxembourg, le 23 janvier 2013.

Référence de publication: 2013012452/10.

(130014456) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Opera Fund, Société d'Investissement à Capital Variable.

Siège social: L-2449 Luxembourg, 16, boulevard Royal.

R.C.S. Luxembourg B 92.983.

Les comptes annuels au 30 Septembre 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.

Signature.

Référence de publication: 2013012440/10.

(130013965) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Nanya S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.

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

R.C.S. Luxembourg B 43.844.

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

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

Signature.

Référence de publication: 2013012433/10.

(130014175) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Mobius Holding S.A., Société Anonyme.

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

R.C.S. Luxembourg B 105.738.

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

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

Luxembourg, le 22 janvier 2013.

Pour Mobius Holding S.A.

Mr. Stéphane HEPINEUZE

Administrateur

Référence de publication: 2013012413/13.

(130014063) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Parker Hannifin S.à r.l., Société à responsabilité limitée.

Siège social: L-1637 Luxembourg, 22, rue Goethe.

R.C.S. Luxembourg B 158.187.

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

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

Luxembourg, le 23 janvier 2013.

Référence de publication: 2013012451/10.

(130014455) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Neoclides Global Capital S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

Siège social: L-2180 Luxembourg, 3, rue Jean Monnet.

R.C.S. Luxembourg B 130.483.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Luxembourg, le 20 décembre 2012.

Référence de publication: 2013012423/11.

(130013705) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Nexus Capital (Luxembourg) S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 155.332.

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 23 janvier 2013.

Référence de publication: 2013012425/10.

(130014443) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

M2F, Société Anonyme.

Siège social: L-8011 Strassen, 315A, route d'Arlon.

R.C.S. Luxembourg B 113.411.

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour M2F S.A.

Signature

Référence de publication: 2013012422/11.

(130013898) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Mic Cargo S.à r.l., Société à responsabilité limitée.

Siège social: L-9673 Oberwampach, Maison 105.

R.C.S. Luxembourg B 40.181.

Les Comptes annuels au 31/12/2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Strassen, le 23/01/2013.

Pour MIC CARGO S.à r. l.

J. REUTER

Référence de publication: 2013012406/12.

(130014012) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Salaun Invest A.G., Société Anonyme.

Siège social: L-1331 Luxembourg, 57, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 124.625.

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 22 janvier 2013.

Référence de publication: 2013012531/10.

(130014147) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Saggitarius Investments S.A., Société Anonyme.

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

R.C.S. Luxembourg B 51.358.

—
Par la présente, j'ai le regret de vous informer de ma démission comme administrateur de votre société et ce, avec effet immédiat.

Luxembourg, le 18 janvier 2013.

Lux Konzern S.à r.l.

Référence de publication: 2013012527/11.

(130013961) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Sculptor Sparrow Investments S.à r.l., Société à responsabilité limitée.

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

R.C.S. Luxembourg B 173.972.

—
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 22 janvier 2013.

Référence de publication: 2013012518/10.

(130013956) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

RMB Holdings S.A., Société Anonyme Soparfi.

Siège social: L-2449 Luxembourg, 11, boulevard Royal.

R.C.S. Luxembourg B 35.267.

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

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

Signature.

Référence de publication: 2013012501/10.

(130014268) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

PH Investissement S.à r.l., Société à responsabilité limitée.

Siège social: L-1940 Luxembourg, 296-298, route de Longwy.

R.C.S. Luxembourg B 157.416.

—
Extrait du Conseil de Gérance du 16 janvier 2013

Il résulte du procès-verbal du Conseil de Gérance, tenu en date du 16 janvier 2013:

Que le siège social est transféré du 117, avenue Gaston Diderich, L-1420 Luxembourg, au 296-298, route de Longwy L-1940 Luxembourg à compter du 16 janvier 2013.

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

Un mandataire

Référence de publication: 2013012466/13.

(130014093) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Sodrugestvo Group S.A., Société Anonyme.

Siège social: L-1660 Luxembourg, 36-38, Grand-rue.

R.C.S. Luxembourg B 151.174.

—
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 22 janvier 2013.

Référence de publication: 2013012523/10.

(130014143) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.

Nouvelle Optilux S. à r.l., Société à responsabilité limitée.

Siège social: L-8050 Bertrange, route d'Arlon.

R.C.S. Luxembourg B 61.760.

DISSOLUTION*Extrait*

Il résulte d'un acte de dissolution de société, reçu par Maître Alex WEBER, notaire de résidence à Bascharage, en date du 27 décembre 2012, numéro 2012/2853 de son répertoire, enregistré à Capellen, le 4 janvier 2013, relation: CAP/2013/21 de la société à responsabilité limitée "NOUVELLE OPTILUX s.à r.l.", avec siège social à L-8050 Bertrange, route d'Arlon, Centre Commercial «La Belle Etoile», inscrite au RCS à Luxembourg sous le numéro B 61 760, constituée suivant acte reçu par Maître Emile SCHLESSER, notaire de résidence à Luxembourg, en date du 17 novembre 1997, publié au Mémorial C numéro 115 du 23 février 1998, ce qui suit:

- Monsieur Marcel HOBES, seul associé, a déclaré procéder à la dissolution et à la liquidation de la société prédite, avec effet au 27 décembre 2012,

- la société dissoute n'a plus d'activités.

- l'associé a déclaré en outre que la liquidation de la prédite société a été achevée et qu'il assume tous les éléments actifs et passifs éventuels de la société dissoute.

- que les livres et documents de la société dissoute resteront déposés pendant la durée de cinq années à l'adresse suivante: L-4930 Bascharage, 51, boulevard J.-F. Kennedy.

Bascharage, le 9 janvier 2013.

Pour extrait conforme

Alex WEBER

Le notaire

Référence de publication: 2013007149/26.

(130007438) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 janvier 2013.

Skymoon Investment S.A., Société Anonyme.

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

R.C.S. Luxembourg B 172.316.

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

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

Luxembourg, le 22 janvier 2013.

Skymoon Investments S.A.

P.L.C. van Denzen

Administrateur

Référence de publication: 2013011822/13.

(130013584) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 janvier 2013.

Mission Investment S.A., Société Anonyme.

Siège social: L-1661 Luxembourg, 31, Grand-rue.

R.C.S. Luxembourg B 127.324.

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

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

AGIF S.A.

Référence de publication: 2013012409/10.

(130014221) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 janvier 2013.
